

THE WIDOW'S TEAR



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GAMES**

THE WIDOW'S TEAR

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TABLE OF CONTENTS

THE WIDOW'S TEAR.....	1
CREDITS.....	1
BACKERS.....	4
INTRODUCTION	6

ADRIEL.....	10
BINIEL.....	10
SURAPH.....	10
PYRIEL	12
KIELIK.....	12
ZABAN.....	12
HAMUA.....	12
LACHA.....	13

AKIIR.....	14
SYSTEM INFORMATION	14
ALYBET AKIIR	14
VYCABEL AKIIR.....	14
CYBETHAL AKIIR	15
ILLTAN AKIIR	17
XYVEK AKIIR	17
THE DISQUIET VEIL.....	17

ANTROGA	19
ANTROGA	19
CRUTEO.....	19
ROOTAGA.....	19
OKIOS BELT	20
NULAK.....	20
YENTARU	22
MUTHYR.....	24

ASENATH.....	25
ASENATH	25
ASENATH ALPHA	25
ASENATH GAMMA	25
THE DUST BELT.....	27
ASENATH OMEGA	27
ASENATH ULTRA	29

THE FIFTH REALM	30
NEAR BROTHER	30
JADE GARDEN.....	31
RING OF STONE AND ICE.....	34
REALM OF THE NIGHTMARE WINDS.....	34
MOON OF STORMS	35
MOON OF DREAMS	35
REALM OF THE FROZEN HELL	36
FAR BROTHER	36
REALM OF THE YELLOW KING	36

GNOSIS	38
SYSTEM INFORMATION	38
THE STAR OBELISK	39
KEL CHERIS.....	40
BARABUS	40
HAMILTON.....	40
SIENNA	42
MOD.....	42
THE IRON RING	43
RAWLINS.....	43
TRILLEN.....	43
WELLS.....	43
BREG.....	44

KHÔL'S DEMISE.....	46
SYSTEM INFORMATION	46
UMBRELLA	46
HOT PRINCESS	47
POINTLESS	48
DRUID'S NIGHTMARE	48
BLEAK.....	49
BARREN.....	52
FRESHWATER AND WATERHOLE.....	52
ECHO	52

MALMSTURM	57
SYSTEM INFORMATION	57
MALMSTURM.....	57
HELL'S HALO	58
STALKER	58
MALMSTURM I.....	59
THE OUTER BELTS	61

NEUSA	62
LIYA.....	62
HIEL.....	62
ALIL.....	63
ASTEROID BELT.....	64
MAELA.....	64

NUMM CAELUM.....	65
SYSTEM INFORMATION	65
MAGMARAT	66
CANAMONDAS	67
RINZLER.....	67
HAKIDONMUYA.....	68
WISP.....	69
CEREBONT	69
ZP-1.....	69
HEDASH'S REST	69
AMAROK	70
THE RUBBLE RING	70

TABLE OF CONTENTS

REL-DAR	73
SYSTEM INFORMATION	73
HARBINGER INDUSTRIAL	74
BALOR	76
PYROPUS	76
SKARIA	76
JHORZAKAR	77
TARGON	77
BOAZ	78
SOKAR	78

THE LOST EYES	79
THE WINGS	81
GUBAIDH	81
GAMOQ	83
KEMARN	85
ZAYIK	88
BADJIL	90
THE SUNDERED PLANET	90
DEVIL'S HALO	91

UMBRAI: THE DARK QUEEN	92
SYSTEM INFORMATION	92
DEEP IN THE WIDOW'S TEAR	93
UMBRAI	94
THE SIX SISTERS	94
AR'KAIRNON	94
DURLEATH	94
CAS	95
KOTH	96
CAVEAM	97

YEMON	99
SYSTEM INFORMATION	99
MELA	99
ASYAS	101
VALE	101
RYALA	102
ALEOS	104
VEPAZ	104
PHASA	105
EPHIN	105

RACES OF THE TEAR	106
AASIMAR	106
ANGARRI	108
DEFILERS	111
DROW	114
HUMANS	116
JENDOVA	118
NA'VOORM	120
NULAK	123
RADIAD	125

RECOG	128
SKAREEN	130
SLETHEK	133
TIEFLING	135
WAEHAEM	137
ZORRN	139

STARFINDER CORE RACES	141
ANDROIDS	141
DWARVES	141
ELVES	141
GNOMES	141
HALF ELVES	141
HALF ORCS	141
KASATHA	141
LASHUNTA	141
SHIRREN	141
VESK	142
YSOKI	142

DENIZENS OF THE TEAR	143
AKIIR	143
ANTROGA	146
GNOSIS	148
KHOL'S DEMISE	156
MALMSTURN SYSTEM	159
NESUA	161
NUMM CAELUM	171
THE LOST EYES	179
UMBRAI	194
YEMON	198

INDEX	206
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OPEN GAME LICENSE	210
OPEN GAME LICENSE VERSION 1.0A	210

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INTRODUCTION

Just beyond the outermost edges of charted space lies a forgotten nebula of immense size, invisible unless you know where to look. To the approaching watchful and knowing eye, the luminescent clouds of dust and ionized gases, swell into view, roiling in prismatic majesty and overripe with stars beyond reckoning. The stars within the system are flanked by rich worlds of wealth and mystery, paradises that are often fertile and well within habitable parameters. Most were one home to intelligent life, but now only silent ruins to suggest the dark truths lurking just beyond perception. Despite these subtle concerns, the march of colonization is on.

Navigation to the Tear is not easy, however. The Nebula is unnaturally invisible beyond the distance a few billion lightyears, and even once she begins to fade into view, travelers must be cautious. Hyperspace travel into and out of the nebula is impossible, resulting in instant destruction, and requiring standard space travel for the last leg of the journey. Some cosmic ley-line or phenomenon crosses all planes of existence, creating a barrier you have crossed the event horizon and have entered the gaseous detritus of the Widow's embrace.

Once you are within the Widow's Tear, hyperspace travel is again possible, though often dangerous within the influence of star systems. Many come to explore the systems of the nebula, though this frontier has few inhabited systems and none of the amenities that well charted space has to offer. Outside the colonized systems, there are no star-ports within which to seek resupply or repair, and all but the most hardy explorers stick to the few charted systems of the Tear.

COLONIZATION

Thanks to advancements in interstellar travel, the exploration of distant star systems has become an extremely lucrative pursuit, with habitable or easily mined planets being an extremely rare and precious find. Three hundred years ago a spacefarer, explorer and prospector named Pelusach Khôl entered the nebula searching for mineral rich worlds. Khôl claimed that he had discovered the Widow's Tear by following a 'gut feeling', like a hunch or a song stuck in his head. He was sure something important was just beyond reach, in an empty swath of uncharted space. As he approached the Tear and it faded into view, he knew he had discovered something truly special.

Once within the nebula, he found that not only were the systems mostly uninhabited by intelligent life, but almost every system he encountered had one or more worlds with some combination of breathable air, potable

water, and soil rich in minerals. Many of these worlds had even been somehow seeded with life like that of inhabited worlds in charted space. Overcome with excitement that he may have made the most important discovery in the history of civilization, Pelusach foolishly sent back word of his find. In some of his earliest writings he calls the nebula by name but neglected to describe how came by the title of the Widow's Tear. No matter how the name came to be, it is commonly accepted that Khôl didn't name the nebula himself, as it doesn't fit with other examples of his especially unique naming conventions.

Khôl's exploration efforts did not bring him fortune, and he didn't live long enough to enjoy the fame, but news of his discoveries reached charted space and triggered a centuries long resource rush to colonize and capitalize on the incalculable wealth of the Widow's Tear. In this new era of exploration, the Widow's Tear has been the most significant discovery, and the resources plundered from her have become so storied that the flow of colonists to the nebula is only likely to increase exponentially for the foreseeable future.

INHABITED STAR SYSTEMS

In the last three centuries, hundreds of colonization attempts have been founded and failed within systems all across the Tear. To date, only fourteen systems have been fully charted, and only twelve of those are currently inhabited by settlers. Several stars systems are home to intelligent life that predates colonization, and peaceful communications have been established with nearly all races.

ADRIEL

Population: 1 billion; Human 30%, Aasimar 25%, Android 10%, Other races 35%

Power Groups: The Starfall Autocracy, Alabasters (shipbuilders), Defilers, assorted corporations.

This system's permeant residents are predominantly populated by aasimar and humans. The system is a totalitarian theocratic monarchy ruled by the Lady of Certainty, a priestess of the higher planes. The militant government is partially justified by infrequent but fierce defiler attacks. Despite the authoritarian and religious nature of the government, the Adriel system is a hub of commerce and tourism. The system is unique among the inhabited systems of the Widow's Tear in that it is not dominated by the mining industry, but instead by farming, shipbuilding as well as gambling and resorts. This system caters to the wealthier denizens of other

INTRODUCTION

systems and attempts to cover up any problems or mishaps that may lurk below the polished veneer.

AKIR

Population: 3 billion, Angarri 40%, Jendova 40%, Human 5%, Android 4%, Other races 11%

Power Groups: Native Peoples of Cybethal Akir (assorted local governments), minor mining operations

†his system has few established colonies and is dominated by the aquatic races of angarri and jendova. In the past, these races worshipped an eldritch being known as Cthulhu, but have since reformed and turned from this heretical belief system. Conventional wisdom among the natives is that Cthulhu is — paradoxically—both dead and alive, a colossal being of apocalyptic power that lies dreaming at the bottom of the seas of one of the planets in the system. Anecdotal evidence of incidents in the system suggest there is some truth to this. These peoples engage in trade with nearby systems, but other than a small mining operation on Cybethal, the system is mostly undisturbed by colonists, though some researchers have ships in orbit studying the frigid system and the unusual psychic wavelengths that radiate from it.

ANTROGA

Population: 40 million, Human 50%, Tieflings 30%, Other races 18%, Nulak 2%

Power Groups: Hellfire Syndicate (tiefling mining guild), Anglers Pride (fishing guild), minor mining guilds

†his blue star system has many androids and humans within it, as well as a native race known as the Nulak, but the system itself is run by a tiefling racial corporate mining guild known as the Hellfire Syndicate. The syndicate is a criminal enterprise attempting legitimate ventures, and the mining guild permits other companies to operate modestly within the system as well as offering work to the native Nulak. The system has ruins which suggest it was once inhabited by an advanced race, though the ruins are seldom explored due to a history of accidents and missing persons.

ASENATH

Population: 6 million, Android 95%, Other races 5%

Power Groups: Android Pirates

This system orbiting a purple star is mostly uninhabited, with the exception of an ancient race of aggressive and violent spacefaring androids unlike any common models known to charted space. The planets of the system have many ancient ruins, and mysterious transmissions can

be detected from orbit, though the marauding androids make closer study difficult.

THE FIFTH REALM

Population: 1.5 billion, Human 65%, Android 20%, Aasimar 5%, Tiefling 2%, Elves 2%, Other races 6%

Power Groups: Jade Palace government, The Yellow King, mob bosses, Ancestor's Abyss militia, mining guilds

†his binary system is home to several clans of humans, ruled in a feudal monarchy by the Jade Mother. While mining operations, farms and trade all contribute to the wealth of the system, criminal enterprise threatens rule of law at every turn. Prison colonies serve as a monument to the conflict between the lawful and the lawless. This system is home to the only advanced university in the nebula, as well as some of the most well-established settlements in the Widow's Tear. Not all is well, however. Near the edge of the system a truly alien being dwells in an unnatural temple surrounded by cultist devotees.

GNOSIS

Population: 1.5 billion, Human 30%, Android 25%, Kasatha 12%, Lashunta 12%, Vesk 10%, Other races 11%

Power Groups: Cobalt Legion, Sienna Government, Cult of Mati, assorted mining companies, researchers

†his system is settled by several mining colonies and is primarily inhabited by humans. No formal systemwide government exists, though a mercenary organization known as the Cobalt Legion is the primary power group in the system. The Legion makes the bulk of their profit off scrapping ruined starships of the previous inhabitants of the system, though a protection racket for miners is equally lucrative, and the system is functionally a kleptocracy. A few of the planets have been terraformed, or at least partially terraformed by some previous race. The planet Sienna is heavily colonized and has its own government. The most notable trait of this binary system is an enormous black obelisk floating in space, some technological artifact of an ancient race long gone.

KHOL'S DEMISE

Population: 3 million, Zornn 50%, Human 15%, Other races 35%

Power Groups: Gangs, mining operations, Children of the Golden Spire, Prudd & Olyts Refinery

†his system is notable for being the first system explored and mapped after Pelusach Khôl discovered the nebula. Because of this, and its proximity

THE WIDOW'S TEAR

to the edge of the Widow's Tear, this is also the first settled by the new wave of colonists, though few settlements succeeded due to the sparse resources in the system. Now labor cartels run the system in a sort of oligarch kleptocracy. All manner of races are welcome, most inhabiting the mining colonies that dominate the system.

Like many of the systems in the Widow's Tear, mining is the primary economic force, though secretly the working and living conditions here are much harsher than in many other systems, forcing only the poorest and hardest workers to the region. Workers are often tricked into the system by the cartels who use the system's history as a lure, brought as indentured servants or forced in as slaves. Recently, a monastery station fashioned as a golden cathedral has arrived in the system with unknown origins not shared by the mysterious monks that inhabit the Golden Spire.

MALMSTURM

Population: 5 million, Human 90%, Other races 10%

Power Groups: Various Malm Governments, minor mining operations and colonies

The white dwarf star at the heart of this system is radically unstable, and disruptive to magic. Only one world in this system is inhabited, and despite the common belief that the widow's tear was only recently discovered, the native inhabitants of Malm are human and all indications point to them having been there for millions of years. Malman humans are descended from some ancient and advanced colonists of the nebula, and only recently have these peoples begun to rediscover industrial technology. Contact with new colonists has recently occurred, and new settlers have introduced advanced technology to the system with yet to be seen consequences. Prisoners in forced labor mining operations in the asteroid belts have introduced new commerce to the system, while a planet cloaked in unnaturally black dust has brought scientific curiosity.

NESUA

Population: Defilers 95%, Other races 5%

Power Groups: Defilers, Matlef government

This dead system is called the Widow's Black Heart for a reason; at its core is a fresh neutron star that only a century ago was a yellow sun. The supernova was sudden, and the once colonized worlds of the system are all barren or broken, and all life in the system was snuffed out, with the only exception being the city of

Matlef, now a magically sealed enclave, impenetrable and floating free in space. Otherwise, the system is totally abandoned by civilization and now only known as the location of the largest massed fighting force of defilers the inhabited systems are aware of in the nebula.

NUMM CAELUM

Population: 12 million, Volguroth Infected 65%, Human 20%, Android 5%, Other races 10%

Power Groups: Volguroth, The Chosen, Cambio Magna, Zeta Proxima, various survivor space stations

This system was once an oligarchy of dueling corporations in a desperate competition to capitalize on the colonial mining rush. Now, the two corporations have implemented a systemwide quarantine due to an outbreak of a sentient and incurable biological infection known as Volguroth's Flesh. Entire ecosystems and planets have collapsed, and none who visit the system are permitted to leave. The consciousness of the infection itself desires nothing more than to seed itself through the stars, and the system's inhabitants are desperate for a treatment, and pray for a cure. While mining continues in hope that one day exporting the harvested wealth will be someday possible, that hope is rapidly fading.

REL DAR

Population: 2 million, Human 40%, Skareen 5%, Slethek 7%, Merkul 5%, Waelhaem 5%, Other races 38%

Power Groups: Harbinger Corporation, Disciples of the Cleansing Flame, the Departed

This binary system is home to the only molten mineral harvesting operations in the nebula, delving the lakes of magma of the two innermost worlds. The system's mining and colonization efforts are run by the human dominant Harbinger corporation. The corporation came to the system in pursuit of profit but is rapidly transforming into a religious cult under the guidance of its chief executive. The system is home to more intelligent native races than any other colonized system. These races of the skareen, slethek, merkul and waelhaem have all been recently introduced to interstellar travel, as well as zealot religions and corporate greed. Unusually, an ancient race of human-like androids of unknown origin inhabit the system, and predate any known colonization efforts by at least several millions of years.

THE LOST EYES

Population: 6 million, Human 40%, Aasimar 20%, Drow 20%, Tieflings 10%, Recogs 4%, Other races 6%

Power Groups: The Herald, Onyx Consortium, Hellfire Syndicate, Mistress Somewhere, widow cults

Outside the Widow's Tear nebula, but in relatively close proximity are star systems under the control of an aasimar theocratic militia known as the Starlight Justicars. In the earliest days of colonization, three cathedral ships containing a heretic faction fled into the Tear to escape persecution and were lost. These cultists revered a mysterious deity known only as the Widow and took the discovery of the nebula as a sign. This event led to an alliance of the aasimar, drow and tiefling organizations cooperatively financing colonization efforts to the Lost Eyes system in search of the lost ships.

The system was settled, but an incident in hyperspace led to a massive black hole being punched in space near the system. Even with inevitable doom on the horizon, settlers scrape out a living here in mining colonies, and in ever growing cities. Criminal organizations, theocratic governments, and drow clans all compete for the systems resources. Here some force has caused refuse on a junkyard planet to awaken a race of artificial intelligences that have cobbled together bodies for themselves. Here, giant elder things swim through space and magical distortions wreak havoc for travel. Cultists carry on worship of the mysterious Widow.

UMBRAI: THE DARK QUEEN

Population: 1 million, Human 70%, Android 10%, Other races 30%

Power Groups: Awakeners, Guardians, Maw cultists, researchers and various settlers

The celestial alignments of this system defy all logic and exist in profane defiance of all known physics. Here, six suns orbit a black hole, and a small planetoid orbits the core in a perpendicular orbit. The planetoid is the site of a constant war between two cultist factions, fought over the potential awakening of a sleeping Great Old One. Few settlers have come to this system, though those that have are of an assortment of races, manning the few mines in the system or settling the frontiers of Koth, though many fall to madness and join one of the cults active in the dying system. A comet phases in and out of reality, following the same path over and over, supernaturally influencing the minds of the systems peoples and already plagued by paranormal curses and murderous cults.

YEMON

Population: 1 billion, Tieflings 60%, Human 15%, Android 10%, DragonVesk 5%, Other races 10%

Power Groups: Ryla central government, Aegis Base, assorted cults, Defilers

The system orbiting this very large yellow star is one of the most heavily colonized systems in all of the nebula. With several habitable worlds, and other worlds ideal for mining resources, it's easy to see why the Yemon system is home to so many. Interestingly, this system is home to the only dragonvesk settlers in the nebula, as well as the only true dragon. Yemon is human dominant but has a much higher tiefling population than any system without a significant Hellfire Syndicate presence. Yemon absorbed several refugees from the Neusa system who fled the defiler attacks that plagued that system before the supernova, and one of the chief concerns of Yemon governments is the defiler threat. Several worlds and settlements have fully autonomous governments, and no central government rules the system, though peaceful coexistence is largely due to the common threat of a looming enemy.

ADRIEL

Adriel is a large system on the edge of the Widow's Tear. Most of the planets are not overly populated, and a ghost planet lurks next to the most populated planet. The space between the planets is filled with an unusual amount of debris and rogue asteroids, meaning that only agile, smaller ships can venture into the system.

BINIEL

Rocky, uninhabited, and shrouded in a poisonous atmosphere of metallic gasses, Biniel is reputed to be the home of strange giant insects that feed on minerals and fly through the metallic clouds. However, massive storms on the planet's surface smash any exploratory crafts into the planet's surface, preventing any further exploration.

SURAPH

The first view of Suraph from an approaching shuttle is the huge delta sprawling over its shoulder like a purple bruise against the white sand of the desert, and over it all, golden clouds reflecting the sun. Small turquoise oceans dot the southern region, remnants of an era when the planet was covered in salt water.

The planet itself is incredibly beautiful. The sand is brilliantly white, dotted with strange rock outcroppings that look like they could have been made by alien hands. The atmosphere lends itself to vivid sunsets which reflect off of the sands. The purple of the delta grasses, slow herds of herbivores, and massive blue-and-gold semi-aquatic venomous serpents in the oceans add to the otherworldly beauty.

THE SUMARK DELTA

Fed by a massive water and ice table far beneath the planet's surface, the delta is fed by six springs, which were likely triggered by a long-ago asteroid strike. The water is icy-cold in the center of the delta, warming toward the edge of the region. The hardy purple grasses that thrive in the specific mineral composition of the region are rich fodder for the famba, mid-sized, passive herbivores that inhabit the region.

There is a strong tourist and leisure economy in the delta, including pleasure cruises, famba-rides, resorts, and casinos, each more fabulous and richer than the last, and all heavily taxed and monitored by the government.

STARFALL

The first settlers on Suraph were Aasimar fleeing from political persecution after a failed coup attempt. They set down near the delta, at the rim of an ancient impact crater, and a city took form around them. Two hundred years later, the city is approaching five million inhabitants, the system is thriving as a result of the cheap wind power found in the desert north of the city.

Starfall's inhabitants brought with them a nearly-forgotten forging technique that produces one of the essential components of starship engines. This has given rise to a healthy export of various starship parts, services, and skills, supporting the city. The desert to the south has been partly terraformed, and now contains farms and ranches to supplement the food coming from Zaban.

Outside of the city and its terraformed areas, the desert is treacherous. A network of roads to mining camps runs through the safest areas, but it is common to lose at least a few caravans each year to the shifting sands, heavy storms, or simply the heat and lack of water.

THE LADY OF CERTAINTY

Though Zaban is more populous, the government, law enforcement, and trade in Adriel all run through Starfall. The government has gone through a number of changes, from a democratic effort early in its days to the current autocratic religious government currently in place.

Travel within the Adriel System is heavily regulated, with all travelers required to fill out extensive paperwork, sign away rights, and subject themselves to regular detainments and questioning. This is passed off as security for the highly sensitive patented manufacturing taking place in Knightlore, but even loyal citizens are starting to question the government's continued removal of rights and movement.

The current head of government came up as a charismatic and volatile priestess, using her powerful foresight to guide the system through a wave of Defiler attacks, keeping them safe when all hope was lost. In the final battle with the Defilers, the previous leader, a well-liked but often ineffectual half-elf from Zaban, was killed while holding off an attack on the Hall of Wisdom, the center of government. Kilgiran Farsight stepped up and took control. After the Defilers were driven off, Kilgiran became the leader of Adriel, styling herself the Lady of Certainty.



Now, fifty years later, her iron grasp on the system has not softened in the least, and she has survived assassination attempts, rebellions, and attempted coups. There is growing unrest concerning her rule, and the whispers that she killed or caused her predecessor to be killed, are growing. Adriel is rich and powerful, but its foundations are shaking.

THE WATERWORKS

The towering arch welcomes anyone with official business, curiosity, or a scientific goal. Wells were sunk into the water table nearly two hundred years ago, and sophisticated pumps draw it to the surface, where it is portioned out over the city. Recently, water reclamation and purification systems have been added in an attempt to stop the water loss the planet is suffering. However, graft and corruption within the Waterworks is threatening those projects, and systems long neglected are beginning to fail.

KNIGHTLORE

The largest manufacturing business in an industrial city, Knightlore is the property of the Alabasters, an

old engineering family that made the system's fortune by inventing a new forging method for engine components. Generations later, Knightlore is losing its importance as newer, better options are being invented. However, the Alabasters wield immense power and influence in the system still.

The manufacturing compound rests in the eastern quarter of the city, overlooking the desert, and a small residential court is built nearby, but the Alabasters' main residence is a warded and expensive manor in the Sumark Delta.

HALON REMONSTRANCE

Orbiting high above Suraph, the Halon Remonstrance is the pride of the system. A state-of-the-art warship technically owned by the citizens, but under control of the Lady of Certainty, this ship is used to demonstrate the power and skill of the Starfallian Hegemony.

The ship is unlike anything else in the Widow's Tear, sleek and fast, and loaded with strange weapons that no one is allowed to examine too closely, but if they did, they would find traces of necromantic magic and a very particular power signature that is not from any known race.

DEAD VEIL

A small city on nearly the other side of the planet from Starfall, Dead Veil is a city of outcasts, rebels, refugees, and undesirables. The city has a reputation for being dirty and dangerous, but the inhabitants understand how thin their margin of survival is, and they do the best by each other that they can. The city gets its name from the sandstorms that sweep regularly through the area, touched with some strange magic that reanimates dead souls for the duration of the storm. The souls do no damage, but the fear and grief they sow can drive even the stouthearted mad.

PYRIEL

An uninteresting small gas planet, Pyriel is notable only for its space station, Sielec Point. The planet is red, with swirls of white, and three small moons. The atmosphere is acidic, so even respirators can't be used on the surface.

SIELIC POINT

The very epitome of a working space station, Sielec Point is the main port that services both Suraph and Zaban. Oddly, every permanent resident of the station is an android. The space station is mostly automated, and a stop-over only: a place for visitors to the system to be checked, papered, and approved or turned away.

KIELIK

Kielik, from space, is one of the loveliest planets in the Widow's Tear. Brilliantly green, with sparkling violet oceans and glowing points of light that look like cities, it draws explorer after explorer, sure that they will be the ones to lay claim to this gem. None have ever returned. Transmissions cease as soon as their ships or probes enter the thing atmosphere.

ZABAN

Zaban is beautiful. Lush, green, and filled with oxygen, it's a warm planet with abundant natural resources. Much of the system's food comes from its fields, and its only sources of industry are the processing and packing plants built to distribute the system's food. Zaban is considered a protected zone by the government. There are many species here, mostly herbivores and omnivores, with no natural large predators. Some of

these creatures have been domesticated, while others provide no particular benefit.

THE SHADOWED ISLE

As gentle and productive as the planet is, the south pole is an anomaly. Some malevolent energy seems to make its home here, warping the creatures and animals. The planet's seasons lock the south pole under heavy storms for most of the year, creating a seasonal ocean that locks it into a small continent from which nothing can escape.

However, twice a year, the planet's rotation tilts, the storms cease, and the ocean pulls away from a narrow straight of land. During these seasons, the twisted creatures flood into the southern farms and towns, tearing into crops, flocks, and people. They can wipe out a settlement in a matter of minutes.

Because of this threat, the southern cities and towns have built walls, but Zaban is soft and offers little in the way of natural building materials. As such, stone and wood have been brought in, and the Selkie fleet deploys from Lacha during the Ravage to provide fast-moving air defense. Even so, at least two towns and several Selkies are lost every year, and creatures often escape to keep moving north.

THE TERRACE

Most of Zaban is covered in cropland or pastures, but the Terrace is a sprawling hill system that has been completely terraformed into terraced farms. Using traditional techniques, exotic and unusual foods are grown here, and the Terrace serves as a research site for TI'aja's bio research departments.

THE PINE WASTES

Their name is somewhat misleading but compared to the overwhelming lush virility of the rest of Zaban, the Wastes do appear gray and dead. The only forest on Zaban, the Pine Wastes are a wide highland covered with thin grasses, towering pine trees, and the only rocky outcroppings on Zaban. It seems out of place on the planet, and nothing lives here except the grasses and trees.

HAMUA

Hamua is the science hub of Adriel. Three research stations on Hamua's moons study the system's unique offerings. The smallest of these, M'aja, specifically studies the venomous serpents from Suraph's oceans. Saltwater tanks hold the brightly colored snakes, which

can grow as long as twenty feet and weigh up to three hundred pounds. Though they are not overly aggressive, they are easily spooked, and their venom is exceptionally powerful, and there are significant fail safes around M'aja to handle any breaches. The venom is used to create anesthetics that aid in cryo-stasis, while the snakes' DNA is being studied for potential benefits to human adaptation. The other research stations are less exciting, though a small university on TI'aja does provide higher study opportunities for Adriel's students.

BHAJODH SHIPYARD

The Shipyard utilizes the planet's heavy gravity to stress-test warships and exploration cruisers. The engine components manufactured by Knightlore are assembled into engines and other mechanical components. The Shipyard is run by a dour old Lashunta, Heuli Lansna, who runs a tight operation and brooks no slack.

LACHA

The Adriel System is not huge, as such systems go, and though it has natural defenses, the recent invasion by the Defilers has put everyone on alert. Lacha had housed a fairly large base before, focusing on ship repairs, testing, and docking for inter-system liners too huge to move within the debris-laden space between the planets. After the Defiler attack, Lacha Base was turned into a military installation, and quite a lot of the wealth the system produced was put into training, outfitting, and developing an interplanetary defense force.

Currently, six Titan-class war-cruisers are docked here, along with twelve smaller Manticores, twenty Wyvern-class upper-atmosphere fighters, and eighty Selkies, the feared Adriel single-pilot swarm ships. Though the Lady swears that they are defense only, local systems are becoming concerned that there's a more sinister goal.



AKIIR

his five-planet system, known to its inhabitants as Akiir, contains one planet that comfortably supports life. One vast ocean, with little landmass, the planet known as Cybethal Akiir has evolved two distinct intelligent, aquatic species. Though not related, they have formed a strange social relationship that has allowed both to reach the stars. Herein lies an outline of the various planets and celestial features of Akiir, as well as a detailed look at Cybethal and its twin races: the angarri and the jenvoda.

SYSTEM INFORMATION

At the center of the Akiir system is a medium-sized blue star. It lies within the Widow's Tear Nebula, along the edge, facing the galactic core. There are five planets within the Akiir system; in order from closest orbit, they are as follows.

1. **Alybet Akiir:** A small, volcanic world nearest the sun.
2. **Vycabel Akiir:** A mostly barren planet with a toxic atmosphere.
3. **Cybethal Akiir:** Large ocean world, with three small moons, home of the angarri and the jenvoda.
4. **Illtan Akiir:** A yellow-green gas giant that sports seven moons.
5. **Xyvek Akiir:** A barren, icy world with a thin atmosphere and a single, small satellite.
6. **The Disquiet Veil:** The outer reaches of the system are surrounded by a great ice ring. Researchers theorize that the vast ring of ice particles and larger ice chunks are the remains of one or more destroyed planetoids.

ALYBET AKIIR

The first world of the Akiir system, Alybet is a barren and mountainous, with a very thin atmosphere, mostly hydrogen and helium, with trace amounts of oxygen and sodium (treat as no atmosphere), and extreme volcanic activity. Alybet has extreme temperatures on its daylight side, reaching nearly 1,000° F. The night side can plunge as low as -200° F, but heat from volcanic activity allows for areas that are much hotter, sometimes within tolerable levels for humanoids (though this relative safety is offset by the dangers of lava flows and other volcanic hazards). The planet rotates slowly, taking 72 hours to complete a full rotation, thus experiencing 36 hour days and nights,

however Alybet revolves swiftly around its star, taking only 108 days to complete a single orbit of Akiir.

There are no native lifeforms on Alybet Akiir. However, magical fluctuations caused by solar activity periodically cause rifts to the Plane of Fire to open in areas of violent volcanic activity. Elementals of the fire and magma (see below) types are common, wandering through when the rifts open, becoming stranded when the rifts close, and having to wait until they open again to return home.

MAGMA ELEMENTAL GRAFT

From the vast, volcanic reaches where the Planes of Earth and Fire intersect, magma elementals are typically rocky with a molten interior.

Traits: Earth and Fire subtypes, burrow speed of 20 feet, immunity to fire, and vulnerability to cold; Resolve Points 2; Abilities burning strikes, earth glide, lava puddle (see below); Feats Cleave; Languages Ignan.

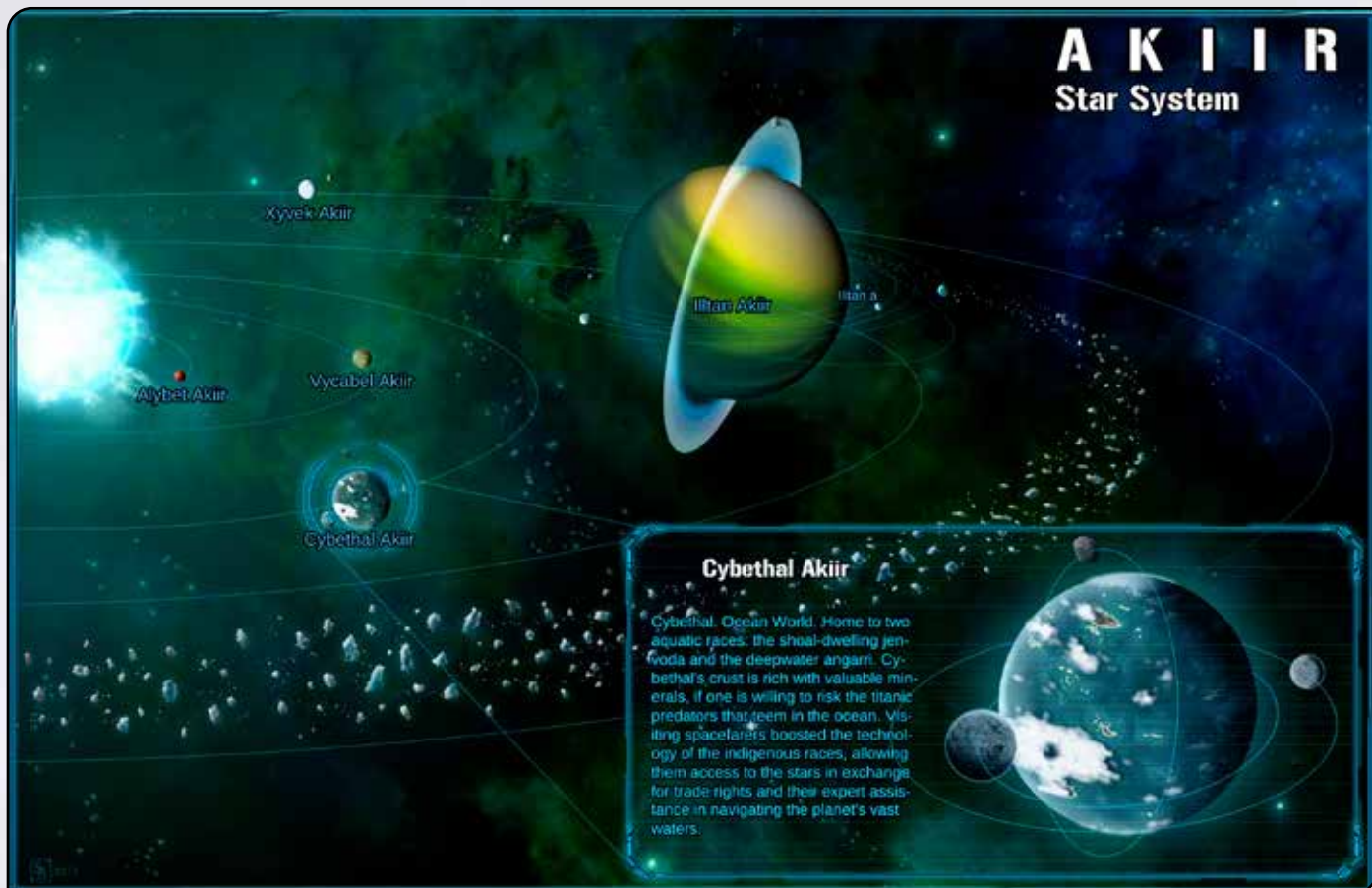
Lava Puddle (Ex): As a full action, a magma elemental can expend a resolve point to exude a puddle of lava that fills its space to a depth of 2-3 inches, which counts as difficult terrain. Any creature that moves through this lava puddle takes 3d6 points of fire damage. This continues for 1d3 rounds after the creature leaves the lava puddle, but only deals 1d6 points of fire damage on subsequent rounds. The lava puddle solidifies and becomes safe to touch after a number of minutes equal to the magma elementals Hit Dice. The lava puddle may cause secondary fires by coming into contact with other materials, at the GM's discretion.

VYCABEL AKIIR

The second planet of the system is Vycabel. It is slightly smaller than Cybethal, takes 243 days to complete a single orbit of Akiir, and completes a rotation in 28 hours. The daylight side reaches temperatures of 180° F at the equator, while night temperatures never drop below temperate. It has a toxic atmosphere and supports little in the way of life. Scattered ruins on the planet's surface indicate that it may have once had a more tolerable atmosphere. They are quite ancient, and little remains to provide any clue as to what sort of race once lived there, or what caused their demise and poisoned Vycabel's environment. Most theorize that a technologically advanced race irrevocably poisoned the atmosphere with industrial byproducts. There are a few researchers who speculate that the planet's atmosphere was always toxic, and whatever race once lived there

AKIIR

Star System



Cybethal Akiir

Cybethal, Ocean World. Home to two aquatic races: the shoal-dwelling jenvoda and the deepwater angarri. Cybethal's crust is rich with valuable minerals, if one is willing to risk the titanic predators that roam in the ocean. Visiting spacelarks boosted the technology of the indigenous races, allowing them access to the stars in exchange for trade rights and their expert assistance in navigating the planet's vast waters.

evolved to thrive in such conditions. As the most complex lifeforms found on Vycabel are various forms of fungi and oozes, imagining what sort of race could have evolved on the planet is an uncomfortable exercise.

VYCABEL AKIIR ATMOSPHERE

Type poison [inhaled]; **Save** Fortitude DC 18

Track Constitution; **Frequency** 1/round for 6 rounds

Cure 2 saves

CYBETHAL AKIIR

The planet Cybethal is mostly ocean. Archipelagos of islands, some chains numbering in the thousands, dot the surface of the world, but no single land mass above water has more than a thousand square miles of terrain. The trio of moons exert terrible tidal force—Y'Han, Lahai, and Hydra—making ocean waves treacherous. Some islands completely submerge at high tide. Life on the surface is harsh, with the bright sunlight, severe tides, and massive storms that sweep the planet's surface.

Beneath the waves, the warm water supports a vast diversity of plant and animal life. Deeper waters near volcanic rifts also support their own ecosystems. These

regions have spawned two distinct intelligent beings. The cephalopodic angarri evolved in the deeps near geothermal vents, while the humanoid jenvoda evolved in the shallow waters near the larger landmasses of the planet that sit below the surface of the water.

HISTORY

The two sentient races of Cybethal Akiir were once farther apart than they are now. The jenvoda were originally land-dwellers whose explorations brought them into contact with the angarri, who were sworn servants of Cthulhu. The jenvoda made trade and cultural compacts with the angarri, wishing to benefit from their magical knowledge. However, the terms of their agreements were unequal, taking advantage of the angarri, who soon found themselves all but enslaved by the aggressors. In retribution, seismic upheaval raised the ocean levels and drowned most of the existing landmass. The jenvoda that survived capitulated, becoming servants of the angarri in exchange for their continued existence. Angarri magic transformed the jenvoda, who joined them beneath the waves of Cybethal, becoming creatures of the waters like them.

The angarri moved away from their devotion to Cthulhu over time, developing sophisticated philosophy

and natural sciences while maintaining their mastery of magic. The contract with the jenvoda remained in place, who were bound to serve and protect the angarri into perpetuity.

Just under four decades ago, a research vessel discovered Cybethal. At the time, the angarri and jenvoda civilizations were pre-industrial but possessed highly developed magical talents. The angarri had a deeply developed philosophical and scientific base that would have eventually taken their society towards greater technological capacity.

A survey of Cybethal revealed valuable mineral deposits, along with other desirable natural resources. After the research vessel's full report to their superiors, they made the decision to contact the planet's inhabitants. Diplomats offered to share technology and provide space travel in exchange for trade rights and assistance in their mining efforts. The angarri agreed. However, the jenvoda, who initially were not part of the agreement, voiced their unhappiness, stating that denying them access to the stars violated the age-old pact between the two races. The jenvoda further claimed that they would not be able to uphold their end of the pact without access to all angarri, including those who chose to go into space. The angarri begrudgingly agreed and stipulated that the contract would necessitate the jenvoda being full partners.

REEF LABYRINTHS

Strange eldritch energies radiate from some of the lost jenvoda cities that were submerged in the great catastrophe. Weird, glowing corals grow in these areas, forming twisted reefs full of winding canyons and tunnels. These reefs grow from a source of the energy that gives them their strange forms and properties, creating labyrinthine mazes that radiate out from the ruins at their hearts.

The corals of these reefs glow with strangely colored phosphorescence. The twisted seaweeds that cling to the reefs sway to their own rhythm, regardless of the currents. Those who wander into a reef labyrinth often find themselves disoriented, wandering back and forth through the same dead-end passages and grottos. They may catch fleeting glimpses of other figures passing at a crossing in the distance or hear faint noises that suggest voices just around the next bend.

Every minute an intelligent creature spends in a reef labyrinth, it must succeed at a DC 20 Will save or become disoriented, wandering in a direction other than the one it intended. Physical marks, tokens left to indicate direction, or technical aids like computer mapping, do not avert this effect, though magical aids and protections still function properly. The subject

believes they are taking the path they have chosen even as they become increasingly lost. If the save is five or more lower than the DC, the subject is drawn down a path that lead it to the ruins at the center of the maze. There it suffers visions of the catastrophe that sent the ancient Jenvoda civilization beneath the waves and receives the Curse of Cthulhu. They then flee in terror (treat as the frightened condition), unerringly finding themselves once again outside the reef, assuming they are not attacked during their rush to escape. While they can escape readily enough, they cannot retrace their path back to the center. Anyone reaching the center of a reef labyrinth is no longer be subject to its disorienting effects, though they can suffer the same effect from a different reef labyrinth.

Strangely, most aquatic life on Cybethal Akiir is immune to the effects of the reef labyrinth. Predators often lurk within the reefs, preying on anyone foolish enough to wander in. Angarri are affected by the effects of reef labyrinths, but Jenvoda are not. However, most jenvoda consider such places taboo and do not knowingly enter them.

CURSE OF CTHULHU

Type: curse; **Save** DC 20

Effect: The victim is plagued nightly with terrible fever dreams. After the first night, they become fatigued. Significant activity (such as adventuring) while fatigued makes the victim exhausted. (A night's sleep reduces this to fatigue, despite the nightmares, but it must be a full 8 hours and not the 1 hour indicated under the description of the exhausted condition.) The victim's sleep is not restful enough to recover spells. After a week of this, treat the victim as if they suffer from a mental disease using the following track: befuddled-disassociated-comatose-dead. Each progressive week under the curse advances the victim one stage along the track.

Cure: The victim must spend a month in prayer and/or meditation in a secluded, peaceful setting where there are no bodies of water larger than a basin.

WORLD WAVES

Caused by intense seismic activity, or occasionally by asteroid strikes, world waves are massive, travel across great stretches of the surface of Cybethal Akiir, and move at incredible speeds, covering 500 miles in an hour. Adventurous natives—almost exclusively jenvoda—catch and attempt to ride these waves until they cease. The majority ride a world wave in the traditional way: standing—or lying, or alternately both—atop a long, narrow platform carved from the shell of

a giant mollusk. Families pass down these waverider platforms, or they are handmade by a waverider in preparation for the event.

Recently, this activity has caught the interest of adventurous off-worlders, who flock to Cybethal Akiir to test their luck. Most use their own platforms crafted of modern materials, while more cautious participants use diving suits or small submersible vehicles. Dangers include collision with landmasses, attacks by predators swept up in the world wave, and dismounting before the wave breaks on a land mass large enough to stop its momentum. Achieving the latter is necessary to call oneself a successful world wave rider, and many would-be riders meet their deaths when they fail.

ILLTAN AKIIR

The angarri and jenvoda have no interest in this planet or its satellites. Occasionally visitors establish research stations on Illtan's seven moons. These expeditions never last long; they are consistently and inexplicably plagued with accidents, crew members falling ill, and other misfortunes.

Illtan is a gas giant typical of its kind, with a toxic atmosphere and extreme gravity. Observers of the planet's atmosphere, however, report that its yellow-green cloud formations often take the form of vast, monstrous faces. These formations have never been recorded and are only seen by living observers. Even if those observers have recording equipment, the video footage never corroborates the reports. According to reports sent back to their home planet, one research team purportedly gathered evidence of life forms in the upper atmosphere. However, a freak explosion destroyed the research facility, and any evidence of such sightings along with it.

XYVEK AKIIR

The outermost planet of the system, Xyvek, is smaller than Cybethal, with light gravity, and a thin atmosphere. Its temperature is severely cold on its daylight side (0° F on average), and extremely cold on the dark side (–60° F on average). Xyvek has one satellite: a small, irregular moon named Lam. Nearly half the planet is covered with frozen oceans. Cyclopean ruins of black stone can be seen beneath the ice in the shallows. Sometimes their towers jut from the surface like fingertips of some enormous hand, frozen in place just as it breached the surface of the ancient sea.

The planet is officially under sanction due to the dangers of making planet-fall. An automated message warns travelers away, but there is no blockade in place, nor any security to deter visitors. It is rumored that

angarri researchers, along with jenvoda security and support personnel, visit the planet to dig into the ice and excavate the massive ruins that lie below, seeking lost mystical knowledge.

THE LEVIATHAN'S SHADE

A dark and deadly force haunts the frozen surface of Xyvek. What it is and whence it came remain open questions. Malevolent entity or amoral phenomenon—natural or magical—the reports from the few survivors cannot confirm. The only thing known about what is called the Leviathan's Shade is that it is deadly and to be avoided at all costs. The drowned, icy remains of too many explorers lay lost and unclaimed upon Xyvek's surface. A lone beacon, put into orbit by the angarri, warns travelers to stay away from the planet and to ignore the warning at their own peril, as no rescue will be mounted.

MAGICAL HAZARD: LEVIATHAN'S SHADE

CR 12

The first sign of the Leviathan's Shade are earth tremors, regular shaking and cracking of the ice, as if some massive creature were walking across the surface. An immense shadow begins to creep across the ice, though the thing that casts the shadow cannot be seen. The darkness deepens as the shadow blocks the feeble light of distant Akiir. It starts 30 feet wide and 60 feet long. The only way to avoid it is to outrun it.

The shadow spreads at a rate of 60 feet per round, always in the direction of any living creatures in the area. When the shadow falls across a living creature, it takes 6d6 cold damage (and an additional 6d6 damage for every round spent within the shadow) and must succeed at a DC 22 Will save or be forced to hold its breath as the interior of its armor or spacesuit fills with water. The affected creature must then hold its breath. If it runs out of air, it begins to drown (See "Suffocation and Drowning" in the *Starfinder Core Rulebook*). Environmental protections from armor and spacesuits do not protect against these effects, though appropriate spells and magic items can.

When a creature dies, either from drowning or cold, the water vanishes from inside the suit, leaving a cold corpse, its lungs filled with ice. A remove affliction banishes the water from a creature's armor, but if it is still within the shadow, or the shadow enters its area again, it must make further saving throws against the effect.

THE DISQUIET VEIL

At the outer reaches of the Akiir system, a great ring of ice particles and fragments orbits the star.

This silver-blue band is known as the Disquiet Veil. It is believed to be the remains of a rare cosmic event: two icy planetoids that collided on the edge of the system, blasting one another into oblivion. Gravity and time brought the icy remnants together into orbit and formed the Veil.

The name comes from two disturbing phenomena within the confines of the ice ring. First, the dead often spontaneously rise while within the boundaries of the Disquiet Veil. The most common undead are skeletons and occult zombies, uncontrolled and hostile to all life. Accidental deaths due to decompression or suit malfunction occasionally return as nihili. However, due to the ice ring's other dangerous attribute, the second most common undead to rise within the Disquiet Veil are marooned ones.

Starships that pass into the Disquiet Veil experience strange anomalies with their sensors and navigation equipment. Despite its finite size, it is possible for a ship to become lost within the ice ring, wandering in circles until lack of resources or despair overcome

the crew. Those that die lost in the Veil often rise as marooned ones.

Should a starship enter the Disquiet Veil, reroll the last Piloting check made to plot a heading, adding +10 to the original DC. If the check fails by 9 or less, the computer gives a false reading, indicating that the course laid in is faulty and needs to be recalculated. From that point, any Piloting check made to navigate a course into or out of the Veil has a +10 increase to the DC, and navigators only realize the course is faulty if they fail by 5 or less. Instead of moving out of the ice field, they instead simply move along the ring. If the destination is within the system, those on board the starship realize the faulty course after 2d6 hours, as they should be well clear of the ring by then. If the course was plotted to exit the system, the faulty course is detected after 1d3 hours. However, escaping the Disquiet Veil becomes more difficult with time. For every hour spent in the ice ring, the DC for navigation checks increases by 2. These affects only apply to conventional navigation; Drift navigation is unaffected by this phenomenon.



ANTROGA

This system is fairly deep in the Widow's Tear, nearer the core-ward side of the nebula. Antroga is sparsely populated, mostly due to the anomaly of its sun. The native intelligent species of the system seems to have never developed beyond stone age technology, and the temperatures of many of the planets are too low to support major agricultural endeavors without terraforming or other technological or magical aid. A mix of humans, tieflings, and other races have journeyed here. Most are here due to mineral wealth found on some of the planets, and to harvest gas from one of the two giants in the system. The rest are research teams, eager to solve the mystery of the star's lack of energy output, or to study the mysterious belt of dust and gas that encircles the middle of the system.

POPULATION

The population of the system is approximately 40 million. Roughly half are human, with tieflings making up another thirty percent, eighteen percent being other starfaring races, and the remainder consisting of the native Nulak. Most of the tieflings work for the Hellfire Syndicate, a group of families that run various mining operations in the system. Many humans also work for the Consortium, but also for non-affiliated companies, such as Angler's Pride and Black-Hobbs Ventures.

ANTROGA

The bright, blue star at the center of this system is a mystery to astrophysicists and mystics alike. With its given mass and illumination, it should be much hotter than it is, giving off radiation that would be inimical to most life. Somehow, Antroga is much cooler than it should be. This gives it a fairly close habitation zone with life on planets that should be too hot and blanketed by radiation to support it. No scientific explanation has been found for this phenomenon. Likewise, the magical community has no answers, though a variety of speculation abounds. Most agree that a massive amount of the energy being produced by the star's fusion is somehow being diverted elsewhere. Where, and by what—or whom—are the debates that continue concerning the phenomenon. Several mystical organizations and a few scientific communities have research teams in the system, attempting to find the answers that have eluded them since the discovery of the system.

CRUTEO

The first planet in the system, Cruteo has a tight orbit around Antroga, close enough that the surface is too hot to sustain life. Its thin atmosphere consists mainly of hydrogen with traces of other elements. Recently, probes from the researches into Antroga's diminished energy picked up readings from the surface of the planet showing collected deposits of metals and artificial materials, indicating the possibility of ruins on the planet. This seems impossible without advanced technology or powerful magic to shield any surface settlements from the heat and radiation and provide a breathable atmosphere. However, one researcher hypothesizes it would be possible if the energy output of the star had been even further diminished at some period in the past. Given that this hypothesis was proffered by Lenn Vartema (see the entry for Mephisto Station), it has been given little credence.

Thus far, no research teams have taken the time to explore these findings. However, recently archaeological teams working on Nulak have shown interest in exploration of Cruteo to determine if such ruins exist. Strangely, the Hellfire Syndicate has offered to finance such an exploration. The sudden interest is due to the rebirth of an old evil in the system (see the Kal-nulak section in the description of planet Nulak for more details.)

ROOTAGA

The second planet in the system, Rootaga's has very hot climes and a thin atmosphere. A shallow sea encircles the planet's equator. This is where the vast majority of Rootaga's native life lives, with the remainder found mostly underground. Rootaga's single moon is lifeless and has no population.

A few environmentally contained settlements exist on the planet, mostly mining operations harvesting precious and industrial-grade minerals for export to refineries in other systems both in and out of the Widow's Tear. Humans own most of the mining rights, though a few claims are owned by the ruling tiefling families of Mephisto Station. Black-Hobbs Ventures is the primary company on Rootaga, human-owned and in direct competition with the Hellfire Syndicate. One human company—Angler's Pride—also operates a fishery on the planet, as a few of the life forms in the equatorial sea are popular eating. Much of the catch is sold to Mephisto station, while the rest is canned or freeze-dried for export.

OKIOS BELT

This nebulous ring of gasses, ice particles, and dust occupies the middle of the system. It presents as a broad glowing band of blue-green in the night skies of Rootaga and Nulak. Space-going vessels typically avoid traveling in the belt, as electromagnetic energy and radiation build up in its confines, eventually dispersing in violent "storms," discharges of electricity that can cripple or destroy ships with prolonged exposure. Travelers reckless or desperate enough to brave the belt should have a ship that's either fast to get through as quickly as possible, or large enough that it's Damage Threshold and shields can withstand a belt storm, should one arise during transit. A ship with a speed of 4 takes 2 hour to cross the belt from the exterior to interior, or vice versa. For faster ships, reduce the time accordingly (a speed of 6 reduce the time to 90 minutes, speed 8 to 1 hour, etc). If the width of the belt is crossed, cut the time to 25%.

HAZARD: BELT STORM

During a belt storm, the Okios Belt gives off radiation and powerful electrical discharges, much like lightning during a thunderstorm. There are three levels of storms. A level 1 storm gives off light radiation. A level 2 storm gives off medium radiation. A level 3 storm gives off heavy radiation. The pilot of the starship must make a piloting check each minute of the trip against the DC of the storm.

A typical storm lasts 6d12 minutes. On a failed check, the starship is struck by an electrical discharge taking damage according to the level of the storm. In addition to the damage, treat the discharge as if it were a starship weapon with the EMP special property. A level 1 storm deals 2d12 damage (DC 20). A level 2 storm deals 5d12 damage (DC 24). Discharges from a level 3 storm deal 3d6x10 damage (DC 30).

NULAK

The fourth planet in the system is Nulak. It is a terran planet, with a multitude of life forms already present when explorers arrived in the system, including the system's only sentient species, for which the planet is named. The nulak were a primitive people, with only stone age technology, but also strong, hardy, and with excellent memory and recall. Mineral and geographical surveys of the planet revealed a lack of metal ore in the planet's crust, which explained the nulak's inability to develop beyond their current technological level. However, remains of an ancient and advanced civilization have recently been discovered. Xenoarcheologists

peculate that the nulak may have once been a technologically advanced society, which devolved once their natural resources ran out, perhaps helped along by natural disasters from which they no longer had the resources and ability to protect themselves.

Several colonies have been established on Nulak, primarily to mine for precious and industrial minerals, which the planet still has in abundance. The nulak have been exposed to advanced technology, and in many cases trained in its use, with the corporations utilizing them as a local labor force. Some exceptional few have left the planet, taking on work aboard Mephisto station, or ships traveling within the system. Many work as laborers, while others use their exceptional recall for accounting or inventory roles. Others prefer not to interact with aliens, remaining in their villages and avoiding contact with those from the stars.

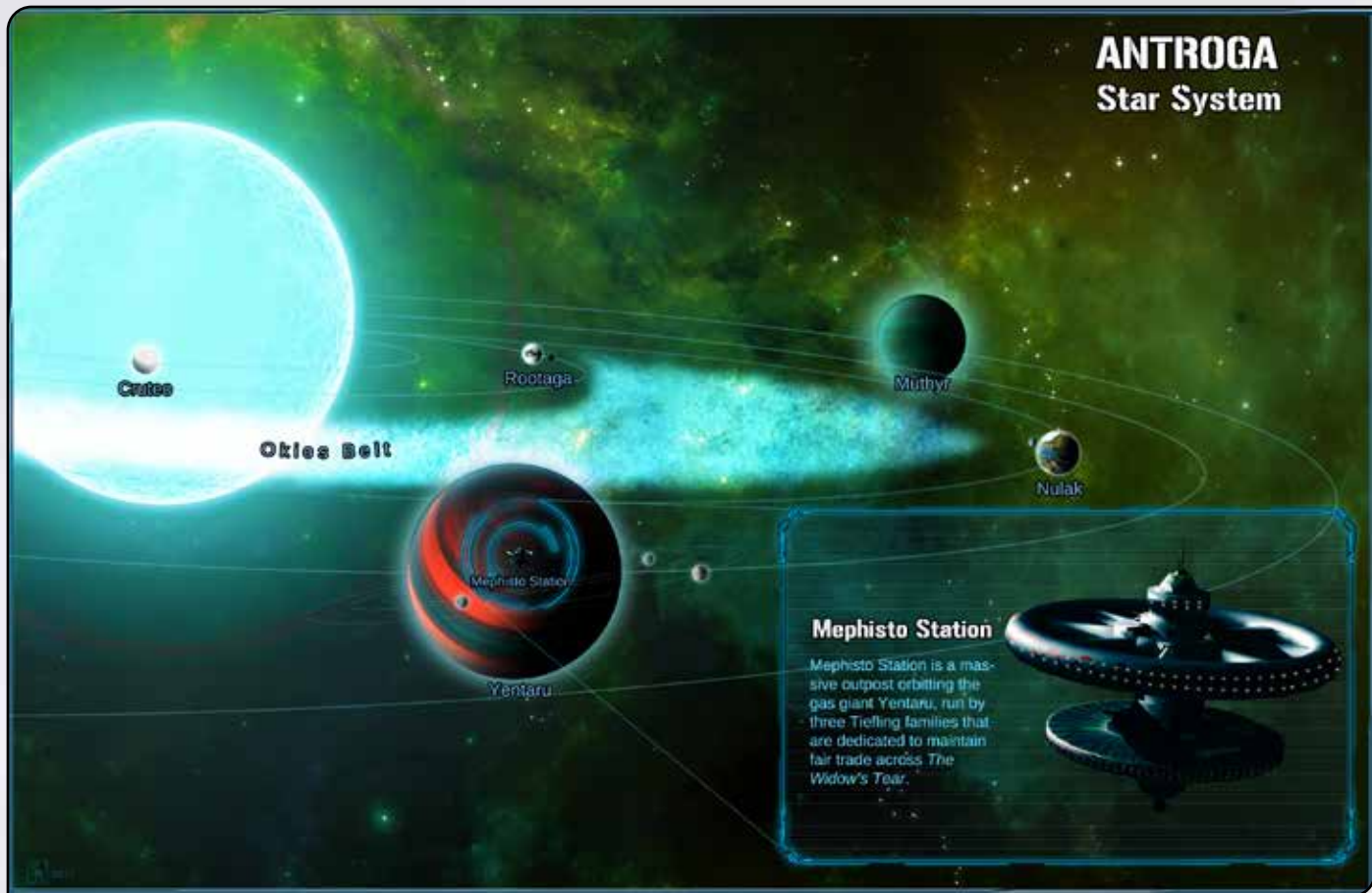
Though the nulak may appear menacing, there were no incidents of violence during first contact or while the colonies were being established, despite certain companies willing to take advantage of their naivete and simplistic lifestyle. However, recent reports have been made concerning murders on Nulak and elsewhere in the system, deaths that appear to have been caused by the nulak. Paranoia has risen, with those in power fearing a revolt, meanwhile prejudice and anti-nulak sentiment is on the rise. The nulak protest their innocence, but it may not be long before official sanctions, vigilante justice, and worse are brought to bear.

Nulak stand between 4 1/2 and 5 1/2 feet tall, with broad, thick bodies covered in thick, overlapping, scale-like, protective plates. Their hands and feet sport tough, thick claws. They have short, bristly hairs that grow between the plates on their bodies, but no thick concentrations of it anywhere. Their eyes are small and deep-set under a heavy brow ridge.

The rare nulak that become adventurers are often mechanics, as many have an aptitude for technology. Some nulak have a talent for magic. These are divided equally between mystics (most leaning toward the akashic, healer, and empath connections in that order) and those who combine their talents with technical expertise and become technomancers.

THE KAL-NULAK

The rumored attacks by the nulak are not the fault of the stone age civilization, but rather their supposedly long-dead ancestors. The ancient nulak recognized that their society was in decline. Resources were scarce and ecological disasters were on the rise. While greatly advanced, the nulak had never mastered space travel, but many of their kind delved into mysticism. It was in the hybridization of magic



and genetics that one faction of the ancient nulak sought to cheat death. They created a process by which individual nulak could be preserved, their genetic code, memories, and thought patterns sealed in what they called a legacy seed.

These stone-like nodules were crafted from the flesh of the nulak and preserved with magic. The nulak from which a legacy seed was formed died, but the chance to reborn was preserved in the seed. The ancient nulak were betting on a future where intelligent life from beyond their world would arrive. Then the legacy seeds would do their work, and the nulak race would be reborn by taking another species.

Only a fraction of the nulak went through this process. Most of the nulak balked at such a practice, considering it evil to prolong life at the expense of another intelligent being. The faction willing to do so sacrificed themselves, hiding the legacy seeds from their kin so they would not be found and destroyed. Meanwhile, the rest of the ancient nulak consigned themselves to whatever fate awaited them. Once the others were gone, they did their best to seek out the legacy seeds and destroy them, but some were too well hidden. As the nulak declined, losing their advanced civilization, they did not lose the memory of those profane members of their race.

However, after many generations, the stories passed on became myth. Yet the nulak were still watchful for the return of the evil ones, the kal-nulak or "the people reborn."

Now the plans of those ancient people have come to fruition. A research team uncovering and documenting the ruins of an ancient nulak city managed to uncover a few legacy seeds. Once in contact with a potential host, the legacy seeds activated, their material subsumed into the victims, where the kal-nulak genetic material quickly overwhelmed their own DNA, transforming them into nulak, but different from the descendants of that ancient race.

The kal-nulak are able to incorporate favorable traits of their hosts as they transform, as well as gaining the ability to take on the appearance of the host and access its memories. These newly reborn kal-nulak took time to assess the reality of their new existence and the presence of the new races. Now they secretly work to uncover more legacy seeds, bonding them with hosts so that they can increase their numbers. Their ultimate goal is to reclaim their home world by subverting the local powers, taking command of the industrial centers and space lanes, and eventually controlling the entire system. Most kal-nulak care little for their modern

LEGACY SEEDS

At first glance, these objects appear to be dark brown stones, carved with a scale-like pattern. A legacy seed is approximately a foot long, six inches around at the middle, and tapered towards the ends. Despite the environment in which they are found, legacy seeds are always warm to the touch, as if alive (which they are, in a way).

A legacy seed is a remnant of one of the ancient nulak. Back when their planet was running out of resources and unavoidable environmental disasters loomed, a cabal of nulak mystics devised a way to save their race. They predicted that intelligent life would one day return to the system. They found a way to store a nulak's personality, memories, and a map of their genetic structure within a suitable vessel. When this vessel comes into physical contact with the bare flesh of a humanoid or monstrous humanoid, it activates. The legacy seed releases tendrils that burrow into the intended host, drawing the seed into full contact with it, allowing it to burrow into the host's flesh. Then it releases its data, causing a transformation.

First, the victim's mind is overwhelmed, as a psychic charge carries the ancient nulak's personality and memories into the intended host's neurons, effectively overwriting the host. This assault causes 8d6 points of damage and stuns the intended host for 1 round. A successful DC 20 Will save halves the damage and negates the stunning effect. A DC 20 Strength check can be made as an action to tear the legacy seed free. A legacy seed will go dormant again after 3 rounds of no physical contact with a potential host. However, once it has made the initial psychic attack, it will use its tendrils to try and reach the intended host and reestablish physical contact. When active in this way, the legacy seed has a 20-foot movement rate, and a +8 to attack. A successful hit means it reattaches itself with its tendrils.

If the legacy seed is not removed after two rounds of contact, it burrows into the creature's flesh, requiring the intended host to make a DC 25 Fortitude save. On a success, the creature's body fights the invasion and avoids being subsumed, but takes 4d6 points of damage and is fatigued. The intended host may act normally, but must make another Fortitude save every hour, taking the damage listed above. On the second save, the intended host becomes exhausted. If the target makes a third save, it will fall unconscious, which allows no further saving throws against the effects unless the intended host is awakened (given a stimulant, or physically slapped awake, for example). While embedded in the intended host, the legacy seed plays upon the target's mind, affecting it as per suggestion. It will suggest, sounding like the intended host's own thoughts, that it needs to rest, just a few hours sleep. Once embedded only a DC 25 Medicine check can remove the legacy seed, provided the proper equipment is present to perform such an operation. A legacy seed can be destroyed by various means (**EAC** 15; **KAC** 17; **Hardness** 5; 7 **HP**).

On a failed save, the transformation begins. The intended host will find a secluded, private area while the legacy seed turns it into a kal-nulak. Once the transformation is complete, only a wish can reverse the process.

relations. They view the nulak as descendants of those who betrayed their race and consider them of little consequence. When the kal-nulak rule their world and the surrounding system, they may allow the nulak to continue to live on their home world, so long as they recognize the authority of their betters.

YENTARU

This massive gas giant is impressive to view, the clouds of its upper atmosphere are a striking swirl of bright reds, deep greens, and blues. Yentaru has four satellites: three moons and a single, massive space station. The station is the hub of industry for the system, collectively owned and operated by three tiefling families. Gas mined from Yentaru is delivered to Mephisto Station and refined for shipment across as well as out of the system. Mineral products from

throughout the system also come here for refinement or manufacture into other goods for export. The closest moon, Meru, has been terraformed into an agricultural world to provide food and drinking water to the station and its nearly two million inhabitants. The other two moons currently hold no interest or value. Two-thirds of Mephisto Station's residents are tieflings, one-sixth are humans, with the remaining sixth composed of various other races, including a population of nulak laborers.

MEPHISTO STATION

With nearly two million inhabitants, Mephisto Station is a floating city. The majority are tieflings from across the galaxy. Many are here for a life free of prejudice and the opportunity for prosperity. While not everyone in Mephisto Station is getting rich, the Hellfire Syndicate ensures that all its employees are paid

competitive wages, promoted from within based on merit and time with the company, and ensured adequate vacation time and medical attention. The Consortium also seeks to expand its values throughout the Widow's Tear Nebula, knowing that many other systems in the nebula have attracted tieflings, as well as other outcasts, outliers, and nonconformists. They work to establish a fair trade doctrine among the other companies and systems here, attempting to make them see how a united front will provide them all with advantage when dealing with the rest of the galaxy. Not everyone agrees, but the Hellfire Syndicate's proposals have been seeing plenty of favorable response, and their goals have slowly moved towards becoming reality.

Three tiefling families hold controlling interest in the Hellfire Syndicate. The matriarchs of these families run the corporation. Mika Cervantes (envoy 9) is CEO. Lorelei Jianlin (technomancer 9) is head of Research and Development. Scarlet Aurach (operator 9) is head of Security, which includes the Consortium's legal and anti-espionage departments. A board of other major shareholders meet with the trio to speak on business matters, but the Aurach, Cervantes, and Jianlin families have final say in all matters regarding the Consortium, and the three matriarchs have complete authority within their departments.

Recently, Scarlet Aurach has been uneasy. The alleged nulak attacks, reports of which have come in system-wide, are troubling to her. She prides herself on spotting signs of dissent and tension within the company and taking steps to diffuse them before they cause complications. Yet she did not see this coming. She also knows that while many of these attacks took place on Consortium property, even within Mephisto Station itself, reports of attacks have also been made in other areas where other businesses lay claim, so it's not entirely an internal matter. To make matters worse, there have been a number of small setbacks in all departments. Little things, which, on the surface, are easy to overlook. A business deal that was formerly considered a lock suddenly falls through.

Promising research in a new area of development goes nowhere. People formerly happy with the company suddenly decide to resign. Scarlet prides herself in noticing patterns and connections, and she can't help but see these as connected. And although she cannot see how, her instincts are correct.

What Scarlet Aurach has seen are the beginnings of the kal-nulak infiltration of the Hellfire Syndicate. They recognize the company as the premiere power in the system and desire to control it. While much of the kal-nulak's efforts are set within the Consortium, they have also been placing key agents in other corporations in the system, attaching strings to every puppet that seems a part of the play. That way, they can not only instigate aggression, but control the responses of the targets as well. Without knowledge of their existence, Scarlet has no culprit; she theorizes another shareholder—or perhaps a group of them collectively—are looking to shift the balance of power within the company. At this point, the kal-nulak want the Consortium backing expeditions to Cruteo, to seek out more legacy seeds so they can install more kal-nulak in positions of power, like the three families in charge. Scarlet may seek outside agents, such as the PCs, to investigate things on her behalf, hoping that impartial investigators catch something she missed. This may allow the PCs to discover the kal-nulak, and provide evidence of their schemes.

LENN VARTEMA

One of many researchers in the system to study the strange phenomenon of Atroga's missing energy, Lenn Vartema (ysoki technomancer 7) is infamous among his peers due to his odd and often outlandish theories. Among them, Lenn speculates that the fusion power of Atroga was diminished by magic or hybrid technology created by a race that settled here aeons ago. He believes that the energy output was even further diminished at the time, so even Cruteo was able to support life, pointing to the sensor readings that seem to indicate ruins on the planet's surface.

Lenn says that whatever magical force or hybrid mechanism it is that is redirecting the star's energy, it has become less



effective without maintenance, decreasing the amount of energy being redistributed and thus reducing the habitable zone of the system.

Lenn was one of the first to speculate that the nulak may have once been an advanced race, whose technology devolved after their planet's resources were depleted. This hypothesis has been grudgingly accepted by the rest of the research community, as ruins on Nulak have provided abundant evidence to suggest this is the case. Despite this, Lenn is still a notorious figure, made all the worse by his increasing paranoia and reclusive nature. However, once again Lenn has evidence to support such a stance, not that anyone believes him.

Lenn managed to obtain a legacy seed, "borrowed" from a peer in an archaeological expedition on Nulak. He brought it back to his lab on Mephisto Station, and so far is the only person who has avoided being infected and transformed. It was a narrow thing, and Lenn was traumatized by the experience. He managed to destroy the legacy seed, but not before it attempted to rewrite his mind. The connection was broken by a robotic lab assistant, but not before a portion of the information went into his head. Lenn has since been tormented by fragmented images, memories not his own, and strange compulsions from the fragmentary consciousness of the ancient nulak trapped in his brain. He has managed to closely surmise the true purpose of the legacy seeds, and was alarmed to find that many of his peers, some he knows for certain have uncovered legacy seeds for study, have suddenly disappeared or shifted their research to other areas without reason.

When contacted by the researcher from whom he stole the legacy seed, he was eager to discuss with her his findings and hypothesis. However, when she met with him, alone in his lab, she transformed and attacked him. With the help of his lab assistant, who was destroyed in the process, he managed to fight her off and kill her. Or rather, he killed the nulak that had taken her place. His terror was not so overwhelming that he didn't take the time to perform a thorough autopsy (after locking down the lab) and confirming that it was indeed a nulak, somehow rebuilt in the body of a former lashunta, while absorbing some of her genetic traits.

Lenn is now on the run. Certain he will be targeted again, he has taken as much of his equipment and data as possible and hides in the bowels of Mephisto Station, in areas that see little traffic other than a monthly tech crew performing check-ups and equipment maintenance. His mind is more than a little unhinged by the mad remnant of the kal-nulak still lurking in his brain, little more than a fragmented personality

and scattered memories, but enough to drive Lenn to distraction. Anyone who approaches him will have to deal with various magical and technological booby traps, as well as a crazy technomancer that believes anyone and everyone might be a shapechanging, evil, nulak come to kill him.

MUTHYR

The outermost planet and second gas giant of the system, this swirling, green orb is a malevolent mystery. All missions to survey the planet, manned and unmanned, have been lost. No reason for their demise has been determined, as all recording equipment and pertinent data vanished with the various missions. The system's various corporate entities have decided the planet and whatever resources or mysteries it holds are not worth the risk. A beacon was set into a high orbit around the planet, warning all visiting ships away from Muthyr, and that they ignore the warning at their own risk.

Should PCs decide to mount their own exploratory mission, they might well discover the reason for the prior disappearances. At random times, energy shifts within the thick, cloudy atmosphere of Muthyr cause a rip in space to open for a few seconds, drawing in all nearby matter and projecting it to another part of space (but, for whatever reason, only within the Widow's Tear). Their first warning is a bright display of light coming from the planet, the deep green of its atmosphere paling to a bright emerald from the illumination. Any starship within an orbit lower than that of the warning beacon, must immediately begin evasive maneuvers or be drawn down into the atmosphere and through the portal. A DC 25 Piloting check is necessary to avoid being caught, and the ship must immediately break orbit. If the check fails, or if the crew decides not to avoid the pull of the portal for some reason, they quickly find that the portal is unstable and dangerous.

Ships entering the portal take 8d6 points of damage and are shunted to a random portion of the Widow's Tear nebula (as GM, of course, you can choose a specific destination at which the PCs arrive). Additionally, the weird energies of the portal wreak havoc with a ship's systems. 1d4 systems will glitch after passage through the portal.

asenath

Asenath is a system of four strange planets located toward the edge of known space. The system lies outside most established trade and travel routes, and has few celestial neighbors, leading to its relative isolation. Its blue star interferes to a moderate extent with navigation, although ships that have jumped into this system record that travel is not overly difficult, and no jump failures in or out have been documented. It is as if the system does not want to be discovered or charted, but once found, welcomes visitors with a disturbing silence, and a constant background whisper of communications static assumed to be radiation from the sun.

Disruptions of sub-light scanners and communication systems are the most common traveling problems. Exploration drones sent into the system's worlds usually have a difficult time returning good data.

The worlds of Asenath are plagued with corruption. Though it is not readily apparent to newcomers, nothing about the system is quite right. Characters always have an uneasy feeling in this system, unable to pinpoint why. It is a solar system enveloped by bizarre, disturbing, truly massive phenomenon. Even in places that appear perfectly docile, there is simply some sense of "wrongness" about the locale, like a habitat complex built atop the site of a cursed burial mound. Evil and weirdness permeate the fabric of space here.

asenath

the sun that gives the star system its name appears purple in space. On scanners, it gives off a strange, "wispy" corona that can't be explained. It does not burn as hot as a blue star; though it is unclear why. It contains higher than normal concentrations of helium, oxygen, and neon.

asenath alpha

Asenath Alpha is a rocky world with the highest concentration of vegetation at the equator. It is not a "desert world" per se, but plant life and water are both sparse. The surface is mostly sand and gravel, with some thin grassy plains. The atmosphere is thin but breathable; some humanoids may require a re-breather. Four large lakes near the equator provide hydration and rainfall. Small volcanic eruptions are not uncommon in the form of minor craters. Eruptions are generally short-lived and create minor lava flows. Surface temperatures vary between 80 and 115 degrees Fahrenheit. There are no sentient life forms on the planet, but there is

evidence of a bronze-age civilization that existed here at least 10,000 years prior. Symbols in rock carvings suggest a type of hieroglyphic alphabet with a crude, inverted, ankh-like symbol frequently appearing.

IGNIS MINORIS

Ignis Minoris is a cratered moon with no visible signs of life, except that in the Tindalos Crater, where there appears to be the remains of a partially buried landing pad. Scans and chemical analysis reveals that is primarily composed of titanium and, oddly, nonreactive uranium showing only a bare minimum amount of radioactivity.

Visibility in the crater is always poor; the pad's surface is coated in onyx, and it seems to absorb light. No symbols of any kind provide clues about who built the landing pad, or why. A small ship might still be able to make a landing there.

OTHER STRANGE ELEMENTS

The Mountain Temple: A large mountain in the upper northeastern hemisphere has been dubbed Mount Cronus. Cloud cover obscures the peak most of the time, and Snow can be seen on the mountain despite the planet's ecology. Orbital scans show what may be a structure near its peak, resembling a pyramid. Drones deployed to this area become disoriented and have failed to return a clear image, possibly because of electrical storms near this structure.

For those who choose to explore this place, it is a temple of the outer god, Nyarlathotep, who delights in bringing lower life forms to ruin by giving them exactly what they want in ways that he chooses. Players may experience delusions offering choices, or find false treasures representing what they covet most. These choices always include betraying or otherwise turning on other party members.

asenath gamma

Asenath Gamma is an ocean planet dotted by roughly a hundred small islands. Approximately 85% of the planet's surface is covered by salt water. Orbital scans show that the world's ocean is teeming with diverse sea life, with evidence at the furthest depths of extremely large, dense plant life. There are four sites on this world that seem to show evidence of undersea settlements. The atmosphere is breathable by most humanoids,

and surface temperatures range between 65 and 85 degrees Fahrenheit.

The planet's islands tend to be sandy and tropical. Small crustaceans live in the salt ponds, between rocks, and near the shores. Scrub grass, orange in color, and there is unusual plant life similar to tall evergreen trees. The scrub grass is nutritious to humanoids, though its consistency is quite woody and the taste hardly palatable.

LAPIS PURPURA

This is a small purplish black moon with a hard, crystalline, surface and no atmosphere. Drone sensors suggest a tunnel system exists under the surface of the moon.

There are small entrances on the surface of the moon, which are difficult to detect from a distance with sensors. These entrances lead to the burrows of small creatures called diamond worms, which are partially crystalline and partly biological. They are thick, with a purulent exoskeletal ooze that permits them to slither through their tunnel homes, and delight in finding warm hosts to lure to their doom.

Diamond worms are yellowish in color and splotched with greenish-black scales. They are eyeless, with pseudo-mouths containing 66 tooth-like growths. Four razor-sharp, hook-like appendages surround the pseudo-mouth. Their tails are extremely powerful, allowing them to leap small distances.

If a diamond worm successfully latches on to a life form with its hook appendages, it attempts to burrow its way into the victim, then proceeds to tunnel directly to the brain, assuming the victim has a higher brain stem. The diamond worm takes control of the victim's bodily functions, causing it to happily march off to the nearest burrow entrance, babbling contentedly as they do so. Once at the entrance, the victim is directed to lay down on the ground, and dozens of diamond worms boil forth to consume it alive.

OTHER STRANGE ELEMENTS

The Wreck: At the base of an island, where a mountainous cliffside meets the water, is the wreck of a star freighter. The main body of the freighter is submerged, but the superstructure can be accessed via a rear starboard cargo module, through a massive breach rent by the rocky cliff-side. The ship has been there for several decades, slowly decaying from wind, surf, salt, and rain. Players may hear pirates or smugglers talk about this ship and the supposed grand secret that lies within. No markings are visible on the hull, and submersible drones show only images of a decaying

SCRUB GRASS SPECIES T. WESTICUM RARA

This is the scrub grass is commonly found on the islands of Asenath Gamma. If combined with water and malt, it creates a mash that can be fermented and brewed into potent liquor. Initial genetic research into this plant have found that it may be a hybrid, but who created it, and for what purpose, is unknown. It can be eaten, but most species do not find the taste or the texture pleasant.

This liquor has never been tested on living sentient beings, but chemical analysis suggests that it would not only be a powerful euphoric, but also a soporific and hallucinogenic—perhaps bringing on unpleasant dreams and visions.

This alcohol possesses a substance that reacts in unpleasant ways with psionic characters, causing them to instantly dislike its fumes and feel revolted. Drinking it is mildly addictive to many higher life forms, and in very high doses, it may be a mutagen (for game play purposes, someone who insists on brewing this and consuming it find that it works as advertised. In higher doses, or if abused over time, it causes body-shattering mutations left to the GM's imagination. Think lots of melty, gooey, explosive effects, leading to chitinous appendages appearing where they are very much not wanted.)

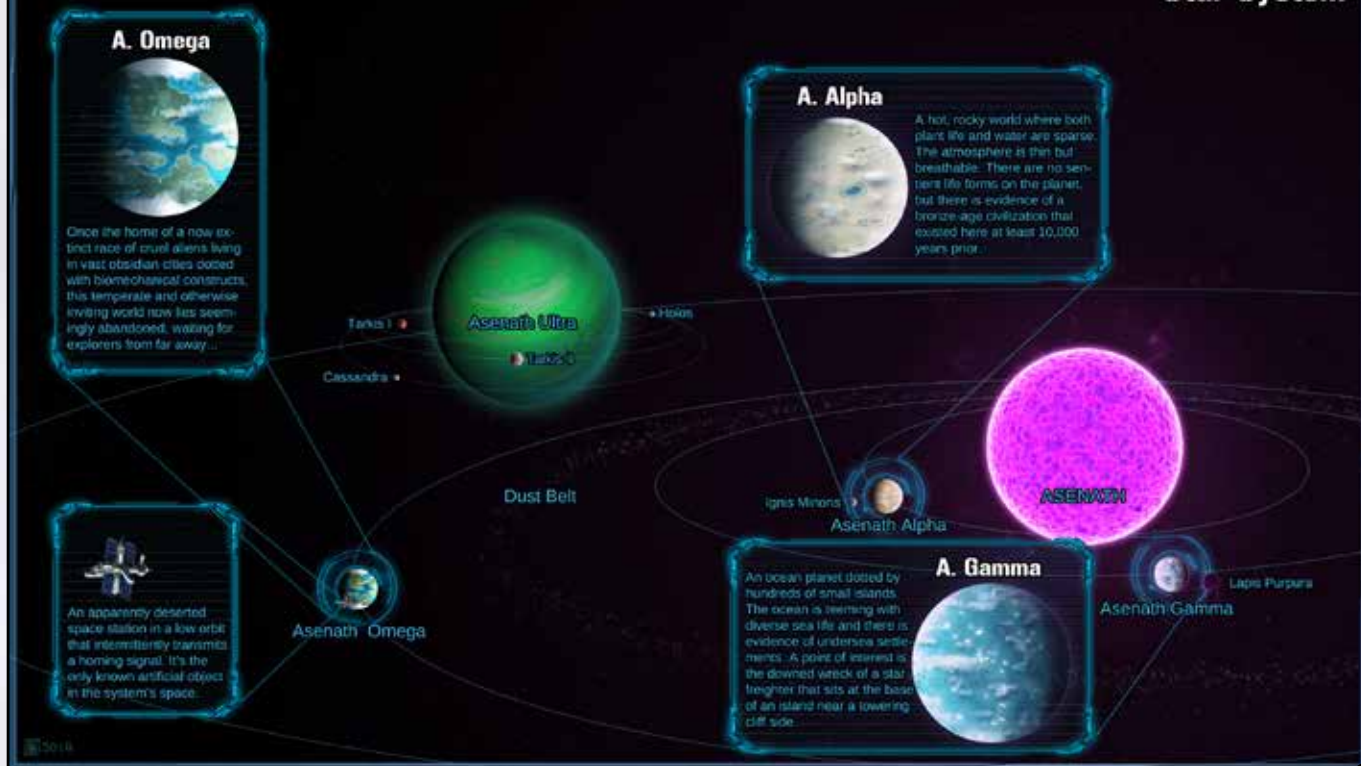
freighter, with breaches in the hull where sea life enters and exits. The ocean floor lies far below the wreckage, so there is no debris scatter.

The Caller of the Gate: Inside the wreckage of the star freighter is a small sealed containment vault, which remains undamaged and dry. On a scanner, the room looks like an opaque void that cannot be analyzed, though its size and location can be estimated by the relative position of the void to the rest of the wreck.

To locate and reach the vault room, PCs would be required to enter the wreck through the main hull breach above water, proceed through four completely light-less decks of a dozen random rooms apiece, use an access hatch to slip from one half of the superstructure to the next, and then resurface one deck up, where a pocket of unhealthy air has formed in one of a cluster of four rooms. The vault door lies behind a false bulkhead wall in the room inside the air pocket

Within the containment vault is a small computer server that is functional and in good repair. There appears to be nothing out of the ordinary about the machine. It features a screen, an input device catering to most races and species, and a curiously powerful wireless rig. The computer links to most systems on a standard starship via data cables.

ASENATH Star System



This machine is the Caller of the Gate. Running trillions of indecipherable calculations per second, the Caller transmits an Infernal Number using a method that a trained mathematician could never decipher (those with knowledge of the Occult may be able to distinguish its meaning, though not its actual numerical value). The infernal number acts as a Summon Yog-Sothoth spell.

The intent of whoever piloted this vessel had been to travel to Asenath Ultra to transmit the Number at the center of the gas giant, thereby summoning Yog-Sothoth. Whether the ship experienced some malfunction and crashed—fortunately, for all time and realities—or was deliberately destroyed, remains unknown.

THE SETTLEMENTS

Four separate settlements exist under the surface of Asenath Gamma's waters. These have been remotely mapped and identified by explorers, but no expeditions have traveled to the depths of these places yet. The sites are simply named Alpha One, Beta Two, and so on. They appear to be stone structures, which may have been villages or small towns at one time. They are partially overgrown by sea plants, and nearby rubble suggests they might once have sat atop large mesas that decayed and collapsed over time.

THE DUST BELT

Between Asenath Gamma and Omega is a dust belt which may represent the remnants of another world that failed to form ages ago. Starships may travel through the belt at two-thirds their normal speed. The particles within the belt are slightly magnetic, and may leave a film on some ship's hulls. Sensors and ship's systems experience some disturbance while in the belt.

asenath omega

Once, in another time, by a people long vanished, this benighted planet was called "The Butchers' Paradise" in the foul alien tongue they spoke. In terrible cities of obsidian, interlaced with living, tortured circuitry of thinking, enslaved machines, this race fought and plotted amongst themselves as a way of life.

From orbit, Asenath Omega appears to be an inviting, greenish blue world. The surface features grassy plains, mild, pleasant breezes, fertile soil, plant life not seen on any other world, and fresh bodies of water. There are arctic and antarctic poles that are covered in ice. Temperatures vary from equator to poles, ranging from -5 Fahrenheit to 95 Fahrenheit. Rainfall is average, and storms are not unknown. The world's topography is

relatively flat, with few major peaks or depressions, and sparse concentrations of woodlands. The ancient cities of the race that once resided here can be clearly seen via scanner or drone, and they appear to be interesting, empty constructions, perhaps the subject of a future study.

From the sinister beginnings of a savage, ultra-violent, stone-age existence, this planet's vanished indigenous race built a civilization on the foundation of a xeno technology they had never seen before, from another race even more vile, which had given them certain gifts that kick-started their rise to power. This xeno race was actually the herald of an Outer God that wished to spread malice and suffering, and on Asenath Omega, they did so with dividends.

As they advanced, the indigenous inhabitants of the planet loved to compete against their brethren, and fight for supremacy. They delighted in secret plots, punctuated by explosions of extreme violence, taking joy in torture and humiliation.

They were not mindless, savage primitives; they made a sophisticated society of sadists where life was comfortable and decadent, in its own perverse way, but could also end suddenly, and with a magnificent fanfare of agony. Even their machines—what modern beings might call computers—were fusions of living creatures and thinking microcircuits, purposely slaved to the very rock the race built their cities on, and just as purposely made to suffer in their existence, perhaps out of spite. It was as if their creators intentionally wanted these devices to be fully aware of the hopelessness of their own existence.

And then the greatest of this race had a vision: a project of flesh and steel; in essence, biomechanical androids, though not the helpers, healers, or explorers of the present day.

These androids—painstakingly sculpted with visages of anger, hate, and grotesquery—were armed with the best devices of slaughter that could be imagined. They were unleashed on the galaxy as raiders and pirates, and of course their masters unleashed them on each other. Fully capable of learning and self-evolving, pitiful few decades passed before the androids broke free from the constraints of their masters, and pursued their only real purpose for existence: to plunder, maim, torment, and kill.

A genocidal guerilla war lasting two centuries followed. The indigenous race, at times, thought they might conquer their wayward slaves, but then the androids achieved the power of full self-reproduction, and the ability to develop their own, gleefully hideous, new weapons. The final massacres were akin to great stygian orgies of death, where thousands were slowly slain and

disassembled daily in ceremonial fashion. The race fell and vanished from the universe.

But the obsidian cities were carefully preserved. Technology was left to function as it had before the war. The androids—hereafter to be known as android pirates—realized the value of these places.

The indigenous race is gone, but the android pirates still remain. Lurking within the ancient black cities—hiding in abandoned estates, within city sub-structures, in giant constructions resembling ship's hangars—they lurk, and multiply, waiting for a vessel that can deliver them again out into the stars. They eagerly wait for living beings to practice their unique talents on—for explorers attracted to Asenath Omega's green, inviting surface.

A space station in low orbit circles the planet. Structurally intact, but with no artificial gravity and no atmosphere, it appears to be deserted. The station's computers are in good operating condition and cater to most known languages and physiologies. There are quarters sufficient to house about thirty beings, two large starship terminals, a galley, four external docking umbilicus's, an empty storage level, and a communications pod. There is no power to most of the station, but characters with technical skills and access to technician's tools and equipment can restore it. In the communications pod is a familiar array of traffic control relay computers, proximity and azimuth scanners, and two huge receiver towers. Usually, the communication channels are clear, save for whatever traffic the characters' activities might generate. There is one frequency; however, that's intermittently transmitting a homing signal, perhaps once every three days. A successful average skill check takes eight hours and locates where the signal originates from. This is the Welcome Signal, as the android pirates have dubbed it ... and it beckons the curious, the intrepid, and the avaricious to their doom within Point Exxus, a strange, singular peak, honeycombed with a system of dungeon-like caves.

POINT EXXUS

Though not the only place of unspeakable acts on this world, Point Exxus waits to welcome new visitors to Asenath Omega. It is a black mountain of sandstone, quartz, silt, and sediment. At its base is hard-packed volcanic ash.

Carved into the top of Point Exxus is a cul-de-sac where a small starship could make landfall. The cul-de-sac leads through a tall archway to a high-ceilinged cavern. From the entrance cavern are four exits, leading to a maze-like system of dark tunnels, pits,

natural voids, several underground lakes and streams, a lava pit, and many abominable creatures that make their home inside this place. Naturally, Point Exxus is alive with mobs of android pirates, eager to meet the characters.

Those exploring the base of the mountain, or those unimaginably lucky enough to escape the mazes, find a single, small exit at Point Exxus' foot, partially blocked by fallen boulders. This is the only way out of Point Exxus, other than the cul-de-sac.

There is no treasure in the dungeons of Point Exxus, through the mazes are sprinkled with various clues to the contrary. A person surviving a trip through this place would count themselves lucky to do so. Escaping without a grievous mutilating injury would be an even greater feat.

ASENATH ULTRA

A gas giant with an atmosphere primarily composed of krypton, argon, and ammonia, Asenath Ultra is green in color, with swirls of white cloud-like formations.

The planet has four moons:

1. **Tarkis:** A hot planetoid of lava flows
2. **Holos:** A sphere of gas
3. **Tarkis II:** A dead world of dust and cooled magma
4. **Cassandra:** A mineral-rich rock that could be colonized and mined, though it has no breathable atmosphere, and is not tectonically stable.

OTHER STRANGE ELEMENTS

Within the core of Asenath Ultra is the Key Gate. It is a gold sphere 3000 meters in diameter, traversed by three spinning rings of a silvery metal on three independent axes. The Gate seems to gently pulse with energy. Sometimes the Gate seems to be a translucent, crystal-like thing of beauty; other times it appears to be a greenish yellow orb that pulses troublingly. Still other times, it glows as brightly as a star, orange and yellow, magnificent and painfully awesome to behold.

In order to use the Key Gate, a starship must maintain a stable orbit around Asenath Ultra. One wishing to find the Key Gate may do so if trained in planetary analysis, and if the vessel has equipment for that task. Whether or not the Gate wants to be found, however,

THE KEY GATE

"Yog-Sothoth knows the gate. Yog-Sothoth is the gate. Yog-Sothoth is the key and guardian of the gate. Past, present, future, all are one in Yog-Sothoth. He knows where the Old Ones broke through of old, and where They shall break through again. He knows where They have trod earth's fields, and where They still tread them, and why no one can behold Them as They tread."

—H.P. Lovecraft

depends on whether it detects the Caller of the Gate (see above) nearby.

An operator on a ship that does not contain the Caller of the Gate as part of its communications array must make a Very Difficult skill test to locate the Gate. If the operator's ship does contain the Key Gate, the skill test is Easy.

Once in stable orbit, and communications between the Caller and the Gate has been established, the Caller automatically begins to transmit the Infernal Number, a process that takes four standard hours. At the end of the process, something truly wondrous and abominable occurs.

The Infernal Number does not call Yog-Sothoth into reality—it warps reality into Yog-Sothoth. All things—time, matter, spacial dimensions, the atomic fabric that weaves into what is real, does not exist when the Caller and the Gate communicate. Those foolhardy enough to wish to communicate with Yog-Sothoth do so at peril to their own bodies, minds, sanity, and existence, to say nothing of the safety and peace of the rest of the galaxy.

Yog-Sothoth appears as a bloated, enormous, construction of many spheres, irregularly dotted with eyes. A gaping maw of millions of rows of terrible teeth are the only feature which resemble something of a face. Yog-Sothoth is easy to anger, and prone to brutally cruel and violent outbursts.

Yog-Sothoth can alter space and time, and control them effortlessly. It can grant ultimate knowledge of the true nature of reality and the universe to its devotees, but never without a staggering cost to self. It is completely, universally, aware of all things. A being who survives a communion with Yog-Sothoth will never know peace, sanity, or privacy



THE FIFTH REALM

The Fifth Realm is a decadent, dangerous, mysterious system plagued with cultists and threats. Its pleasure palaces are known throughout the Widow's Tear, but so are its open-air prisons and cultist strongholds. An oppressive regime has burned through many of the worlds, subjugating the previously free societies, and sending massive populations to the prison mines to build the wealth of their oppressors.

On some planets, strong resistance cells have formed, fighting back against the iron-fisted rule, but their success has been minimal, and thousands have been shipped to prison planets.

Nevertheless, many thrive here, and the system is still wealthy and relatively stable, but unrest simmers beneath the surface and threatens to erupt into all-out war. And, if that wasn't enough, the spreading threats of cultists and strange portents leaves everyone with a little question niggling at the back of their mind.

NEAR BROTHER

Population: 2 million prisoners 100,000 androids

A tiny orb of fire orbiting Near Brother, Burning Hell is the place mothers use to frighten their children into submission, and political governments send their dissidents. A seething mass of precious metals and ores, Burning Hell eats through prisoners like a wildfire.

Working here requires special suits, a high-grade combination of magic and technology. Each suit is ward-locked to a small area of the planet's surface and one portal that connects it to the orbiting prisons. If a prisoner steps out of their space, attempts to overpower the guards, or simply can't work anymore, a single word deactivates the suit, leaving the prisoner to burn.

A day on Burning Hell is short, but prisoners work through one day and one night each shift, collecting, separating, and transporting the ores to the refineries orbiting the planet. When their shift is over, they step from the suit into a portal, which sends them directly back to their cell, where they eat, sleep, and start the process over again.

Two refineries and four prisons orbit Burning Hell, as well as one freight station. The prisons are simple: staffed by androids, who serve the most basic meals and provide basic sanitation and medical care. The prisons are square blocks of cells joined together by airlocked tunnels, allowing an entire block or tunnel to be vented into space in the event of a riot.

The refineries are run by androids and more prisoners, the ones who either have skills or have proven themselves more trustworthy. Basic smelters and smokestacks, they separate dross from usable ore, pressing the dross into cubes that are dumped back onto the planet.

The freight station has docks for eight ships, and is staffed by androids and soldiers of the regime. Much of the regime's wealth and power comes from this planet, and they don't take any chances.

JADE GARDEN

Population: 1 million humans

Jade Garden is a wild, rich world. The weather is unpredictable and the clouds of stinging insects and the foul smell from the vast swamps dissuades higher settlement, but the planet is covered in hunting preserves, ranches, and farms, as well as dissident settlements.

The regime-approved governor of the Garden, Marcus Silver, owns the largest ranch on the planet. He runs over a million sheep there, supplying the system with wool and meat. Nearly five hundred families sublet property from him, paying a portion of their profits for the ability to lease space to create goods for sale.

He is not a beloved authority, and has been targeted repeatedly in recent years by protests and assassination attempts. He has appealed to the regime for protection, but he has not made friends there, either, and the embattled governor is sinking huge amounts of his personal wealth, as well as most of the planet's taxes which don't go to the regime, into personal security and attempts to find the people targeting him.

Not only has he not yet been successful, but he is letting Jade Garden's infrastructure run into the ground, and there is talk on Jade Palace of replacing him with someone younger and more sympathetic. After all, it takes rugged, stern people to thrive on a world like Jade Garden, and the regime understands that sometimes benign ignorance is the best policy to keep food on the table.

GARDENS OF JADE

Population: 6 million humans.

A chaotic, beautiful, entirely urban moon orbiting Jade Garden, Gardens of Jade is a vibrant criminal underworld. Smuggling, counterfeiting, extortion, and murder are industries here, and the nature of the world prohibits a unified law enforcement, leaving the law in the hands of private armies and militias.

It straddles a careful line, though, as the majority of its supplies are brought up from Jade Garden, and Governor Silver has been threatening to cut off the route if the crime is not brought under control. Wiser minds consider that the threats on his life might be a result, but his hopeless crusade continues anyways as he spirals into paranoia and cruelty.

JADE PALACE

Population: 1 billion humans, 10 million elves

Jade Palace is a lovely green planet with a hot, wet climate and stable weather. Most of its water comes from a central sea that rings the planet, as well as a large inlet sea in the southern hemisphere. This is the center of art, culture, and political power in the system, and the birthplace of the Jade Mother regime that has swept across the system.

The population is heavily human, with two elven strongholds on the southern continent. The culture is largely matriarchal, with young people expected to have children young before turning them over to the elders of the family and going off to war. Most adults on Jade Palace serve in the military for anywhere from fifteen to thirty years, retiring to raise their grandchildren. Most family units consist of three to five male and female seniors and several children, supported by the military members of the family.

Those who are not in the military, whether for their family connections, health, or skill in another trade, work in trades including arms manufacturing, ship-building,

The primary economy is tourism and gambling and the associated industries around it, but there is also significant agricultural development. Because of the climate, spices and fruit are grown extensively on Jade Palace and exported all over the galaxy in specially designed preservation chambers.

NEPHRITE

†he capitol city, and the birthplace of the Jade Mothers. Nephrite is a young city, a former gambling town turned military and government stronghold. The Jade Poppy, the symbol of the Mothers, emblazons the towering wooden standards over the city gates and the government buildings, and the personal standards of Matriarch Leandam and War Mother Haelandam are set immediately below those regime standards.

Nephrite is a city under permanent martial law, functioning solely as a base for the Jade Mothers' expansion and ambition. It is a model of efficiency and order, a shrine to order and power, but a dark cruelty and paranoia lurks barely under the surface, driven in by the heavy boots of the troops patrolling the streets and the bounties for reporting dissidents and agitators, who are usually promptly shipped to Burning Hell.

The architectural style is surprisingly elegant, favoring stone buildings in shades of red and pink from the mines of the Spiretooth Mountain mines, as wood decays too quickly in the heavy rains. Tile roofs are made of the white clay imported from Moon of Dreams. Only government buildings are allowed doors, usually made from lacquered wood, while private residences and businesses make due with curtains of cloth or beads, part of the government's Total Transparency Is For The Good Of The People campaign.

IJADA

†he largest city on Jade Palace is a vast urban sprawl of technology, tourism, and graft. The Jade Mothers turn a blind eye on the organized crime in exchange for a portion of the proceeds and an untraceable strike force.

The city is divided into eight major districts, including Seven Palms (residential), Shadelong (a rougher business district), Mare's Tooth (shipping and manufacturing), Matriarch's Bosom (along the river), and Wolf Call (a walled exclusive district, as well as the following.

BLUR EYE

†he city's underbelly, Blur Eye is technically across the river from Matriarch's Bosom, but actually reaches throughout Ijada, and even into Jadeim and Nephrite. Run by a trio of mob bosses who provide drugs, protection, and blackmarket weapons, Blur Eye functions as a gray area between the regime and the rest of the system.

More secretly, the bosses run an underground safehouse and evacuation system for leaders in the burgeoning rebellion, often at considerable risk to

THE DAGGERS

The three mob bosses who run Blur Eye:

Halla Mimar-Heaven's Seal: The oldest of the Daggers, Mimar is a dwarf who grew up on the streets of Ijada. A savvy businesswoman, Mimar takes the brunt of the interactions with the Jade Mothers, as well as overseeing the production and distribution of the drug rey, an upper that boosts the metabolism, aggression, and stamina of the user, casting them into a sort of berserker battle-rage.

Ylabay-Seven Blades: a towering elven man who is missing one eye and most of his left leg, remnants of the Jade Garden conquest that ended his military career. He now manages the Fifth Realm's black market, using it as a cover to smuggle refugees out of the system.

Traglamal-Golden Horn: a barely adult human woman, Traglamal came up fast through the criminal ranks in Blur Eye, and quickly established herself as a force to be reckoned with when her predecessor passed away. Traglamal's business is in protection, and although her

themselves. So far they have flown under the radar, but they are starting to attract attention.

Life in Blur Eye moves fast, and ends faster. Death is common here, and everyone is scrambling for survival.

DIADEM

†he wealthy business district on Jade Palace, Diadem is home to a huge arms manufacturing industry, as well as the home of the system's publishing houses and magical academy.

THE SPIRAL

† single peak rises in the middle of the city, a spire of rock with a single road carved into it. Buildings and guard posts stud the mountain, heavily guarded. This is the government's seat of power, and they are not subtle about their occupation. Penants, standards, and regular troop displays and executions keep the populace reminded of the boot on their throats.

JADEIM

† smaller city on the southern continent, Jadeim is a dirty, stinking city in the heard of the agricultural expanses. A crowded spaceport above the city manages the transportation and export of crops and animals.

FORTRESS OF JADE

Population: thirty thousand, primarily humans, elves, drow, and androids

A tiny moon that only hosts the exclusive pleasure communities of the richest and most powerful. The entire moon is terraformed in fabulous ways that differ on each estate, a shocking display of power, wealth, and sinister secrets. Travel on and off the planet is limited, restricted entirely to people approved by the residents.

To protect the privacy of these highly private people, the space port doubles as a business center. As exclusive and expensive as everywhere else on the planet, the Antechamber, as they call it, is built entirely of steel and glass decorated with incredible filigree metal in hundreds of shades that looks random at first, but is shown, after scrutiny, to be telling the myths of thousands of worlds. Gaining access to the Antechamber requires the official approval of one of the residents of the Fortress, or at least their aid. Access to the rest of the moon requires personal invitation from one of the residents.

Most water and food had to be transported in and transferred to house stewards in the port. This is managed by the Janxier Skyhook, which handles the starship travel for the moon. Space elevators bring supplies down to the surface.

PALACE OF THE NINE DRAGONS

The Fortress of Jade has no ruler, but the inhabitants of the Palace may be the closest it gets. A surprisingly delicate edifice built into the towering cliffs in the moon's center, it has nine curling towers that defy gravity, arching out over the valley below, each with a stone dragon curling around it.

Inside, the palace is left open to the air, composed of airy rooms surrounding large, landscaped courtyards. The colors shift from shades of pearl and rose in the south to midnight and onyx in the north, providing a stunning panorama as one progresses through the palace.

The inhabitants are three connected families of elves, bonded to each other through marriage and business. Their relationships come and go, sometimes friendly, sometimes malicious, with intricate political machinations going on beneath the surface.

The valley is a sprawling garden and zoo of plants and animals from all over the galaxy, each in clustered habitats. Small retreats, houses, and pavilions dot the valley, housing the staff that take care of the place.

PEARL OF BLUE MEMORIES

A towering globe of blue water glistens in the morning sun, a fabulous coral mansion visible through its crystalline sides. Sharks, colorful fish, and whales swim within it, and towering seaweed shades the residence from the afternoon sun.

The Pearl is inhabited by an intensely private Aasimar matriarch and her daughters. They alone have the ability to move through the water without being attacked by the creatures within, and they welcome no visitors. Magic keeps their coral dwelling dry, and it is rumored that a tremendous fortune is hidden within.

AMETHYST FIELDS

A single field covered entirely with purple flowers of every conceivable type, with a single stone ruin, built entirely of amethyst, in the center. The boundaries of the field have a looping spell on them, creating the illusion that the field continues forever in every direction. The ruins are fragrant with wisteria, lavender, and lilac, and gently-flowing pools are covered with purple water lilies.

No one has ever seen who lives here, though rumors abound. It is possible to walk through the ruins without impediment, but when anyone sets foot in the ruins, a cold wind whistles through the ruins, never leaving the bounds of the ruins, and silent white butterflies alight on the intruders, their feet leaving small red marks that look like alien writing.

ORCHIDS IN THE MIST

A single, impossibly slender steel tower, wreathed with mists. At the top, a glassed-in platform with AI servants encloses a glass coffin. A beautiful woman rests within, and in the hour when the moon is dark, her eyes open to stare unblinkingly at some point far away as she speaks in a sibilant language that has never been decoded.

FOREST OF JADE

The namesake of these plants, the Forest of Jade covers the south pole of the moon. Composed of towering trees with pale yellow trunks and white leaves that tinkle gently in the restless breeze, as if made of stone. The forest floor is covered with soft white moss, graceful white and gray deer graze beneath the canopy, and flying foxes hunt birds in the branches.

A small number of hunting parties keep the deer manageable, as the moon is without predators.

RING OF STONE AND ICE

Population: 1 million assorted races, primarily humans, ysoki, and androids

Military juggernauts lurk in the asteroid belt, mingled with family and clan mines. Sparsely settled but well-ordered and protected.

Asteroids, space debris, and chunks of jagged ice spin around Near Brother in a chaotic ring. Ranging from pebbles to nearly moon-sized chunks, the Ring of Stone and Ice is a deadly region inhabited only by military juggernauts and adventurous (or desperate) miners. Many of the asteroids have significant value when mined, while others hide hubs for black marketeers, saboteurs, and pirates.

Nearly anyone or anything illegal can be found in the Ring, but a few notable groups are rumored to be based there.

SUNDOWN COLISEUM

Hosted on one of the larger ice asteroids, the Sundown Coliseum is an illegal zero-grav fighting operation. A massive arena hosts melee combats between teams of combatants, fighting either other teams or monsters for money, reputation, and survival. The coliseum is fitted with a vast armament of weaponry, engines, and guards, keeping it safe from the regime.

It is wise to come here well-armed and ready for battle, which often spreads out of the arena and into the crowd. This is also a good place to find contacts, jobs, or bounties, or to hand over captured antagonists for coin.

SPECTER PRIME

A slim cruiser with top-of-the-line technology and a diverse crew, Specter Prime is a blockade-runner and smuggler belonging to Captain Shamarian Lassaq, a Kasath who put her quick mind and ability to pilot through the most dangerous regions of space to good use in service of regimes across the Widow's Tear. Now a freelancer, she employs a disciplined and deadly crew of drow, ysoki, vesk, and lashunta. She does not welcome humans into her crew, though she will take their money and commissions.

Specter Prime is currently orbiting in the Ring of Stone and Ice for unknown reasons, though some claim the Daggers are contracting with them to move a particularly endangered dissident out of the Fifth Realm.

ANGEL FIVE

A small asteroid hosting a tiny colony of ysoki and a large repair dock. Anyone may bring their ship to Angel Five and exchange food, water, or goods for skilled repairs.

ANCESTOR'S ABYSS

A military juggernaut, the Ancestor's Abyss doesn't belong to the regime, nor are they flying the colors of any known military around the Fifth Realm. They are flying the colors of peace, and seem to just be passing through, but the Mothers are keeping a watchful eye on them.

DREAM STRIKERS

A group of pirates who work closely with sorcerers and technomages to steal secrets, information, and knowledge. They travel in small, fast ships that are usually cloaked, coming near military or merchant craft and stealing whatever they can before fleeing into the Ring to hide from pursuit.

ORPHAN'S HAMMER

Neutral territory aboard six large derelicts moored to an asteroid and turned into a colony of sorts. Everyone may come here, bounty collection and theft are prohibited, and fights are ruthlessly quelled. It isn't a pretty port, but its rules are ruthlessly enforced by its vesk and android mercenaries.

REALM OF THE NIGHTMARE WINDS

Little is known about this place, but scientists have recently begun observing and attempting to find a way to the surface.

The huge glaring eye of the Realm of Nightmare Winds leers through cold space, a tumultuous storm on a titanic gas giant. No one has ever set foot on this vicious planet, but something seems to be shaping the storm, which moves erratically around the planet, following no known trajectory. It is surrounded by dozens of small objects and moons that have been pulled in by the gravity well surrounding this enormous planet.

Recently, three cruisers approached the Realm. Crewed with sorcerers and summoners, the Arclight, Starflight, and Orchid Blade took orbit around the Realm. They spent three weeks testing the planet's magic fields,

sending robotic probes down to the surface, and recording the results.

Twenty-six days after they settled into orbit, a massive storm rose from the planet, through the atmosphere, and dragged the Orchid Blade to the planet's surface. At the moment of probable impact, the probes went dead.

Twenty-six hours after the Orchid Blade's demise, an identical storm rose, snatching the Starflight and drawing it to the planet's surface. Neither ship could be reached by any form of communication.

Taking the hint, the Arclight fled, but never came home. Its comms vanished abruptly, without any distress signals. Rumor is it still floats out there, somewhere, crewed by the dead or mad, perhaps, or empty and filled with horrors, waiting to claim new victims.

MOON OF STORMS

Water world: [Redacted] by General Order XIII signed by Vice Admiral [Redacted].

A highly restricted, classified military development and operations base. No one is allowed to visit here, only military and government personnel are permitted on-planet, and only after significant vetting.

The moon is entirely covered in semi-liquid water, often covered in jagged sheets of thick ice. The military maintains four large bases here, each built in the shallowest parts of the sea on immense platforms that have been sunk into the perma-ice deep beneath the waves. The titanic gravity of the Realm of Nightmare Winds creates powerful tides that sweep across the moon, swamping the bases regularly. As such, they are entirely enclosed, reinforced by magic, and only open at certain times for travel or transport.

The regime has several lucrative contracts to build Orbital Fortresses and leviathans for other systems, and it is here that these are constructed. Several manufacturing bases hover just above the planet's tumultuous atmosphere, each staffed with androids.

Circling the moon is a Class X Omega Orbital Fortress and a full complement of cruisers to support it. And, if that wasn't enough, the moon is locked into the Realm's gravity well, which makes getting off-planet only possible with powerful engines and plenty of fuel. Nothing gets to the Moon of Storms without prior authorization, but even less makes it off-planet without the official channels being utilized.

MOON OF DREAMS

Population: Unknown, likely around ten thousand humans and elves

Controlled by the Cult of Whispering Moons, a shadowy cult worshiping the Yellow King, the Moon of Dreams is a threat that lies heavily on the mind of the regime's leaders. It has just enough resources to survive without outside aid, and any time the regime goes visiting, the surviving soldiers return with reports of eldritch monstrosities and mind-bending vistas that seem warped by some drug or dream.

The atmosphere itself is laced with a hallucinogenic spawned from vast fields of an innocent-looking white flower that blooms twice a year. During the Bloom, the planet's fields are white even from space, while the silty white pollen forms drifts everywhere and kicks up massive dust storms. Though the dreams start off pleasant enough, they become increasingly confusing, and finally, outright horrifying. Some reports say that the hallucinations take form and devour the dreamers, but that has not yet been proven.

The cult processes and sells this dust, both as a weapon and a drug. They have a hereditary immunity to it, which is nearing a hereditary dependency at this point. The few known to have ventured off-world are said to have quickly become disoriented and rabid, tearing into anything that moved and ravaging it with their teeth and the long nails they use to scoop the pollen off the ground.

The planet's climate is surprisingly beautiful. A strange web of star-like objects surrounds it, caught in the light atmosphere. They provide a deep heat and constant bright light, ideal growing conditions for the fragile flowers. Huge underground aquifers provide plenty of water, and the cultists tend the planet well. Young mountain chains crisscross the planet, creating strange vistas on the misty horizon.

There is no shade, or anything that gives relief from the light and heat of the star-web. The cultists do not build shelter, as it never rains, and even the mountains somehow do not block the light in their craggy arms.

A few strange species of animals seem to exist here without issue. Rose and brown birds the size of eagles feed on the flowers, while two-legged white mammals, as tall as vesk, step daintily through the fields, feeding on pollen and grass. They are hunted by a flying predator that is not much bigger than the birds, but that hunts in packs, swooping down to swarm hapless prey and peck it to death.

The Moon of Dreams is a strange, deadly, and impossibly beautiful place. Go there if you dare, but know that you might never return.

REALM OF THE FROZEN HELL

A gas giant covered in frigid, deadly chemical winds that corrode and poison even magically warded probes and explorers. Completely uninhabitable. Several Class X Omega Orbital Fortresses orbit it, as well as a few research ships.

MOON OF THE FROZEN DEATH

Population: 75,000 humans, 50,000 other

Despite its forbidding name, Frozen Death is a surprisingly welcoming moon. Most of the surface is covered by ice, except for lakes and small seas where the internal heat of the planet's core vents in underwater volcanos, thawing the ancient ice around it.

A single large landmass surrounds one of the oldest of these vents, an ancient eruption of matter that settled into a large, conical mountain, known in the system as Rayovdha. Rayovdha is dormant, but the large concentrations of magma at the planet's core mean a close eye is kept on seismic activity.

Rayovdha is the sight of Takamora University, the only higher-education school in the system. Tuition is free for students graduating out of the state schools, and relatively inexpensive for others who come in. Takamora's instructors are known to be some of the best in the galaxy, bringing a wide variety of students. The regime finds this a useful source of intelligence and conversion, and supports the school through taxes and grants. About twenty thousand students are supported by a population of races from all over the Widow's Tear.

FAR BROTHER

A fraction of the size of its pale sibling, Far Brother spins a lonely path on the edge of the Fifth Realm. No planets orbit him, and a strange aura surrounds the star, drawing researchers, devotees of the Yellow King, and hapless profiteers who are convinced that some unimaginable wealth hides within the fiery depths.

There are some who believe that the Far Brother is a manifestation of the Yellow King, or one of his sources of power, that somehow became trapped in the deep gravity well of Near Brother.

Any ship that comes within five hundred miles of the sun comes under a strange influence, and all characters must make hourly will-saves. Failures begin begging to go closer. Two failed will-saves, and they begin attempting to take control of the ship. If the entire crew fails two will-saves, they will steer the ship directly

into the sun, chanting hymns to the Yellow King in an unknown tongue.

REALM OF THE YELLOW KING

Population: 3,000 assorted races, including monstrosities and oddities.

The dim yellow planet hangs on the horizon like a sullen threat. One does not approach this world lightly, nor without preparation. Once a prison world for the worst monstrosities—magical, human, or bestial—in the Widow's Tear, this planet that is alternately a frigid hellscape and a searing wasteland now simmers with magic and promise.

The mysterious Yellow King is reputed to make his home here. Scans of the planet show a rift on the planet's surface that is built with strange edifices and humming with virulent sorcerous power, but no matter how strong the scans, nothing more can be discovered from orbit.

Once on the planet's surface, visitors report a strange pull, as if something has reached inside their chests and tugged at their organs. The atmosphere is barely breathable, choked with dust and too much carbon dioxide. A persistent, infuriating hum fills the air, emitted by crystalline rock outcroppings dotting the planet's surface. The light varies by the planet's positional relationship to the brothers: dim, cold, and gloomy when Far Brother is not near, bright and deadly when Far Brother passes in his slow orbit. All in all, a place where madness chews at the minds of all who enter.

A few tough, vicious creatures live here, carbon-based life forms that scrape out a living on the tough bushes that cluster near the rim of the chasm, and silicate hiveminds that feed on the humming crystalline rock outcroppings.

There is a single portal in the sky above the chasm that connects to an elemental plane of water, providing a steady, though small, fountain of drinkable water. This is all the water the planet has, and locals say the benevolent Yellow King provided it, that before he came, water was only provided by black marketeers who fed on the prisoners – literally, and more figuratively on their magic and power.

The Yellow King's Palace sits beneath the portal, bathed in the falling water. Built entirely of humming crystal, a strange resonance emanates from the palace, a welcome relief from the cacophony of the unaligned outcroppings. A gentle radiance bathes the place, calming and soothing the ravaged mind.

Inside, the halls are lined with mirrors and crystal, a dizzying array broken only by slabs of precious stones worked with an alien language that entrances and vexes the minds of those who try and read it. The halls funnel into rooms that seem too vast for the planet itself. Some seem to look into the cold vacuum of space, others into twisted vistas beyond human understanding. A few rooms are more deadly, leading adventurers to the bottom of primordial seas, or depositing them in primeval jungles.

Those who attract the King's interest come at last to a room built entirely of impossibly huge faceted gems, a dizzying rainbow spectacle that overwhelms the mind. An unknowable entity stands in the middle of this room, a pillar of golden light that reflects endlessly from the facets and angles of the gems. An alien intellect seizes the minds of those who enter, and if they leave again,

they immediately flee the planet, feeling as though they have escaped the clutches of something evil beyond time and space. But a strange longing grows in them, too, a thirst for the knowledge of that vast mind.

And those who escape find their bags filled with jewels inscribed in the language found only in the palace. A compulsion rests on them to rid themselves of this treasure immediately, sowing the black markets and wealthy enclaves of the Widow's Tear with stones that speak in lonely voices within the minds of any who touch them, sighing for the lost wealth of the Yellow King's palace, and the benevolence of a lost god.



GNOSIS

Located in the lower-middle portions of the Widow's Tear nebula, Gnosis is a binary star system containing nine planets and an asteroid field. Without native sentient life, Gnosis has been settled by various races since its discovery. The newcomers discovered that there were two previous intelligent races inhabiting the system. The more recent inhabitants were wiped out by war. They are thought to be a space-faring race with advanced technology, relatively recent terraforming done on two of the planets in the system is considered evidence of this. The other species predates that race by unknowable millennia. Little is known about these inhabitants, but the strange artifacts and mysteries of the system hint that the ancient race possessed incredible technology, magic, or both.

The most obvious memorial of these ancient beings is a massive obelisk in stationary orbit between the system's two stars. Whatever the obelisk's original purpose, the thing still functions, causing eerie visual effects seen throughout the system when it activates. Industry and trade thrive here, despite the odd effects of the nebula in general, and the strange phenomena and remnants left by whatever eldritch beings once inhabited the Gnosis system.

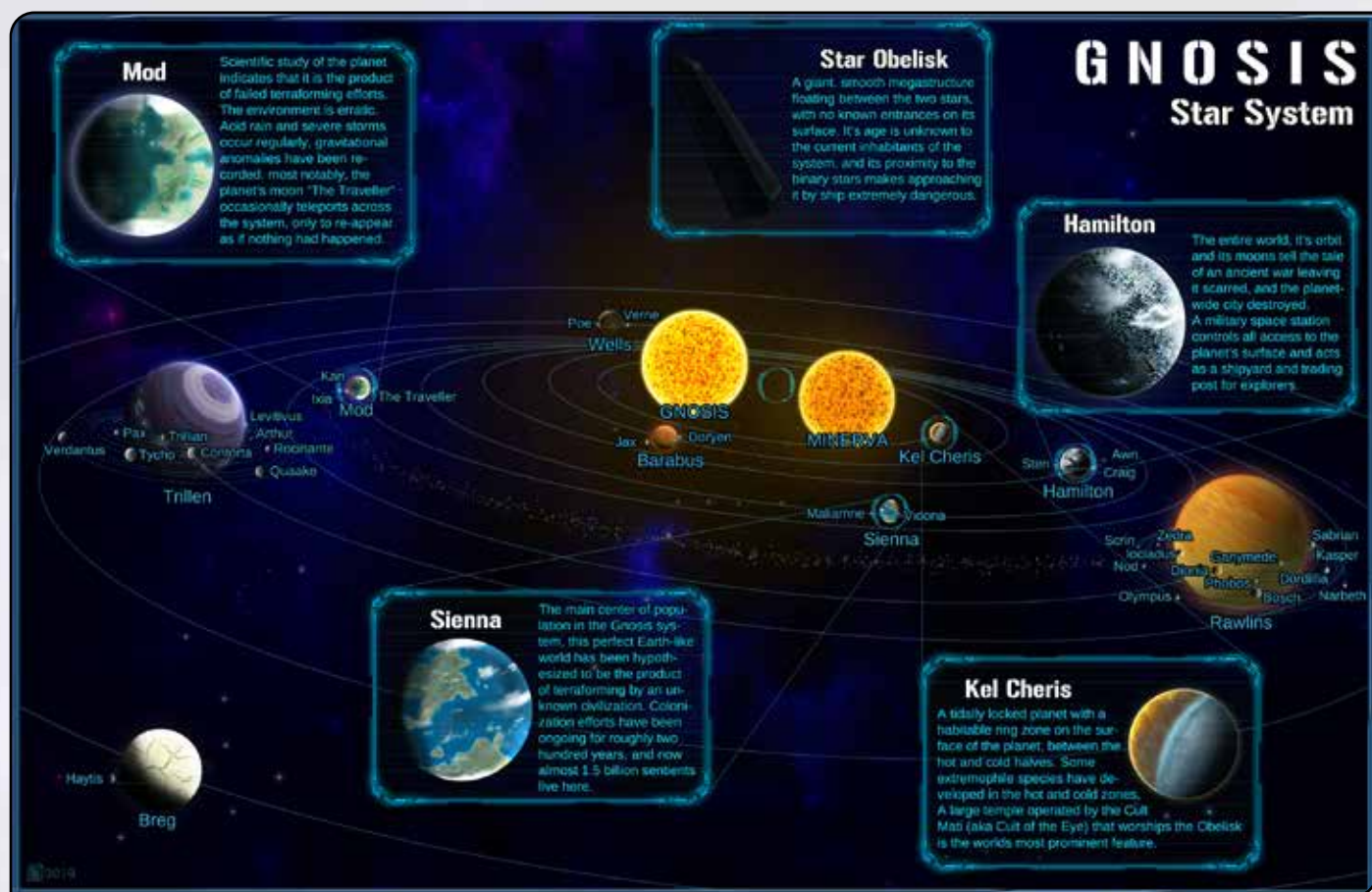
SYSTEM INFORMATION

Nine planets and an asteroid belt orbit the system's twin yellow dwarfs. The system lies corewards and spinwards, but still well within the Widow's Tear nebula. There are myriad natural satellites in orbit around the planets as well. The one major artificial body in the system is the Star Obelisk. The population of Gnosis is approximately 1.5 billion, with the following demographics: humans 30%; androids 25%; kasatha 12%; lashunta 12%; vesk 10%; 5% tiefling; 3% ysoki; 3% other races.

1. **Gnosis and Minerva:** The systems suns, a pair of yellow dwarf stars. Gnosis and Minerva are of similar mass and orbit a shared barycenter.
2. **Star Obelisk:** A massive device of ancient origin, its creators and purpose are unknown. The device still functions, periodically activating. When it activates, it is evident to everyone in the system, as the gravity fields of the suns warp, giving them the appearance of a burning eye.
3. **Kel Cheris:** A temple city stands on the equator of this world, in the narrow twilit "safe zone" of this tidally locked planet between its burning hot and

freezing cold sides. Here, aliens of various races gather to worship a being they refer to as Mati, or simply The Watcher, whose holy relic they believe to be the Star Obelisk.

4. **Barabus:** This planet has a high amount of tectonic activity, with volcanoes erupting regularly, spewing toxins into the atmosphere. Despite the danger, crews regularly work shifts on the planet to mine valuable metals and minerals, especially deposits of siccacite, which have been occasionally found on the surface.
5. **Hamilton:** Named for its first explorer, residents of the system commonly refer to the third planet of Gnosis as "The Tomb." Its surface is one vast, sprawling ruin, the remnants of a civilization that was wiped out by a devastating conflict. Hamilton's orbit is thick with derelict ships, other remnants of the conflict that destroyed the planet, as well as a space station built by those that staked the planet as their claim, and control all access to the surface.
6. **Sienna:** A terrestrial world with breathable atmosphere, plenty of water, and a flourishing biome. Evidence suggests the planet was terraformed to its current state, perhaps by the former civilization on Hamilton, but no sentient life ever lived here until colonists began to settle. The bulk of the system's population resides on Sienna.
7. **Mod:** Like Sienna, this planet has been terraformed, in fact, the process is still ongoing. However, the highly advanced nanites performing the process appear to have gone off task. Strange weather patterns, mutated animals and plants, and other effects of the nanites make the planet dangerous. The erratic patterns of the planet's moons are also cause for concern. However, some colonists find Mod worth the inherent dangers, hoping to cash in on various materials and even complete devices manufactured by the "gray goo" that continues to shape and sculpt this world.
8. **The Iron Ring:** This dense belt of asteroids is so named because it is rich in iron ore. While the most common resource to be found here, it is far from the most valuable. Numerous mining operations in the ring seek precious metals and starmetal.
9. **Rawlins:** This immense gas giant is orbited by fourteen satellites: thirteen natural moons and a space station where gasses from the planet's surface are brought and refined.
10. **Trillen:** The system's other gas giant, this world is notable for massive electrical storms in its



upper atmospheres. Such storms are near-constant and dangerous.

11. **Well's:** This rocky, barren planet is rich in industrial metals and hosts several bustling mining communities.

12. **Breg:** The outermost planet of the system. A large, frozen world, Breg is a mystery due to some phenomenon—artificial or natural—that causes scans of the planet to produce erroneous data. What is known is that much of the ice on the surface is frozen diethyl ether and oxygen.

THE STAR OBELISK

†his artifact is a massive, black cylinder, 500 miles tall and 100 miles in diameter. Its surface appears to be perfectly smooth, with no sign entryways or even seams in the material. It is positioned at the barycenter around which Gnosis and Minerva orbit. This location makes it extraordinarily dangerous for close observation given its proximity to the twin suns. Yet the material from which the obelisk is comprised seems completely unaffected by the extreme temperature of such proximity, or the object is somehow shielded,

though it is impossible to read any energy signatures over the massive electromagnetic output from the dwarf stars.

The object is a complete mystery. Its origins, creators, substance, and purpose are unknown. The only recorded activity of the Obelisk is the event that occurs twice during every full revolution of Sienna. A massive flux of gravitational forces occurs, bending the light from the stars, which causes them to appear to warp and bend into the shape of an eye. This phenomenon is visible throughout the system and lasts exactly 12 standard hours.

The truth of the Star Obelisk is a secret that makes it perhaps the most valuable object in the entire Widow's Tear Nebula, if not the galaxy itself. Created ages ago by an ancient race or group known as the Conservators, the structure is a massive, autonomous shipyard facility.

Using incredibly advanced technology that harnesses the power of the system's twin suns, as well as somehow tapping power from the movements of celestial bodies and possibly even hyperspace, the Obelisk is able to convert energy to matter. The visible bending of the stars is due to the manipulation of gravity which the obelisk performs in order to send jets of hydrogen gas

directly into the hydrogen burning shells of the two stars. This process is essentially a default setting, as there no longer remains anyone alive, at least within the system, that knows how to properly program the Obelisk and utilize its Energy-to-Matter (EtM) conversion process. Without manufacturing orders to the contrary, the Obelisk vents stored energy once it reaches capacity by converting it to hydrogen and venting the gas into the stars' cores, effectively giving the twin suns an unlimited lifespan for as long as the process continues.

Access to the Star Obelisk can be managed in one of three ways. The first is via a gateway network set up by the Conservators. One such gateway exists within the Temple of the Eye on Kel Cheris. The cultists there are unfamiliar with the tech of the place and ignorant of the gateway's existence. The second way is via the Obelisk's transmat system. This system allows transfer of material—via teleportation—from designated transport pads to or from the Obelisk. Such transport pads exist within the Temple of the Eye, but would need to be discovered, identified, and activated. There may be others hidden or lost within the system, or even elsewhere in the galaxy. Finally, the transmat system can lock on to objects of at least Large size that are in space within the system and teleport them to any active transport pad, including one within the Obelisk itself.

With the proper commands, the Star Obelisk can assemble both organic (but not living) and inorganic matter of all kinds. It is currently programmed to build Conservator starships, but could conceivably be reprogrammed to make anything. The power of the Star Obelisk is wonderful yet terrifying. It could feed the galaxy, or crush it under the might of an armada assembled faster than ever thought possible.

KEL CHERIS

†he innermost planet of the system, Kel Cheris is tidally locked. It's sunward side is blazing hot and lifeless, though there have been reports of fire elementals on the planet's surface in that zone. Likewise, the far side of Kel Cheris is cold, frozen, and equally lifeless. At the twilight ring between the two sides, the temperatures become bearable, though the atmosphere is thin. There is some aquatic life within the oceans along this region, where the ice near the surface is thin or nonexistent. Researchers have determined that these species share genetic similarities with life forms found on Sienna and Mod, and were likely transplanted from one of those planets and managed to adapt and survive, or were possibly even genetically modified to do so.

Also within this twilight band stands a large complex of alien origin. These buildings match no recognized architecture on record. They were found fully functional,

though much of the function of the technology found within was beyond those who discovered the place. It became the center of a religion known as the Followers of Mati, or the Cult of the Eye, though the latter name is typically used by those in the system who are not among its followers. The mystic who founded the organization believed that the Star Obelisk was the sacred artifact of a divine figure called Mati, who visited her in her dreams and supposedly led her to find this place, now known as the Temple of the Eye.

The eye phenomenon caused by the Obelisk was thought to be divine providence, a sign that she had found the right place. She brought others here, and now the Temple—really a large, enclosed complex the size of a small city—hosts nearly 100,000 true believers. These cultists come from a variety of species. Their current leader, A-Mati (an honorific name bestowed upon the leader of the Followers) Vanura (CN lashunta mystic 10) has recently been more welcoming of researchers and scientists who wish to study the complex and its technology. The Followers are peaceful and nonviolent most times, but will stop at nothing to destroy those who attempt to harm or defile the Obelisk or any of the materials within the boundaries of the Temple. Those coming to research will be welcomed and offered all manner of hospitality, but find their movements and activities closely monitored by the adherents of the cult.

BARABUS

†he second planet of the system, Barabus is orbited by two small, irregular moons: Jax and Doryen. A particularly uninviting planet, Barabus has an extreme amount of volcanic activity and is tectonically unstable. It's atmosphere is toxic and corrosive, largely consisting of carbon dioxide, chlorine, hydrogen sulfide, and sulfur dioxide. Despite its dangers, Barabus sees a large amount of traffic, as its crust is mineral-rich. Mining outfits rotate crews on a regular basis to prospect and mine for rare industrial metals and precious minerals. The most highly sought after prize is siccattite. The silvery metal is often found in the wake of recent eruptions, making its collection dangerous but highly profitable.

HAMILTON

† smaller planet with a trio of moons (Awn, Greig, and Sten), Hamilton is difficult to view from space. This is because of the rings of derelict starships and debris that orbit the world, the first sign of the massive conflict which caused the demise of whatever race once called the planet home. The surface of the planet is a scene of devastation. Due to chemical weapons, the atmosphere is now toxic. A massive city covered all available land mass.



Now Hamilton is a ruin, a crumbling city landscape that serves as a tomb for an unknown amount of dead, but likely numbering somewhere in the billions. There are no settlements on the planet, but a fairly large population in orbit around it. A mercenary organization known as the Cobalt Legion built a station in orbit around the planet. They have claimed rights the world itself, charging a fee to anyone wanting to go planetside. Thus far, no one has challenged their claim. Making such a challenge becomes more difficult as time passes, as the Legion is making a lucrative profit off salvage from the derelict ships in orbit as well as buying salvage from others that come to pick over the belt of wreckage. A portion of that profit goes directly back to the Legion, hiring new troops and buying new weapons, armor, and ships to help defend their stake. In fact, the Cobalt Legion rarely takes mercenary assignments these days, except from those paying especially well. Even then, only those members that volunteer for such missions are given leave from the station and their regular duties.

Should they not have enough volunteers for a proffered job, the Legion will cancel unless they decide passing it up would be financially irresponsible.

Cobalt Station is considered neutral territory and the Legion trades will trade with anyone. Any violence perpetrated on board the station is met with lethal force. Those that stand down immediately are allowed to live, but any and all salvage not yet sold is confiscated and they are banned from the station for life. Otherwise, fight or flee are the only options, and the Legion takes no prisoners. Violators of the truce who do not surrender are tossed out the nearest airlock—dead or alive—and all their property seized by the Legion in exchange for making them keep the peace. The Cobalt Legion is currently led by General Boyd (human soldier 12). Major K'Chal (shirren mechanic 10) is Boyd's second-in-command and serves as quartermaster and chief financial officer of the station. Colonel Zaia (lashunta operative 9) handles any actual mercenary contracts and escort details for planetside missions.

Finally, Captain J'Zokk "Thunderguns" (vesk soldier 9) is in charge of security for both Cobalt Station and the planet. In addition to Cobalt Station, there is a scientific research station on the moon Grieg. As well as several temporary encampments among the derelict ring, mostly salvage prospectors working cooperatively, forming makeshift stations from docked starships.

While there is much in the way of lucrative salvage planet-side, most stick to the derelict ships. First, any wanting to land must seek permission from the Cobalt Legion and pay for the privilege. Most of the traffic comes from the research station on Grieg. Second, Hamilton's surface is dangerous. In addition to the toxic atmosphere, there are many hazards awaiting explorers. The orbits of debris and derelicts decays and occasionally these reenter the atmosphere and crash. Battle robots, still functioning after all this time, see anyone as intruders and react accordingly. There are still regions with active defense systems as well. Some nuked areas are still radioactive. There have been occasional reports of contact with non-registered entities on the planet, leading some to believe that there are survivors of the race that once lived here. No solid evidence has backed these claims, and any survivors must have been driven underground to survive, but no entrances into any such subterranean areas have been discovered.

Sienna

This class-M planet sports two moons: Maliamne and Vidona. Sienna sits squarely in the Goldilocks Zone, with a breathable atmosphere and a huge biome of flora and fauna, many of which are edible or otherwise useful to most carbon-based humanoid life forms. Researchers that have studied the planet found abundant evidence of terraforming and artificial introduction of its life forms. They point to the life found on Mod and Kel Cheris, which share genetic material, as direct proof. Yet there is no sign that intelligent life ever inhabited Sienna. The planet is perfectly suited for colonization. Thus colonization started quickly once the planet surveys were concluded, and Sienna claims the bulk of the population, with over 1.4 billion sentients settled on the planet, or using it has a home base when not working off-world elsewhere in the system.

MOD

Mod is not a planet for the hesitant or weak of heart. It has a breathable atmosphere, water, and abundant life. However, the planet's terraforming was not completed. Much remains out of balance and the work is actually still ongoing, but not being done by any current inhabitants of the planet.

The atmosphere of Mod contains nanites. These microscopic machines are still making alterations to the atmosphere, flora, and fauna. However, not all these adjustments are for the better. Scientists speculate that the nanites' programming may have been corrupted. Given that the planet is still habitable, albeit dangerous, others hypothesize that only some of the nanites are corrupted. The rest continue to attempt terraforming as normal, but suffer retardation of their efforts by the corrupted nanites. Mystical observers claim that a powerful being of Chaos exerted its influence over the nanites, causing their performance to become more... creative. Whatever the actual case, these machines were seeded on the planet long ago by a race with highly advanced technology, likely the creators of the Space Obelisk.

The dangers of Mod are many. It suffers erratic weather patterns. Severe storms form in the atmosphere. Sometimes acid rain falls. Unseasonal fluctuations in temperature can occur. The planet's electromagnetic field experiences fluctuations, which can inhibit delicate instruments and impede navigational gear. There have also been localized fluctuations in the gravity field, resulting in temporary increases or decreases in gravity, sometimes in areas up to hundreds of miles in diameter.

However, the greatest danger on the surface may be the nanites. With their aberrant programming, they have begun individually altering plants and animals that they infect, effectively diversifying the biome exponentially with uniquely altered life forms, no two of which are identical due to the modifications that the nanites are continually making. Examples of abnormally altered wildlife include plants which have an elaborate lattice of leaves to absorb energy more efficiently, heartier root systems, and the ability to survive in harsh or unexpected environments (arctic roses, fire-resistant trees, etc). The more complex the organism, the more diverse and intricate the modifications become (see the Nanite-Infected Creature template graft in this section). It appears that any biological life form can be infected and altered by the nanites if in a weakened or injured state, and these alterations can continue until the life form becomes more nanite than creature. If too many nanite infected creatures are within proximity of one another they can merge into a large life form, commonly known as a gray goo. The gray goo are large amoeba-like masses that move around, convert landscapes, and merge with each other seemingly at random intervals. These creatures wander the planet's surface, terraforming the landscape and spreading their nanites to other creatures according to their programming. Because of this, the surface of Mod is constantly changing as landmarks are broken down, reconstructed, modified, and even moved.

With such dangers in abundance on the surface, there are still a surprising number of colonists on Mod. Approximately 1.25 million live in small, scattered settlements on the planet, inside specially constructed compounds shielded with force fields against nanite intrusion, as the nanites do not discriminate between native and alien life. However, those that inhabit Mod consider it well worth the risk for the rewards that can be found. It is common for the nanites to keep stockpiles of purified building materials in odd places, caches that can be sold offworld for excellent prices. The nanites also produce technological devices rivaling those of the most advanced spacefaring species. Weapons, armor, equipment, and more are often left behind in their wake. On rare occasions, particularly large collectives of gray goo manufacture entire starships, leaving them behind as they move on to transform more of the landscape. Then there are particularly reckless adventurers who know the nanites can alter their bodies and willingly take the chance to see what sorts of changes are wrought, for better or worse.

THE MOONS OF MOD

When there are Mod's trio of satellites. Two of the moons, Ixia and Kari, orbit Mod at intersecting orbital planes at the same distance from the planet. Initially, astrophysicists predicted an inevitable collision between the moons, halting any attempts at colonization of the planet. However, at every predicted collision, the moons experienced a minute adjustment to their orbits and avoided disaster. How this happens has yet to be determined, but it is regular enough that bold souls have colonized Kari, with nearly six million inhabitants braving the errant moon. The third moon, called The Traveler, has a wide, elliptical orbit well away from its siblings' dangerous dance.

Kari has a uniformly temperate environment and a breathable atmosphere, with a thick shell of particles in the upper atmosphere that block radiation. The moon has no native life, but its arable soil grows plenty of flora brought in by colonists.

Ixia has been described as a hellscape, with violently volcanic activity, oceans of plasma, and storms of self-contained nuclear reactions. The entirety of the moon is highly radioactive. The warning beacon that broadcasts a message warning ships to avoid Ixia seems a redundancy in the face of its unnatural fury.

THE IRON RING

Officially Gnosis-6, but typically referred to simply as "the Iron Ring" by locals, this astroid belt is densely packed and contains an abundant supply of

metals and minerals, mostly iron ore, which is the origin of its local name. There are multiple mining operations in the Ring. Between five and ten thousand workers are present in the Belt at any given time. Many live on Sienna, taking rotational 12-week shifts with other miners, shuttling to temporary bases within the Ring. Others are full-time operations, living in a station or asteroid base year-round. The Iron Ring is also rich in nickel and aluminum sulfides, but also contains less common deposits of diamonds, gold, adamantine, and horacalcum.

RAWLINS

This massive, blue-green gas giant has thirteen moons. The fourteenth satellite, a gas-mining station, hosts a crew of 300. The station harvests various commercial gasses from the planet's upper atmosphere, mainly hydrogen, hydrogen sulfide, methane, and sulfur dioxide. These chemicals are loaded into tanker ships and sent out of system for sale, or to Sienna for refining and processing.

TRILLEN

Another gas giant, the yellow atmosphere of this world is striated with clouds of brown and red. Nine moons orbit Trillen. Unlike Rawlins, no gas mining takes place on this world. Powerful electromagnetic storms in the upper atmosphere make an profitable mining an impossible proposition; the risk to crew and equipment is too great. The electrical activity—purplish-blue flashes, like lightning strikes, extending for hundreds, even thousands of miles across the planet's atmosphere—is a breathtaking sight when viewed from orbit. The phenomenon has begun to attract tourists. Chartered space yachts, run out of Sienna, bring sightseers out to orbit the planet.

WELLS

This rocky, barren world is devoid of life and without atmosphere. Two small moons, Poe and Verne, orbit the planet. Wells is a mineral-rich world, and has a standing population of approximately 10,000 miners. Rich deposits of silicon, silver, magnesium, and chromium, as well as occasional pockets of djezet.

Recently, mining operations have been experiencing disruptions due to violent outbursts. The official company line is work-related stress, and the problems are being addressed by improving entertainment facilities at outposts and reorganizing work schedules to allow for shorter on-duty periods. However, these incidents bear some disturbing similarities. It's always a single

individual on a duty shift. The attacks always take place in a mining area, never at base. The hostile individual always leaves their outgoing communications on, but shuts off any incoming signals to the communications unit in their helmet. They then stalk their fellow miners, using industrial mining equipment as weapons to kill them. While this goes on, they speak over the comm unit, muttering strange phrases and sentences that seem to make no sense. However, recordings of these individuals—and this is something only known to select members of the mining corporation, and certain outside agents they have been contacting to investigate—show that in every incidence, the killer repeats the same words and phrases, things that they could never have known the others said. The killer makes references to “the Node,” and how they must protect it from discovery, keeping the “inner sanctum” secure until the Conservators return to “reactivate the central program.” The company is desperate to find a way to stop this. They know their official methods of addressing the problem won’t work, and that something else is going on. They also know that the time between incidents keeps growing shorter, from months to merely three weeks between the last two attacks.

BREG

The outermost planet of the system, Breg is a large, icy world with a single moon, Haytis. The moon has long since been mined of any useful minerals. Its surface is covered with open shafts and its crust honeycombed with tunnels. Pirates are fond of using Haytis as a hideaway or staging area for their raids.

Breg’s ice layer is frozen diethyl ether, with occasional pockets of oxygen. What lies below this is largely unknown, as something beneath the ice foils any

deeper scanning of the planet. A single structure can be detected on the surface, the remnants of a mining facility, which sits near the edge of a large impact crater in the ice.

A recent scientific survey group explored the crater and facility and made some stirring discoveries after investigating the mining facility and the crater. First, it is not an impact crater, but rather the result of a large explosion, likely caused by the igniting of a pocket of frozen oxygen while mining. Diethyl ether is highly flammable and explosive when enough oxygen is available for combustion; when diethyl ether and oxygen are in gas/vapor form any spark will cause ignition. The other were samples of iron ore found in the abandoned facility. Analysis of these samples showed that this ore causes sensors to malfunction or produce false readings, pointing to extensive deposits within the planet’s crust to work as a shield against such scans. Additionally, the ore has a unique crystal structure that provides numerous electronically-conductive pathways, like artificial neurons. Any refinement or alteration to the iron removes any of its special properties. The researchers have not yet made their findings public. The lead researcher Kipinn (ysoki technomancer 5) has formulated a hypothesis that this ore could be, and may have been, used as part of a planet-wide computer system or relay, these ore veins functioning as transistors, or even as neural pathways for some type of artificial intelligence. The further the research team gets in its investigation, the more worried about keeping their findings secret they become. One might think them on the verge of paranoia, willing to do anything to protect the knowledge of their discovery.



KHÔL'S DEMISE

†his system is named for the first recorded starfarer to enter and explore the system—the prospector Pelusach Khôl—and the unfortunate circumstances which followed. Stories differ as to whether it is his death or financial ruin meant by the word “demise,” but his venture here did not end well. Nevertheless, more like him followed in his wake, making their way to this system at the rimward edge of the Widow’s Tear nebula. Like Khôl, most of those who have settled in this system are miners, looking to make their fortune before some corporation stakes an official claim on the system.

The rest are those typical to backwater systems: criminals, explorers, and a few scientific researchers. The names coined by Khôl for the various stellar bodies have lived on, despite or perhaps because of their quirky nature. Others have suggested renaming individual bodies or even the whole system, but those that have settled the place have an almost superstitious attachment to them. The Myceloids, the only truly indigenous species in the system, have their own names for things, but readily use the common monikers when dealing with those outside their race. Khôl’s odd names seem to embody the strangeness to be found here.

SYSTEM INFORMATION

Six planets and two asteroid belts orbit the Cooker, the orange dwarf star of this system, just inside the rimward edge of the Widow’s Tear nebula. Along with these natural bodies are several artificial objects: the space stations of the Children of the Golden Spire, a strange religious group that has built their stations among the asteroids, and Prudd & Olyt’s Fine Alloy Refinery in orbit around Echo.

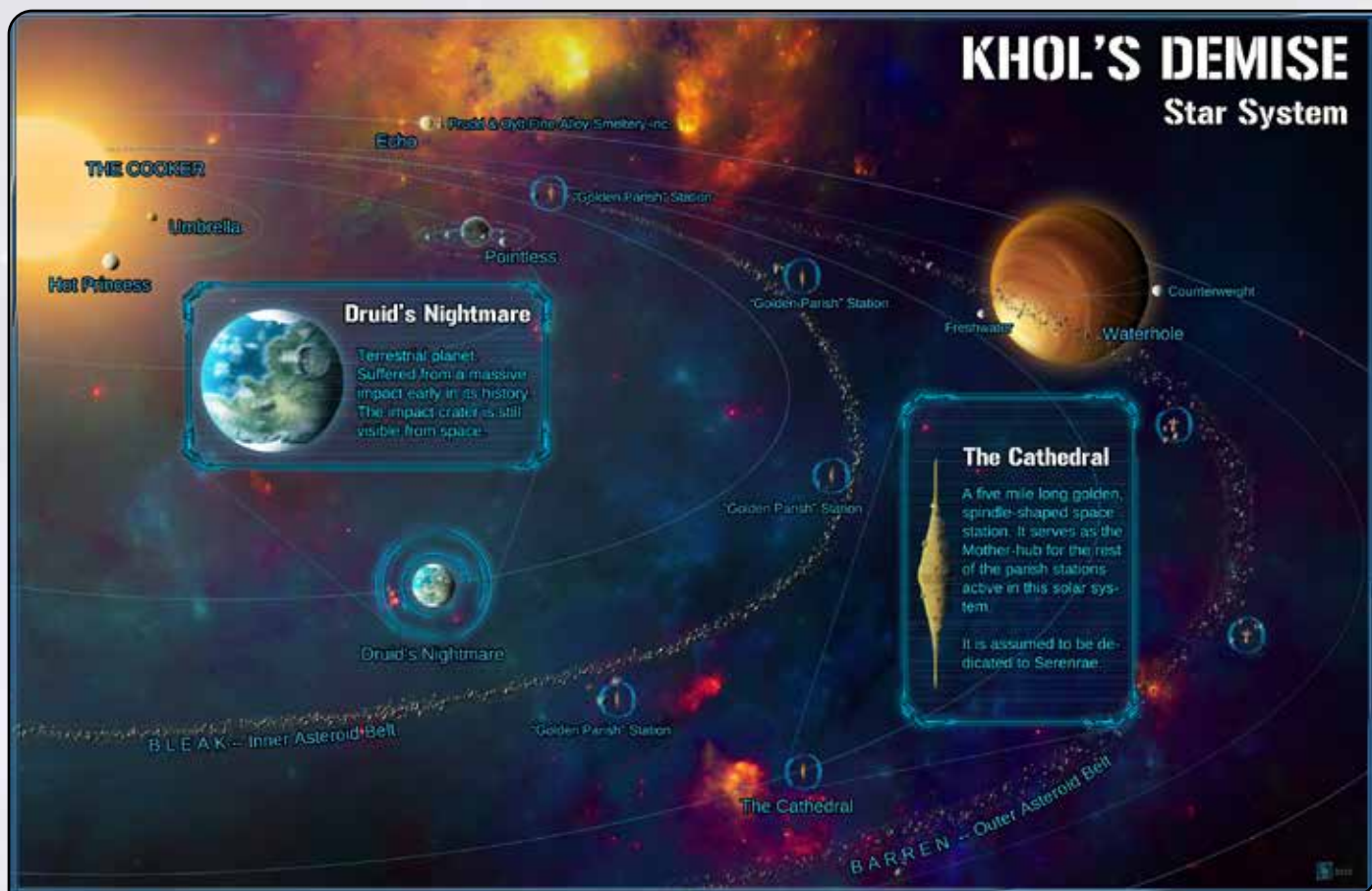
1. **Umbrella:** A tiny planet in a tight orbit around the Cooker. Umbrella is tidally locked, its daylight side an ocean of magma, while the night side is a rocky landscape broken by lakes of lava.
2. **Hot Princess:** Umbrella’s larger sister, Hot Princess is also tidally locked, but its elliptical orbit causes severe temperature fluctuations during its orbit around the Cooker. The planet is rich in minerals. The Zornn, descended from the Xorn of the Elemental Plane of Earth, live here, guarding their food supply from desperate miners.
3. **Pointless:** This barren world was once the home and prison of the Zornn, before they were transplanted to Hot Princess. Seven tiny moons orbit the planet,

along with the debris of a destroyed eighth satellite. The planet is devoid of any useful minerals or metals.

4. **Druid’s Nightmare:** The sole terrestrial planet in the system, Druid’s Nightmare is dominated by plants and fungus. It’s bizarre biome makes the planet hazardous for animal life. The myceloids, the only indigenous intelligent life in the system, live here.
5. **The Bleak:** The inner belt of asteroids. A place where many eke out a harsh living mining for valuable metals and minerals. Criminal gangs struggle with each other to control mining operations, while the rest of the inhabitants fight to maintain independence or pay protection to one of the gangs to ensure their continued existence.
6. **The Cathedral:** In an orbit between the two asteroid belts, this golden spire-shaped station is the home to a mysterious religious order. Since their arrival in the system, they have set other “parish” stations—smaller versions of the Cathedral—in orbit among the asteroids.
7. **The Barren:** The outer asteroid belt. Its social system was much like the Bleak until the arrival of the Cathedral. Now both gang-affiliated and independents alike put aside their differences to band together with a single goal in mind: destroy the Cathedral and its mysterious monks.
8. **Waterhole:** This massive gas giant has two moons in its orbit. One was once a useful source of water for the system, but biological contamination has caused strange mutations of the life beneath its ice crust.
9. **Echo:** A hostile, dead world littered with the wreckage of myriad spaceships. Whatever civilization that once flourished here is long gone, but the ghosts of its inhabitants still haunt the planet.
10. **Prudd & Olyt’s Fine Alloy Refinery:** This space station orbits Echo. It is owned by an unlikely pair of entrepreneurs who salvage metal from the crashed spaceships on Echo’s surface, smelting and refining their salvage for sale.

UMBRELLA

†his fiery, molten world has no atmosphere. Umbrella is tidally locked and its sunward side is a churning sea of magma. The night side is relatively cooler. There are still molten areas, but they are confined to large lakes of lava surrounded by hot, rocky terrain. Its close orbit to the Cooker means a swift planetary year, completing a full revolution in 183 standard days. Umbrella offers little opportunity for exploitation, as the tremendous



heat of the planet can defeat the shabby environmental gear owned by most miners in the system. Those that have been able to prospect the planet have noted little to no resources worth exploiting anyway. Only scientific research teams from outside the system bother visiting the planet these days.

HOT PRINCESS

The second planet in the system, Hot Princess shares two important features with its sister, Umbrella: she has the same axial tilt of 20.3 degrees, and is also tidally locked, presenting a single face to the Cooker. However, there the similarities end. Hot Princess sports a thin, but breathable atmosphere, and water on its far side. This much larger world also has an exaggerated elliptical orbit. When closest to the sun, its facing side is a molten mass, but the planet rapidly cools as it approaches the apogee of its orbit, becoming a frozen wasteland. Hot Princess is rich with precious gems and metals and the constant melting and cooling of the crust on its sunward side often bring new deposits to the surface. This is of great benefit to the denizens of this planet: the zorn.

Zorn were originally discovered on Pointless by Khôl himself. They were a desperate, starving species. Descendents of the xorn, inhabitants of the Plane of Earth, they had been trapped on this planet, unable to return home, for countless millennia. Enough time to deplete the supply of metals and minerals that comprise their diets. Khôl, not entirely understanding the situation, was happy to remove the zorn from the planet and relocate them elsewhere so he could prospect. Had he surveyed Hot Princess first, or known more about the species he was assisting, he would have realized his mistake quickly.

As it stands, the survival of the zorn is entirely due to Khôl and they revere him as the hero of their people. The environment may be hostile, but food is in abundant supply and made readily accessible by the constant melting and reforming of the crust on the sunward side. Still, the zorn are constantly defending their resources from desperate miners looking to hit it rich. These invasions are sporadic and uncommon, but the zorn are constantly on the lookout for landing spaceships, moving rapidly to defend their food and repel invaders.

About every 45 standard years, the orbits of Umbrella and Hot Princess synchronize while the latter is in the perigee of its orbit and its sunward face is molten.

For a period of about 60 standard days, the shadow of Umbrella creates an area cool enough for the crust to harden.

This period of time is known to system natives as Fools' Rush. During this brief period where a single section of the planet offers mining free from zorn interference, the desperate, the crazy, and the brave or foolhardy race to take advantage of this small window of opportunity, hoping to break the cycle of poverty, become wealthy, and retire. The gangs form units from their best indentured workers, offering them their freedom and a share of the take should they return successfully. The competition is cutthroat and miners often lose everything as often as they get rich. With the next conjunction looming in the near future, crews and individuals are already preparing for another Fool's Rush.

POINTLESS

This barren, rocky world has standard gravity and a thin atmosphere. There are seven small moons in its orbit, as well as a ring of debris from what was once an eighth satellite. When Khôl was first surveying the system, he considered this planet to be a prime place to set up mining operations. If not for its inhabitants, he would have been correct.

The zorn had been imprisoned here, unable to return to the Plane of Earth, long enough that they had eaten every valuable metal and mineral contained in the planet's crust. Khôl had no idea of this, however. All the prospector knew was that the moons gave off anomalous energy readings, forming some kind of enormous, powerful barrier that kept him from landing on the planet, or even doing a cursory scan. Certain that something valuable enough to be warded in such a way was worth the effort, he managed to destroy the smallest of the moons orbiting the planet. While not all the energy field vanished, it was enough to break the barrier that kept him from landing. Soon after, he encountered the zorn.

When Khôl arrived, the zorn were living on low-grade silicates and tiny iron deposits and there was evidence that they had begun cannibalizing their dead. That he was able to convince the zorn not to devour his ship is a feat in itself, especially since he was using a second-rate translator module and pantomime to communicate. Khôl quickly came to the conclusion that these strange natives wanted off the planet. He and his crew wanted the same, as it would leave the planet unclaimed by locals and they could prospect wherever they chose. So he gave the remaining inhabitants a lift to the next planet over. It was only later that Khôl discovered the state of the planet. Countless surveys and exploration showed nothing of value. It never occurred to Khôl or

anyone on his crew until much later that the barrier had been placed to keep something in rather than out. By then, the zorn had happily established themselves on Hot Princess, gorging themselves on the rich abundance of metals and minerals to be had.

To those in the mining industry, Pointless is the most aptly named planet in the system. While there are low levels of industrial grade minerals and metals still within the crust, the cost of delving deeply enough to find them is hardly offset by the profit to be made selling them. The crust is honeycombed with small, interconnecting tunnels left by the zorn as they burrowed frantically to uncover every last morsel to be had. Its thin atmosphere and lack of large supplies of water allow for no life more complex than lichens. Pointless has no value to anyone, except perhaps as a place to hide, since no one visits the world anyway.

There are occasional expeditions to the planets moons by researchers, curious to understand the concept of the barrier and how it was built. Little headway has been made thus far. All that is known is that each moon has magically enhanced technology of unknown origin beneath its surface, and they interact to wrap the planet in various forces. With the eighth moon destroyed, the field that prevented physical travel to and from the planet is gone, but other effects have been noted. The entire area within the orbits of the moons is treated as if under the effects of planar binding. Likewise, any creature or object within the area is immune to divination magic that attempts to locate or identify it. Short of the destruction of one or more of the remaining moons, it is unclear how these effects can be undone.

DRUID'S NIGHTMARE

The system's only terrestrial planet, complete with standard gravity and breathable atmosphere. People have engaged in much debate over the meaning of the name Khôl bequeathed to this planet. The most popular theory is the wild evolution of life on this planet due to its conditions, as well as the marked dichotomy between its daylight and nighttime sides.

One of the most notable features is the Great Crater. At some point in the planet's past, it was struck by another large body. Despite ages of erosion and continental drift, the crater is still visible from space. This impact may have been the catalyst for the other features of Druid's Nightmare. The planet has no axial tilt. At first glance, the planet appears tidally locked like Umbrella and Hot Princess, but closer examination reveals that Druid's Nightmare does rotate, but its rotation is phenomenally slow, taking approximately five standard years to complete a full rotation.

Viewing the daylight side of the planet, the land mass is notably dominated by forests. The borders and even areas of these forests change noticeably over time, because the forests themselves move. The flora of Druid's Nightmare has evolved mobility in order to move against the planet's rotation, keeping themselves in the light rather than dying off during the long night on the other side. Each species has its own methods. Some pull themselves along or walk on prehensile roots. Others slither along the ground like snakes.

Other species are stationary, but develop methods of mobility for their young—firing seeds long distances to keep their offspring ahead of the encroaching sunset, or setting great clouds of seeds or spores adrift on the winds. These methods, coupled with highly accelerated growth, allow for survival. Competition for survival is swift, and this has led to the development of other adaptations. A large number of the plant species on Druid's Nightmare are carnivorous, feeding off one another as well as any other life they may find, in order to have the energy to keep up their endless march. The competition with other species and the environment has resulted in a biome of deadly flora, where nearly every species is either predatory or parasitic in order to survive. If there is any fauna native to Druid's Nightmare, it has yet to be discovered. If any does exist, it is likely small, swift, and not easily detected, if it has any chance of survival among the swath of predatory flora.

The night side's darkness is broken up by areas of light, a clue that there is life here as well. While plants rule the far side of Druid's Nightmare, its night side is ruled by fungi, some of which are bioluminescent. Great, sentient colonies of mycelium spread through the ground, remaining mostly inactive when on the daylight side of the planet. When night descends, these mycelium grow towards the surface once again, fruiting fungal bodies of various types, which detach themselves and proceed about various preprogrammed tasks to aid their fungal colony. Some gather and digest the remains of the plants killed during the forests' march. Others repair damage caused by the forests' passing, or seek out buried rootlets and seeds, devouring them before they can sprout with the returning dawn. Many of these will then return to their spawning mycelium, to perish and be reabsorbed by their parent, along with that which they have consumed.


As time goes on, some of the budded fungi are gifted a portion of their parent mycelium's sentience, allowing them to interact with one another and with visitors to the planet on a much more nuanced level. Some of the criminal cartels of the asteroid belts, as well as independent traders have struck up relations with these short term civilizations, trading food and information in exchange for useful fungal growths that the mycelium

can produce. Some of the largest mycelium colonies have come to understand the advantages of technology, and wish to trade for equipment that gives them an edge in survival. The fungi typically communicate with one another via spores, allowing thought transfer similar to telepathy, but on a physical level.

Visitors should be equipped with environmental protections, not only for the cold, but also to fend against the often toxic melange of spores that fill the air on the night side of the planet. Some of the unintelligent labor fungus that the mycelium bud will break down any living matter encountered with acidic enzymes, visiting intelligent life included.

Included here are two examples of the fungal life on Druid's Nightmare's night side. One is a harvester, grown to collect organic material to nourish its mycelium colony. The other is a latter-stage growth endowed with intelligence, meant to act as an emissary between a colony and alien visitors. Should PCs have extended contact with the mycelium, the GM should feel free to develop other types of fungus as needed.

BLEAK

 The inner asteroid belt is known as the Bleak, or simply Bleak. Millions of asteroids of varying sizes orbit the Cooker in this belt, dark rocks that are likely the remains of a large carbon planet, possibly similar to Pointless. Without the zornn to devour them, these asteroids hold some mineral wealth. It is this wealth that draws desperate miners to try their luck here. However, the supposed riches that lure them here are misleading.

Criminal organizations have staked out sections of the Bleak as their own territory. They want the valuable ores and minerals here, but look for others to do their dirty work. They send out ships of ore to be processed outside the system. While abroad, the personnel on these ships spread the word that miners are needed. They talk up the place, offering free passage with them back to the system. They even allow whole families to come. The cartels even provide shelter and equipment so they can get to work right away. Those that fall for this find out quickly that into the job is much easier than getting out.

The miners that work for the cartels are essentially slaves. They are free to leave at any time, provided they can repay the debt accrued for the shelter and equipment. However, most can't, especially when everything they need to survive—food, water, clothing, even air—is all bought from the cartel, on credit if the mining doesn't provide enough. If a miner doesn't gather enough to pay for their overhead, the cartel will simply add the back balance to their accumulated debt. Debt piles up quickly, and the workers are trapped by it,

unable to leave, stuck gleaning what they can out of the rock in order to survive. Desperate people do desperate things. When the cartel needs muscle or cannon fodder for more nefarious projects, they often find the miners willing to participate in dangerous and illegal activities in an attempt to cancel some of their debt.

Many miners live in or near a "hub," the center of a cartel's activity. Here are the shops, supply stations, loading bays, and docking areas for the freighters that ship out mined resources and bring in necessities. There are also establishments for drinking, gambling, and other distractions from the grueling day-to-day struggle—all relatively cheap with bills easily tacked on to a miner's debt rather than paid up front. Other miners prefer to settle nearer their work areas, rather than pay to be shuttled out and back each workday. Some even spacewalk to their mining areas, hopping from asteroid to asteroid, using cables, jetpacks, and other equipment to avoid being dragged further into debt by the cartels.

The status quo of Bleak has been recently upset with the arrival of the Children of the Golden Spire, a strange order of religious monks. Their main base of operations is in the Barren, the outer asteroid ring, but they have recently set up several smaller space stations—parishes, as they call them—within Bleak. These benevolent healers have caused an increase in both general morale and unrest. Their stations are open to those that seek aid, and the miners have been taking full advantage of this, taking the free medical care and whatever donations the Children have to offer. Meanwhile, rumors have spread throughout the belt about strange, magical stones that the monks are seeking. Were a miner to present the monks with such a stone, they would be rewarded enough to pay off all their debt with enough left over to get out of this forsaken place and live comfortably somewhere, anywhere, a long way away. These rumors have reached the cartels as well, and their bully boys often shake down miners who seem too happy, nervous, or excited to ensure they aren't in possession of one of these magic rocks. Some cartel leaders see these monks as a destabilizing element and actively work to keep them away from their people. Other cartel leaders are actively seeking these stones the monks are looking for in order to cash in themselves, or possibly to see if they are worth more to other interested parties.

THE CATHEDRAL

†his golden, spindle-shaped construct is five miles high with a fixed solar orbit between Bleak and Barren, the system's two asteroid belts. It arrived, established orbit, and then sat doing nothing. It garnered

a lot of interest, as the place appears to be made of, or at least coated in, gold.

Then it released the parish stations, a half dozen smaller replicas of itself, which maneuvered into the asteroid belts, four into Bleak and the other two into Barren. Then another period of inactivity. Given how the population of the asteroid belts work, especially the criminal members of the cartels, it wasn't long before someone tried something. Showing wealth without an equal display of strength in this area is certain to make people move against you. Despite its ostentatious display, the Cathedral sports no obvious weapons. Three separate attempts were made at boarding the golden spire. Three ships disappeared from sensors and never returned. The cartels decided to wait and see what happened instead of sending more ships. Then the monks appeared.

Calling themselves the Children of the Golden Spire, this order appears to be open to all races, as they have many different species representing them. All of them tend to look and sound a bit odd. The bleakers and the barreners say the monks are charitable, giving freely of what they have to those in need. This is not merely odd to those that live in the belts; it's downright insane. This does no harm to the monks, however, as most are savvy enough not to perturb a crazy person. They all look good, too good. They have a polished look about them. The humans and lashuntas are all bald, for example. Bald, smooth, and shiny. Even the vesk in their order have rounded stubs rather than the usual sharp spikes upon their heads. No scars, no birthmarks. They all appear well-fed, even a bit chubby. Some even state the monks have a shine to them, a glow that seems to come from the inside. Most say that just comes from being around the monks too long, and it's simply the crazy rubbing off.

For the most part, the cartels leave the monks in peace. They might cut into the profits a little, but the miners seem less likely to revolt now that the Children are present, and less revolts might be worth the cost of their presence. Some of the cartel toughs still find it fun to corner a monk give them a beating from time to time. It doesn't happen often, as the monks never fight back; they simply take the punishment, pick themselves up, and wander off with that constant, beatific smile on their face. The monks are constantly smiling. Rumor also has it that those who assault the monks tend to suffer horrific accidents not long afterward—blown out an airlock, shot or stabbed in a fight, or succumb to a sudden bout of food poisoning—so these incidents are infrequent.

Various rumors have sprung up about the Children of the Golden Spire since their arrival. Tales are told and retold among the miners when they socialize at the

hubs, to the point where even the miners themselves are unclear whether they witnessed something, or are merely repeating a story they were told once. The following rumors, and more, are told about the mysterious monks:

- The monks are followers of a sun goddess, sent here by divine directive to bring solace to the belters.
- The monks were sent by said goddess, but instead to punish the cartels for their unrepentant ways, and to strengthen the miners and lead them in their eventual revolt.
- Some say they have seen these monks moving about miners' homes on asteroids, far from the hubs, without any space suits on. They travel from rock to rock, leaving gifts for the poorest miners and their families.
- Miners have claim to have been taken aboard one of the parish stations, where they were cured of their injury or illness. Rather than being ferried by a shuttle, they were teleported. One instant they were home or at a work site, then—flash!—they were aboard the station.
- People who are willing to serve the monks and their cause are sometimes taken to one of the parish stations, where they are tested. If they pass these mysterious tests, they are taken to the Cathedral itself where they live a life of peaceful devotion, free of their former toil and hardship.
- The monks are some kind of terrible fey creatures, faceless monsters that kill people and wear their skins as disguises. It's why they look fat; they have to squeeze into skins too small for their true forms.
- The monks are seeking strange "demon stones" that float among the belts. They will pay miners handsomely for bringing such stones to them. The monks are collecting them to destroy them, as they are the remnants of some ancient evil that destroyed the planet which became the asteroid belt.

The last rumor appears to have some credence to it. The demon stones are a known hazard, but rare and not overly worrisome if you avoid them. These stones are strangely angular, similar to obsidian but with a reddish sheen. They can be dangerous, but usually no more so than any other debris that might impact with any velocity with a person, vehicle, or structure. Their true danger is to miners at work. The stones, when they come in contact with the natural stone of the asteroids, do not bounce off or deflect as one would expect. They bury themselves into the rock, like a stone dropped into thick mud. The demon stones aren't harmed by standard tools or weapons. If a miner strikes such a stone with a drill or other power tool, the likelihood of damaged equipment or injury is high. The stones

CHILDREN OF THE GOLDEN SPIRE: THE TRUTH

These monks do have a divinely inspired mission. However, they are not devoted to any sun deity, though they are happy to allow that misconception to continue. The Children are followers of Nyarlothotep, seeking the fragments of an ancient artifact that, when joined together with others of its kind, will unravel space and time. There are seventeen of these items. Should the Children succeed in finding the fragments lost here and make them whole, they will have four of the seventeen in their possession.

The monks are a race of shapeshifters known as the Norgych. They seek ancient relics known as the Nodes of Unmaking. These enormous stone structures, if restored and placed in proper sequence, can obliterate anything within their circumference, wiping it from the universe as if it had never existed. Entire solar systems could be dissolved from creation in the blink of an eye. One of the planets in this system housed a node, until it was destroyed and the node along with it. Now the Children seek its fragments. When they are all found, they will be taken to their homeworld, where painstaking rituals will make the node whole and restore its power.

At first the Norgych were uncertain where to search. Two asteroid belts indicate two destroyed planets. They sent their parish stations to both, seeking evidence of the lost node. Now they have ascertained that it was destroyed along with the planet. Over time, they realized that Bleak was once the home of the node, judging from the amount of pieces so far recovered. The vast majority come from that belt. Those few shards that have been recovered from Barren were likely blasted their during the planet's destruction. The Norgych have focused their efforts towards the inner belt now, certain that most of the node's fragments will be found there. They keep a token presence in the Barren, on the off chance that other pieces may be discovered, but no great effort is made to secure the aid of the miners there, as they do in Bleak. Unbeknownst to them, this has caused a great deal of resentment among the barreners, and it is growing into a conspiracy against the monks.

are considered a nuisance. Most miners would happily take found stones to the monks, especially in return for a reward.

BARREN

The outer asteroid belt of the system is larger, with a greater number of asteroids as well as asteroids of larger size than the inner belt. Aside from these differences, the Barren is not much different from the Bleak. Cartels run the show, and the miners are indentured to them, finding it impossible to buy themselves out of debt. Their lot might be slightly better than that of the bleakers, as these asteroids hold more resources and allow for better mining. At least, it was better until the Cathedral and its philanthropic monks arrived.

At first, the settlers of Barren enjoyed the same attentions of the monks as the bleakers did. Over time, that attention became less as the Children of the Golden Spire focused more on the Bleak. While there are still two parish stations in the Barren, they have stopped their ministrations among the barreners, only taking notice should someone produce one of the demon stones which are rare in this belt. Envy and resentment of the favoritism shown to the bleakers has built up over time. This irrational hate has reached a point where cartel thug and miner alike have put aside their differences to help push forward a plan to attack the Cathedral and take whatever wealth and resources are stored inside, while the bleakers stand idly by and watch their meal ticket taken out from under their very noses.

The plans for attack are wild, reek of desperation, and leave a lot of questions as to their implementation. The first part of the plan is to use mining explosives to blast asteroids out of orbit and onto a collision course with the parish stations, taking them out of commission so they cannot aid the Cathedral during the attack. Various small craft are being stockpiled to form a fleet. The ships will be loaded with armed volunteers and sent out as makeshift attack shuttles, ferrying the fighters to the Cathedral in order to take it by overwhelming force. All available craft are being drafted for this assault, and any small ships for sale in the system are being bought up by the cartels to add to this motley armada. Weapons and equipment are also being collected. It is only a matter of time before this crusade begins. Its success or failure can only be guessed at, but it will signal a major shift in the political situation in the system.

FRESHWATER AND WATERHOLE

The gas giant Waterhole and its two moons, Freshwater and Counterweight, are a testament to Khôl's lack of creativity when it comes to names.

Counterweight is a barren rock with no atmosphere, strategic importance or mineral resources, named because its orbit keeps it always on the opposite side of Waterhole from its sister moon, Freshwater.

Freshwater is an excellent source of water, the only one in the system other than Druid's Nightmare, and much less dangerous. A celestial body with light gravity and a breathable atmosphere, the moon is covered in ice to a depth of no more than 60 feet. The moon is tectonically stable, so landing on the ice and drilling is low risk. Below the ice is a vast ocean of fresh water. The water teems with life, sustained by geothermal activity on the ocean floor and bolstered by an unintended effect of outsiders coming here for water.

Whether it was Khôl himself or some other visitor who came after him, the oceans were contaminated with biological residue from prior drilling. It is presumed to be some sort of bioluminescent bacteria, as there are now glowing patterns beneath the ice that were never observed before. This means that whatever the contamination was, it was amenable to the environment and is spreading. It also seems to be providing an unexpected food source for the native life, as that also seems to be on the rise. Great sheets of algae are now visible beneath the ice. Other forms of life that feed on the bacteria, the algae, and likely each other are also increasing in population. Other than some visible clues from the surface, just how much the bacteria has affected the ecology is unknown. No party has bothered to bore through the ice to take samples or explore the ocean itself. Judging from currents in the fluorescent bacteria colonies that have spread across the planet, there are not only life forms beneath the ice, but ones of great size.

Recently a small scientific expedition has arrived in the system to study the ecology on Freshwater. They hypothesize that the apex predators in the moon's ocean can grow up to several hundred feet in length. In their nearly lightless environment, they likely hunt using scent or sensitivity to vibrations. Those in the system aware of the expedition are mostly uninterested, though some are placing bets on whether one of these predators will break through the ice and eat the investigators.

ECHO

The outermost planet of the system is a lifeless world. From orbit, Echo is an ugly planet, a brown and gray world shrouded in an atmosphere of the same colors. Powerful weather patterns kick up the dust and sand of the barren world into the atmosphere, shrouding the planet and hiding its topographical makeup from casual observation from above. No continents, seas, or other features can be discerned, except by analysis

of the movements of the clouds, or hints of darker portions of the surface through the swirling maelstroms that circle the world.

Mystics that have visited the planet often report a sense of wrongness about Echo. A general sense of unease and foreboding that gets stronger the closer one comes to the planet. This feeling generally gets no stronger once planetside, but those affected cannot shake the feeling that being there is a bad idea. It is a constant nagging in the back of the mind that is only alleviated by putting distance between one's self and the planet. Those that remain may eventually find good reason for such feelings, especially if they should run across one of the planet's "ghosts," as described later in this section.

Echo's atmosphere is thin, yet still manages to generate strong weather patterns that keep the dust storms nearly constant. Environmental protection is recommended. There is no apparent life on the planet. The dust covers everything and finds its way into anything not properly sealed against the elements. It is also abrasive, so long term exposure can be damaging to suits and equipment. Shifting dunes cover all but the highest peaks and deepest ravines and there are only two major features that break up Echo's monotonous landscape—the ruins and the crash sites.

ECHO'S RUINS

Scattered across Echo are ruined cities, the tops of their towers jutting above the dunes like rotting teeth. Where the winds have exposed more than just the upper levels, these towers of stone are worn smooth and twisted into bizarre shapes, though whether that is from the constant erosion or the original aesthetic of the creatures that lived here is uncertain. The buildings look as if they are writhing in pain. Other portions of the architecture are equally strange and often disturbing. There are honeycomb-like structures, pillars and arches in asymmetric and illogical placements, twisted obelisks, and statues worn smooth and featureless by constant erosion, that hint at non-humanoid forms. Exploration of the buildings has yielded no clues regarding the beings that built these cities and once lived here. The pervasive dust has long since scoured the ruins of any records and technology.

There may be subterranean areas beneath the ruins, though no expedition has returned to say if they exist and what, if anything, remains there. Gossipers at the orbiting refinery speak of ghostly figures seen walking the winding streets of exposed ruins, of lights in tower windows and strange, fluting music that sounds as if it comes from an alien throat rather than a musical instrument. No concrete evidence of these phenomena

has been made public. Exploration of these areas can be dangerous, as a sudden storm can rebury the ruins and make them disappear in a matter of hours.

ECHO'S SHIPWRECKS

The primary draw of an otherwise desolate planet are the crash sites. Huge swaths of the planet are covered in crashed starships of unknown origin. Veritable graveyards of ships, presumably crashed after some sort of massive battle, judging from the massive damage evident on the wreckage. The ships vary in style and design, indicating multiple species were involved in the combat. Whether they were a single faction attacking the planet, a mix of attacker and defender, or owned by multiple factions is impossible to say. The ships are not identifiable as belonging to any known race. All that has been determined was that they crashed into the planet after being disabled in space, their orbits around Echo gradually decaying as its gravity pulled them down. This may have even happened over a period of years. The alloys from which the ships are constructed survived planet fall, leaving a trail of wreckage across the surface of the planet. These wrecks are now the primary source of income for those who live and work aboard Prudd & Olyt's, the space station that orbits Echo.

With a thin atmosphere making reentry easy, and the superior design of the spacecraft, the wreckages are prime pickings for salvage. Not a one survived with its hull completely intact. The ubiquitous dust has long since seeped into breaches and scoured the interior, destroying any remaining technology within the wrecks. There is always the possibility of some technological find, but thus far time and exposure has ruined the technological innards of these dead, metal leviathans. Their hulls, however, consist of valuable metals, including several starmetals, which salvage workers from the station remove a piece at a time, hauling a day's take back to the station to be refined and sold. While the possibility of discovering valuable tech in some of the larger, more intact wrecks is enticing, the salvage crews rarely take the risk, as the further into the ships one goes, the greater the chance of triggering one of the many "ghosts" in the area. "Digging for buried treasure in a pile of gold" is the term used to describe those that would bypass the readily lucrative resources to be harvested off the hulls to seek something better inside.

One notable feature of the ship graveyards is that no one has discovered any remains of the original aliens that crewed these vessels. A standing rule among the salvage crews is that if a body is discovered, you should pull out immediately. If there is a body present, it is a recent addition to the area, and whatever caused its

death may still be in the area, whether that thing is an unauthorized poacher, a "ghost," or something worse.

ECHO'S GHOSTS

What the salvage crews call ghosts are not the earthbound souls and undead most people associate with the term. It would be more appropriate to refer to these phenomena as haunts. They are mystical imprints left by once living creatures, the psychic imprint of a brief fragment from a life, forever burned into the area. Their existence—and the existence of such a great number of them in the spaceship wreckage—has led to the hypothesis that some magical cataclysm occurred, obliterating not only life on the planet, but also in the collected ships that were above it at the time. Whether this was some planned and executed doomsday weapon, or some sort of accidental misfire or unexpected chain reaction, the end result is clear. The effect destroyed all life on the surface of the planet as well as miles into the immediate space around it. All that remains of the dead are the ghosts.

In many cases, the ghosts cause no harm and are experienced as unsettling moments: a brief chill as one walks through a doorway; a sudden feeling of anger or fear for no discernible reason while moving through a room; crying tears or getting goosebumps traveling through a corridor. These are caused by moving through a ghost point. These points are immobile, fixed points of mystic energy. Should a living being occupy a ghost point for more than a moment however, it seizes upon the creature, using it as a platform to act. The creature then acts out whatever brief moment is contained within the ghost point, a small fragment of recorded action from a life long dead.

These fixed ghost points are difficult to detect, as they are usually inactive unless living creatures are near. Detect magic will not detect a ghost point unless there is a living creature within 10 feet of it, or it has had one in proximity within the last round; even then the caster must succeed at a DC 25 Mysticism check to note its existence. Arcane sight works significantly better, allowing the caster to note a faint glimmer in the air and reduces the DC of the check to 20. One of the worst aspects of a ghost point is that while their position is fixed, it is fixed in relation to whatever solid matter to which it is anchored. For example, if a ghost point is anchored 3 feet above a point in the ground, and you remove the sand in that area and place it somewhere else, the ghost point goes with it, remaining exactly 3 feet above the sand wherever it happens to be. Likewise, a ghost point anchored in the doorway of a shipwreck moves with the doorway. If a salvage crew

removes the doorway as scrap, then they take the ghost point with them. This has become a significant snag in the salvage operation, one that Olyt has taken pains to deal with (see Prudd & Olyt's Fine Alloy Refinery for more details.)

If a living creature spends a round in contact with (sharing the same square as) a ghost point, it attempts to possess the creature. The creature must succeed at a DC 15 Will save or begin to enact the fragment of memory contained in the ghost point, like an actor roleplaying a script. Sources of magic help initiate the process, and creatures with spellcasting ability or innate spell-like abilities have a -2 penalty on the save. These scripts can be of any variety, from the mundane act of fixing a plasma conduit to fighting a running combat along the corridors of a ship. They also vary in length, as short as a round or up to several minutes. Falling prey to those of greater length is often more fortunate, as the actor will often move from the ghost point. Thus when the script is complete, they are freed of the ghost point's influence. A shorter script, such as a person lying on the floor dying of wounds, is more dangerous. Since the actor is not required to move, they remain anchored to the ghost point, allowing it to run them through the scene again and again. In addition to whatever pain they endure, they are forced to do nothing but reenact the scene over and over again (though the creature is allowed a new saving throw each time the ghost point attempts to take control), until they succumb to thirst or exhaustion.

The scenes which ghost points contain run the gamut from mundane to horrifying. According to survivors, the worst are what start as mundane scenes of everyday life, interrupted by terror as the subjects body begins to transform to dust and blow away on the wind, right before their very eyes. Strangely, when trapped in a ghost point, the visions seen by victims never reveal the forms of the aliens that lived these lives. The subject's mind replaces them with their own kind, so a human will be surrounded by other humans and appear as themselves, a lashunta would see others of their kind, and so forth. These ghost points are not only limited to intelligent life forms either. Some ghost points are the remnants of whatever animal life once lived on Echo. In Khôl's logs, during his visit to Echo, there is a tale related about a member of the expeditionary force that suddenly lunged at a companion, tearing at their throat with his teeth, before regaining control of himself with no reasoning behind his sudden shift in behavior. It is believed that the crewman activated a ghost point left behind by one of the planet's predators, a fragment of the creature's memory in the midst of a hunt.

ECHO'S STORMS

Another phenomenon of Echo that solidifies its utter hostility as an environment are the behavior of wind patterns on the planet. Storms are frequent. However, data gathered by research and observation teams visiting the orbiting station have reported one disturbing constant about weather patterns on the planet: the presence of living creatures on the planet's surface is a catalyst for them. When salvage teams arrive on the planet, storm conditions arise in that area within 24 hours. Aerial views show storm fronts moving into the area in circular patterns, like avian predators circling potential prey before moving in. Despite this documented evidence, there is no explanation for why this occurs. Speculation on causes range from a residual effect of the event that caused the destruction of life on Echo, to some conscious (and possibly undead, according to the most popular hypothesis) entity that controls the weather and uses it and the dust it carries in an attempt to wipe out any intruding life forms.

The storms drive the already corrosive dust into an abrasive assault on whatever it touches. Objects take 4d6 points of damage every hour they are exposed to a dust storm (objects count only half their hardness against the damage). Unprotected creatures will quickly die if exposed to the storm, their bodies breaking down under the erosive onslaught until nothing is left. Exposed creatures take the same amount of damage for every 10 minutes of storm exposure.

ECHO'S DUST

The ubiquitous dust that covers Echo is a constant reminder that one is standing on a dead world. Researchers theorize that a significant portion of the dust is all that remains of any organic life that once existed on the surface of the planet. Every plant, animal, and intelligent being that existed on the surface is now part of the constantly drifting, blowing clouds that move across the face of the planet. This, combined with particles of all the surfaces worn down by the constant erosion caused by the dust storms, is the dust and grit that blows across the planet's surface.

Worse, the dust itself seems to have corrosive or abrasive properties itself. All equipment and protective gear taken down to Echo should be promptly cleaned after leaving the planet's surface, as any dust in contact with such gear will continue to eat away at the materials. Pitting, scoring, and holes from dust contact can occur in a matter of weeks from small amounts of contamination. A dust-covered suit of armor put in a storage unit could fall to pieces within a month,

depending on its quality. Equipment exposed to the planet's surface will last 1 week per item level before gaining the broken condition. Twice that amount of time is enough to completely destroy an item.

To further complicate matters, what is destroyed by the dust becomes more dust, increasing the chance for exposure and contamination. Visitors to Echo should be careful to decontaminate any gear after being planet-side. It is also advisable to thoroughly clean one's body after a visit to Echo. The dust causes skin abrasions, eye problems, earaches, nosebleeds, and also damage to one's teeth.

The shipwrecks, like everything else, will eventually succumb to the dust. However, given their extremely durable construction, it is likely the salvage crews will remove most of the remaining hulls before they crumble before the constant erosion of the dust.

PRUDD & OLYT'S FINE ALLOY REFINERY

Orbiting Echo is an industrial space station, designed to smelt down scrap and store the metals for buyers, as well as house and maintain the salvage crews and refinery workforce. The station's facilities can handle up to 300 people, and has accommodations for several dozen visitors. It is rarely full, as salvage crews are on regular rotation planet-side to cut and load metal from the ship graveyards that litter Echo's surface. Nearly two-thirds of the station is taken up by the refinery's smelter and other equipment, as well as docks for the salvage ships and storage bays for scrap and the refined metals. The rest of the station consists of quarters, entertainment facilities, a few shops, and of course a bar. At the very top of the station are the quarters and offices of the owners.

Nothing aboard the station looks new. In fact, much of it seems scuffed, worn, and even corroded. Echo's dust, as has been said before, gets everywhere. Air scrubbers and regular cleaning crews do their best to remove it all. However the cleaning crews constantly need new equipment and Prudd's maintenance crews are regularly repairing the air scrubbers, as nothing that comes in regular contact with the dust lasts long. Collected dust, along with any other refuse, is simply jettisoned from the station towards the planet.

The owners and operators of the refinery are Prudd (short for Pruddananka) a broad, paunchy Vesk female (soldier 1/mechanic 6) and Olyt, an old, gnarled, one-eyed Yysoki (envoy 8). Prudd oversees the daily operations of the salvage crews, the refinery, and general maintenance and repair of the station. Olyt handles the finances, customer relations, and acts as liaison between the company and the independent entrepreneurs on the station that run shops and

services. These long-time friends worked for a crime boss in another system for many years before a job took them here to Khôl's Demise. After hearing about the ship graveyards on Echo, they hatched the idea for the refinery. They announced their retirement to their old boss, parting on good terms by taking out a loan from him to build the refinery, and pooled their resources to get the business underway. Initial interference from the belt cartels was quickly dissuaded. Prudd and Olyt are professionals and know how to deal with small-time crime. After a few object lessons in effective violence, the cartels stopped bothering them.

Years later, their loan is paid off. The business is highly profitable and mostly legitimate. Olyt still engages in a little hacking to fudge computer records and forgery to keep the station's certificates up-to-date so they can continue to legally do business—a small bribe here or there. Prudd may have some private talks with certain officials who are much more cooperative afterward. Light blackmail and subtle threats aren't too far out of the mainstream of legitimate business, after all. It's rumored that occasionally the old Prudd and Olyt come to the surface when someone is particularly disruptive to their operation. If someone really annoys them, they disappear. If they are asked about it, Prudd or Olyt may make some comment about the person "going to ground." What this means is that they shipped that person planet-side to some remote location and left them naked, where the hostile planet can quickly make their problem go away.

There are a few other notable personages on the station.

Menkit (envoy 5) is the station's active chief medic and the only person on the station with any significant medical expertise. The three-armed kasatha refers to himself as a dentist, and takes great pride in his ability to provide dental care for those whose teeth are damaged by the dust. He does other medical procedures grudgingly, often selling the products

needed to a person to do it themselves, if they can afford it. Otherwise, he does what he can, in the minimum amount of time. Patients often end up with interesting scars from rushed procedures.

Raghadeen Tassen (technomancer 5) is the station's chief engineer. An excitable human woman, she is often irritated and fussy. She specializes in jury-rigging and improvised repairs. Making things work again is an obsession with her. People often bring by nonfunctional items to show her because they know she can't resist tinkering and repairing them. This risks the wrath of Prudd, however, as the vesk gets annoyed when her chief engineer is distracted from the near-constant repair schedule for the station. Two androids, Textmarker-4 and Zollstock, work directly under Raghadeen, and oversee a small crew of techs and a fleet of maintenance bots and drones.

A small group of scientists, whose numbers and roster constantly change, resides on the station. They work together studying Echo. The ghost points, dust, and weather patterns are the primary focus of their research. Prudd and Olyt tolerate their presence as their findings may be useful one day.

As a remote backwater, the station often hosts various people of a questionable nature. Sometimes old friends of Prudd and Olyt stop in for a while, in need of a quiet place to lay low. Others use the station to conduct business deals in private. The owners never turn anyone away so long as their presence doesn't disrupt operations. Smugglers, drug dealers, hit men, and others can be encountered here. Olyt ensures he knows as much as possible about visitors and their varied skill sets. You never know when a visitor's particular forte may be useful.

MALMSTURM

The Malmsturm system is an anomaly, possibly the result of war or massive engineering projects gone horribly wrong, a tale of powerful magic or technology gone awry. The multiple asteroid belts in the system point to five or six other planets that once orbited this star, now pulverized by incredible forces. With its unstable star, single habitable planet, and strange phenomenon, Malmsturm's existence is mainly notable to researchers wanting to determine what caused the system's destruction and the continuing havoc the region plays on magic.

SYSTEM INFORMATION

1. **Malmsturm:** The yellow-white dwarf star at the heart of this system is strangely unstable. Massive solar flares send strange energies across the system. Aside from their normal dangers, these flares release energies that are disruptive to magic, whether spells, items, or hybrid items.
2. **Hell's Halo:** This small belt of asteroids orbits close to Malmsturm. The debris here glows red, both from the heat of their vicinity to the sun as well as from absorption of the strange energies ejected by Malmsturm into the system.
3. **Stalker:** This dwarf planet is nearly invisible, due to its accumulation of black, light-absorbing dust.
4. **Malmsturm I (Malm):** The only planet in the system, Malm sits at the exact center of the Goldilocks Zone. Its main continent is mostly covered in ice, while a smaller equatorial continent swarms with massive predators. Its population is largely human, descendants of a once technologically-advanced colony that regressed to an early industrial level before star-faring explorers rediscovered the system.
5. **The Outer Belts:** Two dense belts of asteroids ring the outermost reaches of the system. The chaotic effects of Malmsturm's energies is lessened here due to distance from the sun. Mining operations are found in the Outer Belts, but the operations are plagued by predatory aliens that stalk the tumbling rocks of the belts.

MALMSTURM

This yellow-white dwarf star is highly unstable, with high amounts of solar flare activity, as well as at least one mass coronal ejection annually by Malm's calendar. Like most extreme solar activity, this causes

problems with communication equipment and other electronic devices by putting out massive amounts of electromagnetic interference. In addition to the usual problems of such activity, Malmsturm gives off some strange energies that wreak havoc with magical fields. Spellcasting in the wake of an energy wave from the star can be a tricky endeavor. Sometimes spells simply fizzle. Other times, their effects are unpredictable and even dangerous.

These solar events are divided into three categories: minor, major, and catastrophic. Each category has increasingly hazardous effects, as described below.

6. **Minor:** Sensors have a 25% chance of malfunctioning, providing no coherent data, or incorrect data. Comms have a 25% chance of malfunctioning, with messages being partially or totally garbled. Spellcasting during a minor solar event is risky. Spells have a 10% chance of failure due to interference from the energies spreading through the system.
7. **Major:** Sensors have a 50% chance of malfunctioning, providing no coherent data, or incorrect data. Comms have a 50% chance of malfunctioning, with messages being partially or totally garbled. Spellcasting during a major solar event can be hazardous. Spells have a 25% chance of failure due to interference from the energies spreading through the system. On a roll of 10% or less, the spell backfires, channeling the magical energy into the caster's body and inflicting 1d6 damage per level of the spell. The caster may spend a Resolve Point to avoid the backlash, but the spell still fails. Magic and hybrid items have a 25% chance of experiencing an anomaly. On such a roll, consult Table 1-2: Effects on Magic and Hybrid Items and roll for a result, counting a result of 01-10 as if 11-20 had been rolled.
8. **Catastrophic:** Sensors have a 75% chance of malfunctioning, providing no coherent data, or incorrect data. Comms have a 75% chance of malfunctioning, with messages being partially or totally garbled. Spellcasting during a catastrophic solar event is dangerous. Spells have a 50% chance of failure due to interference from the energies spreading through the system. On a roll of 25% or less, the spell backfires, channeling the magical energy into the caster's body and inflicting 1d10 damage per level of the spell. The caster may spend a Resolve Point to avoid the backlash, but the spell still fails. Magic and hybrid items have a 50% chance of experiencing an anomaly. On such a roll, consult

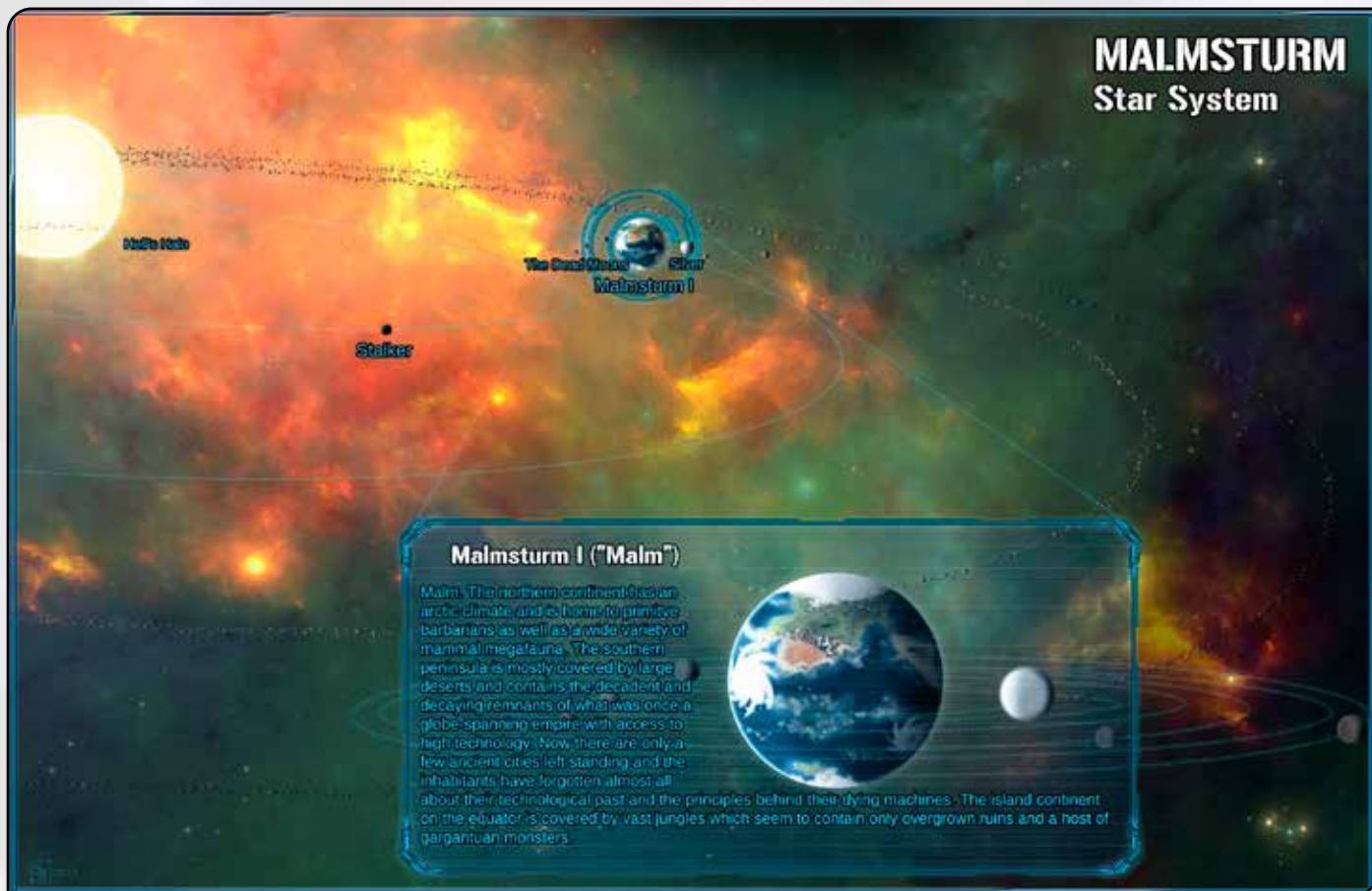


Table 1-2: Effects on Magic and Hybrid Items and roll for a result, counting a result of 01-10 as if 11-20 had been rolled. Even technological items can overload and malfunction, especially starships. Each hour of travel within the system during a catastrophic solar event has a 25% chance of a random ship system glitching. This system remains inoperable until repaired.

HELL'S HALO

This small asteroid belt is largely avoided by starship traffic, as the energies given off by the sun are extremely strong and unpredictable in this zone. Those few expeditions to explore Hell's Halo note that the celestial bodies here are awash in the energies from Malmsturm, which infuses them with a strange, orange-red glow. The asteroids themselves have no atmosphere and extremely high surface temperatures, with molten lakes on some of the innermost asteroids.

One notable characteristic of these asteroids are crystal growths on their surfaces, which glow even brighter than the rocks themselves. Samples of these crystals extracted from the belt have shown strange properties.

The crystals seem to interact randomly with magic fields, damping or enhancing such fields, seemingly at random. Researchers have thus far found no practical application for these crystals, though they have been used to sabotage magical hyperspace drives and other magic items.

STALKER

This dwarf planet is barren, lifeless, and has no atmosphere. Stalker is practically invisible, due to an accumulation of light-absorbing dust on its surface. This dust is black, non-reflective, and up to fifty feet deep in some areas of the dwarf planet's surface. Known as *als fuligite*, the dust has been of some interest to certain parties. Zolal, a kasatha artist visiting Malmsturm I has created a pigment using the dust that she calls *UltraBlakk*. This light-absorbing pigment removes all depth from things painted with it, reducing them to mere silhouettes in the perception of onlookers. No one has recreated the pigment thus far, and Zolal shares its secret with no one. With the stir regarding *UltraBlakk*, others are looking at possible uses for *als fuligite*. There

CHAOS CRYSTALS

These orange-red crystals are harvested from the asteroids of Hell's Halo. A single crystal sheds bright light in a 5-foot radius, and dim light for another 5 feet. When a chaos crystal is brought within 5 feet of an active spell, roll d% and consult Table 1-1: Effects on Active Spells for results. A new roll is required for every minute of exposure. Chaos crystals have been declared illegal contraband in the system. Anyone caught in possession of but a single crystal will have it confiscated, be fined an amount up to 10,000 credits, and may be imprisoned for up to 3 years. Possession of larger amounts calls for harsher sentencing, and those suspected of trafficking in chaos crystals may find themselves imprisoned on an asteroid mining colony for life. Despite these laws, there is criminal traffic in chaos crystals. A single chaos crystal can be purchased for 3,000 credits, if one can find a seller. Considering many of the buyers are the chaos mystics of Malmsturm I, who are often the legal authority, arrest for crystal trafficking can often be alleviated by providing the mystics with free samples to look the other way.

Chaos crystals also have unpredictable effects when exposed to magic items and hybrid items. One serious problem was learned when an early expedition to Hell's Halo harvested a large amount of the crystals. When the ship—the Archon—attempted to activate its hyperspace drive, it only achieved partial activation. The ship was lost in hyperspace. It eventually phased back into real space, but by then the crew was lost. Ships logs and computer records record horrific events, with science staff speculating that the crystals were attracting strange creatures that live in the depths of hyperspace, which attacked the ship. Damage to the Archon seems to corroborate these records. Oddly, the cargo of crystals was not aboard when the ship was searched. If a chaos crystal is within 5 feet of a magic or hybrid item, or carried by someone using one or more such items, roll d% and consult Table 1-2: Effects on Items for results. A new roll is required after 1 minute of use, or each time an item is activated in the presence of a chaos crystal.

elsewhere in the system—most notably on the Dead Moons of Malmsturm I—it has its highest concentrations on Stalker. Malm's atmosphere likely prevented any significant accumulation of the dust on its surface, which has settled on its smaller moons in lesser quantities. Als fuligite might be some byproduct of whatever event shattered the other planets in this system.

MALMSTURM I

Known simply as "Malm" to system locals, this large, terrestrial planet is the center of population in the system. Malm has one large continent surrounding its northern pole. The majority of this continent is covered in snow and ice. This arctic region is inhabited by large megafauna as well as local populations that have regressed into barbarism. A large southern peninsula of the northern continent has a more temperate climate and the majority of the planet's population is settled there. A mountain range divides the rest of the peninsula from its southernmost portion; this region is covered by a vast desert, as well as the remains of



are rumors that one or more corporations are studying possible applications of als fuligite in stealth technology.

The origins of this material have not been discovered. While als fuligite can be found in smaller amounts

TABLE 1-1: EFFECTS ON ACTIVE SPELLS

01-25	No effect
26-50	Spell's duration is increased by 50%
51-75	Spell's duration is decreased by 50%
76-00	Roll 1d20+10. If the result is equal or greater to 10 + the caster's level, the spell is dispelled.

TABLE 1-2: EFFECTS ON MAGIC AND HYBRID ITEMS

01-10	No effect
11-20	Item fails to function. If item has a continuous effect, its effects are suppressed for 1 minute. If the item has multiple uses, the owner can attempt to activate it again on their next turn.
21-35	The item fails to work as normal. Instead, it produces a noticeable effect not normal for it. For example, an item might produce strange lights, sounds, smells, or other harmless effects.
36-50	Item receives a boost of power. If it deals damage, damage is increased by 50%. If the effect has a duration, said duration is increased by 50%. If the effect has a range or area of effect, increase that range or area of effect by 50%.
51-75	Item's effectiveness is reduced. Any die rolls for effects (such as damage) are reduced by half. If the item's effect has a duration, decrease it by 50%. Likewise, any range or area of effect for the item is decreased by 50%.
76-95	Item fails to function. If the item has a continuous effect, it is suppressed for 1 minute.
96-00	Item suffers a catastrophic failure, discharging magical energy in a 10-foot radius that does 4d6 damage of a random energy type (the exception are serums, which inflict damage on the creature that imbibes a serum). The item must succeed at a DC 15 check (1d20 + the item's level) or cease functioning for 24 hours.

a technologically-advanced society from which the natives are most likely descended.

The southern continent is a vast island at the equator. Dense jungle covers most of the landscape, broken up by three major mountain ranges. Ruins are also present on the southern continent, but the presence of immense, predatory alien life forms have kept most researchers away. The aggression these giant beasts show towards non-native life forms is only exceeded by that displayed to the other giant predators on the island. There is no clear indication of how they are able to discern natives from off-worlders, but they seem to have that capability. Strangely, no two of the creatures is alike. Each appears to be the solitary specimen of its kind. Where they came from and how they manage to survive is yet another unsolved mystery of the system. Sensor sweeps of the continent show signs of intelligent life, indications of settlements, but no contact with them has yet been made, if they actually exist.

Other than these two continents, the only other land masses are thousands of small islands scattered through the ocean. Most are uninhabited due to the inherent danger of Malm's twin storms. These two massive, unrelenting cyclones constantly seethe across Malm's

ocean. Thought to be byproducts of the chaotic energies emitted by the system's star, the storms' courses are unpredictable, and change seemingly at random. Islands caught in the path of these storms are devastated. The storms tend to stay within the southern hemisphere of Malm for the most part, rarely wandering north for any length of time, one reason why the southern peninsula is heavily populated. There are even coastal settlements, though these were built with the storms in mind. Such settlements are built to withstand the storms, are equipped with emergency shelters, and their governments have emergency protocols in the event that one of the storms looks to make landfall.

Malm has six moons. The largest and closest is known as Silver, for the metallic sheen of its albedo in Malm's night sky. Silver has a thin but breathable atmosphere, but no native life due to its lack of water. A corporate-sponsored research station was built recently on the light side of Silver to host scientists and magic users studying the strange effects of the system's star.

The other five, tiny satellites are collectively known as the Dead Moons. These have no atmosphere, and have accumulated enough albedo to reduce their reflection of light to the point where they are seen from

the surface as dim, gray spots in the night sky, and are completely invisible in daylight.

Certain groups from outside the system have seen fit to make contact with Malm's population, reintroducing them to more advanced technology and providing awareness of other cultures beyond their own world. However, providing long term advancement is difficult given the dangers of Malmsturm's solar activity and its strange additional effects. The solar radiation alone can reach levels where satellites, starships, and other orbital and space-faring tech can be badly damaged, shorted out by the electromagnetic radiation. With severe enough activity, even such equipment planet-side can be affected, especially sensors and comms. Such equipment must be specially built and shielded, and thus is much more expensive to acquire and maintain. The other obstacle is the political system of the natives. Despite the solar radiation's effect of making magic unpredictable, certain locals have shown a knack for using magic despite, or perhaps because of, the chaotic emanations. These mystics are often rulers or at least in positions of power. Most do not approve of technological advancement among their people, seeing it as an attack on their prestige and power.

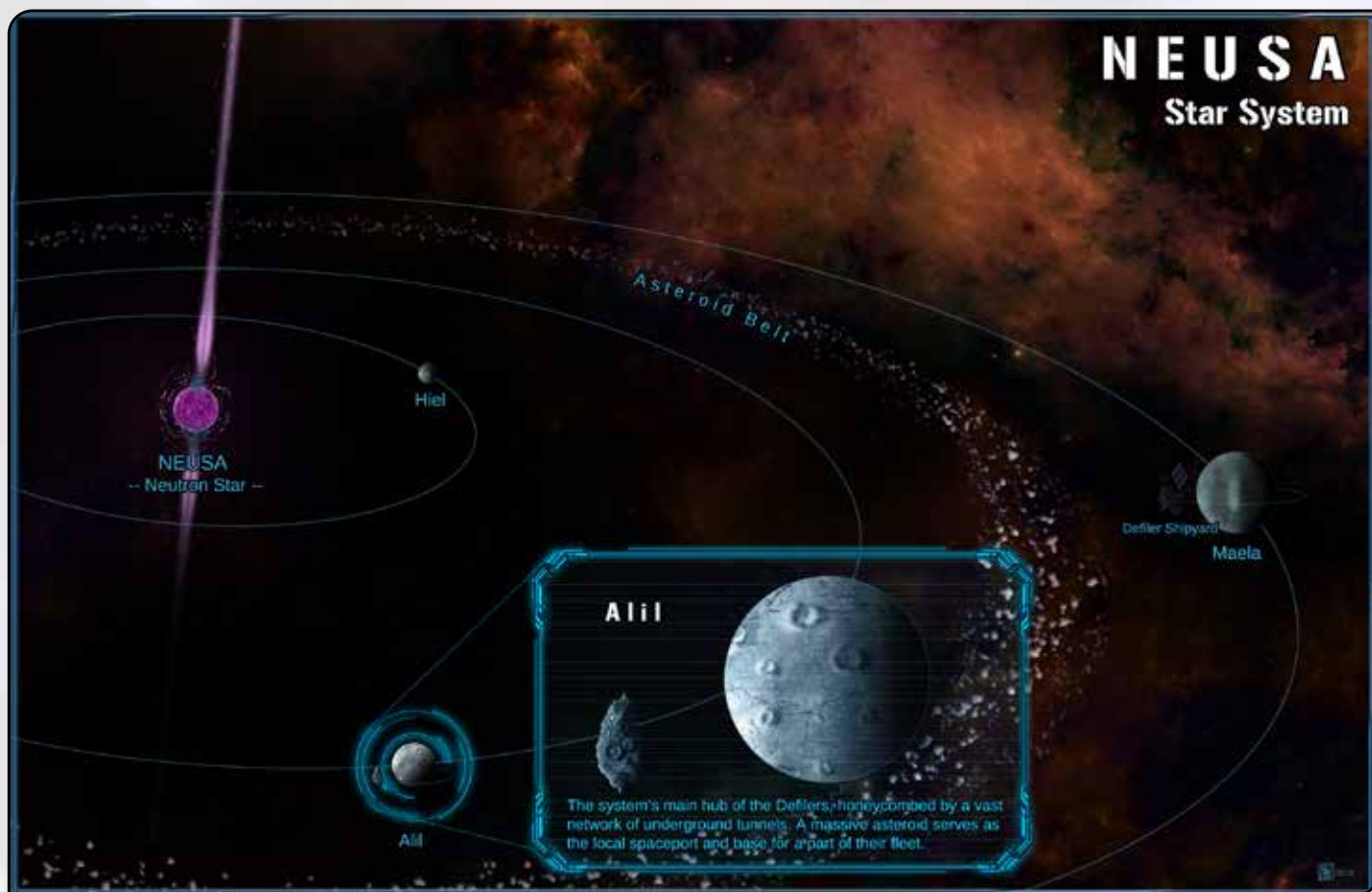
Anti-outsider sentiment has risen with the popularity of an artist named Zolal (kasatha envoy 5). She herself is from off-world, but her sentiments ring true among the local populace. Many of her art pieces are centered around the idea of Malm being free of outside influence. One of her current projects is known simply as the Outsider's Shadow. In each stage of this art performance, she uses her new pigment, UltraBlakk, to paint a significant object from Malmsturm's history. The paint absorbs light, leaving nothing but a black silhouette of the object, showing no depth or detail. It becomes a shadow of itself, representing Malm, its people, and its history, falling under the shadow of the off-worlders, being lost to their desires and goals. Her influence is having an ever growing effect on public sentiment. Each time, she chooses a larger subject. Her last was a statue to a great historical figure in a public park named for the hero. Now it is but a black outline, a hollow where something worthy used to be. Those corporate and scientific interests from outside the system are eager for Zolal to leave, possibly to the point of doing something drastic. However, they have no wish to incite open riots by making her a martyr to the cause.

THE OUTER BELTS

These two densely packed asteroid belts are hypothesized to be the remains of five or even six planets that once orbited Malmsturm. What happened to destroy them, and how Malmsturm I managed to survive unscathed, is unknown. The Outer Belts have orbits far enough out from Malmsturm that the star's strange energies have little effect out there except during the most violent solar storms.

The belts are a source of a wide variety of useful metals and minerals. In addition to several corporate mining operations, there is also a private prison camp. Known as the Dark House, Malmsturm's worst criminals are sent to work off their sentences as indentured miners. The Dark House has also begun to advertise outside the system, offering to take in all manner of offenders that other systems don't wish to worry about. A small, heavily guarded enclosure on a large asteroid in the deepest reaches of an isolated system appears to be the perfect prison. The inmates are sent out each day in their suits with equipment to meet their quota. At the end of the day, robots measure their yield and haul it away. With limited air, unarmed, unequipped, and nowhere to run, prisoners have no recourse but to return to the Dark House at the end of the day in order to be fed and continue breathing.

In recent months, there have been increasing reports of miners going missing throughout in the outermost belt. Worse, there are tales that these missing miners are not only dead, but returning to their camps as undead. The corporations running the mines have officially refuted these tales, calling them schemes by rabble-rousers looking to undermine corporate authority. The truth is not far off from the actual tales. A group of miners discovered what they believed to be deposits of noqual on a previously unsurveyed asteroid. What they had stumbled upon were akatas (see Starfinder: Alien Archive 2). The miners escaped, but their wounded succumbed to infection from the akatas' parasitic larva, becoming void zombies and killing the rest of the crew at their camp. Now the awakened akatas and their offspring are spreading through the belt, killing and eating some, infecting others to breed more of their kind.



neusa

The Widow's Black Heart is a place that strikes fear into even the stalwart denizens of the Widow's Tear. Orbiting a neutron star in the shrouded darkness of an immense veil of debris and dust, the Neusa's dead planets pose little temptation to adventurers, no matter how inquisitive they might be.

But beneath the cold skin of these behemoths, something rotting waits.

LIYA

Liya was, until only about one hundred years ago, a yellow star that bathed her planets with nurturing light. No one has been able to discover why she suddenly went supernova, or why she is rapidly collapsing into a black hole. Unsubstantiated rumors speak of an immense draconic creature impacting the star's surface, while others claim something unspeakable by human tongues sucked the light from Liya, but these are all rumor and conjecture.

Whatever the cause, Liya is a rapidly degrading neutron star with an incredibly fast rotation, little light, and a

fast degradation. A heavy jet of energy and material streams from her side, spewing more debris into space, and scouring Hiel every time it passes.

Time is already warping badly in the Neusa system, but there is something even stranger than the normal warp, and it seems almost as if timelines and alternate histories are beginning to collapse into each other.

The dust cloud and time distortion are clawing their way out of Neusa, reaching for Yemon. It would, perhaps, benefit someone to discover what is going on in the Widow's Heart, before it rots completely.

HIEL

Closest to Liya and her degrading orbit, Hiel is a tiny, broken planet. Though never heavily inhabited, the radiation and force of Liya's transformation scoured its surface clean of all organic matter and shattered its crust. The continued lashings of Liya's matter stream are carving into the planet's side, leaving it lopsided and wobbling in its orbit. Hiel now is a bare metallic

HIEL HORRORS

Hiel Horrors are mutated humanoids who survived Liya's supernova due to being underground. They are the pale tones of rotting flesh, covered with open sores and burns that will never heal. They are a strange meld of necromantic energy and radioactive superchargers, their blood white-hot with radioactive particles.

Unsurprisingly, frantic with pain and unrelenting terror, they are violent, unpredictable, and deadly. A few of them have been pulled off of Hiel by Defiler black marketeers and sold for immense sums as weapons, curiosities, and arena fighters, but they tend to melt quickly if not fed staggering amounts of radiation. Since no one likes expensive piles of goo, their market value is considerably less than it once was.

planet without water, air, or vegetation, but it isn't completely deserted yet.

There were small populations of humanoids living in Hiel's caves when Liya first went supernova. Only one ship ever came close enough to observe, and all its captain would say was "Sometimes death is the better option."

ALIL

Not quite so broken as Hiel, Alil is a dead planet with an empty surface. It still bears marks of thriving life, from the ruins of old forests to the broken remnants of advanced cities, all moldering under the lightless sky. The planet draws adventurers and explorers who think that some great treasures must lie in the wrecked cities, but the reality is far darker.

The truth is that the supernova wasn't responsible for the destruction of the vibrant cities of humans, aasimar, and tieflings that once made Alil famous. Three years before the supernova, six warships of Defilers appeared suddenly out of a planar rift. The hordes quickly overwhelmed the pacifistic planet, slaying every non-Defiler inhabitant in one of the worst genocides the Widow's Tear had ever seen.

However, the planet had been sliding into a police state, and the highly-networked surveillance system survived. Refugees who had managed to flee the mass murder were able to magically hack into the system and view the Defilers, providing a record of the Blood Years, as they came to be called.

The surveillance showed that the Defilers immediately began delving beneath the crust, utilizing a combination of heavy blasting powers and magic. They stripped the surface of everything they could use, piling it into the tunnels, and were beneath the surface when the supernova destroyed the planet. Almost as if they knew something was coming.

For some reason, the Defilers have never discovered the surveillance system, offering one of the only known insights into Defiler culture. Only a small group knows about the inside view of the Defilers, and have built a resistance cell that is slowly growing. Bringing in only those who have lost everything to the Defilers, they are building a team specializing in hunting down and destroying, foiling, and hindering Defiler plans wherever they can. As they grow, their missions are becoming more dangerous and their attention is turning to Alil. There is talk of a final mission, revenge on the Defilers, and a stop to their evil once and for all.

AEZIL'S MEMORIES

The crown jewel of Alil, before the Defilers, was Aezil, the City by the Tree, and Fimla, the titular tree. Fimla was grown from the seed of a magical tree from a lost civilization, and its branches, offshoots, and secondary trunks covered nearly three square miles, its silver leaves casting their own light. Festivals, weddings, and sacred events of all sorts took place beneath its bows.

Aezil was the last city to fall to the Defilers, and the one that was able to get the most refugees off-planet. The last to go were a group of young men and women, Aezil's best and brightest, who were drugged and sent off-planet against their will, along with most of the sacred knowledge and history of the system. They came to and hacked into the surveillance system just in time to watch Aezil fall.

Burning with rage and loss, they formed an alliance, training themselves as fighters and powerful mages. Whether through their anger, or their bloodlines, their power was immense, and they began damaging Defiler interests quickly. They have given up their family names, taking names translating to things such as "Revenge for Aezil," or "Remembrance of Aezil." Their focus is total, and they have passed on this focus to their children and grandchildren, becoming as much a cult as a resistance.

They are now on the verge of being able to score a major victory against the Defilers, potentially even setting their interests in the Neusa system back. However, they know that such a mission will claim many lives, and so they hesitate, looking for an edge or an outside offer of assistance.

ASTEROID BELT

Between Alil and Maela lies an asteroid belt that was once a planet. Directly in the path of the worst flare of the supernova, Yeliz blew into fragments and got caught in the accelerating gravity of the planet. Most of the fragments are too small to be of much use, but there are three objects large enough to note.

LAMAC

The largest of the fragments, Lamac is about a quarter of the old planet, and is developing its own gravity and orbit. The Defilers made use of this, and have tunneled deep into the asteroid, hollowing it out and creating a hidden spaceport where an unknown amount of their fleet lurks.

Attempting to approach Lamac seems simple, but the Defilers use the parts of dead ships that have thought so to build their own fleet. The lack of visibility allows them to have complex guard patterns and surveillance, but this can also be used to the advantage of someone approaching with nefarious intentions.

TANFA

Smaller than Lamac, Tanfa is a massive boulder with the mass of a small planet. Liya's immense orbital pull is beginning to send Tanfa off orbit, and there is a chance that she will simply devolve and slingshot toward the neutron star. If she does, Alil might be in her path, and the results could be catastrophic for the Defilers.

MATLEF

The smallest of the three notable objects, Matlef is an anomaly of a troubling sort – it appears as a beautifully live, vibrant island of life in a dead system. Blue oceans, fluffy pink clouds, green land, and even numerous inhabitants, this asteroid should not exist in a system without life or light.

Six years ago, a science ship from Gubaidh set out with the mission to discover the secrets of the planet. They cast a view of their journey back to their handlers. The inert cloud of debris blotted out the stars, and swallowed them quickly. Once they entered the cloud, nothing showed on their monitors, and they navigated by maps alone, arriving after nail-biting days within the asteroid belt. Here, too, they found themselves at the mercy of the darkness.

Until, suddenly, the darkness disappeared and bright, warm light washed over their screens. Matlef's beauty spread below them, rising fast, and the room cheered, expecting the first successful contact since Matlef fell...and the image shivered, glitched, and a different darkness closed over the ship, severing all contact.

A DESPERATE PACT

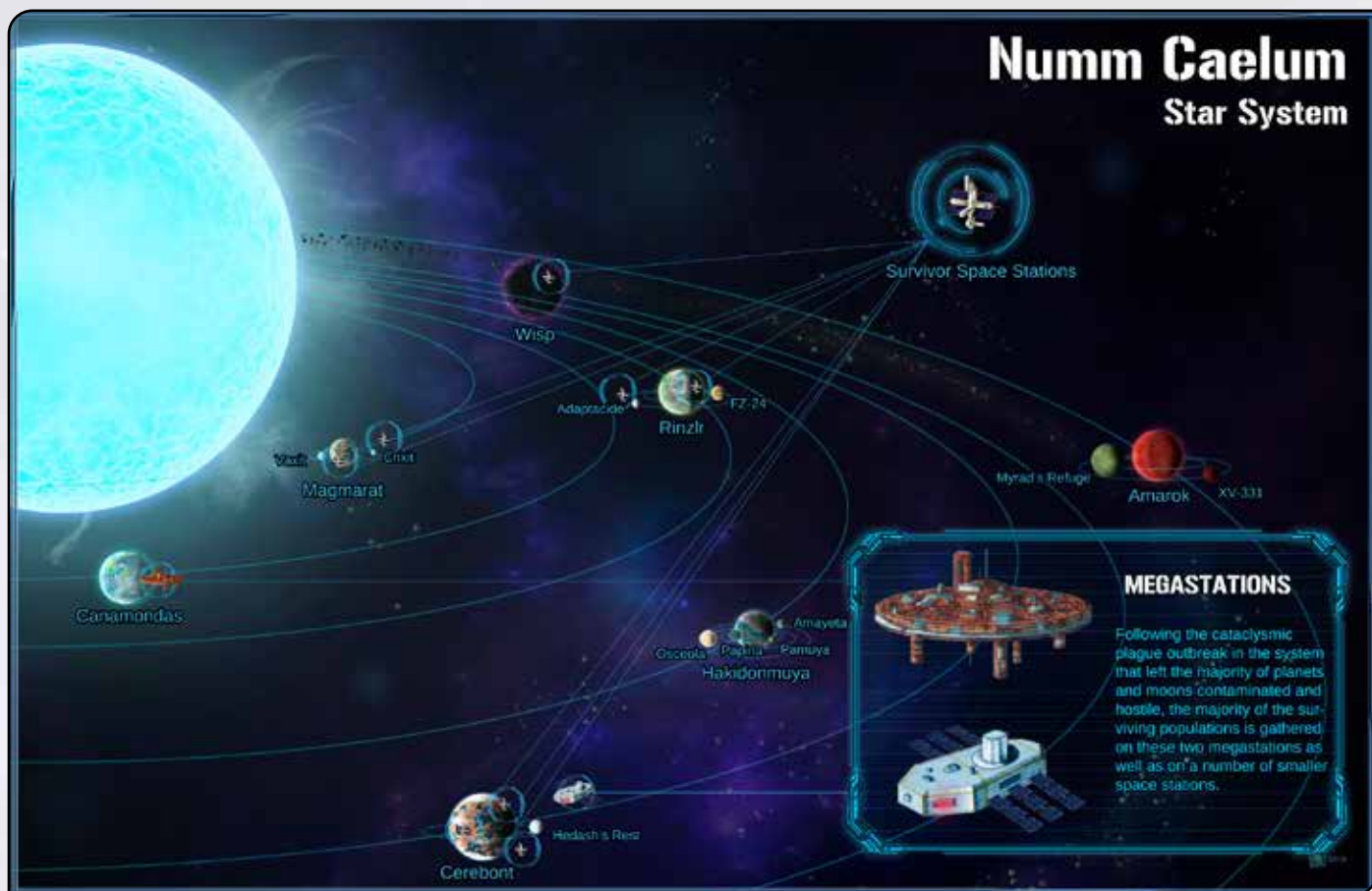
Matlef is, in fact, a living city, with inhabitants representing nearly all the known races. They were a mage city, the most powerful in the system, before the Defilers came. Knowing that they couldn't survive a military assault, they opened a dark portal and called forth a horror from beyond. What answered was not only far greater than they'd expected, an Abyssal elemental that had been clawing at the gates of the Material plane, looking for an opening. The creature emerged just as the sun went supernova, and absorbed the unbelievable power head-on, super-charging it. The creature protected the city, recognizing that it depended on the city to stay on this plane. However, the confluence of so much energy and the dark power of the spell ripped the mages apart, turning them into a strange, inexplicable shield around the city that trapped it in time, moments before the supernova.

Mages who've poked around to see what this might be have found their minds wiped, their sanity devoured. The whimpering husks of these mages have been collected and powerful psychics are attempting to glean some memory or sight, but the horror seems to be contagious, and even some of the psychics are finding themselves unraveling.

If a player rolls a natural 20 on a Knowledge (Navigation) check, they might note that Matlef has been straying slowly from its orbit, as if an immense force is pulling it toward the nearest source of food.

maela

Maela is a massive, dense planet with heavy gravity that crushes anything that sets foot on its surface. As dead as everything else in the system, it offers little of use. The Defilers maintain a shipyard in its orbit, building their fleet. The area is under heavy security, and approaching within sight is unlikely to end well for anyone.



NUMM CAELUM

Two rival corporations discovered the Numm Caelum system. Then began a race to claim worlds, each organization terraforming some for colonization, while mining others for valuable resources. The corporations coexisted in an uneasy truce once the system was evenly divided. However, both sides have fallen prey to an insidious corruption that has transformed nearly all fauna on the lifebearing planets into unnatural terrors. Those colonists and workers that survived untouched by the plague now live in space stations orbiting the quarantined planets while their scientists attempt to find a way to reverse the terrible mutations that inflict the affected, or at least a way to immunize against further infection.

However, the two central factions within the system are longtime rivals. Fear of corruption and growing paranoia add to the rivalry, keeping the survivors isolated and uncooperative, with no swift solution to the epidemic in sight. They remain, however, because both corporations have too much invested in the system to simply fly

off and write Numm Caelum as a loss, especially if the other stays and manages to succeed.

SYSTEM INFORMATION

The star of the Numm Caelum system is a blue giant that lies within the Widow's Tear Nebula, about halfway towards the center from the rimward edge. Four of the seven planets and their moons orbit far enough from the harsh light and temperatures of their sun to support life (though that life is now corrupted by outside forces). The planets, in order of closest orbit, are as follows.

1. **Magmarat:** A fiery, desolate world devoid of life and sporting two moons. Strangely, it has polar icecaps that persist despite the great temperatures due to its proximity to the sun. The edges of these caps provide zones of more moderate temperatures

where mining is still performed by the Cambio Magna corporation.

2. **Canamondas:** This large world has no moon, and was terraformed to be the main base of operations for Cambio Magna corporation until the corruption. The surviving population of the planet now resides in CM-1, a megastation orbiting the planet.
3. **Rinzler:** Nearly the size of Canamondas, this terraformed world belongs to Zeta Proxima. It is orbited by two moons as well as two stations of ZP Corp survivors.
4. **Hakidonmuya:** This smaller world is owned by Zeta Proxima, and is orbited by four moons. These moons obscure much of the sunlight on the day side of the planet. The moons have been terraformed by the corp to provide a variety of useful plants that cannot be grown on the planet's surface due to its low temperatures from lack of sunlight.
5. **Wisp:** This planet, once owned by Cambio Magna, is now permanently shrouded in darkness, due to a miscalculated attempt to control the spreading corruption. The experiment cloaked the atmosphere in light-absorbing microparticles and cast the planet into permanent night that could last years. Wisp has no moon, but a station of survivors orbits the planet.
6. **Cerebont:** This planet was the system headquarters of the Zeta Proxima Corporation. It is orbited by a single moon, two survivor stations, and ZP-1, a corporate megastation.
7. **Amarok:** Though the surface Amarok is a hot, inhospitable desert, the interior of the planet is hollow and supports life. There are species which survive on the surface. They were always dangerous, but are now an even greater threat thanks to the corruption. The life under the surface, along with the now stranded Cambio Magna colonists, have thus far remained untouched by the corruption, but remain vigilant against incursions from the surface. Amarok has two moons.
8. **The Rubble Ring:** An asteroid belt orbits on the outer edge of the Numm Caelum system. The two corporations have shared mining rights here.
9. **Megastations:** Each corporation maintains a huge space station in orbit around one of the planets they own, coordinating their activities from there. These stations are occupied by tens of thousands of people, and are vigilant against intrusion for fear of corruption.
10. **Survivor Stations:** Though significantly smaller than the megastations, each of these stations houses thousands of survivors, loyal to one of the two corporations.

MAGMARAT

† The first world of the Numm Caelum system, Magmarat is a barren world with an extremely thin atmosphere of mostly hydrogen and oxygen (treat as no atmosphere). Due to its proximity to the sun and lack of protective atmosphere, all exposed surface during daylight hours is considered to be exposed to low-level radiation. Much of its surface is covered in magma, with portions of solid crust that form free-floating continents and islands of mountainous, rocky terrain. The planet takes 20 hours to make a full rotation on its axis, and 485 days for a complete revolution around Numm Caelum. The daylight side of the planet reaches temperatures of 1,200° F, while the night side can cool down to a mere 200° F. Crixit and Vaxit, two small, barren moons, orbit Magmarat, as does the survivor station CM-2.

Despite being so close to its parent star, Magmarat has polar ice caps. These are persistent and though they constantly melt and evaporate in the heat, they never lose any significant mass, as if something were constantly producing more ice to replace what is lost. The reason for these persistent ice masses is unknown, but research has determined it is definitely magical in origin. The borders of these ice masses are shrouded in scalding clouds of steam.

One advantage to these ice caps is that the temperature near their borders is significantly lower than that of the rest of the planet, reaching highs of 300° F during daylight, and dropping to a nearly comfortable 100° F during the night. Cambio Magna's permanent mining camps are located in these border regions. The company also does what they call "lightning extractions." Drop ships filled with highly-trained experts are sent with mining crews to high density mineral regions when they are on the night side of the planet. These crack crews work to extract all they can during the 10-hour period of night, lifting off before sunrise returns the site to blazing heat once more.

Despite the hostile conditions, Magmarat does host at least one, silicon-based, life form. Known as the vatramek, these creatures are immune to heat, swimming through the magma oceans like great whales, feeding on minerals they extract from the molten rock. They occasionally come ashore onto the floating landmasses as well, and seem to find the presence of the company miners offensive, often attacking and destroying such camps when they discover them.

Aside from vatramek attacks, other hazards of the surface of Magmarat include volcanic activity and earthquakes. The seismic activity is typically caused by contact between the floating landmasses.

canamondas

†his terrestrial planet already contained a variety of minor life forms, mostly fungi and single-celled organisms, when it was claimed by the Cambio Magna corporation. With an abundance of water and other natural resources, Cambio Magna decided to terraform the planet to allow for colonists, as well as a central base of operations for their mining and other economic ventures within the system. Much of the existing life did not survive the drastic change to the environment, but that was of little concern to the company, as nothing existing on the planet was deemed to have any profit value or other significance.

Ironically, when the next great change came to Canamondas, the being responsible likewise did not care about the survival of the existing life, including the human population. The buvai biogeneticist, Dr. Xanuuv, infected with flesh of the Outer God, Volguroth, seeks to recreate life in the universe in Volguroth's image. He visited the system and seeded the habitable planets with more cellular matter from Volguroth's body. Whole ecosystems were rapidly infected. The plague spread quickly as infected creatures, now part of a shared consciousness due to their contamination, worked to infect the rest of the animal life on the planet. The colonists were unable to stop it, and abandoned the planet. Now it is a world overrun with monstrosities.

CM-1

†his enormous space station orbits Canamondas. It is the final refuge of the colonists that managed to escape from the planet before the corruption took hold, with a population of approximately 50,000. CM-1 serves as the central government for the Cambio Magna corporation within the star system, communicating and coordinating with the other CM stations orbiting planets within the system. CM-1 is a fortress; its occupants keeping a silent vigil against the terrors that could be unleashed should a corrupted individual or even animal get on board. Most people under the Cambio Magna banner believe that the plague of corruption was caused by some failed (or overly successful, according to some more suspicious types) experiment illegally conducted by Zeta Proxima. There is also a much less outspoken minority that worries their own corporation may be responsible, but are simply shifting using Zeta Proxima as a convenient scapegoat. The administration does not allow ZP personnel or colonists aboard CM-1 under any circumstance. ZP people are only allowed on other Cambio Magna stations under the most extreme of circumstances, and then under armed guard.

Visitors to CM-1, even those from other corporate stations, are kept under quarantine and observation before being allowed into the station proper. Entry rules are draconian, and failure to meet any demands by the staff result in expulsion. All quarantine areas can be vented into space from the overseer's command console in case of emergency, so any potential threat to the station can be eliminated swiftly.

THE SAPOKATAK

†fter successfully terraforming Canamondas, Cambio Magna brought in an indentured race from another system under their control, the sapokatak. These amphibious humanoids are a hardy folk and were used for a variety of labor, both on land and in submarine locations. They were left to fend for themselves when the plague struck, and were soon corrupted by Volguroth's flesh. They are now the ruling intelligent race on Canamondas, longing for a way off the planet so they can continue to spread Volguroth's presence among the stars, transforming all life into its image.

RINZLER

†his terrestrial planet was terraformed and claimed by the Zeta Proxima corporation. The planet's two moons—both barren and lacking atmosphere—were surveyed and found to be lacking any desirable resources, so they remain uninhabited. Like the other terrestrial planets in the system, Rinzler was seeded with the Volguroth corruption. However, the local government realized early that there was no easy way to contain or curtail its spread, so—against company orders—they focused on evacuation instead. Thanks to this, more colonists and workers survived than from any other planet in the system. The survivors now live on stations ZP-4 and ZP-5, orbiting the afflicted planet. The unexpected success of this move prompted Zeta Proxima to promote Rinzler's governor to Chief Operations Officer, transferring her to ZP-1. The promotion was less about the lives saved (though that aspect was played up for public relations) and more about the resources and data preserved during the evacuation, which in the end saved Zeta Proxima a lot of money.

On the planet below, the mostly human population are now Volguroth-corrupted. They refer to themselves as The Chosen. They spend much of their time in low energy states, sometimes in near-catatonia, standing and swaying. Others shuffle about, slowly performing basic activities in a zombie-like manner. These periods

are interrupted with bursts of frenzy, especially when there are uninfected subjects nearby. Their frenzied periods are like states of religious ecstasy, often violent and irrational, with screams of Volguroth's name echoing in the air.

HAKIDONMUYA

This small, terrestrial world is unusual, having four natural satellites in close orbit, with both planet and satellites being tidally locked. The mass of these lunar bodies blocks out much of the available sunlight on the facing side of the planet during the day, and provide enough reflected light that night on the lunar side is as bright as dawn. Poor growing conditions and massive tidal surges make agriculture on Hakidonmuya near impossible. Zeta Proxima mined many useful minerals from the planet, however, and needed a steady supply of resources for colonists. Three of the planet's four moons were terraformed to serve as agricultural colonies, providing food for Hakidonmuya as well as other ZP properties in the system.

The corruption was worst for ZP here. Constant traffic between the moons and the planet meant the corruption spread quickly. There was no space station in place to provide sanctuary for refugees, and ultimately nearly the entire population of the planet and its moons succumbed to the plague. The chosen (see the Rinzler entry for details) are now in control of Hakidonmuya, as well as the moons Amayeta, Papuya, and Papina. The largest moon, Osceola, was not terraformed, and there has been no contact with the small research station there; all personnel are considered lost.

Hakidonmuya and its moons are the worst threat for the survivors in the system. As the corruption spread quickly, evacuation procedures broke down. Unlike most of the planets in the system, many ships remained grounded. Now the chosen have control of them, and use them to make forays out into the system. They will attack passing ships in an attempt to board and capture uninfected travelers to corrupt them. They also irregularly attempt to invade the survivor stations. They avoid the main megastations, as those are more heavily armed and defended.



WISP

Once a thriving world, this planet suffered from the spread of Volguroth's corruption like all the other inhabited worlds in the system. However, it suffered more than the rest, due to a botched attempt to curtail the spread of the corruption. Cambio Magna scientists working to find a way to slow or halt the corruption struck upon the theory that solar radiation accelerated the corruption process, and that keeping subjects in darkness would slow its advance. Rockets were designed with payloads of light-absorbing microparticles. These rockets were distributed planet-wide, launched, and detonated. The result was a thick, persistent layer of these particles in the upper atmosphere, blanketing the sky and blocking the light, plunging the entire planet into night.

Unfortunately, the scientists who put forth this theory were rushed, and didn't double-check their findings. The rate of corruption did not slow, and the planet was still lost, like all the rest of the terrestrial worlds. Worse, the eternal night caused new, nightmarish mutations among the corrupted fauna on the planet's surface. Wisp may be the most dangerous world in the system, full of terrors a foolhardy visitor may never see coming.

Light conditions planet-wide range from dim light to total darkness. Most plant life has died off, except for those few species that can survive with little photosynthesis, such as carnivorous and parasitic plants. Fungi runs riot on Wisp's surface, often providing eerie lighting with phosphorescence. The vast majority of animal life has been corrupted with Volguroth's flesh, leaving the surface crawling with twisted, nocturnal terrors. The artificial darkness will take years to clear out of the upper atmosphere without additional efforts to clear it.

CEREBONT

This planet was terraformed by the Zeta Proxima corporation and settled as its base of operations within the Numm Caelum system. The planet has one massive continent, the terrain mostly grassland dotted with forests, and filled with myriad inland seas and great lakes. The planet's single ocean is broken up by thousands of archipelagos, islands both large and small. A single moon orbits the planet, as does megastation ZP-1 and survivor stations ZP-2 and ZP-3.

Zeta Proxima was quick to stage an evacuation when the plague was discovered, moving huge numbers of people as far inland and to higher ground as they could. This is because the vast majority of the planet's fauna

is aquatic. In fact, most of the casualties suffered on Cerebont were on board ships, floating or underwater stations, and along the coastlines. The highland steppes of the planet to which the population evacuated have little to no apex predators that could threaten humans, especially in defended camps. The greatest threat came from contaminated humans, and ZP dealt with those swiftly and with finality. Their ruthless methods ensured a large surviving population, most of which now resides in the three stations orbiting Cerebont. There is also a presence in the research base on Hedash's Rest, the moon, which is barren and has no atmosphere.

ZP-1

The central command for Zeta Proxima in the system, this megastation is well-armed and watchful. Like its Cambio Magna counterpart, security is tight and strict quarantine protocols are followed for anyone entering the station. Unlike CM-1, the quarantine cells on ZP-1 also double as incinerators, able to fill the rooms with cleansing flame at the touch of a button. Approximately 30,000 people live and work aboard ZP-1.

Common consensus among the Zeta Proxima survivors is that the plague is the fault of Cambio Magna. Theories range from a biotech experiment gone wrong to an attempt at driving ZP out of the system with a bioweapon attack that went out of control. Cambio Magna personnel are allowed aboard ZP-1, but only in one specially prepared chamber. This room also happens to be fitted with incinerator units like the other quarantine cells.

HEDASH'S REST

The leader of the team that built the research station on the moon died shortly after its completion. She had requested to be interred there, and the moon was named in her honor. The research station is the hub of Zeta Proxima's attempts to counter the corrupting plague. Sample organisms gathered from Cerebont and other worlds are kept here under strict protocols and heavy guard. The researchers and soldiers that inhabit the station are aware of the risks, but they are considered necessary towards understanding the plague and how to stop or even reverse its effects. They take some small solace in knowing that if anything goes wrong, the infected will be unable to leave the moon. No ships are kept at the base as a precaution, and a self-destruct mechanism is in place, ready to blow the entire station and expose the infected to the cold, airless surface of the moon.

AMAROK

His desert planet has no major sources of surface water, and at first glance is an unwelcoming world with little to offer. However, as the Cambio Magna company surveyors were prepping for terraforming, they discovered that the planet itself is hollow. Inside is an entirely different world from the surface, full of water, lush growth, and a variety of animal life. A great, glowing core is suspended in the center of the planet, providing light and warmth. How it came to be is still a mystery, though powerful magics were obviously involved. The company kept the interior a secret, moving in small teams to develop the hollow world while publicly declaring Amarok of minimal importance and prepping the larger of the two moons for terraforming and setting up small mining sites on the planet's surface to throw Zeta Proxima off the scent of anything more.

Like all the terrestrial planets in the system, Amarok was inflicted with Volguroth's flesh. While life on the surface was corrupted, the interior of the hollow world remains untouched. The CM colonists on the planet's interior are cut off from the surface, and protect their home as best they can from intrusion and possible infection. The abundance of resources makes life almost comfortable, but the constant vigilance of guarding entrance points into the hollow world, fighting off monstrosities, and isolation are slowly taking their toll on the colonists. Likewise, the moon now known as Myrad's Refuge is untouched, as the terraforming was not completed and only plant life had been introduced. Named for the leader of a small band that resides on the moon, they still connected to the rest of the Cambio Magna survivors, but those beneath the surface have no way to communicate through the planet's crust, and are presumed lost.

Larger lifeforms in the deserts of Amarok are few, but those that exist were apex predators, made even more dangerous with Volguroth's corruption. The razorpede is the greatest threat Amarok's surface environment has to offer.

THE RUBBLE RING

The asteroid belt that encircles the Numm Caelum system is referred to as the Rubble Ring by both companies. The two corporations have an agreement that allows both to work the asteroid belt. Zeta Proxima and Cambio Magna shared their survey data with the other, determining where valuable metals and minerals could be mined, then divided the territory between them.

There are perhaps three dozen small mining operations scattered among the Rubble Ring, belonging to either company. The work crews rotate on a monthly basis, shuttling back to one of the survivor stations when fresh crews arrive. The resources mined are picked up quarterly by transport ships from outside the system and taken to be refined or sold.

These mining jobs are sought after for their pay, but often avoided if other work can be had. The strange energies of the Widow's Tear nebula cause increased occurrences of undead, especially from traumatic events such as mining accidents. Encounters with marooned ones and nihili (See *Starfinder Roleplaying Game: Alien Archive*) are much more common in this area of the system.

THE CORRUPTION

Dr. Xaanuv, an alien biologist from another world, discovered what he thought was a previously uncategorized form of life, similar to a slime mold. What he had found were remnants of flesh from the Outer God, Volguroth, lost millenia ago and frozen in ice on a remote planet. Xaanuv was infected by his discovery and it began to slowly corrupt his body and mind, giving him the impulse to further study the material and test its reaction when introduced into other forms of life. Fearful of discovery after initial experiments quickly became nightmarish scenarios, the scientist left his people and went to find new, unsuspecting worlds to continue his experiments. By the time Xaanuv reached the Numm Caelum system, he had developed an airborne vector by which to expose creatures to Volguroth's flesh. He deployed these devices on the terrestrial planets of the system, and many animals breathed in and were corrupted by tiny particles of eldritch horror. The corruption spread quickly, as predators ingested infected prey, and others mutated with the ability to spread the corruption by contact. Now the system is rife with monsters spawned from the corruption.

The corruption from Volguroth's flesh manifests in a surprising number of ways, with two species rarely showing the same mutations. Wings, tentacles, teeth, claws, changes in size and shape, and even more bizarre growths and alterations are possible. This section presents a graft that can be used to transform existing creatures into corrupted servants of Volguroth.

Note on type and subtype: All creatures with this graft have the Volguroth-corrupted subtype, and most take on the aberration subtype. Volguroth-corrupted creatures retain any other subtypes they had prior to taking this graft. At your option, the creature can retain its original type. This will typically be because you want

a creature that is still in transition, or its original type suits its form better (such as the deathshrouds, which are still oozes.)

VOLGUROTH: THE ANCIENT AND UNCLEAN

Volguroth is a vast entity from the deepest reaches of space, or perhaps from some dimension beyond the one in which we exist. Volguroth has an obsessive interest in the life of this universe, seeking to emulate it. Any living thing spawned or manipulated by Volguroth is an abomination, or will become so, as the ancient God's touch is a corrupting influence on living matter.

ALL IN VOLGUROTH, VOLGUROTH IN ALL

Volguroth's body, such as we can conceive of it, has a basic construction similar to life as we know it. The body is made up of much smaller units, like cells in a body. However, unlike our own flesh, all of Volguroth's sentience is contained within the smallest fraction of Its being. Pieces of Volguroth can act independently of one another, harboring all of Its intellect and agency, if not its power. The more assembled mass of Volguroth matter there is, the greater Its power, but even microscopic particles of Its being can taint and influence beings with which It comes in contact.

AMUT-VOLGUROTH

The greatest known concentration of Volguroth's influence in historical record within the universe can be found in a planet called earth. A large mass of Volguroth's substance was concentrated in a subterranean cavern, where it gained profound influence over early civilized man. Volguroth was known to the Egyptians as Amut, the creator god, and much of their pantheon were higher-functioning creations of the Outer God. While the art shows deities with human bodies and animal heads, the abominations were likely chimeric nightmares of vast power. Their true forms were portrayed as things less dangerous to the fragile human mind. What became of this manifestation of Volguroth, and why its influence over humanity waned, is unknown. Perhaps the machinations of other eldritch beings—Great Old Ones, other ancient Gods, or even the Elder Things—managed to bring an end to the corruption.

VOLGUROTH IN THE WIDOW'S TEAR

During an archaeological expedition in the ruins of a civilization on a long-dead planet, a prominent exobiologist recovered unidentifiable organic matter. She sent it back to a compatriot on her homeworld for further study. The sun of their planet was undergoing radical solar flare activity, and the peak of the activity was predicted to be an extinction-level event. Already there were colony ships headed out from the planet to set up ready sanctuaries for the eventual evacuation of the remaining populace.

The scientist who received the samples was astounded by their properties. He began running experiments and tests on them to see if they might hold the key to mutagenic adaptations that could save their world without a mass exodus. Unfortunately, what the exobiologist had discovered were remnants of Volguroth. The researcher was infected, and its influence drove him to continue using the remaining samples to contaminate other beings. Some was sent off-world in one of the Wellspring-class colony ships as part of an experiment to modify a colony of insects. The infected scientist continues to fall further under Volguroth's influence, and will eventually seek to infect a colony world with Volguroth's corruption, in order for an entire world to be reborn in the image of the Outer God.

LEVELS OF CORRUPTION

Though the researcher is only affected by what amounts to a few cells of Volguroth's essence, it is enough for Volguroth to influence him in small ways. What he takes as inspiration may well be the urging of Volguroth echoing in his mind. The corruption also grows and spreads. Soon direct thoughts are placed in the scientist's mind, and he cannot discern them from his own. Eventually, the physical manifestations become obvious, but by this point Volguroth has too much control over him to resist. He is Volguroth's creature, and he is determined to bring his master's goals to fruition, no matter the cost.

It is possible for creatures to become corrupted by exposure to Volguroth's flesh, but quicker infestation, while dangerous, is easier to cure. The slow, subtle invasion of the scientist's body allowed for control before the host became aware of the infestation. The attacks of other creatures of Volguroth are noticeable enough for hosts to recognize the corruption before they lose autonomy.

VOLGUROTH-CORRUPTED GRAFT (CR 1+)

Matter from the body of the Outer God, Volguroth, can corrupt any living thing, causing mutations, twisting body and mind and reshaping victims into nightmarish abominations.

Alignment: Neutral Evil

Type and Subtype: Aberration (Volguroth-corrupted).

Traits: Darkvision 60 ft. (if the creature has sight); +4 to one physical statistic, +2 to one other physical statistic, +2 to one mental statistic, -4 to one mental or physical statistic; child of Volguroth (see below); creatures with a CR of 3 or less gain one ability, chosen from the list below and one additional ability for every 3 CR above CR 3, to a maximum of 6 abilities for CRs 18-20.

Bonus abilities: amorphous, amphibious, attach, blindsense 30 ft.*, compression, fast healing (CR 4+), ferocity, fly (winged) 30 ft. (clumsy)*, frightful presence, grab, low-light vision, multiattack, natural weapon (choose one), no breath, plantlike, regeneration (CR 7+), resistance (any) 5***, see in darkness, sense through, swallow whole, trample, unflankable, and waterbreathing.

*This ability can be taken more than once. Each time it is taken, double the range of the blindsense.

**This ability can be chosen more than once. Each time it is taken, increase flight speed by 20 feet and improve maneuverability by one class.

***This ability can be taken more than once. Each time it is taken, choose a new form of energy, or increase existing resistance by 5.

Child of Volguroth (Ex): The matter that corrupts the creature is the flesh of Volguroth, and the flesh knows itself. Volguroth-corrupted creatures automatically recognizes another corrupted creature it can sense as one of its own, and will not willingly harm another creature with this template if it has an Intelligence score of 2 or more. Corrupted creatures with an Intelligence score of less than 2 will only attack another Volguroth-corrupted creature if hungry.

Adjustments: +2 to Will saves, increase ability save DCs by 2.

Treat Volguroth's corruption as a disease, with a few mitigating factors. First, and most importantly, there is

no cure. It can be treated with the Medicine skill, but only to stave off its advance. Likewise, no amount of successful saving throws will cure it; they merely mean the flesh of Volguroth makes no headway taking over the infected creature. Finally, the corruption works on the mind as well as the body, actively seeking to influence the infected to take actions that help advance its own corruption and those of others. The creature thinks these ideas are its own, done for its own reasons—however convoluted—but they are Volguroth's influence. Each week the corruption advances, treat the influence as a suggestion, directing the infected creature to take a course of action that will either allow for corruption of others or advance its own corruption (e.g. allowing conditions or taking actions that will penalize its Fortitude saves). Some Volguroth-corrupted creatures have special attacks that allow them to corrupt others. Otherwise, the only way to contract Volguroth's corruption is to take portions of Volguroth's flesh into one's body, ingesting Volguroth's flesh (or eating the remains of a corrupted creature) or by having Volguroth's flesh enter the body intravenously or surgically.

While the corruption uses the Wisdom track, it is also a physical manifestation. These changes are cosmetic until the disease reaches the end of the track. At that point, the creature takes the Volguroth-corrupted graft and no longer suffers from the effects of the disease.

The corruption can be removed by magic. A successful remove affliction will cure it as long as it has not advanced to its final stage. Once a creature has been completely corrupted, only a miracle or wish can undo the effects.

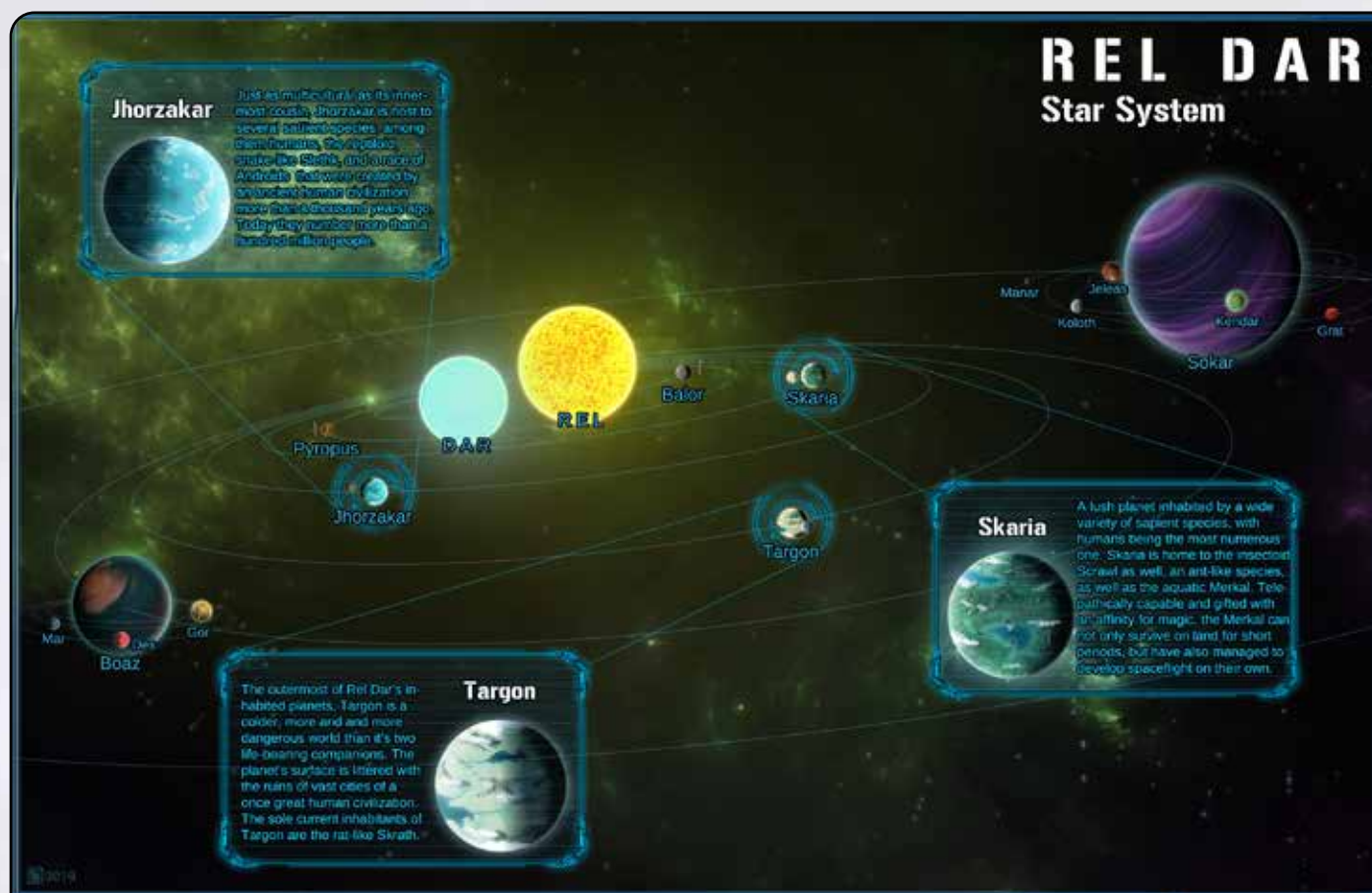
VOLGUROTH'S CORRUPTION

Type disease (ingested or injury); **Save** Fortitude DC varies (average 15)

Track Wisdom (special); **Frequency** 1/week

Effect progression track is Healthy—Weakened—Impaired—Befuddled—Dissassociated—Corrupted; *suggestion* 1/week

Cure none



REL-DAR

The worlds orbiting this twin star system are run by a corporation whose wealth is used to maintain and support the population of the terrestrial worlds. It also supports a fatalistic religion that looks toward a catastrophic stellar event that will terminate all life in the system with ecstatic anticipation. The temporal and religious leader of Rel-Dar works to expand power and influence, eventually bringing all entities under his control, and using their faith to help usher in a new age with the onset of an apocalyptic event.

SYSTEM INFORMATION

Rel-Dar is a binary star system, with a yellow dwarf, Rel, and a blue dwarf, Dar, orbiting a common point in space. Seven planets orbit the twin stars. Most of the system's population reside on the three terrestrial worlds, though a small portion live on the habitable moons of one of the system's two gas giants.

- 1. Balor:** This molten world orbits close to the system's twin stars. Balor is comprised mostly of molten iron, and the Harbinger corporation mines it for the bulk of its production of steel and various alloys.
- 2. Pyropus:** Another small world in close orbit about Rel and Dar, this molten planet is also comprised of various metals, including inubrix, also known as ghost iron (see Starfinder Armory). The Harbinger corporation makes huge profits mining ghost iron from Pyropus, exporting it outside the system, and selling weapons and ammunition fashioned from the starmetal.
- 3. Skaria:** This is a lush, terrestrial planet with a single barren moon. The population is mostly human, but also home to the skareen, an insect-like race native to the planet. Skaria is the corporate headquarters of Harbinger, and home to its CEO. It is also the headquarters for the Disciples of the Cleansing Flame.
- 4. Jhorzakar:** The surface of this planet is covered in water, with only a single small continent and numerous islands. Humans are the majority

HARBINGER INDUSTRIAL

†he corporation that runs the Rel-Dar system is named for its founder, Nathaniel Harbinger. He owns sole control of the company, which specializes in the mining and processing of metals and minerals as well as weapons manufacturing. Rel-Dar provides a rich bounty of raw materials, as well as several planets where they can be processed. Harbinger Industrial is a rich company, and Nathaniel Harbinger an exceptionally wealthy man. Harbinger inspires loyalty in those that work for him, using the wealth of the company to provide housing and facilities to his employees. The terrestrial planets of Rel-Dar are filled with company people who happily emigrated to the system for work, though much of his wealth is funneled into his true obsession, the Disciples of the Cleansing Flame.

on the planet, which also hosts the slethek, an ophidian race, and the merkuul, a race of magical, shapeshifting, aquatic creatures.

5. **Targon:** Two massive continents, separated by a pair of narrow oceans, are dotted with ancient cities from a lost human civilization. The world is populated by the waelhaem, a mustelid race, as well as a large variety of dangerous, nocturnal, alien life.
6. **Boaz:** This gas giant has three moons, one of which supports life and is home to a variant sect of the Disciples of the Cleansing Flame, who defend their settlement against eldritch horrors that stalk the moon's surface.
7. **Sokar:** Another gas giant, Sokar has five moons, two of which support colonies. The inhabitants of these moons hold strange beliefs, including one that prohibits space travel.

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THE DISCIPLES OF THE CLEANSING FLAME

†his is the official religion in the Rel-Dar system, at least among the employees of Harbinger Industrial. Founded by Nathaniel Harbinger, who had a strange and terrible revelation during his time in the system, the cult is devoted to bringing about a cataclysmic cosmic event that will consume all life in the system—a sacrifice of such proportion that a gateway to another dimension will be opened, allowing the entrance of some malevolent outer entity that waits hungrily on the other side. Flare activity in the twins suns of the system cause a thinning of the barrier between dimensions, allowing the thing on the other side to touch the minds of those in the system. Typically only the most sensitive minds are affected; those with telepathic abilities, psychic sensitivity, or insanity are touched by the presence beyond. The greater the solar activity, the greater the reach of the terrible mind from beyond.

After reports of employees who apparently snapped under the strain, and of odd occurrences during missions, Harbinger himself decided to investigate. It became something of an obsession. He spent years studying strange occurrences, interviewing those afflicted with strange space madness, and discovered their correlation to high flare activity. Harbinger himself, with his mind turned towards these events so fully he also began to become influenced. Dreams—both sleeping and waking—plagued him until he had a revelation on how to stop them. He formed the Disciples of the Cleansing Flame by choosing key members of the company's hierarchy and assigning them missions that would place them in flare activity. Over time, these people too became affected by mental visitations. Harbinger's concept of the religion he formed became a soothing balm to the afflicted.

He realized that even those furthest from the flare effects might have some mental disturbances, even on a subconscious level. He ordered those that had already subscribed to the Disciples to begin offering advantages to those that took an interest in the cult in order to lure in as many members as possible. With enough believers actively working on this side, Harbinger believes that their faith will cause an actual increase in solar flare activity, eventually leading to the cataclysm that will claim their lives. As willing sacrifices, they will provide the catalyst for the opening of the gateway, and



the release of the dark thing on the other side into this universe. A team of mystics works to provide Harbinger with a minimum number of faithful necessary to bring about the cataclysm. Meanwhile, he works to increase the ranks of the faithful so that the final rituals can be performed to bring about the destruction of the system and the opening of the gate.

SOLAR FLARES

†he greatest danger within the Rel-Dar system is the high amount of solar flare activity. While these carry all the standard dangers of such stellar activity, the flares of Rel-Dar come with additional, supernatural dangers. In addition to the effects listed in the *Starfinder Core Rulebook*, the flares can cause radiation hazards within the inner system. Consider Rel and Dar to be the center of the effect. The radiation is high out to the

orbit of Balar, medium to the orbit of Pyropus, and low out to the orbit of Skaria (Skaria's atmosphere blocks this radiation from the planet's surface). Flare activity typically lasts 3d10 days.

During the flares, the barrier between this dimension and a dark neighbor is thin. Eldritch things on the other side can fix their minds on the sentient beings of the system, whispering dark secrets to them that can bend and even break minds. The visited have their dreams haunted by images from the strange, alien minds of the things from beyond. The attentions of the dark ones is an affliction, and treated as a curse for purposes of aiding the afflicted.

The most dangerous aspect of these flares is that they can temporarily open rifts to strange, dark dimensions, allowing the beings there to be released. The ebon terrors and verminox (see individual stat blocks later in this section) are examples of such creatures. The GM should feel free to add their own creations or

selected creatures from other works as they see fit. These beings should have the ability to survive and travel in space, or otherwise have means to reach the planets in the system.

DARK ONES DREAMING

Type curse; **Save** Will save DC 20

Effect Each night during flare activity, the afflicted has deeply disturbing dreams of a dark realm full of terrible, impossibly alien creatures. The afflicted awakens fatigued, and after each such night must succeed at another Will save or move one step along a modified mental disease condition track as follows: weakened—impaired—befuddled—disassociated. Once the afflicted reaches the disassociated state, they will remain there unless the condition is magically removed (though they will continue to move along the track again as long as the affliction remains). Joining the Disciples of the Cleansing Flame and partaking in their rituals suppresses the effects, removing any conditions. The afflicted still has the dreams, but they become strangely warm and welcoming so long as the afflicted is a practicing member of the cult.

BALOR

First planet in the Rel-Dar system, Balor is completely molten. It has no atmosphere and light gravity with extremely high temperatures. Balor is comprised mostly of metals, mainly iron, and is regularly mined by the Harbinger Industrial company. Their work crews come in specially shielded ships, dredging metals from the planet's surface to be used in the creation of steel and other alloys. In-system, this metal is primarily used for on-planet construction and the creation of spaceships. The rest is shipped to various galactic markets for sale.

The resources found here as well as on the second planet, Pyropus, are important not only to the Harbinger corporation, but also to the religious order known as the Disciples of the Cleansing Flame. There are strange energies bound in the metals of these planets, weird magical emanations that work on the minds of those nearby. By making dwellings, workplaces, and ships full of these metals, the CEO ensures a constant influence over his workers and citizens, ensuring loyalty to him and to the cult.

Tales abound about Balor and its sister planet, Pyropus, being the homes (or perhaps prisons) of some immense cosmic beings. Some great creature is supposedly buried beneath the molten surface of Balor, occasionally breaking the surface with a tremendous limb. These rumors are unsubstantiated, and the official line from

Harbinger Industrial is that they are nothing but tall tales spawned by hallucinations of overly stressed workers.

PYROPUS

Like Balor, this closely orbiting planet is completely molten. Pyropus has no atmosphere and light gravity with extremely high temperatures. Its mass contains a significant percentage of inubrix. Products made from this starmetal, as well as the raw metal itself, comprise one of the most lucrative exports from the system for Harbinger Industrial.

Like Balor, Pyropus is also the subject of rumors regarding an immense life form, buried yet alive, existing under the planet's molten surface. Believers point to strange tides and shifts of the surface with no known cause. Mining crews and ships in orbit have reported seeing forms breaking the molten surface, monstrous faces or massive talons rising up out of the magma, but no verified evidence has come forward. The official position of Harbinger Industrial is that such reports are false.

SKARIA

The third world in the system is the terrestrial planet Skaria. The planet boasts a varied topography and climate, with three continents. A single, barren moon—known as Allit to the locals—orbits the planet.

Skaria is the most populated planet in the system with approximately 1,600,000 permanent residents. Humans are the majority on Skaria, making up 62% of the population. Many of the human residents work directly for, or in affiliation with, Harbinger Industrial. All the mining crews are in residence here, shuttling off planet to Balor or Pyropus for their months-long work shifts. There are also refineries, weapons factories, and an orbital shipyard. Most of the human population are also members of the Disciples of the Cleansing Flame. Membership is mandatory in order to work for Harbinger Industrial.

The skareen, an insect-like race native to the planet, comprise 31% of the population. Harbinger has worked to accommodate the skareen, sharing technology and teaching them to adapt to a galactic society. Many skareen have integrated into human society, and have even joined the Disciples of the Cleansing Flame. The majority of skareen, however, prefer to keep to their own kind, remaining in their original—now technologically upgraded—cities, though they look favorably upon their human allies.

The remaining 7% of the population are elves. They live on the smallest continent, mostly eschewing contact with both humans and skareen. These elves live a very

secluded and secretive life; no other species is allowed to visit the elven continent without the express permission of its government, and those few given permission to do so are invariably officials from Harbinger Industrial. Rumors abound about the elves, mostly spawned by those few elven individuals that do leave their home to visit the rest of the planet. They are supposedly a highly mystical culture who can see the future, and are compelled to go forth and profess strange prophecies of disasters foreseen in visions triggered by strange arcane rituals.

JHORZAKAR

Nearly ninety percent of the surface of this terrestrial world is covered with ocean. Jorzakar has one continent, with the rest of its surface landmass consisting of island chains and archipelagos. The planet's temperatures are warm, with a large tropical band around the equator, two broad subtropical zones, and narrow temperate zones nearer the poles that rapidly become subarctic areas bordering the planet's small icecaps. When Harbinger's advance teams arrived to make contact with the native species that had been detected on the main continent, they were surprised not only that they were warmly welcomed by one of them, but also apparently expected by both. The slethek, a snake-like species with a mercantile bent, have ancient tales of humanity from a time when an apparently advanced human society—or at least a race that closely resembles human—lived on the planet, with the slethek as servants. Since the original human population vanished, the slethek turned their services over to the artificial beings that their former masters had created and left behind. The return of humanity was much celebrated by the slethek. The slethek population quickly adapted to the humans' arrival and subsequent upgrading of their technology, happily adopting the corporation's stance and even their religion, if only superficially at first. The slethek are happy with the advancements and luxuries that humanity's arrival have brought, and were eager to go abroad into interstellar space for new opportunities.

The other race, a variety of androids that were created by the former human inhabitants 1,000 years ago, were less than joyful by the return of humanity. They had become accustomed to being the superior species on the planet, and dreaded the folklore about humanity's eventual return to Jhorzakar. Now, with the arrival of Harbinger Industrial and their colonists, they maintain a civil, but cool relationship with these new human arrivals. The androids number about 100 million. They are careful not to allow hostilities to rise, as the humans outnumber them five to one, twice the number of

slethek on the planet. Some slethek are still loyal to the androids and favor them over the humans, but they are in the minority. Still, the androids hope to shift the balance of power and assert what they feel is their natural superiority and right to lead. Some more covert groups of androids hope to foster goodwill among the merkuul, using the mighty aquatic race as leverage if a power struggle ensues.

Harbinger Industrial maintains a strong presence on Jhorzakar. They initially began with mining operations, sifting salt from the water and dredging copper, cobalt, and other metals and minerals from the ocean floor. The environmental impact was immediate. The merkuul, reacting to these intrusions and their resulting pollution as an attack, acted to shut down such mining operations swiftly and often violently. The company, using the native slethek as mediators, reached a settlement with the merkuul, reducing much of their operations and reserving the most intrusive mining operations for their land-based holdings. The treaty between merkuul and human is tenuous, but has not been broken since its establishment. Harbinger strives to maintain tenable relations with them, as well as improving relations with the androids and the slethek.

TARGON

The third and final terrestrial world in the system, Targon is the center of a great mystery. Scattered across its two continents are the remains of an advanced and apparently human civilization that reached its technological peak a thousand years ago, before humanity even began to dream that there were worlds beyond their own. Many of these structures and settlements are well-preserved, and some of the technology still functional. Harbinger Industrial has devoted a significant amount of income, time, and workforce into exploring these abandoned cities and studying the mysterious civilization that once called Targon home.

Like the other habitable worlds in the system, Targon had an indigenous, intelligent species when Harbinger Industrial claimed the system: the waelhaem. Unlike the slethek, the waelhaem have no myths or legends about the vanished humans, other than ghost stories. They happily appropriated certain abandoned cities and their technology. When Harbinger arrived, they happily accepted trade deals and offers of work, so long as the settlements they lived in remained their own sovereign territory. Some waelhaem were swayed by the teachings of the Disciples of the Cleansing Flame, and more of the waelhaem are converted as time goes on. There are still many other abandoned settlements on Targon, most too dangerous for the waelhaem to

consider colonizing, so they are pleased to leave them to the humans.

Humanity quickly discovered why the waelhaem are strictly diurnal. Targon is home to an insidious alien species that hunts at night, ruthlessly harvesting any life they encounter for food as well as incubating the eggs of their young. Worse, these nocturnal predators are rumored to have sentience and worship dark powers. The Disciples of the Cleansing Flame, however, still plumb the depths of the ancient ruins despite the terrors they hold.

BOAZ

An uninhabitable gas giant, Boaz has three moons. The first two, Mol and Emar, are barren and without atmosphere. The third moon, named Omen, is a light gravity world with a thin atmosphere. A single colony exists here, with a population of approximately 30,000 people, nearly all of them human. They are ardent members of the Disciples of the Cleansing Flame. While the colony has little in the way of resources other than mineral mining, Harbinger is especially fond of these people, as they are sincerely devoted to the cult and ready to sacrifice themselves.

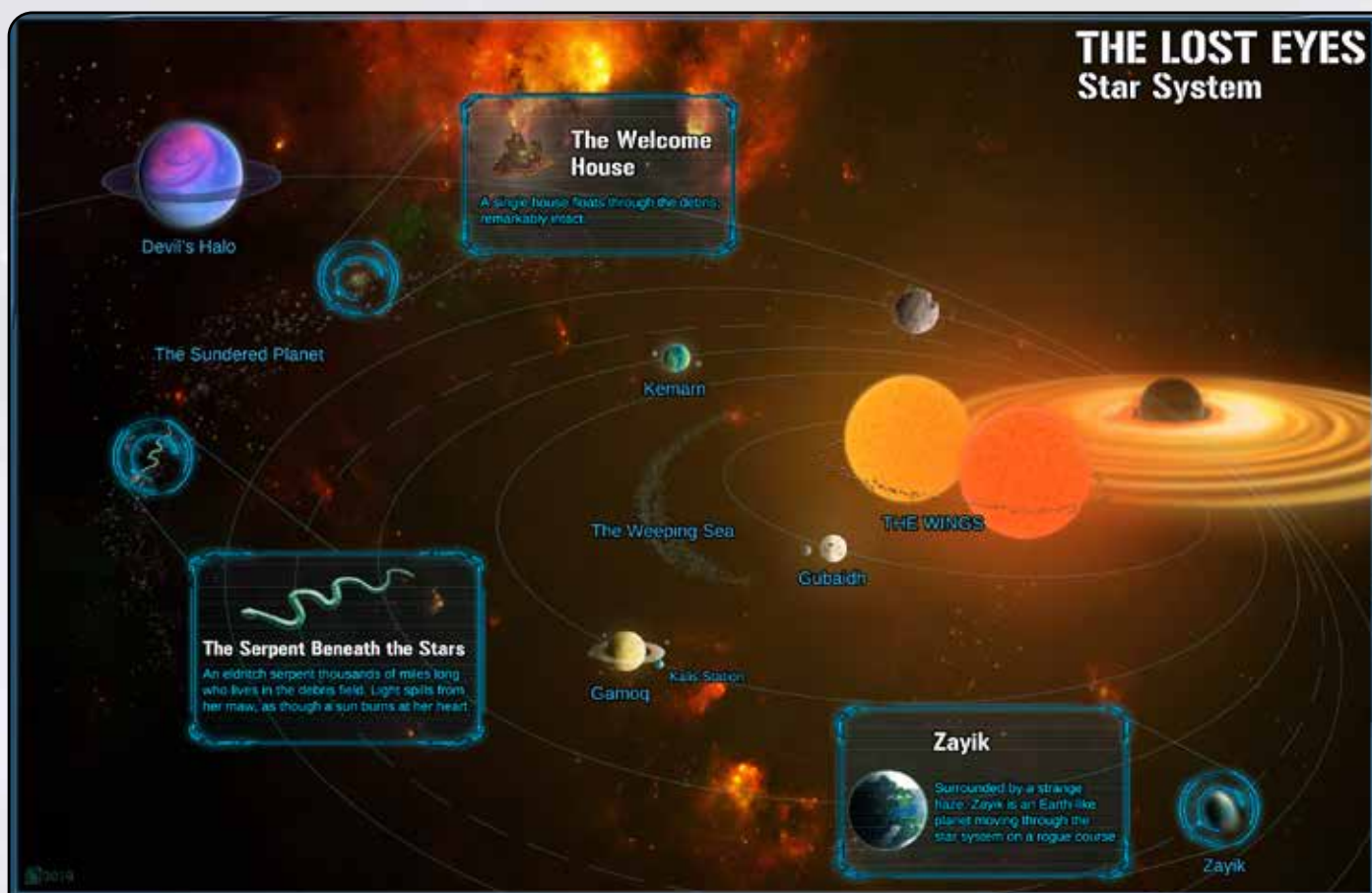
Most of the native life on Omen consists of algae, mosses, some ferns, single-celled organisms, and other simpler life forms. Some small mammals and plant life adapted to thin atmosphere have been introduced, but terraforming has not been attempted. The main reason for this is a predatory, night-hunting creature that has caused several disappearances among the colony's mining workforce. Survivors describe the thing as an ebon terror, swooping out of the sky to carry off screaming victims. No solid description of the beast, or beasts, has been given nor has any clear image of it been recorded. The security of the colony base has been heightened and a curfew enforced. Harbinger has not taken more steps to deal with the situation, as he believes the time is fast approaching for the Event, and that the stolid faith of Omen's populace will hold long enough to fulfill their role as part of the Great Sacrifice. Those on the planet who have had friends and family lost to the ebon terror regard this as a test of faith, and that their losses were necessary sacrifices.

SOKAR

A second gas giant, and final planet in the Rel-Dar system, Sokar is orbited by five moons: Jealas,

Kendar, Koloth, Grat, and Manar. The first two are habitable, having normal atmospheres and gravity. These are the only populations that do not work directly for Harbinger Industrial. The people of Jealas and Kendar are part of an odd group that simply refer to themselves as the Departed. They believe they were destined to land and settle upon these moons. The Departed have developed a strange belief system, one in which space travel is evil. The longer one spends aboard a starship, the more likely one is to have their soul tainted beyond redemption. They were originally from a highly industrialized planet suffering from extreme industrial pollution, food shortages, and environmental collapse. Their leaders prophesied that the faithful would have to endure a single trip into space, a test of faith that would lead them to their promised land, where they could live in peace. Harbinger played on this prophecy to his advantage. Hoping for people that would be easily swayed by spiritual notions to join the Disciples of the Cleansing Flame and swell the numbers of his faithful, Harbinger arranged for their colonization of the moons of Sokar. The Departed accepted his offer and are grateful to Harbinger as their savior, but most are unwilling to adopt the ways of the Cleansing Flame. They stubbornly stick to the teachings of their elders, who tell them that this is their promised land, but that their faith must be constantly tested. The Departed believe this to be true, pointing to the dangerous predatory alien life on the moons with which they must contend. (Use whatever aliens from the Starfinder: Alien Archive and Alien Archive 2 you see fit. The verminox and ebon terrors could have spread to Jealas and Kendar.) To the Departed, such danger is merely another test in a lifetime of trial to prove their worth. Any of the Departed that leave the moons are considered unfaithful and warned never to return under penalty of death.

Harbinger is disgruntled by the Departed's unwillingness to adopt the ways of the cult. He is currently looking to remove the Departed's elders. His plan is to have them killed, but to make it look as if they were killed by the harsh conditions of the planets rather than assassination. That way, he can take up leadership by proclaiming the elders unworthy, as evidenced by their deaths, and offer membership in the Disciples of the Cleansing Flame as an alternate means of salvation. He has carefully approached self-exiled Departed that left the moons, seeking to groom them as his agents once he has eliminated the elders, allowing them to return under penalty of death.



THE LOST EYES

Three hundred years ago, two Cathedral ships departed Justicar airspace, bearing a cult, The Widow's Children, determined to live free of the Justicar heresy. Their goal was a small system on the opposite edge of the nebula, on the edge of a great stretch of empty space. Though their Cathedral ships were found later, wrecked on a planet close to the sun, the shuttles were found on another, more distant planet, one improbably beautiful and welcoming.

No sign of the aasimar cultists has ever been found, outside of their ships. Some explorers speak of a white city on the edge of the horizon on Zayik, a land of sunshine and beauty, though the planet, by scientific measurements, should be cold and dead. Those who are willing to discuss this city shake their heads, fear pulling at their voices and hunching their shoulders. The city is cursed, they say, always just out of reach, never to be found. Pressed further, each admits to having lost at least one companion to the city, or to having chased it without success.

The legend of the Cursed City, and tales of ghost ships, monstrous serpents, and other hellish wonders

have kept travel and civilization low, leaving the Eyes mysterious legends told to new conscripts.

Yet there are always captains who will brave any curse, adventurers who do not care for ill omens, and those driven beyond desperation by circumstance. These have made a home here, and lived unbothered by the system at large and the Justicars in particular, for many years. The drow, in particular, have been drawn here in droves, establishing a secretive new realm.

As civilizations will, they have grown and evolved, nearly isolated from the rest of the universe, a strange and reclusive realm harboring, and ruled by, hidden powers with vested interests in the mysteries of the lost planets.

But there were others, too, who were drawn to the Eyes. Whether by tales of lost riches, or curiosity, or some ill fate, adventurers began visiting the Eyes, and exploring the planets. Each one vanished into the system. Sometimes transmissions would report empty ships floating through empty space, or wreckages that were, surely, some ill-fated mission, but then those, too, would go dark.

Dearest darling,

The old stories speak of a perfect world, a golden world, a world free of deadly beast and disease and sorrow. The old stories speak of many beautiful things. Most sane beings dismiss them as children's tales. But a few... there are always a few who believe the wildest tale.

And so the Valiant's Song, a ship as grand and strange as the Widow herself, took flight from the Yamaris Star Dock, and set sail for a dream.

Seventy years later, the Valiant's Song has become nothing more than a cautionary tale. Young captains are warned of a ghost ship sailing the Widow's Tear, crewed by the dead and haunting the depths between the stars. Old captains do not speak of the Valiant's Song, their lips only thin with disapproval or fear when it is mentioned. Though many ships have gone missing over the many years since the Widow's demise, none have such dark legends surrounding them.

And so, today, we set forth into the stars for a mission as strange as it is foreboding. We have been tasked to solve, once and for all, the mystery of the Valiant and her crew. We are forbidden to return unless we have, with our own eyes, seen the Valiant or some record of her demise. Our three ships, Paladin's Truth, Planestormer, and Thorn Tower, are the wonder of the yard, sleek and fast, but armored to withstand war, crewed by the strangest beings I have ever seen—recogs, they call themselves, these amalgamations of steel and living wood, flesh and dark magic—beings who willed themselves into being and speak with the ships as extensions of their own bodies. Those of us who have ventured into the deepest reaches of space were contracted by an unknown benefactor. We are being paid a sum I cannot even fathom, with a greater payment to come upon completion of our mission. I am enclosing that sum here, in hopes that it will allow you to finally leave your exile and rejoin society. Go to Kemarn, and ask for Mistress Somewhere, who has promised to teach you the magics that will heal you. Her powers are incredible, as our captains may attest, and I believe you will find there the healing and redemption that you seek.

I do not know if we will ever return. My bones ache with foreboding, and I fear that this is a fool's mission at best. The Valliant's Song has been lost for seventy years. Perhaps she should stay lost, for I fear that the rumors are less horrible than the truth.

*Nevertheless, I remain fondly yours, through all the stars,
Jabeil Forstrom"*

Finally, a formal mission was mounted. Paid for by shadowy figures within the Onyx Consortium, the Hellfire Syndicate, and the Justicars themselves, three ships were outfitted: the fabled Planestormer, commanded by the legendary adventurer Jabeil Forstrom; the terrifying drow Immortal ship, Thorn Tower, with her complement of Starkillers; and the supposedly decommissioned Justicar warhorse, Paladin's Truth. It was a mission of the highest secrecy, enabled by conspiracies stretching across the nebula. Each ship was armed to her fullest complement, stuffed with drow shock troops, paladins and their war-priests, and Jabeil's seasoned marines.

Due to the secrecy of the mission, little is known of what they encountered, only that within three months of entering the system, they attempted to drop into Hyperspace, and most of the system went with them. The system now sits like an iceberg between Hyperspace and its original plane, slowly disintegrating as it is pulled in two.

The three ships vanished, along with their crew.

Jabeil's lover, Hellena Hirethi, a Justicar of high birth, has begun inquiries into the matter, suspecting treachery by her allies. Mistress Somewhere, a shaper and a high-ranking member of the Hellfire Syndicate, vanished into the Eyes not long before the rift, and Yavamiria the Maw-Walker closed her planet's borders only recently, but another power, known only as The Herald, has recently become known to Hellena, and she is throwing all her considerable weight into the issue.

Nevertheless, a mission of such size could not be kept truly hidden, and whatever was destroying ships before appears to have been at least weakened. Adventurers are flooding into the Eyes, seeking treasure and answers.

As with all great discoveries of already-populated areas, the region was declared unnamed, unexplored, and unclaimed, and now a land-race for the strange planets and mining resources has begun.

War threatens the region as interests and powers clash. The native species fight for survival, the refugees who long ago claimed their spaces find themselves on the edge of discovery, and many dark secrets are brought

to life as conspiracy threatens the highest ranks of the powers within the Widow's Tear.

THE WINGS

The Wings cling to the event horizon of a black hole. Though they appear red from space, upon closer examination, they are, in truth, rose and gold. Their light is gentle, bathing their worlds with a gorgeous glow, but they are not small stars, and their heat is intense.

A number of small asteroids circle them closely, while the inhabited planets hide significantly farther from the heat. Dark horrors hide on the rim, gods and monsters to make even heroes quail. Within the system, wonders walk the worlds, but many a horror lies in wait for the unwary. Devoted worshipers of strange gods, geologic marvels that spear the skies, and great riches lie just around the next bend. The people here have remained hidden for many centuries, and they may not welcome visitors, but the universe is discovering The Lost Eyes, and on the heels of that discovery come adventures and marvels.

Be careful, adventurer, for the Eyes are hidden for a reason, and there are things there that do not take kindly to the presence of interlopers.

GUBAIDH

Gubaidh is a massive planet, a hulking orb clinging to a tight orbit around the suns. The planet spins slowly, and each day is hundreds of hours long. Due to the rotation and the position of Gubaidh next to the suns, several portions of the planet are in darkness for most of the year. These dark areas are known as the Shadow, and are bitterly cold, monster-infested wastes. Other areas, the Blaze, never see darkness, lit entirely by the two suns with an intense heat. The regions between are known as the Dawn, the only livable areas of the planet.

The population here is small, clustered in one small enclave clinging to the Dawn, and a mine deep in the Shadow. The planet itself offers many lures for brave adventurers, but many dangers lurk to threaten the unwary.

Much of the world is barren, and uninhabited. Only one point offers civilization and safe harbor, and this ingress is tightly controlled by the Herald of the Twin Suns. To land elsewhere requires great risk, and offers little reward.

THE WIDOW'S SONG

The three peaks gleam like burnished copper in the unrelenting Little Sun. Here in the Shadow, where

no other light ventures, their glow provides solace and welcome. They are barren, covered with ancient ice which is slowly melting away. The ice is mixed with toxic minerals from unknown sources, and anything living that comes in contact with the snow melt sickens and dies quickly.

The three mountains connect to a long, low range of eroded shale. The Songs are of a different stone, similar to the Lonely One of the Shadow, hard and unyielding. There is promise of great wealth in their veins, but they are locked away from use by the things that lurk in their shadows.

The apex predators of Gubaidh, the Wind Walkers are poorly studied and exist mostly in story. The Herald's soldiers have brought a few carcasses back, but they are believed to be very old or very young, with only one badly-mauled adult ever found.

The Wind Walkers do not seem to venture far from the Songs, and either are immune to the poisons in the water, or do not need water in any form.

However, some remote surveying drones have sent back images before their destruction. The Songs form a huge valley in their cradle, filled with a lake of pure white, thought to be heavy with the poisonous minerals. Sheltered by the peaks, and nurtured by the warmth radiated from their pinnacles, odd foliage flourishes around the lake, as well as what appears to be a civilization of Wind Walkers. Only the Herald and a very few of her closest advisors have seen these images, and knowledge of them is tightly controlled.

More than anything else, the Herald desires heroes who will venture into the hidden valley, whether to treat with the Wind Walkers and find a way to communicate, or to kill them all and give her access to the wealth that may be hidden in the mountains. Unfortunately, due to the Wind Walkers' rumored psychic ability, she does not want to send her own people in, and does not want her citizens questioning where their loved ones have vanished. There is a great opportunity here for high-level characters to bring a vast amount of wealth and glory to themselves.

LOST TOMORROWS

The bones of colony ships lie jumbled together, a horrific ruin shrouded in legend. What is known is that something brought the colony ships down together. Rumors persist that some great terror snagged them from the sky. Some believe that the creature's bones must lie somewhere on the planet, and many an expedition has been mounted in search of some sign.

Over the decades, a thriving city has built up around the wrecked ships. Most of the infrastructure survived well, and the building technics of the native species

*"My love,
I received your missive with joy. It is too long since I have seen your face, and I regret with every breath the manner of our parting. I am concerned, for word of this hidden system infects every strata of the Justicar house. My Whispers have brought me tales of backroom bargains and machinations worthy of Barthyria herself. They say this system is of no importance, but something has them far more excited than new mining resources and settlements. If I discover the reason for their excitement, I will certainly share this intelligence with you. I have sent my emissary to this Mistress Somewhere to discover if she might be willing to aid me. I have wealth enough, still, to make it worth her time, and with your own generous gift, hope to find the resources to return to the comfort which I once savored.
My beautiful Mother's Star is showing her age, I fear. Though we have given her all the care and love we can, I do not know if she will hold herself together long enough for me to plot my return to the ranks of the Justicars. I wish that our paths might cross, but know too well that such an event would draw the attention of people we cannot afford to remind of our existence.
My heart bleeds at the thought that, yet again, you will be within my reach, and yet I may never again hold your heart in my hands.
With the greatest warmth of memory,
Hallena"*

lent themselves well to such building. The city soars thousands of feet into the air in the Yesterday Quarter, built in the forward hull of the largest of the ships, Yesterday's Dream, but it also tunnels deep into the rocky soil, where the shell of the ship carved tunnels and caverns.

The city sits in the Dawn, beneath the Three Songs. Whether luck or some desperate last exercise of will, or perhaps even influenced by the seeds and environments of the ships themselves, the site is an oasis, a haven on a harsh planet. During the short seasonal rainfall, the area erupts with wildflowers, red grass, and strange plants, many of which cannot be found elsewhere in the galaxy.

DAWN WARD

The Dawn Ward is the high seat of Gubaidh. Owned entirely by the self-styled Herald of the Twin Suns, the Dawn District is palatial and secluded. Its shell was left relatively intact, with many of the habitats still functioning all these years later. Because of the high level of tech in the dead ship, the Herald has created an exclusive Academy of Science. The students are invited from across the known stars, and only the most promising scientists and engineers are invited to teach.

The Entrance to the Ward is guarded by four towering Orc Guardians in power armor suits. The power armors are designed with orcish tribal elements, and present a truly brutal, imposing front. The gate itself is iron sheathed with electrum, set with white lights. Set about halfway up the ship's carcass, the gate shines out toward the Shadow, reflecting the light of the peaks above it.

The gate opens to a wide plaza, lit with a gentle golden glow. The floor is polished stone, huge tiles of rose-toned marble and red sandstone. The area is huge, the refurbished hull of a generation ship. The old skeleton has been built into, around, on top of, lending the space a beauty that blends solid, antiquated function with the fanciful design currently in fashion in this region of the galaxy. Balconies and hanging walkways connect terraces within the space. Many terraces are enclosed, creating greenhouses, tiny zoos, and museums. A great deal of the planets' fresh food is grown in this space, and distributed to the residents of the settlement for free.

Columns dot the edges of the floor, supporting multi-tiered balconies. The spaces between the columns are restaurants, work rooms, and meeting spaces. Craftsmen and shopkeepers also rent space here, creating the commercial hub of the settlement. While the settlement itself is small, the commercial interests of the Herald provide a solid income for crafters and creators. Many artists also make their homes here, living near the Yesterday and finding an environment conducive to creation within its walls.

Trees, flowering plants, and tame animals fill the Amphitheater with light, life, and sound. Children are also often left here under the watchful eyes of the guards.

Above the first six levels, the balconies become smaller, built in long paths along the wall, and arching across the center of the Amphitheater. These are each different, temperature-controlled to display plants and animals from far and wide, or enclosed domes where magic and technology combine to create weather and vistas that vary from installation to installation.

Above the open area, the tower is closed to the public. The Academy meets here, three floors of opulent rooms appointed with the latest technology. The instructors and students live in apartments built onto the outside of the tower. Security for these rooms is incredibly tight, protecting the science and research the Herald makes her fortune off of.

The Herald's personal staff live above the Academy, a protected and beloved group of personal retainers who serve the Herald with absolute devotion. Finally, in the tapering nose, the secretive Herald has her personal quarters. Only her personal servants have seen her private apartments, as she descends to offices in the Academy for what few meetings she feels merit her personal attention. The lower regions of the Yesterday are the administrative and living spaces for the Herald's vast business empire. Because Gubaidh is remote and difficult to reach, the Herald also staffs a large number of pilots and guards who carry out her industries throughout the known universes. As much of her staff is gone for years at a time, there are entire dormitories scheduled for those pilots, and rotated based on who is on-planet at the time.

The labyrinth beneath Yesterday houses its systems. A deep well in the center of the area provides mineralized water from the planet's aquifers.

THE CRANOS MINES

Deep in the Shadow, a single peak rises from a flat expanse. A single road leads from the peak back to the enclave, the worn path lit with motion-activated piezoelectric lights. Monsters haunt this road, and the caravans that travel it are guarded heavily.

The mountain is merely a shell, a vast network of mining tunnels. The material found within is highly conductive and incredibly durable, prized throughout the galaxy as a component for ships. The Herald guards these mines ferociously, for they made her wealthy and continue to provide.

The cranos is a deposit of unknown origin. It has not been found anywhere else on the planet or in the system. The mountain was riddled with branching veins and thick nodes of the material, and long deposits of it are still being followed deep into the ground. Tests reveal it to be of some biological origin, but, so far, no clues have been found.

The mountain is nearly stripped of the material, and the miners have begun delving deep beneath the surface. This far down, water seeps into the newly-dug tunnels, and strange winds whistle down the corridors. The miners have found other tunnels already, wide enough for three halflings to pass abreast. They seem fresh, but no tunnelers have been found.

GAMOQ

Everything on Gamoq is fast, short, and tight, as they say. Gamoq is the smallest of the planets in the system, and it spins very fast, so the days and nights are very short. It also has an irregular orbit, making the seasons highly unpredictable. Winters are bitter and dark, while summers are intense. Fortunately the temperature extremes only rule a small portion of each short year. The people here live in a high gravity, and the air grows poisonous only about a hundred feet above the surface, where a thin but deadly layer of gas wraps the planet. Nothing flies on Gamoq, natural or artificial. There is also no wind. Whether because of the prevalence of underground living, the high gravity, or other, unknown reasons, the largest racial representation on Gamoq is Halflings and a surprisingly strong gnome population. They do not welcome outsiders, and even if they did, there is little of interest here, unless one likes the taste of Insect Pie.

The settlements on Gamoq are equally small, mostly self-sufficient, highly-fortified, and seldom welcoming to outsiders.

Gamoq has relatively rich resources, including quite a lot of flora and small, fast animals. There are fairly few predators, mostly small two-legged runners.

HOPE'S REGARD

Hope's Regard is the most impressive feature on Gamoq's surface. Well over two thousand miles long, and nearly seven hundred miles across, it is the only body of water on Gamoq. Hundreds of small rivers run off of it, and much of the shoreline is covered in deltas.

The lake itself is fairly shallow, and due to the lack of wind, deathly still. Many of the settlements on Gamoq are within the lake, built either as mobile water units, or permanent lake-bed towns. The lake itself is filled with fish and edible plants, while the water is sweet, warm, and fed by underground aquifers. However, there are also vents in the lake that emit the gas that cloaks the planet, and it is not uncommon for an eruption to kill entire towns and populations.

KALIS STATION

Kalis is the largest moon orbiting Gamoq. Its atmosphere and relative closeness to the sun makes it a hot, humid, miserable place. There is a great deal of standing water on Kalis, but little of it is anything more than sludge, breeding foul insects. Kalis is also heavy with magic, and a sinister intelligence appears to be remaking the moon in its own deadly image.

"Dearest beloved,

I hope by now you have found Mistress Somewhere, and taken your rightful place among the elite of the Justicars. I write in hopes that you still think fondly of me, though we have been parted for decades.

We found the Valiant. I did not think it was possible, I will admit. We searched for many years before we found ourselves in the far reaches of the Widow's gaze, in a dark space lit only by glaring red eyes, twin dying suns we have only heard foul rumors about. We ventured close and found, to our surprise, rich planets and existing civilizations. Towns, even! We were not the first ones there, but as always happens, we claimed a great discovery and our leaders went off to collect their reward. Some of us have stayed, assigned by the leaders to exert our control over the better areas, and to start mapping the regions best settled. We are promised land and great rewards, but I do not trust their promises. This is not the first system I have seen come under commercial interest. I must keep this short for now, we are mounting an expedition from our base camp to try and find a city that has been vexing us for months now, for we can see it, but we cannot find it. I will tell you more when I return, but I must implore you to keep these letters secret, for there are interests and machinations far above me, and I worry about the future. About our future. I would not wish to jeopardize you, but I must speak of this to someone, for I still feel that darkness looming at my shoulder, and I grow ever more fearful of the future.

*As always yours, forever more and between the stars,
Jabeil Forstrom"*

For decades, the Herald used Kalis as a dumping ground, being paid handsomely by other systems and adventurers to take their cast-off ships, mechanical and technological waste, and problematic androids and prisoners. Kalis, therefore, was turned into some combination of prison, mass graveyard, and dump. She seeded the planet with androids and slaves who endlessly sifted through the refuse for usable materials. These were loaded into autonomous drones which carried the materials to ships in space, where more androids loaded anything useful to the ships, and returned the rest – often including the bodies of desperate slaves – to the planet's surface.

At some point, Mistress Somewhere entered into a contract with the Herald: in exchange for rights to the unwanted flesh and spirits of Kalis, she would supply the Herald with new weapons and ships capable of taking on the worst the other systems could throw at them.

After the Eyes fell into Hyperspace, Mistress Somewhere moved to Kalis fulltime, setting up her own workshop. She hides there now, assembling an army hidden even from the Herald. Some of her creatures are beginning to gain an alarming amount of power of their own, bolstering her strength.

Some of these creatures have found their way to Gamog and Gubaidh, whether by their own power or through some more nefarious scheme, and Kalis is now embargoed, as are her ships. All ships in the systems are required to be scanned before docking, as several lethal beasts have found their way planet-side by stowing away in ship holds or on their exteriors.

Kalis does not appear to be suffering. Mistress is wealthy, and provides living weapons for many factions

and governments. Plenty of ships are making the long haul to bring her supplies, both for survival, and for her work. However, she has become paranoid, and is convinced that her secrets are in danger of being stolen.

THE IRON PALACE

Mistress Somewhere lives in a satellite orbiting Kalis, safe above the noxious fogs and the predations of the things wandering the junk heaps. This satellite is heavily armed, and guarded by a small complement of living ships with their own firepower.

The Iron Palace is clearly the home of an inventor afraid of both their clients and their subjects. The satellite is infested with bolt holes, fail-safes, self-destructs, and bio-locked weapons systems. Robotic guards patrol the hallways, and biotech sentries perch like gargoyles on every angle of the place.

Inside, the Palace marries a sterile, clinical feel with the haphazard aesthetics of an obsessed collector. Some rooms are clearly sterile operating rooms, while others overflow with strange artifacts and cast-off body parts, many of which seem to exude their own will, or demonstrate signs of life. The aura of the place, therefore, is prone to causing even experienced adventurers to quail and wish to be elsewhere.

Over a dozen rooms contain projects in various states of completion. Half-formed beasts, hideous amalgamations of steel, flesh, and magic, float dreamlessly in bio-fluid tanks. Others, mad and tormented, batter endlessly against the walls of their cells, too dangerous to be released even in war. Small jars hold tech-enhanced yes, snapping jaws, and grasping hands, while huge display

cases offer dissections of limbs, nervous systems, and brains, many still showing function.

Mistress Somewhere herself is a short woman, surprisingly free of modifications. A Lashunta shunned by her own people, she dresses practically, speaks only when absolutely necessary, and is seldom seen.

Instead, most of her business is handled by a tall brute, a draconian android with bone armor, steel claws, and a white gem glowing within his throat. He is psychic, his words manifesting with a low, tooth-aching buzz. He manages her affairs, and should the worst happen, is her last line of defense. He has no name, no history, and no purpose other than to serve and preserve the interests of his mistress.

THE MIDDEN

The Midden is the dumping ground of the nebula. Everything mechanic, technological, magical, and scientific that is unwanted, dangerous, or unknown is brought here, much of it dumped from orbit or, at the least, in flight. The refuse has collected into its own geography, forming hills, canyons, and shifting dunes. Many things still have life, and so eerie cries and nonsense babble in a hundred languages fill the air with sound. Some garbage has formed together, creating cabals of mutual survival and desperation. More powerful creatures append discards or repurpose other creatures to their needs, becoming more vicious, more deadly, and more invisible.

While few come to Kalis, there are huge amounts of wealth and salvage here, so there are inevitably people on the surface, either stealing, buying, or hunting. As such, they have spread rumors of what lives on Kalis, and what hunts in the Midden.

Most notorious of the garbage-beasts is an ancient golem, once used to labor on Cathedral ships. Discarded, corrupted by the magic oozing through Kalis, it has become aggressive and predatory. Some original purpose does seem to linger, for it haunts the Midden, searching for parts to rebuild an old ship that lies founded in the depths of the Midden.

The Pack is are androids who have augmented themselves to become fast, aggressive predators capable of running down anything that moves. They are hard to kill, agile, and happy to climb after their prey.

LAST STAND

It isn't just mechanical garbage that gets dumped on Kalis. A number of criminals and political prisoners have also been relegated to the stinking pile. Most of them have banded together, ideology and race and culture disregarded, into a fortified camp they call Last Stand. They are a desperate group, growing what little will survive on the planet, hunting the few foul creatures edible enough to eat, and scrounging for water. Most of the survivors are androids or at least partially upgraded humans. Mistress Somewhere provides them with some small support, studying their evolution and survival. They are not welcoming to outsiders, and will respond with hostility if approached.

KEMARN

Kemarn is a shifting, deadly oceanic planet at the mercy of Gamoq's mighty gravitational pull. The entire surface is covered with an acidic sea that shifts in extreme tides, sometimes laying bare miles of mud flats dotted with beached creatures, ruins, and the bones of massive forgotten beasts, other times gathering into tidal waves so large they threaten even the giant plateaus that are the only livable ground on Kemarn.

Whether the rest of the planet was simply pounded flat by ancient asteroids, or something more sinister, no one knows, because the surface is locked under a shallow but fast-moving sea filled with nasty creatures. Even when the flats are exposed, the ground is a quagmire, and the tides can never be predicted.

As a result, the planet's settlers—largely drow and a small population of Androids—have made their homes in the Citadels. Seven of these monoliths dot the planet, each more than one hundred square miles. Their surfaces are cultivated, providing each city with food, and the slaves and servants live in small villages on the surface, vulnerable to attacks from the huge predators that hunt Kemarn's surfaces.

The cities themselves are built within the plateaus, cut into the rock. Each city has its own government, culture, and style, but the cities are linked by a robust air-travel network, and most of the conflict is limited to political manipulation, quiet assassinations and coups, and other shadowy business.

THE CITADELS OF FORGOTTEN SORROWS

The Citadels are huge plateaus towering above the tidal flats in a loose belt around the planet's middle. Relics of ancient geology, they are a hard, pale-green stone similar to the planet's bedrock. Whether the

rest of the planet was simply pounded flat by ancient asteroids, or something more sinister, no one knows, because the surface is locked under a shallow but fast-moving sea filled with nasty creatures. Even when the flats are exposed, the ground is a quagmire, and the tides can never be predicted.

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VIRTUE OF SHE WHO TURNED HER FACE AWAY

The largest of the five cities, Virtue is also the religious hub of the Widow's worship for the

galaxy. While they are not officially part of the Onyx Consortium, they maintain relationships there, offering refuge, worship, and operatives for the Consortium in exchange for at least nominal freedom and autonomy.

The city's face is in the southern edge of the plateau, which juts out in a promontory over the plains. Rising nearly eight hundred feet above the flats, it is nearly impervious even to the most tenacious predators, even the massive jailiq beasts that threaten other cities. Why this one is so much taller than the rest, nobody knows, but it provides a palpable sense of security.

The city is accessed only by shuttles, which land in huge bays carved into the stone. From there, roads and hallways lead into the city, which is buried deep in the heart of the plateau.

The surface is planted with a variety of hardy edible plants from the system, most having been bred and adapted to flourish in the cooler temperatures. The soil is enriched by silk and sediment from the flats (gathered by slaves, of course), as well as the waste of the city. A large landing site provides space for shuttles and in-atmosphere ships.



THE FORSAKEN PATH TURNS ALWAYS HOMEWARDS

Homewards is the first of the cities, founded when the drow—who initially came here as outcasts—thought they might return to the places they came from. As such, the surface of the plateau is much more built up than it is for the others, and the architecture is much rawer, and much older. This is the least secure of the cities, as the eastern edge is beginning to founder, leaving large cracks and slumps that the jailiq and other, smaller things, can sometimes navigate. Homewards is nearly abandoned now, which makes it the most diverse city on Kemarn. The drow have mostly left, so the few slaves who survive escape, refugees from other places who don't care to chance it with the drow, and the remnants of the slaves left behind, mingle in a makeshift society.

Parts of Homewards are utterly abandoned, particularly the eastern quarter, which was once a bustling trade district. Skeletons of beasts, drow, slaves, and monsters can be found in the streets or barricaded into buildings. Restless ghosts haunt their old homes, and new monsters venture in to search for access points to the rest of the city. The underground roads to the eastern quarter have been barricaded with broken stone, magic, and guards. Usually, they are safe, as few of the beasts are strong enough or determined enough to tunnel through stone, and the jailiq are too large to access the roads.

However, there are still surface accesses that have not been found and closed, so an enterprising monster can gain access to the populated portions of the city. Food production is particularly fraught, and farmers labor under heavy guard, as not all of the predators are nocturnal. Shelters, bolt-holes, and weapons caches litter the fortified areas. As many crops still grow wild or have naturalized, much of the food comes from desperate excursions into the wilds that were once tamed.

COWER BENEATH THE ENDLESS SKY

The residents of Sky have a certain sense about them, a sort of aggressive paranoia which is probably more than deserved. They are the most adventurous of the cities, and a large portion of their city is dedicated to the arts of war and subterfuge. They cannot resist meddling in the affairs of the other cities, and of the system in general, instigating endless political upheavals, launching colonization efforts, and generally meddling. Unfortunately, or fortunately, they aren't actually any good at it, and while they have the strength to take over nearly any other city in the system, they are heavily reliant on the support of other cities, as Sky's inhabitants

tend to enslave anyone who ventures into their city, making off-planet trade difficult.

It is hard to tell why Sky has evolved this way, but the other drow seem to regard them with a mix of amusement, annoyance, and fondness, treating them somewhat as unruly children. Nevertheless, Sky provides many warriors to the Consortium, most of whom settle in other cities once their service is over. Few admit to having been born in Sky unless pressed.

Perhaps unsurprisingly, Sky is the smallest of the cities.

SHADOW OF THE WIDOW'S HAND

Shadow sits in a unique position, on the edge of a deep channel that carves vertically down the planet's body. This is the only place that is always filled with water, and children across the system hear about the terrible things that haunt the depths. Shadow is what Sky aspires to be, a small city with few resources but great power. They hold more slaves than any other Kemarni city, putting them to work digging ever farther into the rock beneath their city to search for an end to the silt of the flats. Their plateau is smaller than most, and their city is built vertically, diving dozens of stories downward.

Their insatiable search for knowledge and power brings the respect and fear of the larger cities, and their access to the Maw of Stars provides resources that no other city has. But they hide a far darker secret, even from their worldmates. Their mystics speak of a great power slumbering at the heart of the planet, an alien intelligence as powerful as the Widow Herself. Shadow has, over the years, become a heretical cult worshipping this mythical god, but recently, strange powers and signs have been manifesting within the city, and the planet is beset by tremors of a sort it has never before felt. This intelligence is known only as the Endless One, and the mystics prophesy that she will awaken if the Widow is rebuilt. Thus, they avoid the notice of the Consortium, for they too seek the Widow's resurrection, but for their own purposes.

THE MAW OF STARS

Deeper than any android or probe has managed to discover, the Maw is a great wound on the planet's side. Filled with cold water that does not mingle with the brackish, stinking tides of the flats, water that tastes of starlight and cold hate, water that shifts and flows like oil, heavy with minerals no scientist can identify, the Maw defies classification even by Shadow's scientists. Huge monsters live within it, too vast to enter the flats. No one has seen one in its entirety, only flashes of dark forms or unbelievably large jaws, though at least three

separate creatures are believed to have been identified. The jailiq seem drawn to the Maw, often swimming in its waters, only to vanish beneath the surface with a desperate, haunting cry.

The water itself is easily transmuted via magic to a deadly, invisible poison gas. Shadow has made this widely known, as well as circulated rumor that their mages are immune to the poison.

More troublingly, no ships have been able to pass over the Maw. While ships can see each other from either side of the Maw, any that attempt to cross vanish, never to be heard from again. Communications from these lost ships are filled with strange noises, sighs and what seem like alien songs, before inevitably going silent. Even the drow are discomfited by this mystery, though the citizens of Shadow view it as a sacrifice to their sleeping god, and regularly sacrifice to the Maw.

SILVER WINGS OF THE MANTICORE

Manticore is the most remote of the cities. Its plateau is on the other side of the Maw from Shadow, so although it is not so far in actual distance from its sister cities, it is more distant from Shadow than any other city, unless a particularly talented Shadow sacrifice figures out how to navigate the Maw. Manticore is locally isolationist, preferring to stay out of the squabbles of the other cities, but maintaining surprisingly friendly relations off-world. They have a robust trade agreement with the Herald, for example, and prefer to focus on wealth, trade, and knowledge over intrigue or war, but their remote location and access to the Maw's toxic waters keeps Sky, their nearest neighbor, from getting too greedy.

THE DOWNFALL

The featureless, seething tidal flats of Kemarn bear little description. Most of the floor of the Flying Sea is a deep, sucking silt that will swallow a ship or humanoid within minutes, closer to quicksand than to actual ground. This silt accumulates in low areas, trapping anything stupid enough to venture into it. A species of carnivorous silt SNAKE makes use of this. The silt snakes are around ten to twenty feet in length, frilled from head to tail with long, spined fins that allow them to 'swim' through the muck. While they can survive in water, they prefer to bury themselves in silt while the waters are moving. They hunt by injecting their victim with paralyzing venom and waiting for the creature to drown in the silt. They only leave the silt if they are starving, but often the tides will throw them onto the bits of solid land to be found in Kemarn. They are considered a priceless delicacy by the drow,

and many an unlucky hunter has died trying to make a fortune in snake-hunting.

Some plants do survive in the unstable ground, particularly a long, tough plant known as snake-rope.

ZAYIK

It seems to exist only in rumors, a sparkling, clean world filled with natural resources and few enemies. Many have sought it, and none have returned.

The aasimar ship Valiant's Song was one of these missions. Filled with a militaristic splinter sect no longer welcome on their homeworld, the ship got caught in a debris cloud, maiming it. Drifting through space as their food and water dwindle, they come across a planet that seems to be everything promised: lush, lit by two bright suns, with wide rivers and snow-capped peaks, it offers them refuge, and they built a city in a high valley between two rivers, and promptly vanished into myth.

Now, over four hundred years later, their world has been discovered again. Their city still dominates the landscape, a beautiful thing of white towers and snapping banners, but something bars adventurers from coming near the city, and those who stay on the surface for too long turn...wrong.

THE CITY

She looms in the future, gold in the light of the twin suns, radiating beauty and welcome, just always a moment out of reach. Explorers speak of a sense of impending joy, as though the fulfillment of their greatest desire lies within the next step. Many who seek this lost city become lost themselves, wandering for years in search of the fulfillment of that promise. Some are found alive, but utterly mad. Others are merely withered bodies.

Some vanish entirely. In speaking to those who have seen their companions vanish before their eyes, or who have lost loved ones to the city, it seems that only the best and brightest are caught away. Paladin solarions, true heroes, noble envoys, and more.

Within the city, the incredible beauty remains, but the city itself is utterly silent. Gone is the bustle of crowds, the din of life. The air is utterly still, smelling of dead dust. The buildings are utterly pristine, marketplaces burst with wares and foods of all sorts, perfectly preserved, but a fine film of dust coats everything. No living beings are to be found. Wandering deeper into the city, a deep torpor begins to seep over the mind, stealing courage and drive. Rest becomes paramount, yet the golden sheen of the city grows exhausting. Too radiant, too loud, the gold becomes noisome to the exhausted eye. Stumble deeper into the city in search

"Dearest,

I beg you to forgive my silence, it was not lack of care for you, nor dismissal of the many trials you are experiencing in your new body, this I swear, and I will soon reply to your missive. Yet for now, I must tell you my tales with all great haste, for I fear something is wrong, and I do not know who else to tell.

We landed on Zayik, and it is the most beautiful place I have ever seen. Those stories we grew up on, of armored knights and god-loved cities pale before what we have found. The planet itself is incredible, lush and golden, and always on the horizon, the most beautiful city you could ever dream of. Beyond fairytale, beyond song or story, this citadel calls to the most cowardly of us.

Two of our crew have already fallen to this place. They stole away sometime in the night, and the search party that went after them reported that their trail simply vanished into an empty field where they swore the city was. Worse, rumors are spreading through the crew that there are drow on a nearby planet that regularly raid this place for resources. They have found camps, I gather, and more sinister signs. We are to investigate those soon, but if the Onyx Consortium hunts here, we are in dangerous straits.

Oh, my dearest, how I long for the stuffy halls of the Justicars, the disapproving stares of the captains. You were right when you warned that my consequences would come back to haunt me.

Please keep an ear open for word of what is happening here. I fear what will happen if the Justicars come here. I fear that another war will end the peace we have fought for, and I do not wish to die with the knowledge that all our work has been undone.

As always yours, to the stars and beyond."

of shade, and the sense of being watched grows. The beauty of the city fades, replaced with confusion. The weighted joy felt upon reaching the city twists to ugly fear. Greed and hate cloud the mind, tangle the feet, and as the mind begins to stumble, the city changes. Silver light filters from high above, and the towers are the white of old bone, the white of the dust you breathe...

The deep white dust stirs beneath your staggering feet. A cool breath can be felt on your sweating neck, a welcome breeze in the depths of a city that does not move...

A breath in a dead city. Run faster, little mouse.

The city takes the form each viewer finds most desirable. Scent, sound, even the within the city, only the strongest will inform the shape of the city, meaning that the person with the strongest Will or psychic ability will shape the city to their memories and ideations. Even within those ideations, certain things are relatively predictable.

The streets of the first circle are wide, clean, and lined with gardens and statuary. The city gives off a polished, wealthy vibe. Stores offer jewelry, fine clothing, and expensive artifacts. An air of expectation looms, as well, as though everyone is simply waiting for the party to be started. Houses are exquisite, with expansive grounds and landscaping.

A successful perception check will show that the wealth is real, but attempts to break windows or open doors is gently rebuffed, so that the adventurer suddenly realizes they are walking the other way. As time passes, the city seems to lose its cohesion, becoming a confusing

maze of gold, white, and glaring sunlight. The gates are hidden from within, and eventually one catches glimpse of a shaded bower. Entering here, eager to escape the blazing, exhausting wealth and heat of the outside world, one finds a grassy lane leading into the second ring of the city.

In the second ring, the perfect polish of the outer ring gives way to a wilder wealth. Gems and gold lie in the streets, ancient-looking monoliths rise overhead, and vines and plants grow in profusion, offering fabulous foods and spices unknown anywhere else in the system. The offerings are nearly irresistible, but eating anything in this wild forest causes the adventurer to become sleepy and disoriented. If even one party member eats, the psychic affect spreads to everyone.

The twisting paths and deep shadows add to the disorientation, and soon, one becomes hopelessly lost, their supplies gone, with little recourse but to eat the incredible wild food. Its taste is incredible, and soon, paranoia and delusions set in. Dark shadows haunt the edges of your vision, cold breaths linger on the back of your neck, and the very ground seems to grasp at your feet.

The doorway to the inner city presents itself as a gently-glowing, sunlit refuge from the darkness. The door itself is an open vista onto a beautiful lawn stretching farther than the eye can see, but step through it, and the world changes. Cold white dust rises in a choking cloud, and a bitter wind whines over bone-white spires and peaks. The air is thin, and fell voices whisper from the towers, promising endless torment.

The last thing the unfortunate adventurer hears, before the dust settles over their eyes, is the sound of a door shutting and locking.

BADJIL

Badjil is cold, bright, and empty. Endlessly pelted by the debris of the Sundered Planet, her surface is pockmarked and desolate. Though there are rumors of mineral deposits and chemicals on the surface, the barrage is too heavy and unpredictable to risk, even with autonomous vehicles.

Badjil is oddly shaped, a huge concave chunk is missing from its northern shoulder, the victim of the Sundered Planet's destruction. It emits a strong magnetic field, playing havoc with systems and sensors.

THE SUNDERED PLANET

Long ago, legend says that the Sundered Planet was an oasis. The Twin Suns were larger then, blasting the closer planets with unsustainable heat and solar storms. A great civilization built, with cities of incredible architecture and advanced science.

No one speaks of what happened. It is rumored that the Daughters of the Myriad know, and perhaps are descended from the Sundered Planet's lost civilization, but there are no official histories, no eye-witnesses, and even the stories are too fractured to believe any one of them.

What is known is that the planet blew to smithereens, taking a large chunk of Badjil with it. Study suggests that at least three moons were also destroyed, pointing at something worse than a core failure or climate change. Whatever the cause, the entire planet appears to have been reduced to pieces, with none of them larger than a large house.

Now all that remains is a vast field of debris circling the suns. It orbits the same path the planet once followed, held mostly together by some strange magic. Bits of the dead planet escape orbit, pelting Badjil with a ceaseless rain of civilization.

Though the borders of the debris field have been picked clean by scavengers and treasure hunters, there are millions of artifacts locked within the region. Bodies have been recovered, many perfectly preserved and mummified, human and animal.

AETHER BLADE

The aether blade is an artifact of unknown origin that is often found and inexplicably lost by travelers

*"Starshine,
I have not heard from you for months, and my heart grows heavy with worry. The rumors about this place have grown ever more loathsome, and I fear your silence.*

I have learned why this place has taken such root in discussion. My Whispers say that not only is it the topic of note within the Justicars, but that both Hellfire and Obsidian are rushing to explore and claim what they can.

The ruler, of sorts, of the system is a figure known as the Herald of the Twin Suns. I can find little about her, though some say she was once a high priest within Obsidian. At any rate, she is now obscenely wealthy, and appears to have struck an understanding with the three powers of this region to leave the system unexplored. I do not believe that this is the only power that has cloaked it for so many centuries.

At any rate, on to happier news. Mistress Somewhere was most accommodating, and I am once again restored to that which you once knew. Your recommendation has changed my life, and I am eternally grateful to you."

in the region. It is said to be exactly where it is needed most for exactly as long as it is needed. The blade is as long as an arm and made of clear crystal that is as hard as adamantite. The hilt is minimalist and unadorned, having the texture of ceramic and look of cold iron. A strange aura surrounds it, infusing any who touch it with an incredible vitality, and the sense that they are a hero beyond reckoning. The blade itself is statistically identical to whatever longsword is closest to the wielder's level except as follows; At level 1 the weapon has the effects of the Called and Defiant weapon fusions. At level 4, the weapon gains the effects of the Axiomatic and Holy weapon fusions. At level 6 the weapon gains the effects of the Disruptive and Ghost Killer weapon fusions. At level 11 the weapon gains the effects of the Bane weapon fusion except that you may change the creature type as a movement action. This weapon can never gain any weapon fusions.

THE WELCOME HOUSE

A single house floats through the debris, remarkably intact. It is simple, unassuming, its doors hanging open, a hint of light filtering from within. The environment within is habitable to all species. Stepping inside, there is a bright light which quickly fades, revealing a personal illusion and pleasant memories

"Dearest,

Please respond to me at once. My queries have gone unanswered now for over a year, and after the dire language of your recent communications, I fear that something dreadful has happened to you. If I do not hear from you within the month, I will reach out to the High Council of Citizens.

I must also inform you that Sseriq has been listed as an Acquisition of Interest by the Justicars, and there is rumor of a crusade to be decreed soon. Agents have, they say, found some dark power there, and though they claim it is for the good of the universe, I am sure you know that there must be something to draw their interest and bolster their power. If you still live, take all the care you can, and return quickly to me."

"Madame,

We regret to inform you that we have been unable to locate the subject of your inquiry, or, indeed, any mention of her possible whereabouts. We can find no record of this subject in the system you have named. Sseriq is the subject of an open Justicar Inquiry, and as such, all communications and outside interests are subject to investigation. While we have made allowance for your favor and elevated stature, we suggest that you cease all such inquiries immediately.

*With respect,
The High Council of Citizens"*

flood you with nostalgia. You can see and communicate with allies, but each of your experiences beyond this are unique. Within, none may commit acts of aggression or violence, and while the exact nature of the Welcome House is unknown, many have safely made port there. While nothing left in the welcome house remains and nothing taken from it is real, any food or drink found there tastes exactly as expected and nourishes you to fullness and health. Creatures heal and recover in the welcome house at twice the normal speed.

You feel certain that so long as you are in the Welcome House, nothing will threaten you. Any sentience that dwells within experiences exactly what they remember when they think of home. The environment perceived is an exact duplicate from the sights and sounds down to the scent and temperature of the air.

THE SERPENT BENEATH THE STARS

You find yourself falling, tumbling through endless space as strange forms pass by you. You finally find yourself within an atmosphere, falling gently towards a small cluster of micro-planets. Each one is an ecosystem of its own, connected by living bridges, clothed with strange plants in a rainbow of colors.

HE WHO LINGERS IN THE WASTES

Tormless, endlessly hungry, this living darkness is currently moving through the system, growing stronger with each life he consumes. He has recently become large enough to threaten mid-sized ships. There is a very real risk that he will soon grow large enough

to threaten the planets themselves. Light will not kill him, for he only feeds on it.

Anything that exists feeds the Lingerer, and it is believed that the only way to destroy him would be the utter darkness of a black hole. Even the light of the stars is too much, as he can feed on the slightest bits of light to travel through the wastes.

THE HORDE

Insectile and vicious, they hug the shadows of planets, ships, and gods, moving from system to system like a plague of locusts. They feed on gases, and excrete a toxin that erodes anything it touches. They seem to be seeking a way into Hyperspace, though no one is sure why.

DEVIL'S HALO

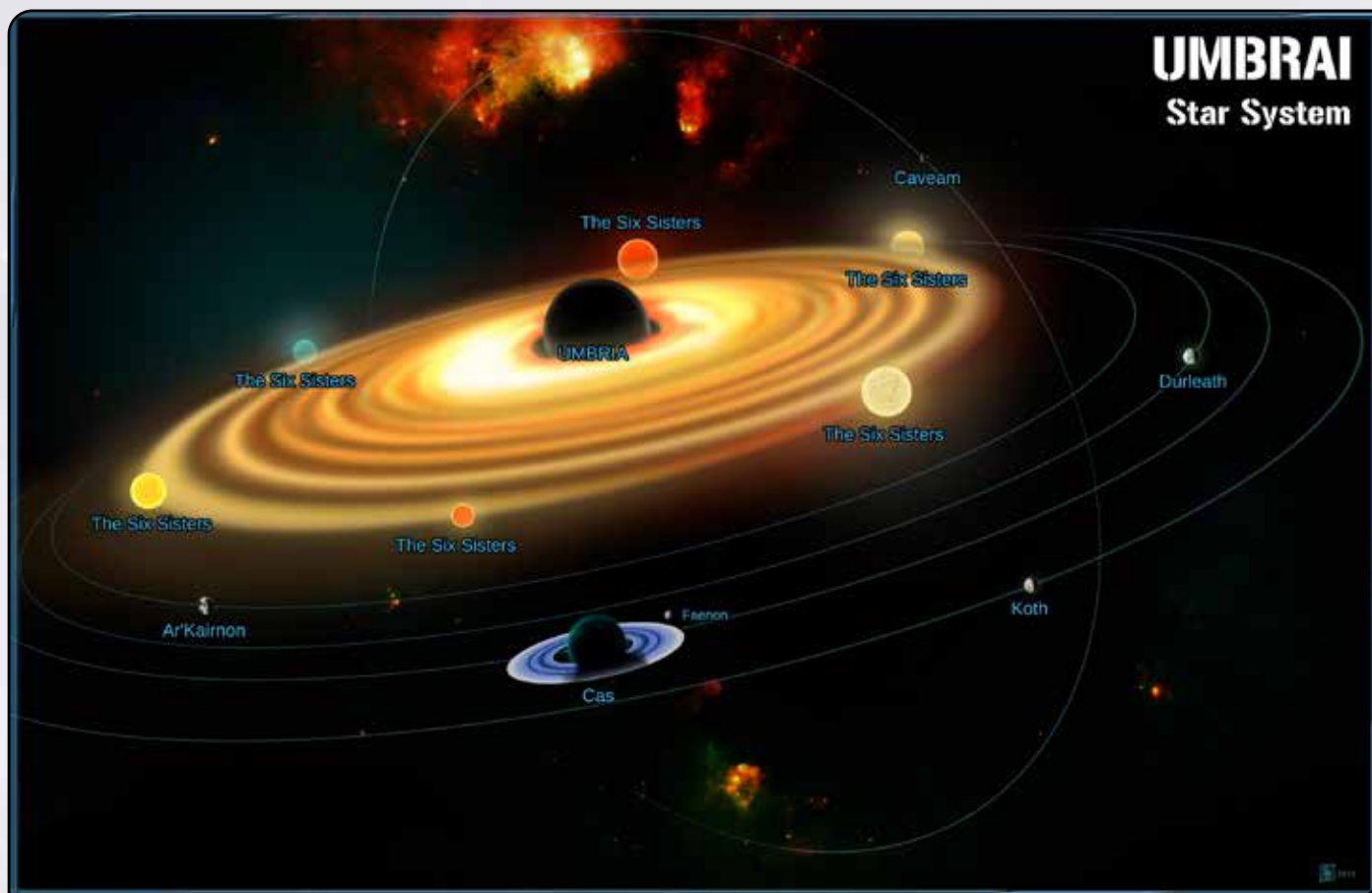
The Halo is a ringed gas giant, three times larger than any of the other planets. Its surface is chaotic with storms of magic. No one has ever gotten to the surface, but long-range observation has raised troubling reports of great fins breaking through the clouds shrouding the surface, and odd sounds have been recorded ringing through space. The Herald, in particular, is eager for knowledge of this planet, and will pay the first person to gain entry handsomely, though so far none have surfaced to claim her reward. For the time being, the planet remains a tantalizing mystery.

UMBRAI: THE DARK QUEEN

A system born of the most bizarre margins of chance, it is supported not by a sun, but by a black hole. In orbit around this lightless mass are six stars, caught in a precarious balance with one another and the crushing gravity well of they orbit. This combination allows for a unique band of life in the system, where four planets share an orbit. There, the planets are far enough out from the center of the system to enjoy the combined warmth of what fraction of light of the six suns escapes their captor. A blessing of life just far enough to maintain orbit without being drawn into the black hole and destroyed. Meanwhile, a dark, fifth planet maintains a synchronous orbit perpendicular to this band of life, shrouded in shadow, a black jewel atop the dark queen's crown. This strange celestial arrangement, hidden in the depths of the Widow's Tear nebula, is a magnet for eldritch forces, a locale that draws dark pilgrims, worshipers of Old Ones and other Dark Gods. Their machinations combined with the weird forces at work within the nebula make this a place rife with forboding and terror. Those that live upon the terrestrial planets caught in the Dark Queen's grasp either fight continuously against dark powers, or grovel before them and join in their aberrant rituals.

SYSTEM INFORMATION

1. **Umbrai:** The black hole for which the system is named. Also known as the Dark Queen, for her "crown" of stars, the six suns which orbit Umbrai, as well as Caveam, the dark jewel that caps the crown. Umbrai is revered by a dark cult that believes the black hole is the maw of a being that will devour the universe.
2. **The Six Sisters:** Known by various names depending upon which faction refers to them. The Cult of the Maw names them for six perfect specimens of different alien races that were once sacrificed to their all-devouring god. Some name them after six angels said to guard over the dark force imprisoned within Umbrai. Those that simply attempt to live out their lives on the planets in the system refer to them collectively as the Ring of Life, which sustains
3. **Ar'Kairnon:** The ocean of this terrestrial world is strange, appearing black as oil from space. The primate-like alien race that inhabits the planet stays well away from the coastline, eyeing the ocean like potential prey keeping vigil against a stalking predator.
4. **Durleath:** Shrouded in clouds, this wet planet is overrun with jungles and swamps. Terrible beasts roam its continents and swim its oceans. Despite its myriad dangers, explorers come to the planet chasing rumors of lost treasures.
5. **Cas:** A ringed gas giant. The turbulent, bluish-green clouds of this world are said to hide the prison of one of the Great Old Ones. The lock for this mystical prison supposedly resides on Faenon, the largest moon of Cas, where an order of guardians constantly battles the cultists seeking to claim the planet and free their god.
6. **Faenon:** The largest moon of Cas. A lone mountain on the side facing the gas giant is honeycombed with strange chambers and filled with ancient, complex, magical technology. This facility is supposedly the key to the prison of a Great Old One slumbering at the core of Cas. Two factions engage in constant war over control of the mountain and its secrets, one fighting to set the Great Old One free, the other struggling to keep it contained.
7. **Koth:** Furthest from the life-giving light of the Six Sisters, Koth's surface is dominated by wind-blown steppes, bound by snowy mountain ranges and separated by myriad icy lakes and small, landlocked seas. Its isolation draws settlers that seek solitude, and its ancient ruins draw treasure seekers and curious academics.
8. **Caveam:** This dark, stony planet holds a synchronous orbit perpendicular to the orbital plane of Umbrai's other planets. The twilight world is a forbidding place, home to a dangerous, crepuscular lifeform that feeds on the radiation emitted by Umbrai's accretion disk, and any creatures foolish enough to make landfall on Umbrai's dark crown jewel.



DEEP IN THE WIDOW'S TEAR

The Umbrai system is near the center of the Widow's Tear nebula, a place where strange dimensions rub against our own, and the barriers between wear thin. Combine this with the dark forces already present in the system, and the result is an area where space travel is often a waking nightmare. Visitors to the Umbrai report a variety of strange occurrences when traveling within the system. Communication signals will be detected. When listened to, they are often just static, with intermittent sounds that may be whispering voices, strange growls and howls, or even cryptic messages, spoken in the voices of people known to be dead. Misleading sensor data is often a problem, giving incorrect, impossible, and sometimes frightening readings—a scan might indicate hundreds of life signs, just outside the hull of the ship, or a planetary scan may reveal no life at all, even though it is an inhabited world.

Reports of presumed hallucinatory episodes are common. Crew members may hear loud banging, as if something outside the ship were pounding on the hull, yet the ship's sensors will show nothing within

the proximity of the ship or register any sort of impact. Travelers have reported constant nightmares while in the system, or even having waking visions of horrible scenes, like visitations from the recently dead. Others report what might be premonitory flashes of violence and death aboard ship. Often these visions never come to pass. Other times they seem to become self-fulfilling prophecies, causing distrust and paranoia that eventually spark violence among the crew. The causes of these phenomena are unknown. Likewise, there is no remedy for them, short of avoiding space travel in the system, or keeping such maneuvers to a minimum.

The real dangers of this area of space involve Hyperspace travel. Punching in and out of this dimension attracts the attention of beings that are best avoided. Each time a starship travels in Hyperspace for any length of time within this section of the nebula, it has a 1 in 8 chance of attracting one of the following types of creatures: colour out of space, garaggakal, mi-go, (see *Pathfinder Alien Bestiary 2*) or hounds of Tindalos. All but the mi-go can easily infiltrate a ship, making a routine exit from Hyperspace an emergency situation as the crew has to deal with horrific intruders.

UMBRAI

A black hole, Umbrai is also known as the Dark Queen. Legends speak of Umbrai as the place where some dark god is imprisoned, that its presence is what causes all the horrific and unnatural phenomena in the system. This may simply be an exaggeration of the stories of the Great Old One imprisoned within Cas, or the system itself might be some elaborate fabrication by divine powers to imprison some great evil, and the Great Old One is merely an additional prisoner in a lesser cell. The event horizon of Umbrai means that there is no technological means to gather any data. The crushing gravity would destroy any probe and devour any signals one might attempt to send out. Likewise, divinatory magic offers no clear answers. Some say the inability to magically divine more information is a clear sign that there is something there, and it is being hidden from detection. Whatever the case, the singularity at the center of the system makes for an eerily beautiful sight.

The blackness of Umbrai is surrounded by a bright, varicolored accretion disc made of dust from the nebula and gasses and plasma drawn off the Six Sisters as they orbit Umbrai. The overall effect is a great, jeweled ring with a dark hole in its center. About this ring whirl the four main planets, while Caveum sits dark and glinting over the top of the whole scene.

THE SIX SISTERS

Caught in the gravity field of Umbrai, six stars maintain a tight orbit just outside the event horizon of the black hole. Streamers of plasma spiral off the stars into the glowing accretion disk surrounding Umbrai. The multi-colored light of these suns, warped by the massive gravity of Umbrai, creates fantastic vistas in the skies of the four main planets, gracing them with an eerie beauty. It is said that these strange palettes of light are prone to attract the colour out of space (see *Starfinder: Alien Bestiary 2*). Such creatures do appear to be more common in the system, or perhaps simply in the Widow's Tear nebula itself.

AR'KAIRNON

From orbit, it is immediately clear that this is not a typical terrestrial planet. The waters of the planet's oceans are an inky black from space, like a great body of oil across the face of Ar'Kairnon. The ocean is comprised primarily of water, but tiny globules of black matter permeate the water, giving it a darkened look. The oceans are dangerous, as they are the lair of the Ar'Kairnon's deadliest creature: the formless ones.

These midnight black oozes are not only dangerous, but also sentient. Those who venture too close to the shore risk attack. Researchers speculate that the protoplasmic matter suspended in the ocean water are tiny particles broken off from the masses of the formless one bodies. If that is the case, then there could be millions, possibly billions, of them dwelling in the planet's oceans. Whether the smaller masses hold any awareness, are larval forms yet to be grown, or simply cast-offs, is unknown. The other sentient life form on the planet, the ape-like na'voorm, have no answers. They simply warn others away from the oceans, keeping a stringent vigil in the direction of the water, especially in settlements closer to the coastline.

Much of the two continents of Ar'Kairnon are covered in forests and it is here that the na'voorm live, building arboreal homes high in the treetops. Ancient ruins dot the landscape, many hidden by the forests that have overgrown them. It is believed that these ruins were once home to the na'voorm's ancestors, in a time when they possessed great technological advances, and that the na'voorm have gone through a descent into barbarity and ascended back into a civilized race during the time since those ruins were abandoned.

DURLEATH

The second planet in Umbrai's orbit, this world is shrouded in clouds. Durleath's atmosphere is dense and toxic. The planet exhibits high temperatures, with severe heat at the equator and very hot conditions elsewhere except for temperate regions in its northernmost and southernmost latitudes. Much of the surface is covered in jungles and swamps, broken up by shallow seas. Durleath has a vast and diverse biome, including dangerous predators and carnivorous plants. Much of the plant life is poisonous, including dangerous fungi with toxic spores.

The lush, rapidly growing vegetation of the planet covers various crumbling ruins of unknown origin. What is known is that at some point in the planet's past, a fragment of the Shard, the planar comet that passes through the system, impacted on the surface. Some of the old ruins were built up around the impact point, where precious materials from the fragment were mined. These materials included star metals, valuable gemstones, and even Solarian weapon crystals. It is believed that there are still significant resources to be uncovered there. It is more accessible than attempting to make landing on the comet, and the dangers are a known factor, while only the unknown awaits on the Shard. Brave souls still form expeditions to that area of the planet to delve the ruins and the passages of the mine. Not many return, but enough evidence of

the wealth still buried there has kept a steady trickle of adventurers headed to Durlleath. The hazards of the planet and the local wildlife often end them. Their remains, equipment, and ships are soon shrouded by the verdant, ever-advancing flora, leaving no visible warnings for future explorers.

CAS

This blue-green gas giant does not seem unusual for a planet of its type on casual observation. It has twin rings of ice crystals and debris in its orbit, as well as several small, natural satellites and one large moon. However, spending time in the vicinity of the planet provides ample evidence that Cas is unnatural in several ways. The clouds of the planet's atmosphere are constantly churning and agitated, as powerful storms move through the upper atmosphere. Violent weather is not unusual for gas giants, but the clouds are often seen to form strange shapes—monstrous faces, grasping talons, and occasionally mystic symbols or glyphs—at a frequency that seems too frequent for it to be overactive imaginations looking for patterns where none should be found.

Another, more disturbing phenomenon are strange energy pulses from the planet. The energy itself is invisible, but can be observed when it passes through the planet's rings. The pulse will plow through the dust and debris of the ring, forming a clear path as it erupts through the planet's atmosphere and out into space. The origin of these pulses is unknown. They have no pattern of occurrence, nor do they come from any particular region of the planet. More disturbing is the effects of such pulses on living creatures in their path. Passengers on passing starships and even residents and visitors on other planets in the system have reported bizarre occurrences. People recount horrific nightmares while sleeping, panic attacks while awake. Normally docile animals suddenly go berserk and attack owners or people nearby. The mentally ill also seem especially susceptible to frenzied bouts of rage. Researchers have determined that these reported incidents occur most often when a pulse ejected from Cas in the direction of the ships or planets where the incidents occurred.

The common explanation for this is that the planet itself is a prison, holding a creature of great evil within its core, bound there by magic and the crushing weight of the planet's gravity. Those who inhabit Faenon, the primary moon of Cas, swear this is true. Some so swear because they have dedicated themselves to guard the planet and prevent the creature from ever escaping; others do so because they worship it and dedicate their lives to setting it free.

FAENON

The largest moon of Cas, this body shows evidence of terraforming within the last century. However, it was not completed. Faenon has a breathable atmosphere, but it is thin. The surface is cold and home to a basic ecosystem of hardy grasses and other plant life, myriad small creatures, and a few apex predators, though nothing large or dangerous enough to threaten a well-equipped visitor.

On the side of Faenon that constantly faces Cas, there is a lone, mighty mountain, tall enough that only the moon's curvature can conceal it at any great distance. Its peak extends out of the moon's thin atmosphere, pointing up towards the seething clouds of Cas. This peak is known only as the Mountain to those that inhabit the planet, and it is the only thing of value or import to them. The Mountain is the center of a constantly waging war. Massive metal doors at its base open into a great network of halls and chambers. The rooms are filled with strange, ancient machinery, much of it active and all of it imbued with magic. The hybrid technology hums, lights blink, and screens display text in a lost language, all without need of the attention of the occupants. Those who have had access to it and magically translated the text say the readouts are monitoring constant scans of the planet above, performed by other devices housed in the Mountain.

The current residents of the Mountain simply refer to themselves as the Guardians, or the Guardians of the Mountain, if they're feeling verbose. They are led by Jon Alvair (LN human soldier 7). A hardened collection of warriors, the Guardians have dedicated their lives to protecting the Mountain and the technology which, they believe, is the lock and key that imprisons the Great Old One inside Cas. They send out broadcasts through the system to ask for aid at times, as their numbers are never large and attrition can cause them to dwindle. They seek stalwart souls willing to guard against the awakening of a great evil, against which could threaten the welfare of the galaxy. The Guardians are indeed ever vigilant, because the other population living on Faenon is a group of cultists. These cultists call themselves the Awakeners, and they make the Guardians job a constant trial.

The Awakeners believe that they are chosen to free the Great Old One from its imprisonment, to be its first sacrifices and are willing to offer themselves up, body and soul, to the thing. The leader of the Awakeners is known as Kinala the Farseer (CE lashunta mystic 7). They are all quite mad. Their ranks are occasionally replenished by those in the system that are affected by the strange energy pulses emitted from Cas. Some keep

having recurring nightmares, eventually going mad—or, as they see it, having an epiphany and surrendering themselves to their destiny. The rest of the time, the Awakeners gain new members by actively recruiting anyone that comes to Faenon and catches their attention. Calling it recruitment is rather euphemistic; their usual method is kidnapping visitors and using brainwashing techniques and torture to convert them to the cause. Sometimes pirates, down-on-their-luck mercenaries, and other lowlife scum will willingly join, if for no other reason than the hope of plundering something valuable from inside the Mountain.

The battle between these two factions has been going on for over a decade now. Twice the Awakeners have managed to take control of the Mountain, only to have the Guardians rally and drive them out. The Guardians' numbers aren't large enough to watch every entrance and passage in the place, so they set posts at key locations and send out scouts to watch for Awakener attacks. The amazing thing is that neither group has more than the barest knowledge and understanding of the facts surrounding their battle. Neither even knows the name of the thing supposedly trapped in Cas. The Awakeners hope to find information on the computers in the Mountain; the Guardians avoid such knowledge, too aware of the way eldritch secrets can twist the mind. The Guardians don't dare destroy the machinery in the Mountain for fear that it will release the Great Old One; the Awakeners fear to destroy the machinery as that might seal the prison forever rather than opening it. The only hope either has of winning the war is to wipe out the other faction, or drive them away long enough to be able to investigate the inner workings of the Mountain and discover its secrets. Or more accurately, to bring in the specialists they'll likely need to do so, as neither the Awakeners nor the Guardians have enough people versed in magical technology and ancient languages to research the secrets hidden in the Mountain.

KOTH

The furthest planet from Umbria within the habitable zone of the system, Koth is a cold world, but still falls within the terrestrial range. It has no oceans, but several landlocked seas, as well as thousands of lakes that break up its mostly flat and grassy terrain. The vast majority of the land on Koth is steppe, lying between tall, snow-capped mountain ranges. Koth summers are short and mild. The winters are dry but bitter and windy. The planet has a stark beauty to it, and no intelligent indigenous species. Over the years, the planet has been settled by those seeking a quiet life far from the bustle of modern starfaring civilization. The population is not

large, perhaps a 100,000 living in small family groups, villages, or alone. The planet has hardy grains that grow year round, as well as enduring succulents that provide both nutrients and water. Several native species can be hunted for meat as well, if desired. Life on Koth is not easy, but settlers find it preferable to other alternatives.

There are ancient ruins of an alien civilization scattered over Koth. These sprawling remnants of cities hold little clue as to the creatures which once inhabited them, save that they were large and likely non-humanoid in form. Xenoarchaeologists visit Koth to explore these ruins and search for artifacts and other clues as to the origins of these aliens and the reason for their demise. Whoever the original denizens of Koth were, it seems they may have left an unfortunate legacy for the new arrivals. An insidious curse occasionally strikes the inhabitants of Koth, or sometimes even a visitor, empowering their bodies even as it twists their minds and turns them into remorseless killers. These cursed individuals, known as stalkers, become dangerous to any not suffering the curse. They will turn on friends and family, considering them nothing more than prey to be hunted and killed. Stalkers are often cannibals, and bands of the afflicted will terrorize settlements, tracking and killing anyone who strays too far from home.

THE STALKER'S CURSE

This curse can affect anyone on Koth who is not immune to such effects. It often strikes those that explore the old ruins on the planet, but the force that causes this curse is not limited to those areas. Stones and other materials from the ruins have been used as building materials by settlers. Artifacts and relics from the ancient civilization that once lived here can be found anywhere. The changes are gradual. The individual becomes sullen and quiet, prone to strange musings about dark or macabre matters. They take a greater interest in hunting and the butchering of meat. After a week, they become obsessed with hunting and survival, taking solace in nothing else. At this point they gain the stalker template graft. They become hostile to all others, except for others affected by the curse, and will band together with other cursed creatures. Everyone else is considered prey, and will be treated as such.

STALKER'S CURSE

Type curse; **Save** Will DC 20

Effect The victim gains the stalker template graft.

Cure The victim must be removed from the planet for 1 month, during which time they must not consume any flesh and cannot be allowed to bring harm to any other creature.

STALKER GRAFT

A creature afflicted with the stalker's curse becomes a stalker, a cruel, feral individual obsessed with the hunt, and the killing and devouring of other creatures to sustain its own life.

Required Type: Aberration, humanoid, or monstrous humanoid.

Suggested Alignment: Neutral evil.

Suggested Array: Combatant

Traits: DR 2/--; Perception and Survival are class/master skills; +4 bonus to Perception and Survival skills; scent special ability; Improved Initiative.

Suggested Ability Score Modifiers: Strength, Constitution, Dexterity.

caveam

This small, irregular, rocky planet holds a synchronous orbit over Umbrai, perpendicular to the orbital plane of the other planets in the system. Tidally locked, one side of the planet sits in permanent twilight, as little light from the Six Sisters escapes Umbrai's gravity to bathe it. The other side is eternal night, awash only in the radiations that escape from Umbrai's accretion disk.

Caveam's surface is barren and temperatures range from cold on the twilight side to extreme cold on the far end of the planet. Plains, mesas, and jagged peaks of metamorphic rock are broken up by glassy gravel washes and shale-like badlands. The planet has no tectonic or volcanic activity. The atmosphere is thin and water is scarce, typically manifesting as permafrost over the landscape. Caveam is silent, dark, and unchanging. Life tends to be small and spare on Caveam, the vast majority of it found on the twilit side of the planet. Lichens and slime molds cling to the rocks, subsisting on the electromagnetic radiation given off by Umbrai and what little solar radiation reaches the twilight side of the planet. Animal life tends to be small and slow-moving.

Tiny arthropods, resembling trilobites, graze slowly on the lichens, while they are fed upon in turn by ambush predators that rely on proximity of prey or use bioluminescent lures. A species of aerial predator also exists, with large, membranous wings to keep it aloft that also act as panels to absorb the background radiation for additional nutrition. None of these lifeforms poses any threat to visitors, however there are two dangerous residents of Caveam that often prove deadly. One is native; the others are visitors themselves.

TEMPLE OF THE MAW

At the pole on the twilit side of the planet, at the edge of a yawning chasm, sits an edifice carved of sharp, glossy obsidian. Umbrai sits directly above, like a yawning portal of darkness, devouring the light of the Six Sisters in an ongoing display of gluttony. The structure is known as the Temple of the Maw. Here, fanatical zealots worship Umbrai, believing the black hole to be the devouring mouth of some great elder entity that they say will one day swallow the entire universe. Nihilistic and brutal, the Maw cultists perform terrible rituals upon both unwilling victims and themselves in displays of mad devotion to their all-devouring deity. One common ritual involves a Maw cultist leaving the temple and intentionally entering the territory of a cave head. Survival of the encounter is considered a favorable omen, and wounds from the encounter are allowed to scar. These marks are a symbol of strength and divine favor, and cultists will typically defer to those who bear them. The temple also maintains a single, magical cannon, scarred with tangled scrawls of runes. This weapon is used to launch sacrificial offerings into the black hole, and occasionally for defense of the temple against enemy spacecraft. (Treat the cannon as an assault driver from the starship weapons list in the *Starfinder Core Rulebook*.)

THE SHARD

A singular enigma in a system full of mysteries, the Shard is a planar comet. At some point, distant millennia ago, the comet was pulled into the orbit of Umbrai. The strange forces here in the nebula and this system in particular, along with the massive gravitational pull of the black hole and its orbiting stars, had an enigmatic effect on the celestial body. Soaking up magical power while increasing to incredible velocity as it was given a gravitational slingshot around Umbrai, the comet phased out of existence as it traveled back out of the system, passing into an entirely different plane. Now the comet returns every 137 years. On its passage back into the system, it once again begins to soak up eldritch energies, augmenting the extraplanar forces that worked upon it during its trip through whatever extraplanar realm it passed into. The comet is black like Umbrai itself, but pulsing with a deep red energy inside. These energies trail off it in a massive tail, turning purple and blue as they bleed off. These colors become more luminous as the Shard approaches its perihelion. When it finishes its turn around Umbrai, it is blazing with light, visible in the daylight skies of all the planets for weeks as it once again proceeds out of the system. After

a three month period, it begins to once again phase out of this existence, returning to whatever plane into which it passes. Where it goes, and why it is able to return despite being beyond conventional physics are unanswered questions. There are many hypotheses, from both scientists and mystics. Some say there is a divine hand in the movements of the Shard. Many consider that divine hand to be a malevolent one, and the Shard's return is considered ill omen, and that it brings evil with it when it returns. Others say it is actually a symbol of salvation, and look upon its return favorably, as a sign of hope in a dark, twisted end of the galaxy.

Whatever the truth may be, what is known is that the comet is priceless in terms of what it carries with it. A fragment that broke off and impacted on Durleath left mineral wealth buried under its surface. There is likely much more on the comet itself. Some dream of finding a way to tap into the great reservoir of magical power the comet carries. Others have mad schemes to ride the comet out of the system, and into whatever realm it goes when it vanishes. While the Shard is a potential source of wealth—both material and mystical—it may also carry unknown dangers. It spends a century of its orbit in another plane of existence. When it returns, it may well bring denizens of that realm with it, either as unintentional passengers, or deliberate ones. These creatures may have their own agenda for our realm, or for those that intrude upon them by encountering the Shard as it reenters our universe.

As the comet has recently returned and has been tracked heading back into the system, various preparations have been started. Most involve some form of profit from the comet. Some wish detailed sensor readings as the comet passes in and back out of the system. Some want to plunder whatever wealth there is to be had from its surface. Others see it as an omen of some providence, divine or otherwise, and use its appearance as a time to act. Cultist activity in the system has increased. The battle for the Mountain on Faenon is once again engaged. Both the cultists and the fortress defenders believe that the presence of the comet may be the key to unlocking the being held prisoner deep within Cas. The return of the Shard increases danger and adventure in equal measure, and only the most brave and determined adventurers should be abroad in the system during its return.

No set effects or rules have been given for the Shard, as this is an opportunity for the GM to add elements to the setting as they see fit. However, here are some guidelines to use when having the Shard return to the Umbrai system:

- Use this as an opportunity to add new elements to your game that have not previously existed. For example, new starmetals or other materials could

be in existence within the comet. New creatures or races could arrive on the comet and be introduced this way. New afflictions could be brought in, carried by the comet or creatures that arrive on it. The Shard can be the introductory point for anything you wish to add.

- Dangers on the comet can be as varied as you like. Random bursts of radiation, or perhaps set fields in certain areas or zones, could exist. Curses or afflictions from exposure to the comet's surface are a possibility, or even diseases, including new ones as mentioned in the point above. Visitors could experience sudden shifts in the gravity field, or magical auras that hamper or increase the power of certain types of magic.
- If you wish to introduce additional hazards or elements to space travel while the comet is in the system, you can lay down new rules to be observed as part of the phenomena caused by the comet. For example, you could state that the presence of the comet causes strange readings and anomalies in starship sensor readings when within a certain range of the comet. This allows you to increase the DC for certain checks. Alternately, it could provide unexpected benefits. The presence of the Shard could enable easier passage through Hyperspace, reducing the time needed for travel.
- The Shard can serve as the impetus for other events or encounters in the Umbrai system. Its arrival could spur an increase in incidents of the stalker's curse on Koth. Or perhaps its appearance in the sky reignites the battle between the Awakeners and the Guardians at the Mountain, prompting adventurers to become involved. Large numbers of the formless ones might emerge from the black oceans of Ar'Kairnon, attacking na'voorm settlements and prompting a call for aid. Any or all of these events could occur. The return of the Shard is an ominous and momentous event, and can be the catalyst for any number of occurrences within the system.

YEMON

The Yemon system lies just within the coreward side of the Widow's Tear, a large system with abundant resources and a stable alliance of planets. Because of its proximity to other systems, and its relative peace, Yemon has become a hub for trade, diplomacy, and the arts, boosting its wealth and power. Unfortunately, that is drawing the attention of the Neusa system's Defilers, and Yemon is bulking up its defenses, all too aware of the deadly power they face.

The system's inhabitants are largely tieflings who fled persecution or harassment elsewhere, with a smattering of other races here and there. As a result of the persecution they have suffered, there are strong laws in place to protect and preserve the safety and rights of the citizenry.

SYSTEM INFORMATION

1. **Yemon:** large, yellow star with no notable attributes or unusual features, though it is one of the largest in the region.
2. **Mela:** A very hot, rocky world with standard gravity and thin atmosphere. This planet is the unlikely location of a resort that caters to visitors curious to observe the strange, alien ruin that gives the place its name. Spark drakes, a beautiful dragon subspecies that roost near the ruin, are another big draw for the resort.
3. **Asyas:** A barren, low-gravity world with no atmosphere. Rich in natural resources, Asyas is an industrial hub of mining and ore processing. One of the mining towns doubles as a prison, with convicts sent to serve their sentences laboring for the profit of the owners.
4. **Vale:** A lush, fertile, terrestrial world with standard gravity and atmosphere. Vale colonies are threatened by large packs of alpha predators, and must build stout fortifications to defend themselves from these beasts.
5. **Ryala:** Long-established settlements on this world face dangers of flooding due to drastic climate change and rising oceans.
6. **Aleos:** Four stations orbit this gas giant, mining and refining gasses for sale and export.
7. **Vepaz:** This planet is rife with dangerous outsiders, thanks to a deranged cult and its many summonings gone awry. Despite the danger, a small settlement exists, actually thriving off gambling done on what results the cult's latest attempts will bring.

8. **Phasa:** Fifteen moons orbit this gas giant, though none support life or have been found worth terraforming. Aleos provides enough mining opportunities that Phasa is left untouched.

9. **Ephin:** Hidden in the orbit of one of Phasa's moons, this military station produces weapons and super-soldiers to offset the threat of cultists from the nearby Nuesa system.

mela

Mela is a bright yellow orb on the horizon of the inner planets, close enough to the sun to reflect a vast amount of light. Most of the planet's surface is rocky, the pale stone bleached by the Yemon's powerful light, with desert areas of sand and dust, where gale-force winds in the southern hemisphere have eroded the hills and mountains for millennia. The dust this stirs into the atmosphere offers just enough cooling of the planet's surface for heat-resistant life, and small tunnels and cracks in the earth lead to hidden springs from deep aquifers. The northern hemisphere has similar geology, but is noticeably lacking of wind.

The planet is too hot to be hospitable to most life, though a few things have managed to carve out an existence. A small settlement of tieflings runs a tourist center on the coolest part of the planet, a mountaintop on the southern pole.

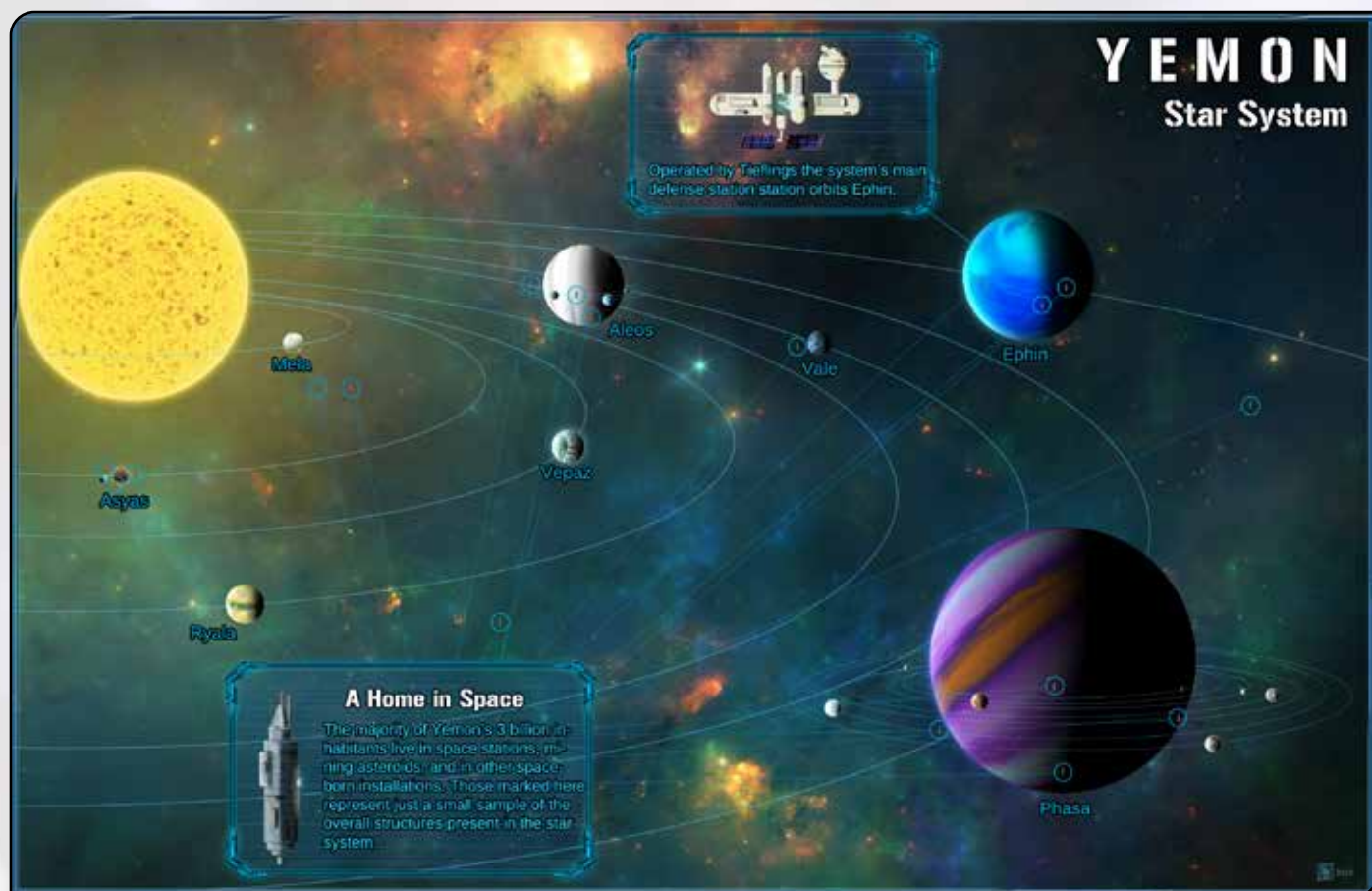
SUNSPIRE RESORT

Offering tours of Mela's unique geography and ecosystem, the staff of Sunspire resort are friendly and helpful, and are comprised entirely of tieflings, whose natural fire resistance allows them to operate in the hot temperatures of the planet's southern pole without hindrance.

Sunspire's vehicles, however, provide enough safety for even fragile humans. Engineered specifically to provide radiation and heat protection, they are a huge draw for tourists who wish to leave the safety of the resort and get close to the natural landmarks and observe the flora and fauna closely.

The most popular tour is to Sunspire itself, a towering alien ruin of a strange metallic array that serves no visible purpose. Strikingly beautiful in the relentless sunlight, it is also a home for Mela's most unique creatures, the spark drakes.

Slender, twitchy, and brilliantly colored in shades of blue, yellow, orange, and green, Spark Drakes are medium-sized dragons. Their most notable features



are their wings, silken sheets of membrane that run with live electricity, propelling them through the air in fits and starts, and the lacy array of electrified antlers around their heads that they use for mating displays.

Spark Drakes are surprisingly passive, playful omnivores, but naturally produce enough electricity to severely burn or stun the average humanoid. This danger, combined with their speed, remote location, the planet's natural challenges, and the resort's preservation efforts have kept poaching and hunting to a minimum.

A few injured specimens have found a permanent home at the resort, and can be found soaking in the sun or mooching treats off of visitors. One particularly fat, lazy specimen spends most of his time sleeping on the roof of the kitchens, randomly electrifying pots and pans with his static electricity. Repeated attempts to convince him to stay elsewhere have been without success, and the staff is becoming resigned to his presence, going so far as to name him "Sir Maurice," and frequently giving him treats from the kitchen.

Recently, a determined group of poachers has begun attempting to harvest the drakes, and may have caught

two. The staff of the resort have insufficient numbers to see to the guests and protect the drakes. However, the poachers are becoming more determined and organized. It may be that the management of the resort will call upon some adventurers to assist them in driving off the poachers in the near future.

HALO HOT SPRINGS

The only surface water on Mela, the Halo Hot Springs are a large grouping of pools shaded by a cluster of peaks, only two miles from Sunspire. The water leeching up from the underground aquifers is relatively cool, but exposure to the temperature of the surface rapidly heats it to a level perfect for bathing and relaxation.

Sunspire Resort capitalized on this and built an environmental shelter over the area. The spot is now a popular destination, although an incident with a curious spark drake nearly derailed the whole program. Fortunately, the resort has a mystic and medical team on staff. The tourists all survived, and received a valuable lesson on electricity's interaction with water.

ADVENTURE SEED: IT'S BEEN THREE DAYS

The message from Sima is simple: three days ago, communications with Gamflet went dark. She sent in a team, and they've gone dark, too. She knows of the adventurers from a previous mission, or they have recently crossed paths with her, and she is willing to pay plenty for their aid.

If the characters accept the mission, they travel to Gamflet and find a town under siege. A notorious pirate captain was recently captured and sent to Gamflet, and word got out. His crew came to save him. However, the captain has a high price on his head in other systems, and a number of mercs, bounty hunters, and enemies have also descended, considering this their best chance to get him, and maybe nab some other high-profile prisoners as well while they're here.

ΔSYΔS

Asyas is an industrial planet, with numerous mines and processing plants. Four space elevators are in constant operation, lifting the resources off-planet for transport and sale. The mining towns are remote, rowdy, and dangerous. The work is hard, and many of them double as hard-labor prison camps for criminals. The lack of atmosphere provides some difficulty, but the planet's low gravity is a boon for labor and transport.

For those who need quick, reliable money, there are always guard and transport jobs open for those who don't mind spending some time in the dirt.

EYMAT

Eyamat is the main off-world port on Asyas, connecting an orbital station with a planet-side processing plant via space elevator. Working half by magic and half by technology, the elevator runs constantly, bringing ore and processed metals and minerals from the surface and new convicts down to the planet for Gamflet. The town itself is contained under a dome with an artificial atmosphere. Small, and without any frills or comforts to speak of, it contains the offices of the corporations and families who control interests in the planet's mining operations, prison management, and entertainment industries.

GAMFLET

The only sign of this settlement from the surface is a single access gate and guard tower. The entire

facility is below ground, and is not a town so much as a prison mining camp. Gamflet is an ugly place, built for industry and utility, with no comforts for those forced to call it home. Security forces are surprisingly light, mainly due to the planet's lack of atmosphere, which is the largest obstacle to any escape attempts. For the most part, Gamflet is run by the prisoners who are most ruthless and willing to make deals with the guards, and through them the Lashtongue family who own and control Gamflet as well as the lives of everyone incarcerated there.

Vale

The first settlement in the Yemon system was established on Vale. Its placement was an obvious choice. Vale is lush, with wide grasslands, open forests, huge sparkling lakes, and numerous natural resources. Unfortunately, Vale is also home to a predator with tough natural defenses that runs in packs, can devour a humanoid in under a minute, and also exhibits magical powers. The settlement was destroyed before any others had a chance to establish themselves in the system.

The megafauna on Vale is slow, passive, and reproduces quickly, but the Talt beasts (named for the pioneering settlement that was destroyed by the creatures) have discovered that humanoids tend to gather in large numbers and are much easier to kill. Numerous farms and homesteads have been destroyed by these creatures.

However, the land is fertile enough to make it worth fighting back. The settlers who survived have built massive, walled cities, with walls encircling fields and pastures. Since the Talt beasts are only diurnal, any activity outside the walls is done at night, while they sleep.

Recently, explorations have revealed that one of the planet's three large continents may not be infested with Talt beasts. This is new information, as the continent is beset by wind patterns that make close observation difficult. If this continent is free of the beasts, it would be a huge boost to Vale's use, and might lead to new developments and wealth.

MIMA

The largest city on Vale, this is the stronghold of the tieflings who remained despite the Talt beast threat. Mima is surrounded by a high wall guarded by sentries with longarms and towers containing swivel-mounted flamethrowers. Mima is a ranching town, raising hardy species of livestock, that produce high yields of meat, hides, and wool for textiles.

During the day, the livestock are confined within the wall in stinking, mud-churned pastures. By night, they

are driven into the fields surrounding Mima by minders on horseback, and brought back in before dawn.

The city itself is nothing notable. With the Talt beasts at large, harvesting and processing local resources is dangerous. Purchasing shipments from off-planet is costly, and much of what is brought in goes towards repairing and maintaining the walls. It is hard to obtain building materials on Vale, as the Talt beasts often lair in the open forests, so most building material has to be shipped in at excessive cost, and what does make it in goes toward the walls. The city is filled with houses made of mud bricks, turf huts, and the occasional richer house or manor of imported wood. The commercial district is mostly made of brick, and caters to the needs of the locals, but not much more.

Mima is always looking for adventurers to hunt down Talt beasts, as their hides and organs fetch a hefty price on the market, and it makes life just a little safer, at least until the next brood hatches.

RYALA

From space, Ryala is a beautiful red planet with a wide green belt from an ancient ocean. Two small seas glitter turquoise blue, and clouds often move over the green belt. Ryala is home to the largest city in the system, Beyfa, a benevolent utopian dictatorship, as well as numerous smaller towns and cities spread around its belt. The planet is divided among three governments which are at relative peace.

BEYFA

Beyfa is a sprawling, beautiful city built upon the dry bed of an ancient ocean. It is flanked by two seas, the remnants of that ocean. Flush with the wealth from the Asyas mines, Beyfa's government is a benevolent dictatorship that provides healthcare, recreation, and education for all its citizens. A booming naval infrastructure runs imports and exports across the seas to the other large settlements along the coast.

However, the city faces looming problems. It has managed water conservation and expanded the green belt enough that, combined with a cooling effect from a thickening atmosphere, the yearly rain totals are rising quickly, expanding the oceans. Because the city sits in the low point between the Heiloso and Yimal Seas, the outlying regions are beginning to experience flooding that threatens to increase.

Dams are currently under construction to attempt to hold the oceans back, but everyone knows this is a temporary solution to a growing problem. Major terraforming to correct the climate change could require a massive, if temporary, evacuation of the planet due

GELENGA: OPPORTUNITY OR TRAP?

Living in a safe region on Vale is wonderful opportunity for citizens of the planet and new settlers alike. However concerns have arisen over the reason for the continent's lack of the ubiquitous predators. The Talt beasts are everywhere else on the planet, and some believe that there's either a hidden population of beasts that has yet to be discovered, or that something worse has driven them out of the region.

The local government in Mima is advertising for a team to do an exploratory and survey mission of Gelenga, to fully ascertain its safety and the likelihood of full-scale colonization.

If a group accepts the mission, they soon find out that there is indeed something that frightens even the Talt beasts. An ancient gold dragon lives on Galenga, along with her brood of seven younger dragons, and they have hunted the native Talt beasts of the continent into extinction. However, she is open to negotiation, if the players do not attack her or her offspring. If they do attack, Melio'ra does not hesitate to take her revenge.

to a period of violent meteorological conditions that could intensify the storms in the region, harming existing infrastructure, especially in the smaller settlements. Coordination of such an evacuation would be a daunting task, even if space were found to house everyone until it was safe to return.

On the social front, a portion of the population is concerned with the city's profits from prison labor on Aysas. The prison settlement of Gamflet is currently something of a political scandal, despite Sima Lashtongue's efforts to spin the story. Some state that tiefling prisoners serving time in Gamflet should receive automatic citizenship when they have served their time, so they can benefit from their labors as all other free tieflings in here do. A more radical element proposes citizenship for all prisoners once their sentences are complete. The system's precedent for tiefling autonomy and freedom is being tested, and the status quo threatens to change.

MANTICORE

Manticore is the military and manufacturing district of Beyfa. Though Beyfa does not have a huge military, its defenders are dedicated, highly trained, and efficient. They regularly hire themselves out as mercenaries for other planets in the system, as well

as rotating through Vepaz and Vale to handle the threats there.

Manticore also contains the city's port of arrival, processing passenger and commercial ships. The buildings here lean toward efficiency, with a number of training arenas and manufacturing plants for weapons, armor, and equipment. The district is also home to the city's sports arena, and the team is named for it. The team's mascot, the creature of the same name, has a large statue of black stone sitting in front of the arena's main entrance, its wings and tail spikes crafted of gleaming steel.

RUNE

A vaunted university in Beyfa, Rune was founded by one of Lasma's comrades-in-arms, a technomancer who specialized in the creation of hybrid items. While the school offers a variety of courses and degrees, it is renowned for its magical training, and contains a library with rare and ancient manuscripts that draw scholars from all over.

LASMA

Lasma Defiler's-Bane founded this city. Originally from the Neusa system, Lasma earned her name defending her home planet from the Defilers, a marauding army of genetically enhanced warriors. When it was obvious the planet could not be held, she helped hold off ground troops while the last evacuation ships were loaded, then commanded the small fleet of starships, fighting their way through the Defiler blockade and escaping the system. They made their way here, and settled here. After Lasma's death, the people renamed the city in honor of her memory, and erected a statue of their hero and savior in the heart of the city.

The metallic statue stands two hundred feet high, the tiefling woman driving a massive sword through the carapace of a Defiler with one hand, while firing her pistol at unseen enemies with her other hand.

The city's inhabitants are fiercely proud of their founder, and regularly leave gifts at the base of the statue (these are gathered by charitable organizations in the evenings and donated to those in need). Everyone looks forward to Founder's Week, when the entire city turns out to celebrate.

The buildings in Lasma are constructed primarily of native black stone, with a sleek, minimalistic style, heavily accented by extravagant landscaping and waterfalls.

SIGH

While Beyfa sits in the ancient sea bed, Sigh rises above it on what was once an island. The wind

sighs and whistles around the settlement's tall buildings, which are designed to amplify and beautify the sounds. Sigh touts itself as a vacation site for those in need of stress relief, as the sounds of the city are said to calm the nerves and promote relaxation.

Another attraction in the city is the statue that sits atop Sigh's civic center. It is an abstract of a wind elemental, a magical extravaganza utilizing wind, silk, flowers, and silvery sand. The artist responsible for its creation is something of a local celebrity, and holds workshops and speaking engagements for visiting artists on a regular basis.

HEILOS0

The larger of the two main bodies of water on the planet, Heiloso is a shallow, warm sea south of Beyfa. It is filled with coral reefs, small whale-like creatures, and kelp forests. A network of boat-villages inhabits the sea, fishing, gathering kelp, and living a nomadic lifestyle.

HORIZON LONG

Sitting near the middle of Heiloso, Horizon Long is the closest thing the inhabitants of the sea villages have to a capitol. A huge platform with steel legs driven into the sea bed, Horizon Long towers over the ocean. It provides a fixed point for trading among the floating settlements, and a haven in the infrequent but severe storms that spin up off of Yimal's colder waters. They can also resupply with fresh water from the port's converters and imported agricultural products from Beyfa and the other land settlements.

Horizon Long is also the headquarters and office of the Water Speaker, an elected official that acts as representative for the inhabitants of the seaborne settlements in any interactions with Beyfa and the other cities. This includes trade, and the Water Speaker ensures that the goods sold to the land settlements is exchanged for goods and resources wanted and needed by the seaborne citizens. The Water Speaker also acts as a judge and mediator in any disputes between seaborne settlements. A new Water Speaker is chosen by the collected leaders of the seaborne settlements when the current Water Speaker dies or steps down. The current Water Speaker is Hilemas Whalesinger (tiefling mystic 7). Hilemas is a kind soul who does his best to see that the seaborne settlements are fairly represented and treated by the larger civilizations on Ryala. He has a knack for diplomacy, and a natural ability to make others see his point of view.

YIMAL

Yimal is as deep and cold as Helioso is warm and shallow. The Yimas Trench was the deepest point of the ocean that once covered the planet, and when the ocean began receding, Yimas remained untouched. Its depths are unexplored, as its waters are rife with shark-like predators, as well as tentacled monstrosities that resemble krakens. Additionally, there are some who suggest that Yimal is the home to some demon or alien sorcerer, for snow often gathers on the ocean's shores, and strange things can be seen peering from its waters, if you look too closely.

Because Yimal is so cold, and the Ill Winds blow over it from the desert, deadly storms often build over the, accreting mass and rotation before spinning over Beyfa and Helioso.

ALEOS

Aleos is a gas giant with little to recommend it besides a quantity of naturally occurring gasses which can be converted into terraforming materials. Four space stations orbit the planet, collecting and processing gasses in large tanks for export and sale. Each station is supervised by an AI and manned by a skeleton crew of workers, who rotate out and are replaced with a fresh crew every three standard months. The pay is decent and the job is suited for someone who doesn't mind long stays aboard stations with a lot of repetitive work.

The stations rarely receive visitors, as they have nothing but the basest facilities required by system law in case of the need to take in ships in a state of emergency. In such instances, the crews try to be as friendly and helpful as possible, but observant visitors may notice a certain strangeness about them. One thing of note is that the viewing ports aboard the station are always closed, despite the breathtaking views of the beautiful planet below. If asked directly, the crew may mutter something about seeing ugly things lurking in the clouds below, before finding some excuse to hurry back to work.

VEPAZ

Vepaz is a planet with a cultist problem. It's not a particularly vibrant or rich planet, but it would be more populated if it didn't have regular outbreaks of rampaging demons, beasts from other dimensions, or weird, catastrophic storms. The problem is that the cultists aren't very good at what they are trying to do, and their efforts to summon up the god-like entity

From a game perspective, Vepaz is a wonderful place to bring in a little Innsmouth creepiness with a bit of dark humor to it. Everyone is just so nice and so cheerful. ("Please don't mind the demon chewing on Mr. Tammant, he knew better than to go out last night.") Nearly anything can be summoned here, though so far it hasn't been anything too big or dangerous. PCs could find work here as hunters cleaning up those small, dangerous things that come through rifts, or make some money recording and reporting the next ill-fated summoning to the gambling commission on Beyfa. Things can play as dark but quirky as you like, unless things take a turn for the worse, like a competent leader taking charge of the cult, as described earlier in this section.

they revere have summoned nearly everything else. Somehow, their numbers maintain. They're actually excellent for Ryala's gambling economy, which runs regular betting pools on what they'll summon next.

The cultists are tieflings who are attempting to summon Kirliama, a minor demigoddess of rebirth and regeneration. Unfortunately, Kirliama was devoured by an eldritch horror from another system decades ago, and there's no way to summon her. The cultists keep trying, however, not knowing that she is dead—only knowing that their increasingly elaborate, barbaric rites are failing spectacularly. They'd be embarrassed, but they've gone too far to turn back now, and being the laughingstock of a system will be repaid some day when they finally summon their goddess and become immortal.

The problem is that the constant use of conjuration magics in this area of space have worn the boundaries of space thin, and the cult's improper and clumsily performed rites draw whatever being happens to be nearby and hungry, or even just curious. Sometimes small, temporary rifts open and things come through on their own. Due to this, the wilds of Vepaz are full of unpredictable encounters.

For all that, their little city of Kirliama's Regard is nice enough, and there are enough citizens who only pay lip service to the cultists' mission that it runs along with relative efficiency. By this point, even the city's citizens are in on the joke, and sayings, stories, and sports abound that deal with the regular nuisances, from those who hunt the unleashed problems, to a surprisingly robust group of splinter cults who will worship whatever shows up.

While the citizens are wary of the dangers they've grown a bit nonchalant about the whole situation. The problem is that the cult, while ill-trained and misguided, do have

THE FORGE

The rumors of a super-weapon foundry are not just stories. The rulers of Beyfa, Ephin, and Asyas came together and pooled their considerable resources to build an underground facility, though not on Ephin. This facility, known simply as the Forge, lies within Phasa's 15th satellite, a small airless moon so unexceptional it doesn't have a name. It is simply designated SP-15. Sima Lashtongue has been a crucial partner in the development of the Forge.

She has loaned many of her best mystics and technomancers to assist in the projects being conducted there. One of the most promising of these is Project Starbreaker. Geneticists and mystics have worked together to breed a tiefling supersoldier, with the strength and endurance necessary to provide needed shock troopers to blunt a Defiler thrust into the system. The latest starbreakers—known as hellfire starbreakers—have shown themselves to be capable warriors with incredible offensive abilities. There are now 200 hellfire starbreakers stationed on Ephin being trained for battle. Given the success of this batch, more funds and resources have been poured into the project to increase the output of these cloned soldiers and vary their offensive capabilities.

some magical force to them. Should a charismatic, powerful, and well-trained individual usurp the cult, he could make them—knowingly or unknowingly—his servants and use the thin metaphysical barriers present, along with the cult's power, to summon up something truly dangerous. This could end up being a threat to the planet, or even the system at large depending on the power of whatever dark thing is conjured.

PHASA

Phasa a supermassive gas giant. Phasa has fifteen moons, all with toxic atmospheres or none at all, and no useful resources to speak of. If not for Yemon's military base, Phasa's orbit would see little activity at all.

EPHIN

Yemon is a prosperous system, growing richer with each passing year, and the Defilers are too close for comfort. Having seen what happened to Neusa, Yemon's rulers aren't going to allow themselves to go down without a fight. The system is seeded with hidden defensive outposts, bolt holes, traps, and super weapons, but their bulwark is Aegis Base, a military installation, shipyard, and heavily armed defensive outpost. Aegis Base consists of a surface base on Ephin, the 13th moon of Phasa, as well as an orbital shipyard and defense station.

Each city sends a tithe of fighters, supplies, and raw materials here, as well as rotating all of its citizens through biennial trainings, ensuring that everyone in the system has basic combat training and is advised on where to go and what to do during an attack. Much of the training takes place on Ephin's airless surface, providing practice with environmental armor as well as low-gravity combat. Domed arenas with artificial gravity allow for more contemporary training. Aegis Base also

has factories building arms and armor for personnel as well as starships, including capital ship weapons. There are rumors of another manufacturing center, perhaps underground beneath Aegis Base, where dark magics are combined with cutting-edge technology to create dangerous hybrid weapons to defeat the Defilers.



RACES OF THE TEAR

The Widows tear nebula is dominated by uninhabitable worlds, inhospitable radiation and nightmarish monstrosities of unimaginable power. Despite the dangers, the nebula has been colonized by many races from charted space and has a few native races of its own. Most of the colonists of the Widow's Tear are human, though aasimar, androids, drow, and tieflings all have significantly large settlements of their own.

Of the native inhabitants, none are so dangerous and numerous as the defilers, an ancient race that is a major threat to all life in the system. The youngest races in the Tear are the radiadead and recogs, both having been born from the supernatural energies of the nebula within the recent era of colonization.

aasimar

Noble and proud with an ancestral legacy descended from the higher planes, the aasimar are one of the most influential races in the Widow's Tear. Often perceived as unmerciful and arrogant, these behaviors are actually more a product of their society than a racial trait.

SIZE AND TYPE

Aasimar are medium sized outsiders with the native subtype.

DARKVISION

Aasimar can see with no light source at all to a range of 60ft in black and white only.

EXALTED LINEAGE

Aasimar can manifest a halo of light as a standard action. The aasimar may choose for the halo to shed low light in a 15ft radius, or bright light in a 30ft radius and low light at 15ft beyond that. Aasimar may also cast the spell dancing lights at will as a spell like ability.

EXALTED RESISTANCES

Aasimar have acid resistance 5, cold resistance 5, and electricity 5, as well as a +1 to all saves.

AASIMAR

4 HP

+2 WIS, +2 CHA

PLAYING AN AASIMAR

YOU LIKELY...

Have a natural affinity for diplomacy, negotiation and the interpersonal arts.

Have strong feelings about the importance of law, or at least consistency and structure.

Try and resolve things with words first, but do not avoid an inevitable fight.

Believe that a dishonorable being is worse than an evil one.

OTHER RACES PROBABLY...

Assume you are arrogant and condescending.

Believe that your people seek to enforce despotic law and eliminate freedom.

Doubt the divine heritage of your people.

Believe you will act honorably.

WARRIOR POETS

Aasimar have a +2 bonus to Diplomacy, Perception and Sense Motive.

PHYSICAL DESCRIPTION

Aasimar physically resemble humans or elves, but typically have one or more features that suggest their exalted nature. Common features include metallic or unusually colored hair or skin, glowing eyes. Most aasimar can manifest some form of light manipulation, particularly a halo though the halo of light may take the form of glowing wings, luminescent tattoo like markings, a circular crest around the head, or an aura around their weapon.

Most aasimar of the Widow's Tear share a common heritage and origin as refugees or descendants of refugees from a nearby galaxy dominated by the despotic theocracy, the Starlight Justicars, and mostly share the same golden hair and glowing blue eyes.

HOMEWORLD

The most significant concentrations of Aasimar in The Widows Tear are within the Adriel system and the Lost Eyes system, though nearly all are descended from aasimar fleeing the nearby Aasimar dominated galaxies, or are recent refugees themselves.

SOCIETY AND ALIGNMENT

The Adriel system is aasimar dominant and they are a strict, theocratic culture and due to this nearly all aasimar are lawful. Many aasimar suspect recent refugees as agents of the Justicars, spies coming to undermine their new order, and human and aasimar immigrants are regarded with suspicion. The societies of aasimar within the tear are heavily influenced by the cultures they brought with them from the militant Starlight Justicars, and surprisingly few aasimar are truly good, tending more toward neutrality. While as people aasimar they tend to believe themselves champions of good, they are

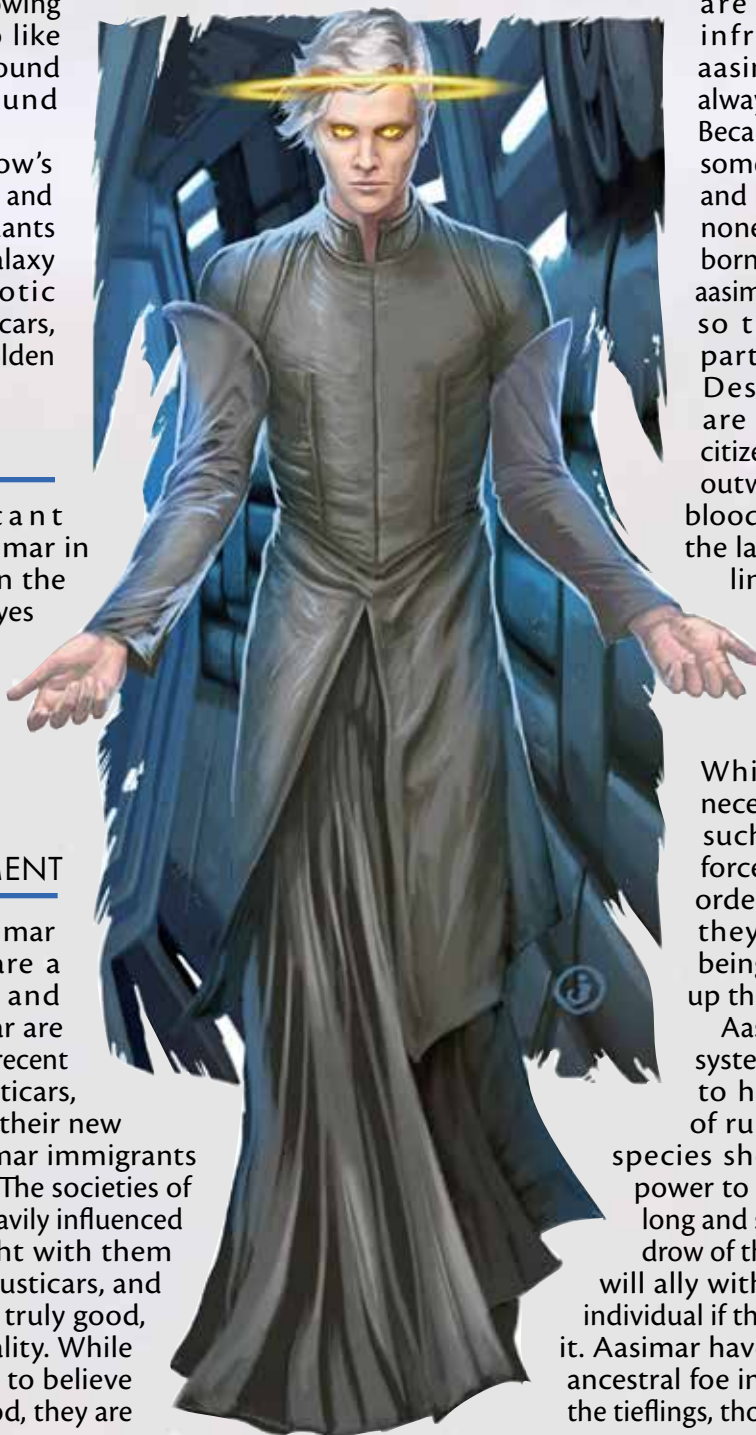
just as often an oppressive force of law, and tend toward neutrality, though sometimes zealots are even evil.

RELATIONS

Aasimar relations with other species are always complex, but none are so complex as those with humans. Aasimar bloodlines include a number of humans, and while humans are born to aasimar infrequently, humans aasimar pairings almost always result in an aasimar. Because of this, humans are sometimes seen as weaker and lesser stock, but as kin none the less. Humans are borne a third of the time in aasimar-human populations, so they are an integral part of aasimar society. Despite this, Humans are often second-class citizens because they don't outwardly display celestial blood. Humans tend to be the laborers and the front-line soldiers, while the aasimar hold the privileged positions of starship captains, local governors, and top businessmen.

While Humans are not necessarily excluded from such positions, they are forced to achieve more in order to attain them, and they face the stigma of being Human when rising up through societal ranks.

Aasimar within the Adriel system believe themselves to have the divine right of rule, and that all other species should naturally cede power to them. Aasimar have a long and sordid history with the drow of the Lost Eyes system but will ally with an honorable drow individual if the situation encourages it. Aasimar have no more consistent ancestral foe in all the universe than the tieflings, though the tieflings of the



Hellfire Syndicate are mostly lawful, meaning that there is a sort of respectful contention and a certain degree of honor expected in their confrontations. Aasimar have a number of androids in their service, and while they treat their androids respectfully, no android is truly considered free within the power structure of aasimar society.

The core races of the galaxy have limited holdings within the Widow's Tear, but they are present throughout, and the aasimar have very different relationships with each of them. They typically find androids inoffensive due to the emotionless manner in which they interact with others. Kasathas are respected by the aasimar for their nobility and wisdom. Lashuntas, on the other hand, tend to view the aasimar with disdain because of their intelligence and their tendency to state that the aasimar society is oppressive, and through their rigid application of law, has become the very thing they stood against. Shirrens are viewed with distrust because of their rampant individualism, which often leads them to activities that are deemed illegal. The vesk are viewed as troublesome due to their natural inclination for conquest. Finally, the ysoki are seen as little more than troublesome vermin. The aasimar would have them rounded up and deposited outside of the space they control. If that proves inconvenient, they are simply put to death.

ADVENTURERS

Most Aasimar have unfond memories or beliefs about the Starlight Justicars and even most solitary aasimar adventurers are very cautious of any human or aasimar who are recent arrivals in the nebula. Aasimar often balk at the lawful despotism of the organization yet neglect to recognize the same thing in their own cultures. Aasimar who see the new governments for what they are often seek adventure or settlement in other parts of the Widows Tear. Many aasimar see combat with defilers as a calling that doesn't end at the borders of their own star system, and venture into the Tear to meet the threat.

NAMES

Aasimar are often named after angels, demigods or other celestial beings, or modifications of such names. Surnames are typically descriptive adjectives.

Some aasimar names are Azrael, Abrahmin, Gabriel, Heracles, Uriel, Samiel, and Zeus

ANGARRI

An aquatic race of philosophers and deep thinkers, the angarri were contacted by spacefaring societies. They were given technology that allowed them to reach the stars in exchange for sharing their mathematical and metaphysical expertise. Now they too can reach out into the cosmos, exploring ever further and expanding their knowledge of the universe.

SIZE AND TYPE

Angarri are Small aberrations with the angarri and aquatic subtypes

AQUATIC

Angarri are an aquatic species and cannot breathe out of water without the aid of the environmental protections offered by armor. Angarri without armor must hold their breath. Angarri have a base speed of 20 feet and a swim speed of 50 feet.

An angarri's body requires constant submersion in fresh or salt water, which the environmental protections of armor can assist, however angarri who spend more than 1 day without fully submerging themselves in water risk internal organ failure, painful cracking of the skin, and death within 4d6 hours.

LIMITED TELEPATHY

Angarri can mentally communicate with any creatures within 30 feet with whom they share a language. Conversing telepathically with multiple creatures simultaneously is just as difficult as listening to multiple people speaking.

SEASIGHT

Angarri are specially adapted to the lightless depths of the oceans. Angarri can see in the dark up to 120 feet while underwater, but do not gain this benefit out of water. Out of the water (including when wearing an Angarri wetsuit) angarri have low-light vision and dazzled as long as they remain in an area of bright light.

TENTACLES

Angarri have six tentacles they use to hold and manipulate items and tools, as well as a means to move when on land. Angarri cannot be tripped. Angarri can wield and hold up to four hands worth of weapons and equipment. While their multiple tentacles increase the number of items they can have at the ready, it doesn't increase the number of attacks they can make during combat.

PHYSICAL DESCRIPTION

Angarri are cephalopod in form, having a conical body bearing four large, black eyes; two are located to the sides of the body, and the second pair face front. Six prehensile tentacles trail from the underside of the body. An angarri's main body is three to four feet in length, with the tentacles extending up to five feet in length. Angarri skin color tends to be monochromatic, ranging from black to pure white in color, with a dark gray being the norm.

HOMEWORLD

The tentacled angarri evolved in the deep waters of Cybethal Akir, in the Akir system, warmed by geothermal heat from the vents around which their civilization arose.

SOCIETY AND ALIGNMENT

Angarri government is a meritocracy, with those most highly skilled serving in the area where their expertise is preeminent. Education and philosophy are considered noble callings among the angarri, and their teaching and expertise is in high demand among those who have contact with them. They are often called upon to oversee legal matters, as the angarri are cautious negotiators and very thorough when drawing up contracts or reviewing them. Overall, the angarri's natural tendencies towards pragmatism makes them lean towards neutral alignments, while their inclination towards order, efficiency, and to-the-letter legality makes them more likely to be lawfully inclined.

RELATIONS

Angarri tend to be a cautious people, knowing that their non-humanoid form can be upsetting to races not used to their presence. Angarri are anxious of colonists and are apprehensive about most colonial races and have limited dealings with them. Angarri see drow and tieflings in a similar light; untrustworthy and

ANGARRI

2 HP

+2 CON, +2 INT, -2 CHA

PLAYING AN ANGARRI

YOU LIKELY...

Have a deep commitment to discovery and learning, as well as preserving knowledge for the benefit of all.

Appreciate time spent in your home element, and may become irksome and annoyed when having to spend long periods of time in air.

Are pragmatic about the necessity of violence, but prefer that if confrontations cannot be avoided, they at least be well-planned, short, and decisively in your favor.

Are cautious in making agreements with others. You prefer a record of any contract or bargains made.

OTHER RACES PROBABLY...

Find your physiology and use of telepathy disconcerting.

Appreciate the depth and breadth of your knowledge, but often find you pedantic.

Think that your obsession with contracts means you find them untrustworthy, or perhaps are seeking some kind of loophole to your advantage.

May ascribe a lack of emotion to you due to your pragmatism and lack of humanoid forms of emoting.

predatory. Typically, aasimar are considered stubborn but not unsafe. Angarri recognize the threat defilers pose to the nebula but have rarely encountered them due to their aquatic. They admire the lashunta for their dedication to the pursuit of knowledge and find their ability to communicate telepathically comforting. Likewise, the shirren's telepathic abilities are appreciated and they find their views on freedom interesting from a

philosophical point of view. They are fond of the logic of androids and find them a marvelous creation. The vesk are both intimidating and child-like in the eyes of the angarri. Humans are viewed with mixed feelings; they are admired for their ingenuity and exasperating for their lack of caution. They believe the kasatha are too wrapped up in their past to focus on the future. The energy and enthusiasm of the ysoki remind the angarri a bit too much of the jenvoda. As for their home world relatives, the angarri appreciate the relationship between their two races, but find long term contact with the shallow-water folk tiring.

ADVENTURERS

Angarri are often drawn to non-combat-oriented roles, especially ones that allow them to make

use of their skills. Angarri engineers are common, as are medics and science officers. Technomancers are common among the angarri, as are mystics to a lesser degree. There are those angarri who study tactics and combat engineering, however, and an angarri commander or gunner in ship combat can be a daunting foe.

NAMES

Angarri names tend toward softer consonants and long vowels. Some sample angarri names are Ceryloth, Erroleeshi, Fanthurri, Juulam, Shuum, Thanno, and Veelis.



DEFILERS

Rumored to be the last vestiges of an ancient and lost human society within the tear, defilers are warped and disfigured by aberrant energies and controlled by the psychic power of an elder thing. Defilers hold contempt for all things, and revere only destruction. They are among the most dangerous beings in the Widows Tear. Concentrated within the Neusa system, the sight of a lone defiler is rare. The defilers are wholly under the control of their dark master, the elder thing known only as the Overeye, which is working toward dark goals that are indecipherable beyond the total destruction of intelligent life.

SIZE AND TYPE

Defilers are medium humanoids with the aberration subtype

PSYCHIC CO-DEPENDENCE

Defilers have a psychic connection with the Overeye from birth and can be targeted with its spells and abilities as if they were within 30ft of it. While the connection is intact, defilers do not need to eat, drink or sleep. This psychic connection can only be severed by losing all hit points and surviving. When the connection is severed, defilers find themselves hungry, tired, isolated and vulnerable. Severed defilers must eat and sleep as a human would and suffer a -2 penalty to saves against mind affecting effects.

UNNATURAL ARMOR

When wearing light or no armor, they gain a +1 racial bonus to AC. When wearing heavy armor, they reduce its armor check penalty by 1. Their frightening appearance grants them a +2 to Intimidate checks whenever their features are not concealed.

UNNATURAL VISION

Defilers have low light vision and darkvision. As a result, they can see in dim light as if it were normal light and they can see with no light source at all to a range of 60ft in black and white only.

DEFILER

4 HP

+2 CON, +2 INT, -2 CHA

PLAYING AN EXILED DEFILER

YOU LIKELY...

Have a very loose sense of identity and ownership.

Speak rarely and do so with purpose when you do.

Conceal your features and are always on guard.

Avoid attention and try and end fights quickly.

OTHER RACES PROBABLY...

Regard you with fear or apprehension.

Doubt you are independent or free willed.

Once they trust you, they may value your ability to coordinate a team.

Worry about the attention you might bring.

HIVE MIND

Whenever they are within 30ft of another willing creature may establish a hivemind and psychically perceive anything that creature can perceive through its senses. They can telepathically communicate with that creature so long as they share a language and communicating telepathically with multiple creatures simultaneously is just as difficult as listening to multiple people speaking. If the creature and defiler are ever more than 30ft apart the benefits cease until they are within range again. Defilers may have a hivemind with one creature per point of intelligence bonus. Linking with a creature is a standard action, and they may maintain this connection indefinitely or sever it with no action.

PHYSICAL DESCRIPTION

The first defilers were originally human, corrupted and twisted by the influences of powerful energies within the Tear, and enslaved by an elder thing. Defilers still strongly resemble humans but aren't uniform in appearance as the mutation effects each humanoid differently. All defilers have the same beady black and vacant eyes, as well as hairless bodies and scaled and rubbery skin which varies in color from greyish to a sickly green. They typically have some combination of other chaotic and asymmetrical aberrant features,

THE UNSEEN

Defilers under the control of the Overeye are unsuitable for player characters, but occasionally a defiler can escape the control of the elder thing and remain sane enough to escape into exile. These defilers are almost universally insane but rarely they retain enough sanity to become adventurers. Those who do retain their sanity have little knowledge of their life as a defiler, or their identity before, and only have fractured memories. These independent defilers refer to themselves as the Unseen and are seldom accepted into any society.



intermingled with amphibian, reptilian and cephalopod traits such as rubbery skin with inconsistent large and hard scales over wide areas, tentacle whiskers or fingers, sharp teeth and sunken beady black eyes. New defilers aren't born, but are instead captured or slain humanoids, transformed into a defiler through unknown means.

HOMEWORLD

A growing theory is that a lost ancient human civilization dominated the Widow's Tear, but fell into the worship of Great Old Ones and the Outer Gods, particularly Azathoth. Defilers don't seem to predate these humans, and humans don't seem to have lived in the tear after the appearance of the defilers, leading to the theory that they are one in the same. Defilers have been encountered in many systems across the Widow's Tear and are responsible for the destruction of scores of failed colonies. These aberrant horrors have no known home, but the largest concentration of defilers near the inhabited systems is within the Nesua system, also known to Widow cultists as 'The Widow's Black Heart'.

SOCIETY AND ALIGNMENT

The Overeye is much more than a ruler to the defilers; it now IS the defilers though the virtue of a psychic hivemind that has all but destroyed any individuality the defilers had. The influence of the Overeye is a constant oppressive presence for every defiler, as the Overeye perceives through the defiler's body and uses telepathy, command and similar mind effecting spells to dominate the defilers down to the individual level. While the Overeye is a horrific and powerful creature, this connection to mortal defilers can be broken permanently when the defiler dies. Not all who die stay dead however, and when a defiler is rescued from the edge of death by some means, they awaken to a quiet mind for the first time in their life. This is the way that the few ex-defilers, known as the Unseen, have come into existence. Unseen flee defiler space or die, and when travelling the Widow's Tear, they

typically conceal their appearance due to the fear and stigma associated with their race.

RELATIONS

Most of the inhabited systems know the defilers as the one enemy so dangerous that not only have they destroyed many scores of colonies, but they totally eradicated all life in the Nesua system. Some even believe that the defilers were able to channel the influence of some dark god to collapse the system's star. Humanity is deeply disturbed by evidence that defilers are somehow related to the lost human cultures of the Tear, as it is the one taint on what would otherwise imply the Tear to be their birthright.

ADVENTURERS

Defilers who adventure are universally those who have severed ties with the Overeye and refer to themselves as the Unseen. Those who aren't insane consider themselves at worst to be former humans, may seek to piece together the remnants of their lost civilization. Other Unseen defilers may seek a way to restore their bodies to their once human forms. Many Unseen are just glad to escape the clutches of the Overeye, and want to be left alone, but some may attempt to find some way to undermine or defeat the Defilers, or warn the powers in the inhabited systems just how powerful the defilers have become.

NAMES

Defilers sacrificed all individuality long ago, but those defilers who have recaptured freedom, the Unseen, often choose their own names from common and contemporary human names. Others may choose traditional Erenonian names.

DROW

The drow thrive in darkness and can establish colonies beneath the surface on any world, making them extremely difficult to census. Unseen and often criminal, the subtle drow are assumed to have at least some secret presence nearly inhabitable world.

SIZE AND TYPE

Drow are medium humanoids with the elf subtype.

DEEP SIGHT

Drow can see with no light source at all to a range of 60ft in black and white only. A drow exposed to bright light is blinded for 1 round and dazzled as long as they remain in areas of bright light.

DARK MAGIC

Drow gain the following spell-like abilities. The caster level for these effects is equal to the drow's level, and drow spellcasters automatically know these spells.
At will– *ghost sound*, *detect magic*
1/day– *holographic image*

ELVEN IMMUNITIES

Drow are immune to magic sleep effects and gain a +2 racial bonus on saving throws against enchantment spells and effects.

WIDOW'S BLESSING

Drow have spell resistance equal to their level + 5.

PHYSICAL DESCRIPTION

Drow have the same pointed ears and almond shaped eyes as their cousins. The resemblance ends there, however. With purple skin, white hair, and white eyes, dark elves have a very distinct look making them easily recognizable. The drow of the Onyx Consortium primarily wear black, and other drow prefer darker shades of colors that blend with shadows.

HOMEWORLD

Drow are most heavily concentrated in the Lost Eyes system. Drow communities are common on many other worlds, though they primarily inhabit the enclaves of the Onyx Consortium.

SOCIETY AND ALIGNMENT

The majority of drow worship the esoteric goddess, the Widow, despite that cult having first been introduced to the Tear by aasimar heretics. Drow society within the Onyx Consortium and is a complex machiavellian network of social ties and obligations. Drow of the Onyx Consortium are primarily evil, and while not all drow are lawful only those who tend toward law are likely to gain power. The most significant drow settlement, Virtue, has managed to escape the grasp of the Consortium, and they attempt to peacefully coexist with both the Consortium and the other races of the Tear.



RELATIONS

Drow regard aasimar with animosity, and the two peoples are locked a cold war with occasional skirmishes. Drow believe themselves to be a single people with many rulers, and no single individual being to be the rightful successor of the Widow herself.

The Starlight Justicars are too far removed from most of the Widow's Tear to be a great consideration most of the time, the aasimar of the Adriel system have a history of confrontation and conflict with the consortium. In terms of relations, the drow have little tolerance for humans. They are seen as adventurers, interlopers, malcontents, and troublemakers. Although wildly diverse in talent and temperament, alliances between humans and drow seldom work to their mutual benefit, and while drow will behave amicably with humans on the surface of worlds, within the subterranean drow enclaves humans are secretly kept in chains, and used as chattel. Androids, on the other hand, serve a purpose in drow society. The drow like them because they rarely show emotion and tend to be experts in their chosen fields. If the drow need a specialist that they cannot easily find within their own ranks, they are seldom hesitant to bring in an android.

Kasathas are seldom tolerated by the drow, who view them as aloof, inflexible, and difficult to work with or govern. Lashuntas are seen by the drow in much the same way as elves, as weaker cousins, and are treated accordingly.

Shirrens are unsettling to the drow. Shirrens remind them of the insectoids who pose a threat to the drow on many worlds. Because of this, they see the shirrens as little more than smart bugs, and most of them cannot move past their inherent disgust and apprehension toward them to form any sort of meaningful relationship with them, no matter how much the individual shirren might be willing to work with them.

The drow see the vesk as either a ruthless enemy, or a valuable ally, depending on the vesk in question. The bulky lizard race's penchant for war and conquest makes them excellent mercenaries to hire. Likewise, they are often hired as mercenaries to fight against the drow. In either case, the drow do not pass judgment quickly, and they have been known to change the allegiance of the various vesk groups they have encountered by making a better offer.

The ysoki are seen by the drow as worthless. They tend to be weak, sneaky, and annoying. The Onyx Consortium has little use for them in any fashion. In fact, they don't bother wasting their ammunition to destroy them unless presented with no other choice.

DROW

4 HP

+2 DEX, +2 CHA, -2 CON

PLAYING A DROW

YOU LIKELY...

Believe that magic is to be feared and respected.

See lawful types as uptight, but still defer to power.

Prefer guile and grit to brash and brawn.

Feel most comfortable when conflicts are advantageous.

OTHER RACES PROBABLY...

See you as untrustworthy and a potential double-cross.

Assume your unusual morality is hypocritical.

Suspect you practice dark and occult magics.

Assume you're a slaver, or spy.

ADVENTURERS

Many drow merchants, spacers, and space-fighters are drawn into the conflicts of the greater galaxy. Some drow inherit the wanderlust of other elves and find themselves wandering the galaxy. Many are merchants, mercenaries or even live more mundane lives. Some have gained renown in other organizations, and at least a few have turned to space-piracy.

NAMES

Drow names are typically difficult to pronounce and drawn from bastardizations of elvish and draconic. Some example drow names are Cth'lek, El'richt, G'reith, Sah'tre, and Vix'liel

HUMANS

The majority of the colonists in the Widow's Tear are human, brave adventurers and bold settlers. They make the best of the rough lives that lie in taming the wilds of these alien worlds, laboring in mines, refining minerals, building ships and tending moisture farms. Many humans in the Widow's Tear are members of aasimar or tiefling bloodlines, and while they are racially human, they may identify more with that culture.

SIZE AND TYPE

Humans are medium humanoids with the human subtype.

BONUS FEAT

Humans select one extra feat at 1st level.

SKILLED

Humans gain an additional skill rank at 1st level and each level thereafter.

PHYSICAL DESCRIPTION

Human appearance varies widely, and their body type, skin and hair color and physical features are all variable inherited traits. Human colonists have come from all over the entire universe and innumerable cultural and ethnic backgrounds. The humans among aasimar resemble their kin, with blonde or red hair and blue or green eyes being most common. The humans among tieflings have darker features, most often having black or brown hair and brown eyes. Skin color seems to have little association with either kin.

HOMEWORLD

Within the Widow's Tear humans dominate the majority of the inhabited systems, and nearly every colony has a human presence. While humans, like most of the races, are immigrants to the nebula, there is a growing sense that the numerous ruins of a pre-colonization human culture found within the settled star systems are evidence that humans belong in the Widow's Tear, and that they were destined to reclaim it.

HUMAN

4 HP

+2 TO ANY 1 ABILITY

PLAYING A HUMAN

YOU LIKELY...

Are interested in evidence of the lost ancient human culture of the Widow's Tear.

Learn quickly, improvise and adapt well, and pride yourself on your accomplishments.

Have a place among most other races, albeit not always a pleasant one.

Find yourself willing to change your views whenever it is clear that you are wrong.

OTHER RACES PROBABLY...

See you as a soft, weak, and lesser race that is either undeserving of attention, or needs to be protected.

Feel skepticism or shame at talk of the defilers having been once human.

Recognize that you have something to prove and will work hard to do so.

Appreciate your ability to learn almost any trade.

SOCIETY AND ALIGNMENT

Humans are among the most flexible of races, and quickly adapt to any culture they are immersed in. Human settlements are cultural melting pots, melding traditions from across the universe into something new. In the last hundred years, the humans of the Tear have developed their own culture, implementing runes and archeological artefact styles into their own identity.

HUMANS

Humans don't tend toward any alignment, though the humans in the Yemon system tend toward the tiefling cultural identity while humans of the Adriel system tend toward the aasimar traditions.

RELATIONS

Most races recognize that humanity is the most populous species in the Widow's Tear. While humans are the most powerful people in the nebula, they do have a presence on nearly every settled world, and more often than not hold positions of power.

Both aasimar and tieflings regard humans as lesser cousins and theories that the ancient natives of the Widow's Tear were human haven't helped the perception that a confident or successful human is acting out of turn of above their station. Drow often see humans as objects, and tend to secretly keep captured enemies as subterranean slaves within their own territories. Drow do recognize that in the majority of the Widow's Tear humans are a free people but tend to view them poorly. Other races have lived beside humanity for much longer see them as equals and worthy allies.

ADVENTURERS

Some humans seek freedom in open space as traders or merchants, avoiding the major power groups and sticking to the lesser traveled planets and the settlements of the minor races of the nebula. Other humans share a cultural identity with the aasimar and carry out their goals and mission throughout the nebula. Many humans are members of the many mining guilds in the system while some and engage in smuggling or space piracy. Those unfortunate humans which live among the drow are often servants, slaves, or worse, so a former human slave on the run isn't an uncommon sight within free space.

NAMES

Human names vary widely, and often emulate whatever culture they live among. Some humans prefer names that blend the different human cultures that have come to the Tear and have developed new naming traditions. Some examples of traditional Widow's Tear human names are Bohn, Creg, Daniel, Darreth, Hera, Jimoth, Lilit and Tegory.



JENVODA

The jenvoda are a bold, adventurous folk and eagerly joined the angarri in their journeys into the heavens. That they used the unique contract between their races to force the angarri's hand is not something to be forgotten among the jenvoda, who are proud of the clever members of their people who found the loophole. It is unlikely the jenvoda will ever let the angarri forget either.

SIZE AND TYPE

Jenvoda are Medium humanoids with the amphibious, aquatic, and jenvoda subtypes.

ARDENT DEFENDER

Cybethal code honor bounds the jenvoda to the angarri, and they take this commitment seriously. A jenvoda gains a +1 to attack rolls against any enemies of an angarri—whether an ally or not—and when in an adjacent square provides a +1 bonus to an angarri's AC.

BRILLIANT INSIGHT

A jenvoda's intuition borders on the extra-sensory. In some moments, jenvoda can use a flash of insight to intuitively make the correct choice that leads to success. Three times per day, a jenvoda can reroll any d20 roll. The results of the second roll must be taken if this ability is used.

LOW-LIGHT VISION

Jenvoda can see in dim light as if it were normal light.

MURKBORN

Jenvoda can breathe water as easily as air and have a swim speed of 30 feet. As aquatic creatures, jenvoda can move in water without making an Athletics check, and always treat Athletics as a class skill.

PHYSICAL DESCRIPTION

Jenvoda are lean, hairless humanoids, with skin colors ranging in colors from blue to green, and from yellow and orange to light brown. Depending on

JENVODA

4 HP

+2 DEX, +2 WIS, -2 INT

PLAYING A JENVODA

YOU LIKELY...

Act upon intuition and best guesses. You feel over-analyzing a situation leads to mistakes and loss of opportunities.

Enjoy interacting with other sentient species but prefer it when you can be in your natural element, underwater.

Rarely avoid a good fight. A good fight, of course, being one where noncombatants aren't in danger of being harmed, both sides want to fight, and you have the higher moral ground.

Manage to take enemies by surprise, being cordial and cheerful right up the point where you blast them.

OTHER RACES PROBABLY...

Think you are bloodthirsty and violent, just because you enjoy a good fight.

Consider you brash and impulsive.

Underestimate you because of your lack of forethought.

May consider you reckless due to your reliance on intuition.

the region of the planet from which they hail, jenvoda sometimes sport spots or stripes in patterns on their heads and limbs, typically in white, black, or some bright color that contrasts with their skin color. Their eyes have nictitating membranes. A jenvoda's ears are small and pointed, as are its teeth. They are noseless, with two slit-like nostrils.

HOMEWORLD

Jenvoda are aquatic humanoids native to the shallow reaches of the ocean of Cybethal Akir in the Akir system. It is thought that they were once a terrestrial race, when the planet had more land mass, but returned to the waters when the oceans swallowed what continents the planet may have had in its past.

SOCIETY AND ALIGNMENT

Jenvoda organize themselves into small, matriarchal clans. Clan numbers vary depending upon the resources in the area. If a clan's population begins to exceed its ability to be supported by the local ecology, then a new leader is chosen and those who wish to follow her will relocate as a new clan elsewhere under her leadership. At times neither leader will want to relocate. In these instances, ritual combat between champions from both groups is fought. The winners lay claim to the original home, leaving the losers to find new territory.

Not all leaders are women, but government and business positions are typically filled by female jenvoda. Male jenvoda often take up leadership in military matters, hunting, and education. The loose organization of government and strong feelings about personal freedom and responsibility mean that most jenvoda lean toward neutral and chaotic alignments. Strong beliefs in community and an ethos of caring for one's clan make good alignments most common among jenvoda.

RELATIONS

In general, jenvoda enjoy meeting new people and exploring new cultures. Aasimar intimidate them, but they honor their laws. They hold respect for the angarri, who were their key to the stars, but often find them tedious and pedantic. Androids are puzzling to them, even a bit eerie, as they lack the intuitive thinking that

jenvoda take for granted. Drow are seen as a curiosity due to their subterranean habitat. Jenvoda usually get along with humans, enjoying their sense of adventure and impulsive ways. They respect the kasathas for their sense of tradition, especially where battle is concerned. The lashunta are looked upon favorably and make natural allies. Tieflings are often a hard lesson for the jenvoda, and one not easily forgotten. Jenvoda find the shirren's concept of freedom inspiring but deride them for their tendency towards nonviolence. Conversely, while the vesk's martial nature is to be admired, the jenvoda find their tactics and outlook on combat distasteful for its lack of ethical framework. Many jenvoda find fast friends in the ysoki, appreciating their technological expertise and their fierce loyalty.

ADVENTURERS

Being fond of fighting, jenvoda are often found as soldiers of fortune throughout the galaxy or acting as bodyguards or security for the angarri. Jenvoda have a reputation for their ethical code, and those seeking morally upright fighters for a cause will seek them out. The wandering lifestyle speaks to the jenvoda trait of following intuition, and many seek out fortune-hunters and explorers to join or form their own groups to lead into adventure.

NAMES

Jenvoda put their clan names before their personal ones when being introduced formally. Clan names are the given name of the matriarch that founded the clan. When dealing with other races, they often adopt a nickname bestowed by allies, or take some adjective applied to them as an addition to their moniker (Crafty Seevosa, for example). Some sample jenvoda names are Bexluva, Kintosh, Leetaka, Mootseku, Ossuvak, Seevosa, Terrango, and Xammox. Common jenvoda clan names are Alapas, Buldai, Claatu, Glibda, Ishtal, Keskini, Povel, and Zerran.



na'VOORM

Tall furry primates with long limbs, slow tempers and powerful bodies. These ape men are especially suited to life aboard a starship.

SIZE AND TYPE

Na'voorm are Medium humanoids with the na'voorm subtype.

CLIMBERS

Na'voorm have a land speed of 30 feet and a climb speed of 20 feet. They gain a +2 bonus to acrobatics and athletics and are immune to the off-kilter condition.

COLLABORATOR

Na'voorm thrive in environments with group input. Na'voorm performing Int or Wis-based skill checks in an environment where they can receive input and ideas from up to two allies can make that check as if one of the allies had succeeded on an aid another check even when no allies took the aid another action.

LOW-LIGHT VISION

Na'voorm can see twice as far as humans in conditions of dim light.

PREHENSILE FEET AND TAIL

Na'voorm can manipulate objects, use tools, and wield weapons with their feet and tails as readily as they can with their hands, allowing them to hold objects and wield weapons with any of their five limbs, though they still need two limbs to move, or at least one limb to stand or hold onto something while climbing. This increases the number of weapons and equipment they can have at the ready only in situations when they do not need to use their feet for mobility, such as lying prone, flying, floating in zero gravity or holding onto something they are climbing, but does not increase the number of attacks they can make in such situations.

NA'VOORM

6 HP

+2 STR, +2 DEX, -2 INT

PLAYING A NA'VOORM

YOU LIKELY...

Prefer others speak plainly and get to the point.

See physical exertion as a necessity to a satisfying life.

Feel skeptical about religion, and of any group which encourages conflict.

Prefer a quiet life and honest work.

OTHER RACES PROBABLY...

See you as more animal than equal or a gentle giant.

Appreciate your unique mobility in difficult environments.

Value your peaceful and patient nature, but may feel you are blunt or rude.

May feel you stand out in a crowd or draw attention.

PHYSICAL DESCRIPTION

Na'voorm are tall humanoid creatures with leathery skin ranging from a light tan to a glossy blue-black in color. While they are fully capable of walking erect on two feet, they tend to hunch over and use one or both hands to assist in movement. Their bodies are covered in thick, coarse hair except for their faces, hands, feet, and chests. This hair comes in a variety of colors—from white, gray, and goldenrod, various shades of brown, to dark red and blue gray.

HOMEWORLD

The Na'voorm live on Ar'Kairnon in the Umbrai system. A race of arboreal primates, the na'voorm are not originally native to Ar'Kairnon. Na'voorm means "the new voorm" in their language, noting that they are a subspecies of an older race that was transplanted here long ago. The location of their original home world and history is lost to them, as the na'voorm culture has since descended into barbarism and then progressed into a second technological age, losing much of its recorded history in the process.

SOCIETY AND ALIGNMENT

The na'voorm build in and around the great trees of their forests, creating arboreal cities high above the ground, and well away from the shoreline to reduce the risk of contact with the formless spawn. They remove dead or diseased growth from the forests, but the idea of destroying a living tree to make space is an abhorrent thought to most na'voorm. They design their settlements to work with the available space, rather than forcing more to be available. Na'voorm architecture takes advantage of the race's natural mobility. Living and working spaces are designed with all three dimensions in mind. This often puts visiting aliens at a disadvantage, as vertical passages may be difficult to access and equipment placed out of reach or in inconvenient areas.

Once followers of the Great Old Ones, a great majority of the na'voorm have rejected the patronage of those entities, seeking more peaceful and philosophical paths to guide their people's advancement into the future.

Few of the na'voorm are quick thinkers, but they are often deliberate and thorough in their thoughts. Less emphasis is placed on individual ingenuity, and more on group deliberation

and discovery. Theorems and ideas that can be ruminated on and found agreeable in group consensus hold more weight than sudden insights and flashes of inspiration. Those that originate ideas are not the ones lauded, but rather the ones that manage to critically examine an idea and either prove its worth or determine where its faults lie. Prestige hinges less on personal accomplishments and more on what the individual has contributed to group projects. With this social mindset, many na'voorm tend to be lawful in alignment. Lawful neutral is common.

Some na'voorm have reverted to their older, more brutal past. These tend to live in and around the ruins of their past civilization, where evil influences still lurk. Sinister ceremonies and rites around burning fires at night, howling songs rising amid the darkened forest, are sure signs of na'voorm that have returned to following the dark forces. Those na'voorm that cleave to the old ways tend to value power and control,



though they often maintain a similar rigidity in thought. Lawful evil is common among such na'voorm, though chaotic alignments often arise due to insanity from overlong exposure to the strange knowledge and eldritch servants of the Old Ones.

RELATIONS

The main obstacle to relations with the na'voorm is getting past their insular mindset. Na'voorm think like other na'voorm, and often have difficulty understanding the thought processes of outsiders. They often come across as rude and unaccommodating. The problems with access and mobility other species have when visiting na'voorm settlements is one aspect of this. Even settlements that are used to visitors often do not have fixtures meant for beings that cannot climb or manipulate things with their feet. Once this obstacle is passed, however, most races can get along with the na'voorm tolerably.

Aasimar typically avoid spending extended amounts of time among na'voorm as they don't seem to draw the respect they expect. Drow mostly encounter na'voorm in their own underground settlements where the na'voorm get along quite well and have no shortage of opportunity once they have overcome the darkness. Kasatha admire the na'voorms' philosophical practices and adherence to tradition. Humans typically get on well with na'voorm, finding their mobility and manual dexterity as assets in a fellow space traveler. Tieflings are distrusted by na'voorm because of the misfortune of individual dealings in the past, and the reputation that has spread among the na'voorm because of that. Ysoki tend to find them stuffy and old-fashioned, the typical

chaotic and freewheeling elements of their character clashing with na'voorm conventions and traditions.

ADVENTURERS

Na'voorm who go off-world often find themselves working as mechanics, utilizing their manual dexterity and movement capabilities to go where their expertise is needed. Their natural strength and dexterity also make them capable soldiers. Those na'voorm who are more deeply into philosophy sometimes delve into magic, becoming deeply meditative mystics or even technomancers.

NAMES

Na'voorm names proclaim descent and point of origin, providing those hearing them with information regarding familial and societal connections to consider. A na'voorm's given name is followed by names of one or both parents, or other relatives involved in their upbringing, depending upon the family structure, with the prefix "elu," translating to "progeny of" or "reared by." This is followed by the city or settlement of origin, with the prefix "ivam," which has a meaning roughly between "sponsored by" and "originating from." So, an example of a full na'voorm name would be Mok elu'Mota elu'Vok ivam'Bossi (Mok, progeny of Mota and Vok, from the settlement of Bossi.) As might be expected, when away from their homeworld or dealing with visitors, na'voorm find it expedient to simply use their given name or adopt a nickname. Some sample na'voorm given names include Abu, Bon, Dak, Fes, Iva, Jum, Kes, Mok, Nid, Pol, Rem, and Vek.

NULAK

These short warm-blooded creatures have thick chitinous scales and powerful bodies. They move slowly and deliberately, and carefully consider their options before quietly applying their wisdom and strength to leverage a solution.

SIZE AND TYPE

Nulak are Medium monstrous humanoids with the nulak subtype.

EIDETIC MEMORY

Nulak have excellent memories, allowing them a very rudimentary smattering of knowledge in nearly all fields. They may make untrained skill checks with any intelligence-based skill, even if that skill is a trained only skill.

DERMAL PLATING

The heavy plates on their skin provide nulak and fire resistance 5 and +1 to armor class.

DARK VISION

Nulak can see with no light source at all to a range of 60ft in black and white only.

NATURAL WEAPONS

Nulak are always considered armed. They can deal 1d3 lethal damage with unarmed strikes and the attack doesn't count as archaic. Nulak gain a unique weapon specialization with their natural weapons at 3rd level, allowing them to add 1-1/2 x their character level to their damage rolls for their natural weapons (instead of just adding their character level).

NULAK MOVEMENT

Nulak have a speed of 20 feet and a burrow speed of 20 feet.

NULAK

6 HP

+2 STR, +2 WIS, -2 CHA

PLAYING A NULAK

YOU LIKELY...

Are unbothered by jobs requiring manual labor.

Prefer being planet-side than in space.

Prefer solving situations without violence if possible.

Are comfortable taking support roles rather than leading.

OTHER RACES PROBABLY...

Overlook your presence, considering nulak to be unimportant laborers.

Underestimate you, as they may consider you primitive, as your species was a stone age culture until just recently.

Admire your strength and endurance.

Find your recall abilities useful in difficult situations.

PHYSICAL DESCRIPTION

Nulak stand between 4 1/2 and 5 1/2 feet tall, with broad, thick bodies covered in thick, overlapping, scale-like, protective plates. Their hands and feet sport tough, thick claws. They have short, bristly hairs that grow between the plates on their bodies, but no thick concentrations of it anywhere. Their eyes are small and deep-set under a heavy brow ridge.

HOMEWORLD

Nulak are native to the Antroga system and only ventured to the stars relatively recently.

SOCIETY AND ALIGNMENT

Until their first contact with interstellar races, the nulak were organized into tribal groups, with matriarchal family lines. Those nulak that have remained on their home world continue to use this traditional structure, though some are pushing for a global government, banding the tribes together so as to resist influence and exploitation by the corporations that have established themselves on Nulak. Nulak that go abroad generally adapt to whatever society they find themselves in, abiding by local traditions and laws. The nulak's preference for tradition makes them prefer lawful alignments, while their generally peaceful and community-oriented ways mean most nulak are good or at least neutral.

RELATIONS

Nulak have long memories and their poor dealings with both aasimar and tieflings reflect in their interactions today. They tend to be cautiously polite and wary of humans, as many of their kind have been exploited by humanity and continue to be taken advantage of. They also disapprove of the ease with which humans turn to violence. Likewise, they typically view the vesk as too warlike and violent for their liking. Nulaks find androids to be mysterious and fascinated, marveling at the concept of an artificial race. Nulak have been taken as slaves by the drow on many occasions, and while this leads to

animosity, free nulak who are willing to face some discrimination can actually find a place in drow society. They tend to find the shirren's obsession with freedom confusing, but generally get along with members of that race. Nulak appreciate the ysoki's love of technology, and don't find their tendency to take things apart nearly as annoying as other races, as they can typically put them back together, especially if they watched the ysoki take it apart in the first place.

ADVENTURERS

Nulak adventurers are rare, but some have a great curiosity that takes them outside of the comfort of their tribe and home world to travel the stars. The rare nulak that become adventurers are often mechanics, as many have an aptitude for technology. Some nulak have a talent for magic. These are divided equally between mystics (most leaning toward the akashic, healer, and empath connections in that order) and those who combine their talents with technical expertise and become technomancers.

NAMES

Nulak names generally form a given name attached to the name of a matriarchal line and a tribe, with the naming and importance done in reverse order: tribe, mother, then given name. When dealing with other races, nulak generally shorten this to their given names, except in very formal situations. Nulak given names tend to be one or two syllables with hard consonants throughout. Some common nulak names are: Doku, Gelak, Kon, Niddi, Taklo, Tekud, and Zek.



RADIAD

Transformed and unliving, the ghoulish radiad originate from a space colony in an uncharted system within the Tear. They have since migrated into open space, and other systems and their fleet is collectively known as the Irradix Ludus. With the racial reputation of being pirates and raiders who traffic in humanoids and technology, its especially difficult for an individual radiad to break free of that stigma. The radiad are famous for being both immortal academics and militaristic cultists.

SIZE AND TYPE

Radiad are medium undead, but they do not gain normal undead immunities.

ACADEMIC

Radiad choose one Intelligence based skill. This skill is always a class skill, and you gain a +2 bonus to the skill. Once per day when using this skill, the radiad may spend a Resolve Point and roll the check twice, keeping the better roll.

GHOULISH ANATOMY

Radiad do not have eyes or noses, and cannot see, taste or smell normally. They instead have Blindsight (light) out to 120ft, allowing them to read harmless ambient radiation to functionally see as a human normally would, based on the level of illumination but they cannot see color, or patterns, or read normal printed text. Due to their unnatural and irradiated bodies, radiad cannot use cybernetic or biological augmentations.

LIVING DEAD

Tor effects targeting creatures by type, radiad count as both humanoids and Undead (whichever effect is worse). They receive a +2 racial bonus to saving throws against disease, mind-affecting effects, poison, and sleep, unless those effects specifically target undead. In addition, radiad do not eat, drink, or sleep and radiad do not breathe or suffer the normal environmental effects of being in a vacuum.

RADIAD

4 HP

+2 STR, +2 INT, -2 CON

PLAYING A RADIAD

YOU LIKELY...

Have a strong scientific background and enjoy learning.

Feel that your identity isn't related to your current horrific form.

Have complicated emotions about the life you left behind before your transformation.

Feel detached knowing you will likely outlive almost anyone you meet.

OTHER RACES PROBABLY...

Find your appearance horrific and uncomfortable.

Consider your radioactive body to be a liability, even when insulated.

Value your expertise and education in specific fields.

forget that you were once a living creature, and that who you are hasn't changed.

RADIATION SATURATED

Radiad are immune to the effects of radiation. When below half hit points the radiad themselves are radioactive, giving off low radiation in a 15ft radius. Radiad must always wear armor to prevent their radiation from dissipating. If a radiad is without armor for 4 hours they suffer the mechanical effects of suffocation, and this suffocation may only be stopped by donning armor. Any armor is enough to prevent these effects. So long as their radiation is preserved, radiad are effectively immortal.

PHYSICAL DESCRIPTION

All radiadead wear some sort of full body armor which insulates others from their radiation and prevents them from losing the radiation which sustains them. Within their armor is a ghoulish and emaciated body, nearly mummified and totally hairless, glowing a pale and sickly yellow greenlight. Their heads have had all cartilage and most soft flesh burned away. They have no eyes, ears, nose or lips giving them their faces the appearance of a glowing skull.

HOMEWORLD

Radiadead are not native to any world or system. Archeron 3 was a research station in open space between systems in the Widow's Tear.

Around a century ago, the station was the approximately three hundred human engineers and scientists aboard the space station had diverse specializations and had around 98 active research projects at the time of the incident. The Archeron 3 was not equipped with emergency escape pods and had no vessels other than two mid-size cargo ships. Without warning, the station was pelted with meteorites and saturated with a previously unknown form of exotic radiation. The entire population of the space station, some 300 human souls were exposed to the toxic wavelengths of energy. Due to the sudden and extreme nature of the incident, and the remoteness of the station, the researchers accepted that they would all die of radiation poisoning. Rather than die, however, they were transformed into unliving radioactive beings.

Their bodies shed radiation quickly, and it didnt take long for their scientific commune to surmise that they required the radiation to survive. Most, those who had accepted new forms, donned containment suits to preserve their lives. Those who refused, and wished to die, slowly desiccated into flickering embers of radioactive ash in a matter of hours.

These new creatures, the Radiadead, set about repairing their station. Over time they have expanded their station, using salvaged and captured materials to grow their capitol to more than five times its original size.

Nearly seventy years ago some scientific breakthrough allowed the radiadead to shift their station into hyperspace, moving it throughout the Widows Tear and making sustained assaults on their city state near impossible.

SOCIETY AND ALIGNMENT

Most of these immortal scientists developed a cult like fixation on the power of the radiation, and a schism developed. Some wanted to research the nature of the transformation, which would necessitate exposing new subjects to the radiation of the station and the recovered meteorites. Others thought this immoral. Over time though, everyone accepted that without experimentation they would be



trapped in their forms forever. Little is known about what happened next, as what information we have is from those radiadead who left the colony at this point. What we do know is that these scientists became marauders, kidnapping humanoids, stealing technological equipment, weapons and ships, and growing their number, presumably through exposure to this unnatural energy. Around a century has passed and presently, the radiadead are a scientific cult turned space-pirates known as the Irradix Ludus. Highly educated and well-armed, these intelligent raiders are extremely dangerous. The average radiadead tends toward evil, though exceptions do exist, particularly among those who left the station during the schism.

RELATIONS

The radiadead of the Irradix Ludus are considered a scourge. They are space pirates with no allegiances to any organization beyond their own. These radiadead to prefer targets attack colonies, ships and stations with a high concentration of scientific equipment, and especially targets with highly educated individuals to convert. No matter the original race of a convert, any humanoid can become a radiadead, and therefore they are a threat to any humanoid.

While all organizations and races within the Widows Tear have an interest in combatting the Irradix Ludus, the Aasimar of the Adriel system seem especially bent on destroying the radiadead, making aasimar and radiadead especially contemptuous toward one another. Drow and tieflings have no reason to be friendly to radiadead of the Irradix Ludus, but may make exceptions for individual radiadead.

The Irradix Ludus have forbidden any radiadead to leave since the schism sent many into exile, and will attempt to eradicate any rogue or exiled radiadead they encounter. Because of this, exiles have few friends in any part of the nebula.

ADVENTURERS

Radiadead adventurers such as those in exile or on the run from the Irradix Ludus, will often wear heavy armor that conceals their face and identity, and often travel the Widows Tear as loners, bounty hunters and mercenaries, living a solitary life that allows them to conceal their true nature.

NAMES

Both radiadead in exile and members of the Irradix Ludus tend to choose new names for themselves after their transformation, and are encouraged to cut ties with attachment to their old identities. Most radiadead have some academic background and often choose scientific names for themselves, such as the name of a species, element, energy, geological phenomenon or some other niche title from their field of study. Among the Irradix Ludus, however, a mixture of military and academic ranks is often used in lieu of names. Some examples of Radiadead names are Doctor Tardigrade, Doctor Lupus, General Thallium, Instructor Polynomial, Lieutenant Anguilliformes, Professor Uranium, Pupil Argentium, and Private Beteogallus

RECOG

Recogs, short for “Reconfigured Organisms”) are among the most advanced forms of cyber organic creatures, so heavily augmented that they no longer resemble their original species. Typically borne from technological and bio-organic waste, as some awakened artificial intelligence, few consider the recog better than monsters.

SIZE AND TYPE

Recogs are Medium or large aberrations with the recog and technological subtypes.

CYBERNETIC ORGANIC

Recogs are cybernetically and biologically augmented aberrations and have alien minds and cybernetic bodies of living material and technology. Recogs can be affected by effects or spells that normally target only humanoids but receive a +2 racial bonus to saving throws against such effects. Recogs can eat and drink, though they don’t need to, and they must recharge their internal batteries by entering an off-line mode that is similar to sleep for 8 hours every day. Recogs do not breathe or suffer the normal environmental effects of being in a vacuum.

CYBER ORGANIC MODS

Recogs may install or remove their own biological and cybernetic augmentations themselves. Recogs may craft drone mods into cybernetic augmentations that only they can use. These augmentations have an item level equal to the minimum level at which a mechanic could add the mod to their drone, and only function for the recog.

MUTABLE ANATOMY

When hit with a critical hit, recogs may spend a Resolve Point as a reaction to take normal damage rather than double damage from the critical hit. They are otherwise affected normally by critical hits.

RECOG

4 HP

+2 STR, +2 CON, -2 CHA

PLAYING A RECOG

YOU LIKELY...

See augmentation as a necessary part of self-improvement.

Believe that race and species are unimportant, that life is life.

Encourage others to augment themselves biologically or cybernetically.

Find junk, trash and scrap to be very interesting.

OTHER RACES PROBABLY...

See your body as a frightening mass of unrelated and animated horror.

Feel unsure that you are not a monster, or dangerous creature.

See you as a sort of android, or artificial life form, less valid than ‘true life’.

Wonder what your body is capable of.

INTEGRATED TECHNOLOGY

A recog may attach number of weapons, armors or technological items to their body, though the total number of integrated items may not exceed their Constitution bonus.

They begin play with an integrated standard data-jack or comm-unit which counts against their total number of integrated items. If a recog is helpless, these can be removed or destroyed without damaging the recog. They can be replaced or upgraded for the normal

price of this equipment. Each time the recog gains a level, they can swap out this piece of equipment at no additional cost to represent internal reconfigurations. These pieces of equipment don't count against the systems in which a recog can install cybernetics, and don't count as cybernetics.

PHYSICAL DESCRIPTION

Recogs do not have a unified appearance, and many are at best vaguely humanoid in shape, while others have shapes that are radically different from the humanoid form. While some recogs began life as a human, or other living humanoid, most recogs are the AI cores of robots, ships or other smart devices which both developed sentience and had control over mechanical appendages with which they could augment, evolve and otherwise improve themselves. The recogs of this region are composed mostly of a small community of ship mind cores left over from the ruins of a squadron of single person fighter ships. The first cores to awaken cobbled bodies for themselves, shedding the bulk of the star fighters and adapting more humanoid forms. These forerunner recogs set about the business of awakening and augmenting their kin. Most have mostly taken form in bipedal, winged suits of metal and wiring, augmented with organic tissue. While no longer existing in a space worthy form, the star fighter origins of these common recogs has left them with a wanderlust and led many to leave the community.

Several new variations of these part-machine, part-organic creatures are beginning to be noticed. Others in the region are old robots that have combined, creating melded sentience and multi-limbed modular communities. Others, infected with the strange force creeping through the planet's shadows, take wilder forms. Some are armed with roiling tentacles of trash and discarded technology, while others take over ships and build mobile nests, arming

themselves with outdated technology that they warp with magic and organic viruses.

It is believed that some unique radiation or quality of the Widow's Tear contributes to the frequent corruption and awakening of artificial intelligence that births the recogs, though the programming and format of these digital intelligence is likely also a factor. Whatever the cause, many Recogs have set about the business of perpetuating their species.

HOMEWORLD

Native to several worlds within the Lost Eyes system, its unknown which world first gave life to these amalgamations of technology, cybernetics, and organic matter. Researchers believe that some



ambient property of the Lost Eyes system awakened these creatures.

SOCIETY AND ALIGNMENT

Most recogs are friendly, and a great number are naïve. Some recogs are born of artificial intelligence that has only recently gained sentience, while others are some biologically and cybernetically augmented creature that has so altered their form that who and what they once were has been eroded beyond recognition. No matter their origins it seems that all recogs prefer a solitary lifestyle, with most being hermetic, and some few organizing into small tribes. The average recog tends toward neutrality, with a live and let live mindset.

RELATIONS

While not exactly xenophobic, recogs are very aware that they are not likely to be readily accepted by others and do tend to shy away from other races. Most interactions with aasimar have not been favorable for the recogs, and they tend to distrust the nobility of an aasimar's intent. Drow of the lost eyes system believe that the recogs have been animated by the remnants of the Widow's power and see them as mysterious puzzle pieces in her mystery. They generally regard recogs with reverence and curiosity but let them be. Humans tend to see the recog as victims at best and more often as monstrosities too similar to the defilers. Tieflings are more accustomed to deformities and are generally capable of looking past the appearance of a recog. Androids view the recog as kin. Recogs are rare enough that most other minor races have not interacted with them in any meaningful way.

ADVENTURERS

Recogs seldom leave their home system of The Lost Eyes, but occasionally join spacefaring crews to explore the Widow's Tear. Those recogs that do explore tend to conceal their appearance or try and pass as heavily augmented members of other races.

NAMES

Recogs do not have a singular naming convention, and each individual recog may choose any sort of name for themselves. Some may maintain the name of the artificial intelligence or creature from which they were born, while others take the name of some salvaged vessel or manufacturer of some component in their body. A few have been known to emulate creatures and take similar names to those creatures.

SKAREEN

A communal, insect-like race, skareen society developed underground, in nests dug by hand. Even now, they prefer subterranean living. In mixed human-skareen communities, the settlement is often dual-layered, with the humans living on the surface, and the skareen structures built below ground beneath them.

SIZE AND TYPE

S skareen are Small humanoids with the skareen subtype.

BLINDSENSE

S skareens' antennae have developed with an advanced olfactory system, granting them blindsense (scent) out to 30 feet. A skareen ignores the Stealth bonuses from any form of visual camouflage, invisibility, or the like when attempting a Perception check opposed by a creature's Stealth check. Even on a successful Perception check, any foe that can't be seen still has total concealment (50% miss chance) against a skareen, and the skareen still has the normal miss chance when attacking foes that have concealment. A skareen is still flat-footed against attacks that it can't see.

COMMUNALISM

S skareen are used to working with others as part of a team. Once per day, as long as an ally is within 10 feet, a skareen can roll a single attack roll or skill check twice and take the higher result.

PHEROMONAL VOCABULARY

S skareen language is composed not only of sounds, but scent pheromones that skareen can emit and detect. When using the Bluff skill to pass a secret message to an ally who is also skareen, the DC for the check is 10 lower than normal. Skareen also gain a +4 racial bonus on Bluff checks to lie to non-skareen, even if comprehend languages or tongues is used to understand them, unless that creature has blindsense (scent) or a technological or hybrid item specifically designed to translate such language.

INSECTILE STRENGTH

Skareen are incredibly strong for their size. A skareen can carry an amount of bulk equal to its Strength score without difficulty, becoming encumbered only when carried bulk exceeds its Strength score.

PHYSICAL DESCRIPTION

Skareen are insectoid humanoids, with smooth, chitinous exoskeletons, large, compound eyes, and segmented antennae equipped with highly developed olfactory sensors. They range from 3 to 4 feet tall and walk on two pairs of segmented legs. Skareen from a particular hive tend toward the same chitin coloration (typically black or shades of brown or red, with only subtle variations). Skareen identify one another based on individual scents rather than physical differences. Those skareen that regularly engage with other races often find ways to physically individualize themselves so allies and associates can tell them apart. Specific styles or colors of clothing, or decorations on their exoskeletons are used to help non-skareen tell them apart. Exoskeleton decoration can be anything from painted designs or temporary decorations and jewelry held on by adhesives, to colored engravings or permanently embedded jewelry or similar adornment.

As olfactory senses are a large part of skareen language, they are able to generate various pheromones. Many of these are not detectable by creatures without strong senses of smell, but others are readily detectable by other species. These scents vary, and others may find them pleasant or undesirable based on personal preference. Astringent chemical smells, the scent of burning leaves, baked bread, the smell of fresh greens, and other scents can be generated by the skareen, usually in communication or as an emotional response. Most can't be brought up out of context, or at least most skareen would not think of doing so (for example, it would be like asking a human to repeatedly shout a specific sound repeatedly and nonsensically.)

HOMEWORLD

Skareen are native to the planer Skaria in the Rel-Dar System and exist in some number within that region especially.

SOCIETY AND ALIGNMENT

Skareen society places emphasis on the group over the individual, or more specifically on how the best individuals are ones that find ways to empower and enrich the group to which they belong. Young skareen

SKAREEN

4 HP

+2 STR, +2 WIS, -2 CHA

PLAYING A SKAREEN

YOU LIKELY...

Find life aboard a spaceship comforting, as the close confines are reminiscent of a skareen hive.

Pity races whose languages only contain speech components for their lack of depth and nuance.

Prefer tackling problems with an organized team, with each member's role clearly defined.

Find wide open spaces unnerving, especially space walks.

OTHER RACES PROBABLY...

Underestimate your physical strength, especially those unfamiliar with your species.

Find your discomfort with improvisation and impromptu action amusing.

Admire your forethought and organizational skills.

Have strong opinions concerning your communication pheromones.

are prompted to find activities in which they excel and train in them, taking their place in society based on how they can best serve the community. While skareen society does well at embracing those that cooperate and embrace the common good, they do not deal well with the selfish or the highly individualistic. These types are often cast out and often find themselves new homes among the humans on their world or go out into the galaxy to find their place. With the emphasis on community, most skareen are lawful and many of them are good. Chaotic and evil skareen are rarities and usually found among other races.

RELATIONS

Skareen have lived and worked closely with humans for decades now. They find them amiable enough, if limited in their ability to communicate and comprehend the world in an olfactory sense. Aasimar regard the skareen as little more than an offshoot of the numerous benign insectoid species in the nebula, and hardly consider them sentient. Drow see the skareen similarly to how they see shirren. Skareen enjoy interaction with the shirren, as the fellow arthropods find them familiar and comfortable, and the feeling is mutual. Interaction with most of the other major races tends to be without problems. The vesk, however, make skareen nervous, reminding them of humanoid representations of predatory reptiles that exist on Skaria. The skareen feel similarly about the slethek as they do the vesk but having had more established relations with that species for a longer period of time, they also have more concrete reasons to dislike them. The slethek's mercurial nature tends to frustrate the more structurally minded skareen, and their ability to detect and decipher skareen pheromones takes away an advantage skareen enjoy with most other species. Tieflings have found it difficult to spread their criminal enterprises into skareen communities and have little to gain from interaction with them. Tieflings generally ignore the insects for that reason.

ADFEVNTURERS

In their hives, skareen are raised and trained for specific roles, and these roles often carry over to those of the species that decide to go abroad. Military-trained skareen serve as soldiers, the technologically inclined become mechanics (or technomancers, if they display magical talent). Skareen mystics tend to be stabilizing influences on a group, and often take up a leadership role. Those skareen who are exiled from their communities often bring with their talents certain individualistic streaks that are well-suited for the adventuring life.

NAMES

Skareen names are beyond the comprehension of many species, as they primarily use a nuanced pheromonal vocabulary, enhanced by audible sounds. Outside of their own kind, skareen typically adopt strictly vocalized monikers by which to be identified. Some examples of these names are Cerlac, Denkoti, Isstak, Krrlik, Lekuk, Sesst, Trsstika, and Unksto.



SLETHEK

These legless beings resemble snakes, and despite the resemblance to those crawling predators, slethek are agreeable and help others as often as they can. Once servants to an ancient human-like android race, slethek are curious about new colonists.

SIZE AND TYPE

Slethek are Medium monstrous humanoids with the slethek subtype.

BLINDSENSE

Slethek tongues function as an advanced olfactory organ, granting them blindsense (scent) out to 30 feet. A slethek ignores the Stealth bonuses from any form of visual camouflage, invisibility, or the like when attempting a Perception check opposed by a creature's Stealth check. Even on a successful Perception check, any foe that can't be seen still has total concealment (50% miss chance) against a slethek, and the slethek still has the normal miss chance when attacking foes that have concealment. A slethek is still flat-footed against attacks that it can't see.

FLEXIBLE

Slethek gain a +2 racial bonus to Escape Artist and Stealth checks. They can move through areas at least half their normal space with no penalty for squeezing and move through spaces at least one quarter their normal space by squeezing.

GLIB NEGOTIATOR

Slethek gain a +2 racial bonus to Bluff and Diplomacy checks. Once per day, they can bring their mental prowess to bear during a negotiation, rolling two dice on a Bluff or Diplomacy check and taking the higher result.

MERCURIAL MIND

Slethek minds are difficult to control. Slethek receive a +2 racial bonus on saving throws against mind affecting effects and saves against effects that deal psychic damage.

SLETHEK

4 HP

+2 DEX, +2 CHA, -2 WIS

PLAYING A SLETHEK

YOU LIKELY...

Tend to be friendly to others, and willing to help.

Find the comparison of slethek to snakes to be unfair, especially in the metaphorical sense.

Tend to avoid conflict and combat but strike quickly when combat can't be avoided.

Prefer supporting roles among crew and rarely lead.

OTHER RACES PROBABLY...

Mistakenly think you are going to eat someone when given the opportunity.

Feel uncomfortable because of your unnatural movement.

Wonder if your friendliness is a cover for lies and subterfuge.

Appreciate the help you willingly offer to even those with unpleasant appearances.

PHYSICAL DESCRIPTION

The ophidian slethek have long, thin bodies typically reaching lengths of 10 to 12 feet. Legless, they move about using the lower halves of their bodies, keeping the upper halves upright, standing between 5 and 6 feet high. Their narrow shoulders and arms each end in three long fingers and opposable thumbs. Their heads are narrow and triangular and their whole bodies are covered in minute scales. Slethek skin is typically a shade of green or brown, or black, with bands of green,

yellow, orange, and/or red, varying with the region of Jhorzakar from which they originate.

HOMEWORLD

Slethek are native to the planet Jhorzakar, within the Rel-Dar System. They have limited presence on other worlds, have few ships and no known colonies.

SOCIETY AND ALIGNMENT

Until the arrival (or return, to the slethek's mind) of humanity and the rule of Harbinger Industrial, the slethek lived in a stateless society, or under the rule of ancient androids. Grouped into extended family units, the rule of law was determined by a loose council of family elders in a given community. Families competed with one another but joined together as a community to compete against other slethek settlements for resources and prestige. Now the slethek divide themselves into two main categories. The first are the traditionalists, who view Harbinger's arrival as the preordained return of humanity as the rightful rulers of Jhorzakar. They now serve the humans' interests and see themselves as fulfilling obligations set down by their ancestors (not to mention the opportunity for myriad new and varied experiences brought by interaction with the humans. On the other side are the progressives, who paradoxically wish their society to remain as it has been for over a dozen generations, viewing humans as simply another community with which to compete. Slethek alignments tend toward chaotic and neutral, with lawful elements among the traditionalists.

RELATIONS

The slethek were pleased with the return of humanity to the Rel-Dar system. They enjoy working with (and against) and socializing with humans, finding

them kindred spirits with like minds. Aasimar find the slethek agreeable and are accustomed to friendly serpent imagery through their familiarity with the coatl lore. Slethek can live comfortably within drow communities. Many slethek find the skareen's discomfort in their presence amusing, and an advantageous position for bargaining, especially since their advanced olfactory sense allows them to fully understand the skareen language, even if they cannot reciprocate. Tieflings and slethek are often on familiar terms, though slethek have little patience for exploitation. They find the vesk's sense of honor and propriety alternately vexing and amusing. Their relationship with the native androids of Jhorzakar has long been uneasy, and the slethek often transfer these misgivings to androids from off world as well, treating them with respect, but also keeping them at a distance. Slethek typically have no trouble dealing with any of the other common races and attempt to find common ground with them as they can.

ADVENTURERS

Slethek enjoy competition and overcoming obstacles, and thus the adventuring life has great appeal to them. Many go abroad to seek new experiences and victories to bring home and brag about to their people. Given their propensity towards social interaction, slethek are often envoys. Slethek physiology is well-adapted to the role of operative as well. Some slethek excel at magic, and many that do opt for the path of the mystic, with particular emphasis on magic that influences the mind.

NAMES

Slethek names tend to be long and sibilant, suitable for their native tongue. When among other races, especially humans, they tend to use diminutives of their names, often with a descriptive for emphasis though many of their descriptive monikers tend to be ironic. Examples include Honest Slenn, Quiet Vis, or Canny Lusha. Some sample slethek names include Fellastravel, Lushathelay, Sankraveshin, Slennathra, Theshkerrim, and Visserrin.



TIEFLING

These devilish descendants of the lower plains thrive in the Widows Tear, exploiting the underdeveloped races, and the friction between the other power groups. Few tieflings are good, but just as few are evil. Vagabonds and roguish explorers, tieflings are a diverse lot.

SIZE AND TYPE

Tieflings are medium outsiders with the native subtype.

DARKVISION

Tieflings have darkvision, allowing them to see with no light source at all to a range of 60 feet in black and white only.

DECEPTIVE

Tieflings gain a +2 racial bonus on Bluff and Stealth checks.

FIENDISH RESISTANCE

Tieflings gain resistance 5 against cold, electricity and fire.

FIENDISH DEFORMITY

Tieflings possess distorted, often horrific features resulting from their fiendish heritage. At 1st level, tieflings choose one of the fiendish extremities below. Once chosen, this cannot be changed. Tieflings can gain a fiendish extremity as a replacement class feature at 2nd, 4th, 6th, 12th, or 18th level, as if the fiendish extremity were granted by an archetype. (See the archetypes section in Chapter 4 of the Starfinder Roleplaying Game Core Rulebook). Tieflings cannot replace a replacement class feature gained from an actual archetype with a fiendish extremity.

Prehensile Tail: Tieflings with prehensile tails can use their tail to carry items and wield weapons. In effect, such tieflings can wield and hold up to three hands' worth of weapons and equipment. While their prehensile tails increase the number of items they can have at the ready, this does not increase the number of attacks they can make during combat.

TIEFLING

4 HP

+2 DEX, +2 INT, -2 CHA

PLAYING A TIEFLING

YOU LIKELY...

Believe that the ends justify the means, and the ends are always survival.

Look out for yourself, and see friends as cord in the netting you use to climb.

Have a sense of pride in your ability to make ends meet, and make others meet their ends.

Know a guy who knows a guy who can take care of that.

OTHER RACES PROBABLY...

Think you're a criminal without evidence.

Expect you to earn their trust, not be given it.

Worry that you have some infernal agenda.

Become more suspicious if you are kind.

Scaly Skin: When wearing light or no armor, they gain a +1 racial bonus to AC. When wearing heavy armor, they reduce its armor check penalty by 1.

Natural Weapons: Tieflings can deal 1d3 lethal damage with unarmed strikes and the attack doesn't count as archaic. Tieflings gain a unique weapon specialization with their natural weapons at 3rd level, allowing them to add 1-1/2 x their character level to damage rolls with their natural weapons (instead of adding their level, as usual).

Vestigial Wings: Although unable to fly, many tieflings have vestigial wings that enable them to float softly to the ground. They can make a DC 15 Acrobatics check to fall safely from any height without taking falling damage, as if using the flight spell (spell level 1st). When falling safely, a tiefling may make an

additional DC 15 Acrobatics check to glide, moving 5 feet laterally for every 20 feet the tiefling falls.

PHYSICAL DESCRIPTION

Tieflings resemble humans with some mild infernal deformities. They tend to have darker colored and earthy tones for skin, ranging from ruddy browns or deep green, to a bright red. Most tieflings possess horns, though they are often small. Some tieflings have glowing eyes, and most have warm tones such as yellow, red or orange in their irises. While all tieflings are different, claws, tails and even wings are not unheard of.

HOMEWORLD

Only Ryla is a tiefling dominated world, though the rest of the Yemon system was primarily colonized by tieflings. Many worlds have a tiefling presence and nearly all worlds have wealth leaking into Hellfire Syndicate pockets.

SOCIETY AND ALIGNMENT

Tiefling society resembles the power structure of a criminal organization. While less bureaucratic than hell, but far more stable than the abyss, the influence of their planar ancestry can be seen throughout the Hellfire Syndicate. Interestingly, tieflings have no unified culture in the Tear outside their home world of Ryla, and actively encourage other species to work within the syndicate, though any only tieflings can rise to the highest ranks. Tieflings can be any alignment, though they do tend toward lawful evil.

RELATIONS

Perhaps the most contentious relationship in the Widow's Tear is that between tieflings and

aasimar, but fortunately the Adriel and Yemon systems aren't in close proximity. Despite that distance they remain in a constant state of friction. Tieflings and drow are easy allies and work together frequently. Humans make up a significant portion of the tiefling culture and people and are easy to seduce and control. Tieflings can typically appeal to the logic both androids and Kasathas when offering them easy solutions to their problems, though it is often difficult to rake up enough blackmail material on either of these races to ensure continued relationships that are beneficial to the tieflings. Lashuntas often find the tieflings repulsive yet are susceptible to accepting their help when they

find themselves in need of protection. Shirrens are as susceptible to corruption as any human due to their rampant individuality, and the vesk are more than happy to loan out their services as mercenaries to the tieflings if the price meets their expectation. Ysoki are frequently valuable allies to tieflings, because of their penchant for trouble.

ADVENTURERS

Acultural reputation as criminals makes it difficult to do much else outside of the system of Yemon. Most tieflings and humans in Yemon have diverse professions as artisans, builders, craftsmen, laborers, and food producers. While many tieflings in Yemon are also criminals such as dealers, enforcers, fixers, and thieves it is in the nebula abroad where most tieflings turn to criminality. Resources and wealth in Yemon are limited and already accounted for, but in the vastness of the Widow's Tear there is an endless supply of other people's money, and many imaginative ways to get it.

NAMES

Tiefling naming conventions vary widely, as they tend to have small populations on almost every inhabited world, and blend some with the local culture. Still, many tieflings prefer their ancestral names, having nearly impossible to pronounce infernal titles. Some tiefling names are Argal, Dolgranok, Gagdrin, Jazokach, and Zobex



Waelhaem

These badgerlike beings are a tough race adapted for survival, though they are also artistic and have a talent for song and a love of community.

SIZE AND TYPE

Waelhaem are Medium humanoids with the waelhaem subtype.

NATURAL WEAPONS

Waelhaem are always considered armed. They can deal 1d4 lethal damage with unarmed strikes and the attack doesn't count as archaic. Waelhaem gain a unique weapon specialization with their claws at 3rd level, allowing them to add 1 1/2x their character level to their damage rolls for their claws (instead of just adding their character level, as usual).

LOW LIGHT VISION

Waelhaem can see in dim light as if it were normal light.

MUSK GLANDS

Waelhaem have glands that can exude a noxious smelling chemical. Once per day, a waelhaem can release this chemical, and all creatures within 5 feet must succeed at a Will save equal to the waelhaem's level +10 or be sickened for a number of rounds equal to half the waelhaem's level. Creatures that do not breathe are unaffected by this ability. This ability does not work in a vacuum.

WORDSMITH

Waelhaem are proud of their oral traditions and have passed these skills on through generations. Waelhaem receive a +2 racial bonus to Diplomacy, Intimidate, and appropriate Charisma-based Profession skill checks.

PHYSICAL DESCRIPTION

Waelhaem is a mustelid-like humanoid, its body covered entirely in brindled fur of black, gray,

WÆLHAEM

4 HP

+2 CON +2 CHA, -2 INT

PLAYING A WÆLHAEM

YOU LIKELY...

Feel the need to quickly defend yourself both verbally and physically when threatened.

Enjoy a good song or poem, especially recited in combat.

Like to stay clean but aren't afraid to get dirty.

Take pride in your martial ability and believe unarmed combat to be a valid way to resolve conflict.

OTHER RACES PROBABLY...

Find your battle performance unnerving or annoying.

Are impressed with your stamina and ferocity.

Are unnerved by your concept of personal space.

Find your personal odor off-putting in close quarters.

white, and brown, except for the palms of its hands, the soles of its feet, and sparse patches behind their widely spaced, triangular ears. They have distinctive white and black markings on their faces around the eyes and muzzle. Waelhaems have large, thick, black claws that they keep in excellent condition. An average waelhaem stands between four and a half and five and a half feet tall, with a broad build, weighing between 150 and 200 pounds. There is no discernable difference in height or mass between sexes.

HOMEWORLD

Waelhaem are indigenous to Targon in the Rel-Dar system, and seldom stray far from there.

SOCIETY AND ALIGNMENT

Waelhaem society is largely tribal, with a clan being led by a chief chosen through a series of trials—both artistic and martial—by a delegation of clan members representing various factions (the military, educators, crafters, and others). The chief (and their mate) are the final authority, relying on advice from advisers chosen from the various factions. If a chief is found to be unfit, the clan chooses a replacement who must win the position through a trial of blood or breath. Trial by blood is hand-to-hand combat, using only claws, until one or the other dies or yields. A trial by breath is a contest of speech and song, using words to improve one's position in the eyes of the clan, and/or breaking down the reputation of the other with scathing criticism. In the eyes of the waelhaem, a leader whose status can be damaged with words is no leader at all.

Martial prowess is prized among the waelhaem, as are the oral traditions of story and song. They combine these two often, making up stories and songs of great battles and heroes, and then reciting or singing them during combat. Other races often

find these orations unsettling, which works to the waelhaems' advantage.

Waelhaem have a strong sense of community and tradition, and so many are of lawful alignment. They are also a ruthless species, prone to pragmatism, fatalism, and harsh realism. There are more neutral and evil aligned waelhaem than good.

RELATIONS

Asimar have a limited presence in the Rel-Dar system and Waelhaem don't readily distinguish them from humans. Waelhaem find humans to be overly concerned with industry and profit, at least where members of Harbinger Industrial are concerned, as those are the humans with which they have the most contact. Drow find that Waelhaem remind them of subterranean predators and are uncomfortable around them. The vesk admire the waelhaem's combat abilities and martial attitude, and the feeling is reciprocated. Lashunta and shirren are viewed as suspicious, as the waelhaem find telepathy intrusive. Tieflings of the Hellfire Syndicate have exploited the waelhaem in the past and their kind all have a poor reputation among Waelhaem. They find the ysoki both charming and exasperating, appreciating their survival instincts but quickly become annoyed by their lack of discipline and aesthetics.

ADVENTURERS

Waelhaem are ferocious fighters, and soldiers are common among them. Their more martial bent has occasionally led them into other parts of the Widow's tear, especially as enforcers and mercenaries.

NAMES

Waelhaem prefer barking guttural names, and some examples of waelhaem names are Dorgak, Gormack, Juhrcht, Thormg, Skargach and Wiggecht.



ZORRN

Cousins of earth elemental creatures, these mineral eaters are asymmetrical and off putting.

SIZE AND TYPE

Zorn are Medium outsiders with the native subtype.

EARTH GLIDE

Once per day the zorn can burrow through any natural earth or stone as if it were burrowing, leaving no trace of its passage. This ability lasts for a number of minutes equal to the zorn's level. If the ability ends while the zorn is moving through natural earth it may continue moving using its burrow speed, but if it ends while the zorn is moving through stone it takes 1d6 damage per 5ft of movement as it is ejected into the nearest available natural earth or empty space.

NATURAL WEAPONS

Zorn are always considered armed. They can deal 1d3 lethal damage with unarmed strikes, the attack doesn't count as archaic, and they have the penetrating weapon special property (treat the zorn's character level as the item level).

SLOW MOVING BURROWERS

Zorn have an awkward, three-legged gait, giving them a 20 foot movement rate, but have a burrow speed of 20 feet.

THREE ARMS

Zorn have three arms, which allows them to wield and hold up to three hands' worth of weapons or equipment. While their multiple arms increase the number of items they can have at the ready, it doesn't increase the number of attacks they can make during combat.

PHYSICAL DESCRIPTION

Millennia away from their home plane of existence, as well as generations of slow starvation have greatly

ZORRN

5 HP

+2 STR +2 INT, -2 CON

PLAYING A ZORRN

YOU LIKELY...

Notice the materials something is made of immediately, especially if it is made of stone or metal.

Enjoy exploration and the discoveries it can lead to, especially when those discoveries are new ores or alloys.

Realize that you look very different than most other intelligent species in the nebula.

See jewelry as excessive, and in a certain sense, playing with food.

OTHER RACES PROBABLY...

See your diet as a combination of greed and gluttony.

Find your appearance to be shocking and your habits odd.

Misunderstand exactly what you can and can't consume, and worry for their possessions.

Aren't quite sure when your oddly shaped body is facing them.

changed them. Zorn resemble their extraplanar cousins, bearing the same odd symmetry of three equally spaced arms, legs, and eyes around its body, with a large, toothy mouth atop it all. However, while xorn are often nearly as wide as they are tall, zorn are thin, wider at the base above their legs with the body narrowing as it rises towards the mouth. They also do not grow as tall as their cousins, averaging about five and a half feet in height and rarely reaching more than seven feet tall. Their skins are hard and pebbled, but nowhere near as resistant to damage as the xorn. Coloration is as varied as the stone which they resemble.

HOMEWORLD

Zorn populations are found primarily on the planet Pointless in the system of Khôl's Demise.

SOCIETY AND ALIGNMENT

The zorn are also referred to as Low Xorn, to differentiate them from their extraplanar kin, as the names of both races are homophones. These creatures have spent countless human generations marooned in the system of Khôl's Demise on the planet Pointless. What they did, if anything, to merit such exile and imprisonment has been lost to time. Not even the zorn's memories stretch back that far. Even if it did, their modern narrative focuses not on their jailors, but rather their rescuer, Pelusach Khôl. He is perceived as a savior, and has become the object of reverence, with likenesses being carved into the rock and ice of their new planet as memorials and homages to the man that saved them from imprisonment and slow starvation by granting them access to space travel.

The zorn diet consists entirely of minerals and gems, as well as some of the softer metals such as copper, gold and silver. Zorn cannot consume harder metals such as the metals weapons, armor, vehicles and starships are made of. Zorn prefer more expensive minerals, especially crystals of corundum, are highly prized by the zorn as food. For this reason, zorn are not often well liked by those in the mining industry, as they literally eat up the profits.

RELATIONS

Zorn regard all other species as fascinating, as they tend to adorn themselves in edible metals. Typically obsessed with eating, zorn care little for interspecies relations other than for trade and have almost no opinions on other species except for a few. Aasimar and humans are regarded as allies due to the actions of Pelusach Khôl in the zorn's history. Drow are seen as racial enemies due to their tendency to kill xorn, and tieflings have had their reputations with the zorn ruined by the double dealings of the Hellfire Syndicate.

ADVENTURERS

A few zorn are motivated to find something other than their hunger to guide their lives, often with Khôl as an inspiration. They leave to try and make a difference in the lives of others, as the prospector once did for them. This has the advantage of reducing their hunger for metal and minerals to more moderate levels, perhaps due to the distance from the magitech that encircles their former prison. However, the further away from the hybrid technology placed on the moons of Pointless, the less formidable they become, losing their immunity to heat and cold that they enjoy even as far away as Hot Princess. Still, some consider it worth the opportunity to explore the galaxy and not be confined to a single planet, even if it is a relative paradise compared to the prison from which they were rescued.

NAMES

Zorn names are nearly unpronounceable because they consist of grinding and gurgling noises that most creatures cannot imitate. As such, zorn are often given nicknames by other species and answer to those.



STARFINDER CORE RACES

The following section takes a look at races found in the Starfinder core rules, and how they fit into the Widow's Tear nebula.

ANDROIDS

Androids are present in the Widow's Tear in especially large numbers, some brought into the nebula with human colonists, or other races, and others mysteriously ancient and native to the Tear. The Asenath system is almost entirely populated by a dangerous race of indigenous androids with a hostile, xenophobic and mostly unknown culture. It is not unheard of for colonist androids to seek asylum there, though it is unknown what becomes of those that do. Androids do experience some discrimination and are seen in different ways by different cultures but are generally considered property.

DWARVES

Dwarves are extremely uncommon in The Widow's Tear, though those that are present come as mining colonists. As a rarer race with a cultural tradition in mining, dwarves are highly valued experts among the miners of the systems.

ELVES

The Elves of The Widow's Tear are occasionally outcasts and adventurers, but more often traders who are here to conduct business. A significant population of elves exists in the Fifth Realm system. As can be expected, elves typically avoid dealings with the Onyx Consortium at all costs, as it tends to be detrimental to their very lives.

GNOMES

Gnomes typically come to the Widow's Tear as researchers, though some miners and colonists can be found as well. Gnomes do not control any planetary bodies within the Widow's Tear, though they are easy enough to find mixed in with the various diverse worlds and space stations.

HALF ELVES

Most half-elves in the Widow's Tear are drow descended, and rarely distinguished as separate from drow other than among their kin. Drow consider

drow descended half-elves to universally be bastards and second class citizens, though each clan deals with this separately. As outcasts half-elves often come to the other systems of the Widow's Tear to escape the Consortium, or normal society outside the Tear and find a new place where they would not be looked upon as different or not truly belonging to either race that spawned them. While it is true that full-blooded elves are rare in the nebula, most species here can still differentiate between them and their parental stock due to their similarities to half-elves borne of drow-human pairings.

HALF ORCS

As outcasts in their own worlds, half orcs sometimes seek out the less charted corners of space, and some few have found refuge in the nebula. Often mistaken for tieflings, half orcs face little discrimination in the Widow's Tear and can find peace. Some half orcs turn to criminal enterprise with the Hellfire Syndicate, while others live peacefully on the tiefling homeworld of Ryala.

KASATHA

Exceptionally rare in the nebula, kasatha have few significant settlements. Their highest concentrations are in the Gnosis system. Their nomadic nature has led individuals to the Widow's Tear for reasons that vary from individual to individual. There is, however, a secret order of Solarions within the Umbrai system secretly studying the unique properties of the suns and the rare crystals found in the system.

LASHUNTA

With a passion for learning and an appreciation for alien culture, Lashuntas often find themselves within the Widow's tear as explorers and diplomats, seeking to establish some relations with this uncharted corner of space. The few lashuntas who make the nebula a permanent home often do so because of some sort of relationship they have found there.

SHIRREN

While these insectoids are rare within the Widow's Tear, they have found some roles within its peoples. Many shirren who have taken up the cause of freedom, and advocate for personal independence have found

many causes worth fighting in the Tear. Abolition of drow slavery, or less rigid and punitive laws within the despotic systems are common causes, though these often land benevolent activists in chains themselves. Many shirren have found a home with the skareen, as their peoples share many similarities in both form and culture.

VESK

Wherever there is war, warriors are needed. The Tear is no different. Vesk mercenaries, bounty hunters, soldiers and enforcers all trickle into the nebula as it becomes more well known. Few of the vesk spend the coin and time travel to this corner of space for peaceful

purposes. The one exception to this is the Dragon Vesk that make their home in the Yemon system. These vesk are more diplomatic and practice magic more frequently.

YSOKI

If there is a least common core species in the worlds of the Widow's Tear, it is the ysoki. Still, they are not an uncommon sight, and many visiting starships have a few ysoki aboard. These small humanoids rarely travel far from their vessels and have often been known to say that something about these stars just seems wrong.



DENIZENS OF THE TEAR

While the Widow's Tear is a vast, mysterious nebula, the horrors within it are not unknown to those who live there. What follows are various entries recorded by travelers who seek to prepare the unwary for their journey into the Tear. The creatures herein are identified and classified according to the star system in which they are found. New, sentient races, various types of equipment, and starships are also catalogued and sorted according to the star system.

AKIIR

The following creatures and items are commonly found in the Cybethal Akiir system.

VYABELLAN LASHER

CR 8

XP 4,800

N Huge plant

Init +3; **Senses** blindsight (vibration) 60 ft., sightless; **Perception** +8

DEFENSE

HP 125 RP 3

EAC 20; KAC 22

Fort +16, Ref +13, Will +6

Immune acid, plant **immunities**, poison

OFFENSE

Speed 0 ft.

Melee tentacle +19 (1d6+10 plus 1d6 acid)

Multiattack 4 tentacles +13 (1d6+10 plus 1d6 acid)

Space 15 ft.; Reach 15 ft.

Special Attacks spore cloud

STATISTICS

Str +6, Dex +3, Con +4, Int -3, Wis -1, Cha -5

Other Abilities earth churn

ECOLOGY

Environment any temperate or warm (Vycabel Akiir)

Organization solitary or patch (2-4)

Treasure incidental

SPECIAL ABILITIES

Earth Churn (Ex) When a Vycabellan lasher is attacking prey, its mycelium—the thick, ropy tendrils that root it to the ground—writhe and twist, breaking the surface and lashing about. All squares within 60 feet of the Vycabellan lasher are considered difficult terrain.

Spore Cloud (Ex) The Vycabellan lasher can spend a Resolve Point to emit a cloud of spores as a standard action. All living creatures within 60 feet of the lasher must succeed at a DC 16 Fortitude save or become infected. The spores are treated as a disease using the physical track.

Vycabellan Anti-Fungal Hypo(Ex): The dangerous Vycabellan lasher secretes a substance that can be manufactured into a powerful anti-fungal agent used to treat diseases caused by fungal infestation. If a dose of Vycabellan anti-fungal is administered during treatment of a fungal or spore-based disease, the caregiver gains a +5 circumstance bonus on Medical skill checks to treat the disease. If administered to an infected person without a Medical skill check, the medicine provides a +2 enhancement bonus on any saves made by the subject against the disease for the next 24 hours.

This enormous fungus appears upon the terrain as a tangle of scaly tendrils, erupting into activity when prey comes within range. The entire fungal patch moves, causing uncertain footing in the area around



the lasher, and making it more difficult for victims to escape. The vycabellan lasher can derive nutrients from the meanest substance and even feeds on oozes.

SKRAEMA

CR 6

XP 2,400

N Large magical beast

Init +5; **Senses** blindsense (hearing) 60 ft., darkvision 60 ft., low-light vision; **Perception** +8

DEFENSE

HP 90

EAC 18; **KAC** 20

Fort +10, **Ref** +13, **Will** +6

Immune sonic; **Resist** electricity 10

OFFENSE

Speed 10 ft., fly 90 ft. (hover)

Melee bite +14 (1d8 +9 P plus grab)

Space 10 ft.; **Reach** 10 ft.

Offensive Abilities sonic screech

STATISTICS

Str +3, **Dex** +5, **Con** +2, **Int** -4, **Wis** +1, **Cha** +0

Skills Acrobatics +18, Perception +18, Stealth +13 (+17 when airborne); **Racial** Modifiers +4 Stealth when airborne

ECOLOGY

Environment any non-aquatic

Organization solitary, pair, or flock (3-8)

SPECIAL ABILITIES

Sonic Screech (Ex) Every 1d4 rounds, as a standard action, the skraema can unleash a screech in a 30 foot cone, dealing 2d10+6 damage, knocking targets prone, and stunning them for 1d4 rounds. A successful DC 14 Fortitude save halves the damage and negates the prone and stunned conditions.

The apex aerial predator of Cybethal, the skraema is constantly aloft, never touching down on the planet's surface except when it descends upon its prey. The skraema do not sleep, but enter a state of low alpha-wave activity to rest and recuperate. Prior to this state, the skraema finds a high thermal, riding it while it rests.

A typical skraema specimen is about 14 feet long from the tip of its beak to the end of its tail. The smooth, leathery wings boast a 30 foot span. Skin color ranges from light blue to dark

gray, covered in streaks and whorls of white, black and/or gray, allowing it to blend into the skies of Cybethal. Its ivory beak is tripartite and serrated, opening to reveal a throat lined with hooked teeth. Its three eyes are large and white.

The skraema's main hunting tactic is to surprise its prey, diving down to stun them with its sonic attack, then scooping them up to eat at its leisure. Since the discovery of Cybethal by other races, the skraema have learned to attack creatures on the water's surface by preference, as these are typically off-world visitors and do not flee down into the depths like most of the skraema's preferred prey. They have discovered that these new creatures are often easier hunting.

This organ is grown and modified from biological samples taken from adult skraema. It is triggered as a standard action to emit a blast of sonic energy in a 15-foot cone as an extraordinary ability. Once the screamer has been used, it can't be used again without a 10 minute rest, though a Resolve Point recharges it immediately.

A standard screamer deals 4d4 sonic damage and stuns targets for 1 round. An advanced screamer deals 8d4 sonic damage and stuns targets for 1d4 rounds. Affected creatures can attempt a Reflex save (DC = 10 + half your level + your Constitution modifier) to take only half damage and negate the stunning effect.



VASHKAL

CR 8

XP 4,800

N Huge magical beast (aquatic)

Init +9; **Senses** darkvision 60 ft., low-light vision;**Perception** +7

DEFENSE

HP 125

EAC 20; KAC 21

Fort +12; **Ref** +12; **Will** +5**Defensive Abilities** camouflage

OFFENSE

Speed 15 ft., swim 60 ft.**Melee** bite +15 (2d6+15 P plus swallow whole)**Multiattack** 2 bites +11 (2d6+15 P)**Space** 15 ft., **Reach** 15 ft.**Offensive Abilities** swallow whole (2d6+15 A, **EAC** 20, **KAC** 17, 31 HP)

STATISTICS

Str +7; **Dex** +5; **Con** +5; **Int** -3; **Wis** +2; **Cha** -2**Skills** Athletics +13 (+21 when swimming), Stealth +4**Feats** Improved Initiative

ECOLOGY

Environment warm ocean (Cybethal Akiir)**Organization** solitary, pair, or nest (3-6)

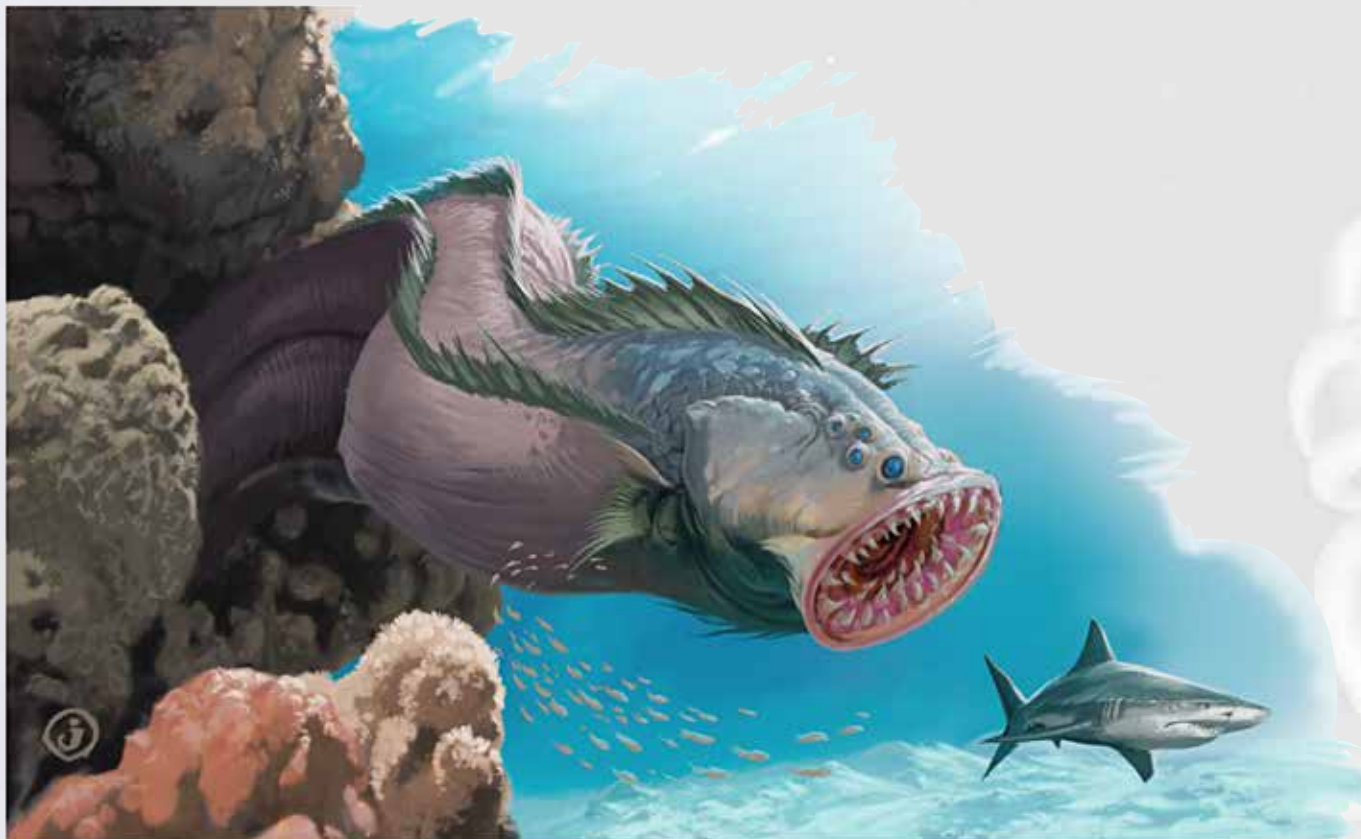
SPECIAL ABILITIES

Camouflage (Ex): As a swift action, a vashkal can instantly change its skin color, matching background colors and textures almost perfectly. The vashkal becomes effectively invisible so long as it takes no actions. If the camouflaged vashkal attacks and/or moves in a round, it has concealment until the beginning of its turn the following round instead.

A fearsome ambush predator, the vashkal's thick, rubbery hide provides camouflage that allows it to blend in to myriad environments under the surface of the ocean. It typically hunts near reefs, which provide large amounts of available prey. A vashkal lies in wait atop coral or rocks, waiting for unsuspecting prey to get close before attacking. The average vashkal has a long, sinuous body between 20 and 25 feet in length, with four pairs of membranous fins running the length of its body. Six eyes surround its lamprey-like mouth, which sports four rows of serrated teeth.

SCREAMER SYSTEM: THROAT

MODEL	LEVEL	PRICE
Standard	3	3,200
Advanced	6	9,600



ANTROGA

The following creatures are found in the Antroga system.

DIAMOND WORM	CR 2
XP 600	
N Small Vermin	
Init +3 Senses Blindsight (vibration, scent) 60ft; Perception +12	
DEFENSE	HP 23
EAC 13; KAC 14	
Fort +1; Ref +1; Will +5	
Defensive Abilities Eject	
OFFENSE	
Speed 20ft, Burrow 20ft, Climb 20ft	
Melee bite +6 (1d4+4 P plus grab)	
Offensive Abilities infest, motor control	
STATISTICS	
Str +2; Dex +2; Con +4; Int +0; Wis +0; Cha -1	
Skills Athletics +12, Perception +12 Stealth +12	
Languages none	
Other Abilities mindless, nest sense	
ECOLOGY	
Environment any land	
Organization solitary or nest(4-8)	
SPECIAL ABILITIES	

Infest (Ex) If a diamond worm starts its turn grappling a Small, Medium, or Large living creature, the diamond worm deals 1d6 damage, and burrows into the creature's body as a movement action (Fortitude DC 15 negates). While burrowed within the creature, the diamond worm has total cover, and can take no actions. The infested creature is considered the host and is unable to act. The host may attempt to regain control of its body for the round (Will save DC 15), but if they fail they may not try again for 1d4 rounds. So long as the diamond worm is in control, it may use the host's body and senses as if it were its own body, but doesn't have access to the hosts mind, or any of the host creature's knowledge, experience, or class abilities. Any abilities gained from the race or species of the creature are available to the diamond worm for use.

Eject (Ex) If a host is immobilized, pinned, or otherwise trapped for two or more rounds, the diamond worm may choose to violently exit the host's body, dealing 1d4 piercing damage to the host and launching the

diamond worm 40ft away from the host as a swift action.

Motor Control (Ex) This ability allows the diamond worm to control the motor functions of the host creature, and move the host's body using any movement speed the host may possess, and make skill checks using its own Athletics skill modifier or the host's modifier, whichever is greater. If threatened, or cornered, the diamond worm may also direct the host to attack with manufactured or natural weapons, and the attacks are made as if the host were making them themselves.

Nest Sense (Ex) The diamond worm always knows the shortest route to reach the nearest diamond worm nest and when it obtains a host it will always attempt to move its host along that route toward the nest if possible. The diamond worm will ignore other creatures if possible and avoids combat other than obtaining a host, and while it has a host will only use it's host to attack in self-defense.

Diamond worms are yellowish in color and splotched with greenish-black scales. They are eyeless, with pseudo-mouths containing 66 tooth-like growths. Four razor-sharp, hook-like appendages surround the pseudo-mouth. Their tails are extremely powerful, allowing them to leap small distances.

If a diamond worm successfully latches on to a life form with its hook appendages, it attempts to burrow its way into the victim, then proceeds to tunnel directly to the brain, assuming the victim has a higher brain stem. The diamond worm takes control of the victim's bodily functions, causing it to happily march off to the nearest burrow entrance, babbling contentedly as they do so. Once at the entrance, the victim is directed to lay down on the ground, and dozens of diamond worms boil forth to consume it alive.

SAMPLE KAL-NULAK (SPAWNED FROM A TIEFLING HOST)

KAL-NULAK

CR 4

XP 1,200

NE Medium monstrous humanoid (kal-nulak, shapechanger)

Kal-nulak operative

Init +5; **Senses** darkvision 60 ft., low-light vision; **Perception** +10

DEFENSE

HP 45

EAC 19; **KAC** 19

Fort +4, **Ref** +8, **Will** +8

Defensive Abilities evasion; **DR** 1/--; **Resistances** cold 5, electricity 5, fire 7

OFFENSE

Speed 30 ft., burrow 5 ft.

Melee survival knife +8 (1d4+4 S) or natural attack +10 (1d3+4 S)

Ranged thunderstrike sonic pistol +10 (1d8+4 So) or

tactical shirren-eye rifle +10 (1d10+4 P)

Offensive Abilities debilitating trick, fiendish gloom 2/day, trick attack +1d8

STATISTICS

Str +1, **Dex** +5, **Con** +1, **Int** +3, **Wis** +1, **Cha** +0

Skills Acrobatics +15, Athletics +10, Bluff +15, Sleight of Hand +10, Stealth +15

Feats Unfriendly Fire

Languages Common, Infernal, Nulak

Other Abilities change shape, operative exploits (combat trick, uncanny mobility), operative specialization (ghost), quick movement +10 ft.

Gear defrex hide (jump jets), survival knife, thunderstrike sonic pistol with 2 batteries, tactical shirren-eye rifle with 25 sniper rounds.



Gnosis

The following entities are found in the Gnosis system.

GRAY GOO

CR 1

XP 400

N Tiny ooze (technological)

Init +4; **Senses** blindsight (vibration) 60 ft., sightless; **Perception** +5

DEFENSE

HP 20

EAC 11; **KAC** 13

Fort +4, **Ref** +6, **Will** +1

Defensive Abilities amorphous, ooze immunities

Weaknesses EMPs, signal jamming

OFFENSE

Speed 20 ft.

Melee pseudopod +6 (1d4+3 A)

Space 2 1/2 ft.; **Reach** 0 ft.

Offensive Abilities nanite injection

STATISTICS

Str +2, **Dex** +4, **Con** +1, **Int** –, **Wis** +0, **Cha** –4

Skills Athletics +10, Stealth +10

Languages Common (can't speak any language)

Other Abilities collective, compression, terraform

ECOLOGY

Environment any (Mod)

Organization solitary, pair, or mob (3-6)

SPECIAL ABILITIES

Collective (Ex) As a collection of microscopic machines, a gray goo's statistics are directly proportional to its mass. If a gray goo moves within 30 feet of another gray goo, each one must make a Will save (DC 10 + the larger creature's CR). If either one fails, it will attempt to move toward and be absorbed by the other. Upon absorption, the new creature gains one Mass point per Tiny Gray Goo it has absorbed (absorbing a larger Gray Goo adds their current Mass together). Upon reaching a certain number of Mass points, the creature increases in Size to the next Size category and its statistics adjust per table 1-1. Stat bonuses apply to Dex, Str, and Con in that order.

Nanite Injection (Ex) A gray goo that scores a critical hit on a target transfers nanites from its mass into the target's body. The target must make a Fortitude saving throw (DC = 10 + the gray goo's CR). On a failed save, the target gains the nanite-infected template.

Terraform (Ex) When left to its own devices, a Gray Goo will follow its directives to modify and adapt its surroundings. Aspects of the environment found to be "unnecessary" or "inefficient" may be removed or altered as the Goo interacts with it. See the Nanite-infected template graft for examples of changes that may be made to living creatures. Technological "improvements" to the environment itself are also possible: plants may wind up with solar panels replacing the leaves, the cliff surrounding a waterfall may form into a hydroelectric generator, complete with storage batteries, sand dunes encroaching on a forest may get contained by mile-high walls or redirected by fans blowing the sand in another direction. The time needed to complete a particular project depends on its scale and the size and number of gray goos working on it. The time frame will typically range from days to months.

Vulnerability to EMPs and Signal Jamming (Ex) A gray goo takes double damage from weapons and effects that have the EMP special property. A gray goo will not willingly enter the area of effect of an active signal jammer. If forced to enter such an area, or if a signal jammer is activated while a gray goo is within the area of effect, the gray goo gains the shaken condition as long as it is within the area of effect.

Rumor has it that when a gray goo reaches a certain critical mass, it loses its mindless nature and begins acting in unexpected ways, gaining a sort of sentience. Tales have been told of shining metallic cities springing up overnight, uninhabited but fully operational and ready for a population to move in. Others tell of ships of unknown configurations originating from Mod, initiating communication with passing ships in a unknown machine language, and then continuing on its way after several aborted attempts. Some even say that one or more of these ships have made it to other planets to begin the process all over again.

NANITE-INFECTED CREATURE GRAFT

(CR 1+)

When a creature receives a nanite injection and fails its save, the nanites in its bloodstream begin replicating and converting its body into more nanites. These nanites then modify the body, producing adaptations by either modifying the creature's physiology or adding artificial augmentation. These changes take effect and become apparent 24 hours after the initial failed save. Roll on Table 1-2: Adaptations to determine the first adaptation the creature receives.

GRAY GOO SIZE TABLE

MASS	CR	SIZE	ATK	SAVES	STATS	ATTACKS	HP	SPEED
2	2	Small	+8	+4,+4,+1	+4,+2,+1	1 (1d6+4 A)	25	20
4	4	Medium	+10	+6,+6,+3	+5,+3,+1	1 (1d6+9 A)	50	30
8	6	Large	+15	+8,+8,+5	+5,+3,+2	3 (1d4+11 A)	85	40
16	10	Huge	+20	+12,+12,+9	+8,+5,+3	3 (3d4+18 A)	155	40
32	14	Gargantuan	+25	+16,+16,+12	+8,+6,+4	4 (4d6+22 A)	245	50

CR: The creature gains +1 CR for each adaptation it gains from this template graft.

Required Creature Subtype: technological

Traits: adaptations (see below), armor enhancement (see below); bleed immunity (see below); nanite injection (see gray goo entry); vulnerability to EMPs and signal jamming (see gray goo entry).

Adaptations (Ex) A nanite-infected creature gains 1 adaptation 24 hours after failing its initial saving throw against the infection. Once a week, as the nanites continue to multiply and work, the creature must make a Fortitude saving throw (DC = 10 + twice the current number of adaptations). On a success, the creature remains unchanged. On a failed save, the creature gains a new adaptation and +1 to its CR. The creature continues to gain a new adaptation on a failed save until it reaches a total of 5 adaptations (+5 CR). See the sections on Removing the Nanites and Total Conversion for the results of further saving throws.

To add an adaptation, roll 1d12 and consult the appropriate adaptations table, ignoring repeated rolls and rerolling unless the table specifies otherwise. Adaptations often have quirks, however. Roll on the sub-table and compare the result to the options under the initial roll and apply these effects as well.

Instead of rolling, the GM has the option to choose a particular adaptation to apply to an infected creature, picking an appropriate adaptation based on the creature's current environment or recent experiences (aerial adaptation if the creature recently took falling damage, or void adaptation if it was exposed to a vacuum, for example).

Armor Enhancement (Ex) A nanite-infected creature's KAC increases by 1 with a +1 CR adjustment. This bonus increases by an additional +1 at +3 CR and +5 CR. A nanite-infected creature's EAC increases by 1 with a +2 CR adjustment, and by an additional +1 at +4 CR.

Bleed Immunity (Ex) A nanite-infected creature is immune to bleed effects.

Removing the Nanites: A remove affliction or restoration (or equivalent technological assistance, such as a regeneration table,) can remove the infecting nanites if cast on the creature before 24 hours have

elapsed (The DC for the caster level check of remove affliction is 4 + the DC of the nanite injection that initially infected the creature). If a nanite-infected creature has at least 1 adaptation, a remove affliction or restoration can be cast in an attempt to remove the nanites, but the creature must succeed at a Fortitude saving throw (DC = 10 + twice the current number of adaptations) for the spell to take effect. On a failed save, the creature remains infected and cannot receive the benefits of such magic again for 24 hours. On a success, the nanites are purged from the creature's body. The creature loses the benefits of any adaptations and takes 1d2 points of Constitution damage for every adaptation it possesses. If an adaptation replaced or modified a critical physiological system (see the void adaptations for example), the creature will require immediate medical intervention to avoid death.

If a nanite-infected creature rolls a natural 20 on its weekly Fortitude saving throw, its body manages to purge the nanites naturally. Any adaptations possessed continue to function for 1 week before breaking down without the presence of the nanites.

A creature that has had its nanites removed may have function restored to any adaptations it possesses through the efforts of a cybernetic surgeon. Treat this as purchasing the equivalent cybernetic augmentation, but at half the cost as most of the required wetware is already in place. If a particular adaptation does not have a listed price, the GM should decide on a reasonable cost.

Total Conversion: If a creature has already acquired the maximum 5 adaptations from nanite infection and fails its weekly Fortitude saving throw, the infection reaches a tipping point. The nanites become the dominant components of the body. When the creature fails the save, it falls unconscious. Over the next 24 hours the nanites begin breaking down the creature's body, along with all carried or worn equipment. If the nanites are not removed before this process is completed, the creature dies and becomes a gray goo of the same Size category. The gray goo does not count as the creature's body for purposes of spells or effects that can restore life to the creature or animate it as undead.

GREY GOO ADAPTATIONS

D12 ROLL	ADAPTATION TABLE
1	Muscular Adaptation
2	Motor Control adaptation
3	Skeletal adaptation
4	Metabolic Adaptation
5	Ocular Adaptation
6	Adrenal Adaptation
7	Aquatic Adaptation
8	Terrestrial Adaptation
9	Aerial Adaptation
10	Void Adaptation
11	Energy Adaptation
12	Composite Adaptation

ADAPTATION SUB TABLE 1: MUSCULAR ADAPTATIONS

PRIMARY ADAPTATION	Muscular Adaptation: Creature gains +2 bonus to Strength. If rolled again, this stacks but only increases by +1 for each roll after the first.
D4 ROLL	SECONDARY ADAPTATION
1	Uncontrolled Musculature: Add an additional one-time bonus of +2 to the creature's Strength, but each time a creature takes hold of an item, door, or other inanimate object, they have a 50% chance of unintentionally making a sunder roll against it.
2	Excessive Bulk: Reduce the creature's Dexterity by 2, and armor must be customized to fit their increased size (add +10% to the cost).
3	Testosterone Boost: When in combat, the creature gains a +4 to Acrobatics, Athletics, and Intimidate skill checks, but takes a -4 to all other skills.
4	Paragon Form: Nanites convert all fatty deposits into musculature and remove dermal imperfections, improving the creature's appearance and granting a +2 bonus to Charisma.

ADAPTATION SUB TABLE 2: MOTOR CONTROL ADAPTATION

PRIMARY ADAPTATION	Motor Control Adaptation: Creature gains +2 bonus to Dexterity. If rolled again, this stacks but only increases by +1 for each roll after the first.
D4 ROLL	SECONDARY ADAPTATION
1	Double-Jointed: The nanites modify several of the creature's joints so that they can move in unnatural directions. Creature gains +4 to grapple checks made to escape grapples and +4 to Escape Artist skill checks. Unless the creature is paying attention, their limbs may bend in these new directions even outside of combat, possibly unnerving others around them.
2	Compressible Anatomy: The creature can squeeze into spaces half its size without the normal penalties.
3	Extra Digits: Creature's hands receive an additional finger (or thumb), granting a +4 to Sleight of Hand skill checks.
4	Hyper Flexibility: Creature's limbs and digits are modified to be more flexible, but muscle density is decreased. Increases Dexterity by an additional +2, but reduces Strength by 2.

ADAPTATION SUB TABLE 3: SKELETAL ADAPTATION

PRIMARY ADAPTATION	Skeletal Adaptation: Creature gains +2 bonus to Constitution. If rolled again, this stacks but only increases by +1 for each roll after the first.
D4 ROLL	SECONDARY ADAPTATION
1	Armored Skin: Nanites restructure the skin rather than the skeletal system, granting the creature armored plates on top of their skin. The +2 to Constitution remains, but it does not increase with rerolls. Instead, the creature's natural KAC increases by 2 (stacks with the universal bonus for being nanite-infected). If the creature is wearing armor at the time that this is rolled, it becomes permanently fused to their body and has its KAC increased by 2 instead. The creature does not take penalties for sleeping in armor, but the armor cannot be removed, nor can any other armor be worn over it.
2	Density Increase: The creature's bones are infused with heavy metals, increasing its weight by a factor of 8 and lowering its speed by 10 feet (or 5 feet if the creature is Small), however its unarmed strikes gain a +2 bonus to damage.
3	Increased Pain Threshold: The nanites detect and dull pain messages. The creature gains immunity to all spells and effects with the pain descriptor and gains the Diehard feat.
4	Glitterboy: Nanites smooth the creature's skin and provide a reflective metallic coating. The +2 to Constitution remains, but it does not increase with rerolls. Instead, the creature's natural EAC increases by 2 (stacks with the universal bonus for being nanite-infected) and it takes a -4 penalty to Stealth. This also smooths out any imperfections, hair follicles, and pores, and thus the body has difficulty releasing heat. Each round they are engaged in combat, the creature needs to make Fortitude saves per environmental rules for heat. This can be mitigated if they find a way to stay cool (such as a suit of armor's environmental protections).

ADAPTATION SUB TABLE 4: METABOLIC ADAPTATION

PRIMARY ADAPTATION	Metabolic Adaptation: Increases efficiency of the creature's digestive system. Creature requires food and water only once per week, and can consume any remotely organic material for sustenance. If rolled again, this eliminates the need to eat and drink altogether.
D4 ROLL	SECONDARY ADAPTATION
1	Solar Conversion: Skin cells are replaced by solar cells. The creature no longer needs to eat or drink as long as it spends at least one hour in direct sunlight, or 4 hours in bright artificial light per day.
2	Intake Modification: Digestive tract efficiency is so high that the creature no longer gains any benefit from consuming organic matter, and instead must ingest jet fuel, weapon batteries, engine plasma, plutonium, or other high-energy fuel sources. The creature takes no damage or penalties for ingesting normally dangerous materials of this type, and now only requires sustenance once per month.
3	Sleep Efficiency: Nanites constantly dispose of cellular waste and maintain neurons, reducing the creature's need for sleep to one hour per day.
4	Slow Start: Creature's metabolism lowers greatly during rest, making it sluggish shortly after waking, but providing it with bursts of greater energy later in the day. The creature has a -4 to initiative rolls, attack rolls, and to Dexterity and Strength-based skill checks for the first hour after sleeping for at least 8 hours. However, once per day after this one hour period, they can gain a +2 to the same rolls for three rounds as an Immediate action. If the creature has Resolve Points, it instead gains those bonuses by spending a Resolve Point, and can use them as many times per day as it has Resolve Points.

ADAPTATION SUB TABLE 5: OCULAR ADAPTATION

PRIMARY ADAPTATION	Ocular Adaptation: Creature gains low-light vision. If the creature already has low-light vision, it gains darkvision with a range of 60 feet. If the creature already has darkvision, increase its range by 30 feet. If this result is rolled again, increase the range of the creature's darkvision by an additional 30 feet.
D4 ROLL	SECONDARY ADAPTATION
1	Photosensitivity: The creature becomes dazzled when in areas of bright light.
2	Additional Eyes: The creature gains several additional eyes in various places on its head and can no longer be flanked. However, most creatures' brains are not designed to process this much vision at once, and the creature takes a -4 penalty to Perception and Acrobatics checks. This penalty is reduced by 1 each time the creature gains a new level, or at the GM's discretion.
3	Eyestalks: The creature's eyes extend outward from its sockets. The creature takes a -4 penalty to Charisma-based rolls against creatures who do not share this type of anatomy, but gain a +4 bonus to sight-based Perception checks. (The GM may waive the penalty to Charisma-based rolls if they deem a creature would not be bothered by the nanite-infected creature's unusual anatomy.)
4	Telescopic Vision: Nanites build additional malleable lenses into the eyes, allowing for accurate targeting over long distances. Reduce weapon range increment penalties by 2. However, these lenses are specialized for long range, and impose a -2 penalty on all melee attack rolls.

ADAPTATION SUB TABLE 6: ADRENAL ADAPTATION

PRIMARY ADAPTATION	Adrenal Adaptation: The creature gains a +2 to initiative and can always act during a surprise round.
D4 ROLL	SECONDARY ADAPTATION
1	Jumpy: The creature considers all other creatures to be hostile during a surprise round, making attacks of opportunity against any creatures taking an action that would normally provoke such an attack. The creature may attempt a DC 15 Will save to recognize an ally and not take the attack of opportunity.
2	Metabolic-induced Voracity: Creature gains +10 feet to its base movement speed, must eat twice as much as normal to prevent starvation, and does not feel sated unless it has eaten four times as much as normal. Incompatible with metabolic adaptation; reroll if one of these is present and the other is rolled.
3	Fine Motor Control Impairment: The creature gains +10 feet to its base movement speed, but must make an Acrobatics skill check (DC 10 + number of adaptations) to take a guarded step. If successful, the creature takes a guarded step as normal. If they fail this check, they must move at least 10 feet. If the creature cannot move the full 10 feet, it falls prone in the nearest open space in the direction it was moving.
4	Auto-injector: Nanites create an "input" slot in the side of the creature's neck that can contain a few ounces of liquid. Upon detecting the adrenaline spike associated with entering combat, this is automatically injected into the creature's bloodstream on the creature's first turn (does not require an action). The injector can hold one dose of a potion, serum, or drug, and must be refilled as a full-round action before it can be used again.

ADAPTATION SUB TABLE 7: AQUATIC ADAPTATION

PRIMARY ADAPTATION	Aquatic Adaptation: Creature gains the ability to breathe both water and air and gains a swim speed of 30 feet and the aquatic and amphibious subtypes. They may grow fins, propellers, or bladders (cosmetic only, GM/player's choice).
D4 ROLL	SECONDARY ADAPTATION
1	Water Dependency: Creature requires four times as much water as normal, but no longer needs to eat.
2	Porous Skin: Creature must spend at least one hour per day completely submerged in water or become sickened. This condition persists until they have done so.
3	Amphibious Elemental Association: Creature takes 50% more damage from electricity attacks, but takes half damage from fire attacks.
4	Subsonic Voice: Creature gains a +4 bonus to all audible, language-dependent skill rolls.

ADAPTATION SUB TABLE 8: TERRESTRIAL ADAPTATION

PRIMARY ADAPTATION	Terrestrial Adaptation: Creature gains a climb speed of 15 feet. If rolled again, this also grants a burrow speed of 15 feet.
D4 ROLL	SECONDARY ADAPTATION
1	Quadruped: Nanites modify the creature's body so that its climb and burrow speeds (if present) only function while the creature is on all fours. However, both speeds increase by 10 feet. In order to use either of these modes of movement, the creature cannot be holding anything in its hands. If the creature has more than two arms, it loses the use of two of them while using either mode of movement.
2	Vibration Awareness: Creature gains tremorsense with a range of 30 feet as long as they are in contact with the ground.
3	Camouflage: Creature's skin takes on a rough, rocky texture, granting +2 to KAC at all times and a +4 bonus to Stealth checks when in rocky environments, including underground.
4	Durability: Creature's internal organ structure is reorganized and optimized, and a nanite mesh grows within the connective tissue. Creature gains a 25% chance to ignore critical hits, but the DCs of any Medicine skill checks made to treat the creature increase by 5.

ADAPTATION SUB TABLE 9: AERIAL ADAPTATION

PRIMARY ADAPTATION	Aerial Adaptation: Creature grows a pair of wings which grant a fly speed (Ex) of 30 feet with clumsy maneuverability. If rolled again, speed increases by 10 feet and maneuverability improves by one step each time it is rolled.
D4 ROLL	SECONDARY ADAPTATION
1	Additional Thrust: Miniature thrust-vectoring plasma jets on the underside of the wings increase the fly speed by 20 feet, but the creature's maneuverability remains clumsy, even with repeated rolls.
2	Prehensile Wings: The wings can be folded and used as an additional pair of hands. This does not increase the creature's number of attacks, but provides additional hands to hold and wield weapons. When holding any item, the wings cannot be used for flight.
3	Pneumatized Skeleton: Nanites hollow out the creature's bones to lower weight. Increase the creature's flight maneuverability by two steps, but reduce its Constitution by 2.
4	Bladed Feathers: The wings are composed of metallic blades and can be used as secondary natural weapons (1D6 S damage for Medium creatures, 1D4 S for Small).

ADAPTATION SUB TABLE 10: VOID ADAPTATION

PRIMARY ADAPTATION	Void Adaptation: Creature no longer needs to breathe and takes no damage from being exposed to a vacuum. The creature gains a +4 bonus to saving throws against gas-based spells and effects.
D4 ROLL	SECONDARY ADAPTATION
1	Inner Ear Enhancement: The creature's sense of hearing is enhanced, providing a +4 to hearing-based Perception skill checks. The creature also receives a +4 to all skill rolls made to navigate or move in zero gravity.
2	Respiratory System Atrophy: As the creature no longer needs to breathe, the nanites disassemble and repurpose the lungs and trachea, and the nose is flattened and smoothed over. The creature is no longer able to speak and cannot make skill checks based on scent, but they are immune to gas-based spells and effects.
3	Radiation Shielding: Creature's skin takes on a dull metallic color as the nanites infuse the skin with radiation-blocking materials. Creature gains a +4 to saves against radiation-based spells and effects.
4	Propulsion Bladders: Creature develops an inflatable bladder on each limb. These can be used to propel the creature at a speed of 5 feet in zero gravity environments.

ADAPTATION SUB TABLE 11: ENERGY ADAPTATION

PRIMARY ADAPTATION	Energy Adaptation: Creature gains resistance 10 against one energy type (random or GM's choice; this resistance stacks with any one other source of energy resistance). On multiple rolls, choose a different energy type, or increase the existing resistance to 20, then 30, then immunity on a fourth roll.
D4 ROLL	SECONDARY ADAPTATION
1	Plasma Infusion: Energy resistance type becomes fire. For every 5 points of damage negated by their resistance, the creature gains one charge, and can expend one charge as a free action to imbue one unarmed or natural attack with 1d6 fire damage. The nanites can store a number of charges equal to the creature's number of adaptations.
2	Cryonic Infusion: Energy resistance becomes cold. For every 5 damage absorbed by their resistance, the creature gains one charge, and can expend one charge as a free action to imbue their body with freezing cold, causing the next creature that attacks them with an unarmed or natural attack to be slowed for one round (Fortitude save negates, DC 10 + number of adaptations). The nanites can store a number of charges equal to the creature's number of adaptations.
3	Electrical Infusion: Energy resistance type becomes electricity. For every 5 damage absorbed by their resistance, the creature gains one charge, and can expend one charge as free action to imbue their body with energy (treat as if hasted) for one round. The nanites can store a number of charges equal to the creature's number of adaptations.
4	Corrosive Infusion: Energy Resistance type becomes acid. For every 5 points damage negated by their resistance, the creature gains one charge, and can expend one charge as a free action to coat one object or 5 foot square surface with a spray of acid. If a Sunder attempt is made against this target within one round, the target's Hardness is reduced by 5 for that attack. The nanites can store a number of charges equal to the creature's number of Adaptations.

ADAPTATION SUB TABLE 12: COMPOSITE ADAPTATION

PRIMARY ADAPTATION	Composite Adaptation: Either roll twice and gain both results (ignoring any further rolls of 12), or gain a custom adaptation (GM's choice; a PC affected by this template graft may create a unique adaptation, subject to GM approval).
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KHOL'S DEMISE

The following creatures are commonly found in Khol's Demise.

FUNGAL HARVESTER

CR 4

XP 1,200

Neutral Large plant

Init +1; Senses low-light vision; Perception +15

DEFENSE

HP 50

EAC 16; KAC 18

Fort +6, Ref +6, Will +3

DR 5/slashing; Immunities plant immunities;

Resistances acid 5, cold 5

Weaknesses light blindness

OFFENSE

Speed 40 ft., climb 20 ft.

Melee claw +9 (1d6+9 S)

Ranged acid spit +9 (1d4+4 A)

Space 10 ft.; Reach 5 ft.

Offensive Abilities acid spray

STATISTICS

Str +5, Dex +1, Con +3, Int -4, Wis +0, Cha -2

Skills Acrobatics +10, Athletics +10, Perception +10

Languages communication spores 100 ft.

ECOLOGY

Environment any (Druid's Nightmare night side)

Organization solitary, pair, crew (3-6)

SPECIAL ABILITIES

Acid Spit (Ex) A fungal harvester can shoot a spray of acid at a target within 100 feet.**Acid Spray (Ex)** The fungal harvester can spray acid in a 50-foot cone. All creatures within the area of effect take 4d6 acid damage. A successful DC 13 Reflex save halves the damage. This acid deals only half damage to constructs and objects (one quarter damage on a successful save). A fungal harvester can use this ability once every 1d4 rounds.**Communication Spores (Ex)** The fungal lifeforms of Druid's Nightmare communicate with one another by means of spores released into the air that communicate information to others of their kind. Treat this as telepathy, but only with other creatures with this ability.

Fungal harvesters are fearsome-looking creatures. Their long, hollow bodies are carried on a dozen, flexible tendrils. At the front of the body, a vaguely humanoid torso rises, equipped with two limbs that end in scythe-like claws. A narrow projection rising between the arms holds multiple clusters of light-sensitive cells that function as eyes. Fungal harvesters are produced early in the night side cycle, sent out to break down and collect dead plants to nourish the harvesters' parent mycelium. They produce acids which quickly break down organic matter into a slurry, which the harvesters then carry underground back to the home colony in the hollows of their bodies. A harvester possesses a dim intelligence that allows it to perform its job. All organic matter is seen as potential food, including other sentient creatures. Unless ordered otherwise by a more intelligent member of its colony, a harvester will attack and kill encountered creatures, treating them as simply another food source.



COMMUNICATION SPORE EMITTER

ITEM	LEVEL	PRICE	BULK
Technological Item	5	3,500	1

This device contains advanced communication spores, specially prepared and preserved. When activated, it dispenses these spores in a 20-foot radius, allowing all creatures (other than constructs and undead) with an Intelligence of 3 or better the ability to communicate as if by telepathy. The emitter has enough spores to facilitate communication for up to 1 hour before it runs empty. Refill pods can be purchased for an emitter at a price of 2,000 credits.

EMISSARY FUNGUS

CR 1

XP 200

LN Small plant

Init +2; **Senses** low-light vision; **Perception** +5**DEFENSE****HP 17 RP 3****EAC** 11; **KAC** 13**Fort** +3, **Ref** +3, **Will** +4**Immunities** plant immunities; **Resistances** cold 5**Weaknesses** light blindness**OFFENSE****Speed** 30 ft.**Melee** battle staff +4 (1d4+1 B)**Ranged** acid spray +6 (1d4+1 A)**Offensive Abilities** acid spray**STATISTICS****Str** +0, **Dex** +2, **Con** +2, **Int** +0, **Wis** +1, **Cha** +4**Skills** Culture +5, Diplomacy +10, Perception +5, Sense Motive +10**Languages** advanced communication spores 100 ft.**Other Abilities** envoy improvisation (not in the face), expertise (1d6)**Gear** battle staff, estex suit I**ECOLOGY****Environment** any (Druid's Nightmare night side)**Organization** solitary, pair, delegation (3-5)**SPECIAL ABILITIES****Acid Spray (Ex)** An emissary fungus can shoot a spray of acid at a target within 60 feet.**Advanced Communication Spores (Ex)** This functions as the communication spores ability, but can also be used to communicate with any creature with an Intelligence score of 3 or higher except for constructs and the undead.

Emissary fungi are spawned by a mycelium for purposes of treating with intelligent life other than their own. They are typically grown in a Small humanoid form and fitted

with clothing and equipment, to give them a nonthreatening form both familiar and comforting to humanoids. These fungi work to accommodate trade and peaceful relations between the colony to which they belong and visitors from off-world. They also work to gather as much information as possible about visitors, so that when they are eventually reabsorbed into the mycelium at the end of the night cycle, that knowledge is passed on to the parent colony as well as any emissary fungi budded in the future.

A typical emissary fungus is three and a half feet tall and weighs 35 pounds.

NORGYCH, CHILD OF THE SPIRE

CR 3

XP 800

NE Medium aberration (shapechanger)

Init +6; **Senses** darkvision 60 ft.; **Perception** +13**DEFENSE****HP 32****EAC** 13; **KAC** 15**Fort** +4, **Ref** +4, **Will** +10

SR 14

Weaknesses vulnerability to sonic**OFFENSE****Speed** 30 ft., spider climb**Melee** claw (in natural form) +5 (1d4+4 S)**Offensive Abilities** curse of ill luck**Spell-Like Abilities** (CL 5th)

Constant—spider climb

At will—detect magic, psychokinetic hand, tongues
3/day—mystic cure (1d8+4), psychokinetic strangulation (DC 17), zone of truth (DC 16)

1/day—charm monster (DC 17), fear (8 HD; DC 17), lesser restoration

STATISTICS**Str** +1, **Dex** +2, **Con** +2, **Int** +1, **Wis** +2, **Cha** +4**Skills** Bluff +13, Disguise +8, Life Science +8, Medicine +8, Mysticism +13, Sleight of Hand +8**Languages** Common, Norgych; tongues**Other Abilities** change shape, no breath

Gear advanced medkit, robes of the order (treat as estex suit I)

ECOLOGY

Environment any (Khôl's Demise)

Organization solitary, pair, or conclave (3-8)

SPECIAL ABILITIES

Change Shape (Ex) As a standard action, a norgych can assume the shape of any Medium or Small humanoid.

Curse of Ill Luck (Su) As a standard action, a norgych can fix their gaze on a creature within 30 feet. If the victim fails a DC 14 Will save, it suffers from bad luck. Any time it takes an action that requires a d20 roll, it must roll twice and take the least favorable result. This is a curse effect. The curse of ill luck lasts until dispelled, or the creature performs a favor requested by the norgych that inflicted the curse. While performing any action directly related to the norgych's favor, the creature does not suffer the effects of the curse.

These monsters come from a planet in the uncharted reaches of space, and little is known of their culture and origins. They currently interact with other races by posing as a cloistered order of religious monks known as the Children of the Spire, who provide humanitarian aid to the downtrodden and impoverished miners in the asteroid belts of Khôl's Demise. Their true purpose is to discover the fragments of an ancient, evil artifact of immense destructive power and repair it for their own use. The norgych abhor direct combat, preferring achieve their goals through subterfuge, tricking mutual enemies into conflict or destroying an enemy with magic is their preferred way to deal with opposition. Norgych typically play the pacifist, fleeing combat or playing the martyr—especially if there are witnesses to events—only to avenge themselves on such enemies later when they are alone. Faked accidents or luring enemies into dangerous areas are typical tactics of the Norgych.

In its true form, a norgych appears as a humanoid form of bloated, slimy, taupe flesh, with four-digit appendages tipped with rough claws. Where its head should be is simply a hemisphere of flesh, flanked with violet, multifaceted eyes and topped with a lamprey-like mouth. An average norgych is roughly 5 1/2 feet in height and weighs 250 pounds.ce.



MALMSTURN SYSTEM

The following creatures and phenomena are commonly found in the Malmsturn system.

NEW MYSTIC CONNECTION: CHAOS

You have managed to adapt your magic to not only ignore the effects of Malmsturn's chaotic energies, but to turn them to your advantage. Adapting your magic in this manner makes you unpredictable and dangerous, and arguably one of the most proficient casters within the system, and still quite capable elsewhere.

Associated Skills: Bluff and Mysticism

Spells: 1st—*disguise self*; 2nd—*synaptic pulse*; 3rd—*fear*; 4th—*cosmic eddy*; 5th—*modify memory*; 6th—*subjective reality*

ABILITIES

1st Level: Child of Chaos (Su) Your spellcasting is unaffected Malmsturn's solar events, chaos crystals, or the chaos wave effect of other chaos mystics.

3rd Level: Curse of Turmoil (Su) You can spend 1 Resolve Point to infect a creature, magic item, or hybrid item. If the affected target is a creature, it has a 25% chance of spell failure (and backlash on a roll of 10% or less) as if under the effects of a major solar event (see the previous section for the star, Malmsturn). This lasts for 1 minute. The creature may make a Will saving throw on its turn each round it is affected (DC = 10 + 1/2 your mystic level + your Charisma modifier) to resist the effects, and is able to cast unhindered on a successful save.

If the target is an object, it (or its owner) must succeed at a Will save (DC noted above) or be affected as if it were in the presence of a chaos crystal (Roll on Table 1-2: Effects on Magic and Hybrid Items the next time the item is activated, or immediately if the item has a constant effect, or is already active).

6th Level: Greater Child of Chaos (Su) Any magic items or hybrid items in your possession are unaffected by Malmsturn's solar events or exposure to chaos crystals. When using your curse of turmoil, when percentile dice are rolled to determine the effects, you can choose to alter the die roll up or down by up to 10 points, and choose the effect that number indicates instead.

9th Level: Chaos Wave (Su) You can spend 1 Resolve Point to permeate a 60-foot area around you with chaos energy. This field moves with you and lasts for 1 round per mystic level. Any spells cast within this field—except for your own or those of other mystics with this connection.

12th Level: Power of the Crystal (Su) By using a chaos crystal as part of your spellcasting, you can increase the power of your casting. When casting a spell in this manner, you can choose to do one of the following: increase the duration of the spell by 50%; increase the range or area of effect of the spell by 50%; increase the damage of the spell by 50%; increase the DC of the spell by 1; or increase the effective caster level of the spell by 2. The chaos crystal is consumed during the casting of the spell.

15th Level: Energy Manipulation (Su) You can spend a Resolve Point to manipulate energy and warp reality to change it according to your will. For 1 round, any energy damage type from a spell you cast, a weapon you wield, or item you use, changes to another energy type of your choice, dealing that type of damage instead.

18th Level: Chaos Storm (Su) You can spend a Resolve Point as a full action to send a blast of chaotic energies out from your body, filling the area within a 60-foot radius of you. All creatures in the area of effect take 10d8 damage and are stunned for 1d4 rounds. A successful Fortitude saving throw reduces the damage by half and negates the stunning effect. A creature reduced to 0 Hit Points by the damage has its body reduced to protoplasm, leaving a behind a gooey mess. Creatures killed in such a manner are more difficult to return to life, as their body has been rendered into an entirely different type of matter, making it difficult to magically attract the creature's soul back to this plane. Raise dead attempts on creatures killed with this ability require the use of the more expensive beacon, as described in the spell. Reincarnation will work normally.

MALEVORAX CR 17

XP 102,400

N Colossal magical beast (colossus)

Init +5; **Senses** darkvision 300 ft.; **Perception** +34

DEFENSE

HP 360 RP 6

EAC 31; KAC 33

Fort +19, **Ref** +19, **Will** +15

Resistances fire 20, sonic 20

OFFENSE

Speed 60 ft., climb 40 ft.

Melee bite +31 (6d12+28 P plus [other effect])

Ranged spike +28 (6d12+17 P)

Space 50 ft.; **Reach** 50 ft.

Offensive Abilities agonizing screech, spike barrage

STATISTICS

Str +11, **Dex** +5, **Con** +8, **Int** -3, **Wis** +2, **Cha** +2

Skills Acrobatics +29, Athletics +29

Languages –

Other Abilities [type]

ECOLOGY

Environment warm jungles and mountains (Malm)

Organization solitary (unique)

SPECIAL ABILITIES

Agonizing Screech (Ex) At the beginning of its turn, the Malevorax can spend a Resolve Point to unleash a reverberating scream as a full action. All creatures in a 120-foot radius are stunned for 2d6 rounds and deafened. On a successful DC 22 Fortitude save, a creature is instead staggered for 1d4 rounds and not deafened. Crystalline-based creatures and structures (including starships) within range suffer 8d6+17 sonic damage (DC 22 Fortitude save to reduce damage by half, if applicable).

Fire Spike (Ex) The Malevorax can fire one of the myriad spikes that grow from its hide as a ranged attack. The spike has a range increment of 300 feet. The amount of spikes that grow on its massive body ensure it never runs out of ammunition, unless it uses its spike barrage ability. Against a starship or other structure, the spike does damage as if it were a starship railgun (8d4).

Spike Barrage (Ex) The Malevorax can spend a Resolve Point, as a full action, to fire all of its spikes at once. All creatures within 300 feet take 6d12+17 piercing damage. A successful DC 22 Reflex save reduces the damage by half. The Malevorax cannot make ranged attacks again until it spends a Resolve Point and a full action to regrow its spikes. The Malevorax can only regrow spikes once in a 24 hour period.

The Malevorax is one of the less powerful beasts that roam Malm's southern continent. An immense amalgamation of insect and snake, the scaly, plated body of the Malevorax measures nearly 500 feet in length, traveling on hundreds of pairs of legs and standing 50 feet high normally, though it can rear up and raise its head to heights of 200 feet. Its wedge-shaped head bears a mouth full of needle-like teeth flanked by two pairs of spider-like fangs, a dozen gleaming, faceted eyes, and the entire length of its body is covered in chitinous spikes that it can fire at prey, a ranged weapon powerful enough that it can even damage starships that fly too close.



nesua

The following creatures are found in the Neusa system.

DEFILER BLIGHTCASTER

CR 5

XP 1,600

LE Medium humanoid aberration

Init +3 **Senses** Darkvision 60ft, low light vision ; **Perception** +16

DEFENSE HP 60

EAC 16; **KAC** 17

Fort +4; **Ref** +4; **Will** +8

OFFENSE

Speed 30ft; **fly** 20ft (Su; average)

Melee survival knife +10 (1d4+5 S)

Ranged telekinetic blast +10 (1d6+5 B plus knockdown)

Spell-Like Abilities (CL 6th)

1/day- *inflict pain* (DC 17)

2/day- *fear*, *lesser confusion* (DC 16)

At will- *daze*, *fatigue* (DC 15)

STATISTICS

Str +0; **Dex** +3; **Con** +2; **Int** +5; **Wis** +0; **Cha** +0

Skills Mysticism +16, Perception +16, Stealth +11

Languages common

Other Abilities hivemind, psychic codependence

Gear freebooter armor I, survival knife

ECOLOGY

Environment any land

Organization solitary or supporting other defilers.

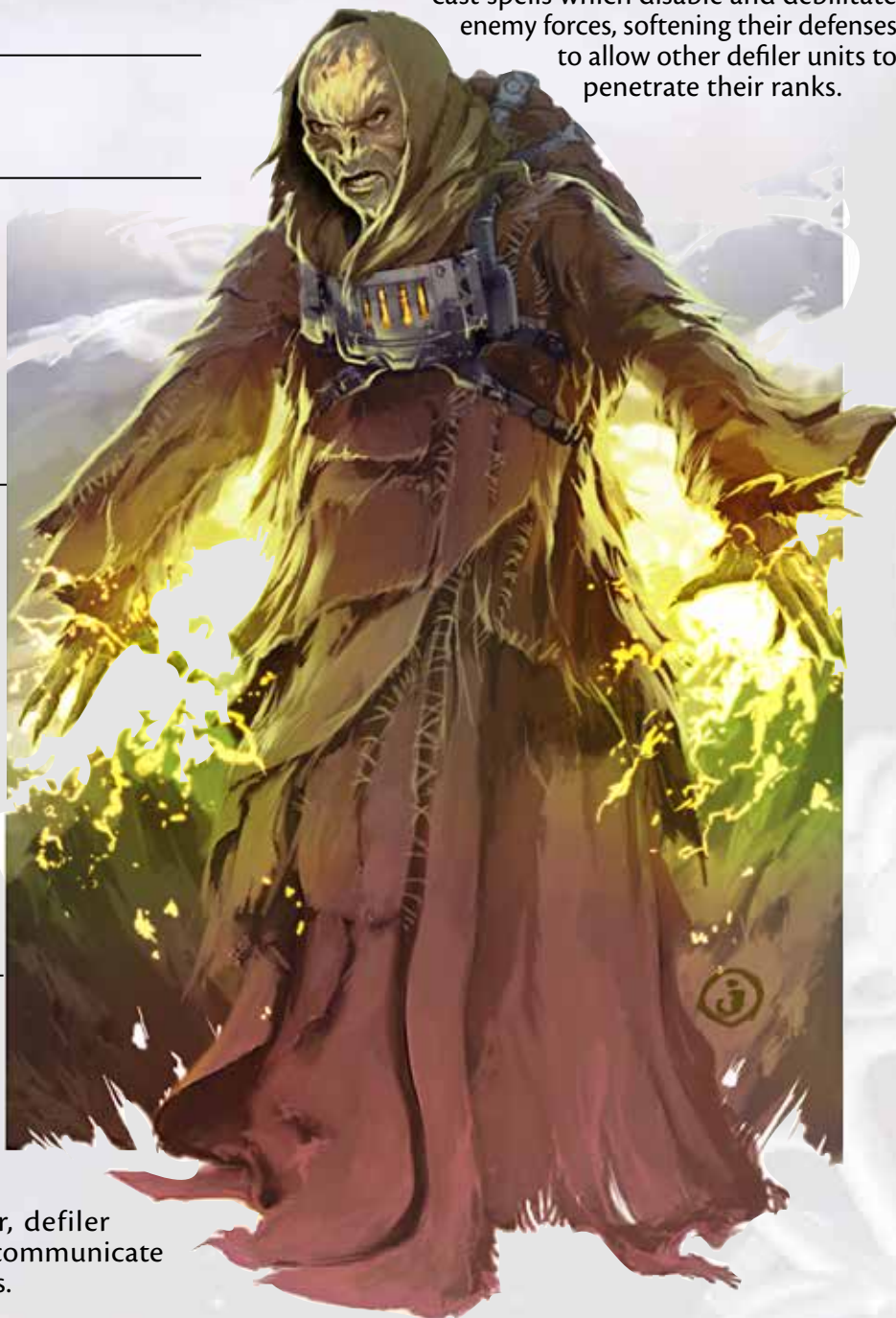
SPECIAL ABILITIES

Telekinetic blast (Su) The defiler blightcaster can unleash a blast of telekinetic energy at will at a range of 60ft. This is a ranged attack with the knockdown critical hit effect.

Hivemind (Ex) So long as they are within 30ft of one another, defiler blightcasters can telepathically communicate with one another, or other defilers.

Psychic Codependence (Su) Defilers have a psychic connection with the Overeye and can be targeted with its spells and abilities as if they were within 30ft of it. Defiler blightcasters gain sustenance from this connection and do not need to eat, drink or sleep.

Hideous forms dressed in tattered robes, the defiler blightcasters are supporting units to defiler forces. They cast spells which disable and debilitate enemy forces, softening their defenses to allow other defiler units to penetrate their ranks.



DEFILER DRONE

CR 2

XP 600

CN Medium humanoid aberration

Init +6 Senses Darkvision 60ft, low light vision ;
Perception +12

DEFENSE HP 25

EAC 13; KAC 15

Fort +4; **Ref** +4; **Will** +1

OFFENSE

Speed 30ft

Melee survival knife +6 (1d4+8 S)

Ranged tactical crossbolter+10 (1d6+2 P)

STATISTICS

Str +4; **Dex** +2; **Con** +1; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +7, Perception +12, Stealth +7

Languages common

Other Abilities hivemind, psychic codependence

Gear freebooter armor I, survival knife, tactical crossbolter

ECOLOGY

Environment any land

Organization solitary or unit (4-8)

SPECIAL ABILITIES

Hivemind (Ex) So long as they are within 30ft of one another, defiler drones can telepathically communicate with one another, or other defilers.

Psychic Codependence (Su) Defilers have a psychic connection with the Overeye and can be targeted with its spells and abilities as if they were within 30ft of it. Defiler blightcasters gain sustenance from this connection and do not need to eat, drink or sleep.

Defiler drones make up the bulk of the defiler forces. Armed with twisted and barbed crossbolters these simple infantry have no personality or thoughts of their own. The defiler drones move in unison, perfectly coordinated killing machines.

DEFILER SHOCK TROOPER

CR 7

XP 3,200

NE Large humanoid aberration

Init +8 Senses Darkvision 60ft, low light vision ;
Perception +19

DEFENSE HP 105

EAC 19; KAC 21

Fort +9; **Ref** +9; **Will** +6

OFFENSE

Speed 30ft

Melee claw +16 (2d6+12 S plus grab), bite +16 (2d6+12 P)

Multiattack 4 claws +12 (1d6+12 S)

Offensive Abilities grab

STATISTICS

Str +5; **Dex** +4; **Con** +3; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +13, Intimidate +13, Perception +18

Languages common

Other Abilities hivemind, psychic codependence

ECOLOGY

Environment any land

Organization solitary or strike force (3-6)

SPECIAL ABILITIES

Hivemind (Ex) So long as they are within 30ft of one another, defiler shock troopers can telepathically communicate with one another, or other defilers.

Psychic Codependence (Su) Defilers have a psychic connection with the Overeye and can be targeted with its spells and abilities as if they were within 30ft of it. Defiler shock troopers gain sustenance from this connection and do not need to eat, drink or sleep.

Big, heavily armored, and amped up on some strange blend of magic and chemical compounds, the shock troops are a horrifying sight. Armored bellies and backs protect against blades, while four arms grapple victims within range of their massive triple mandibles. One shock trooper is a problem, but no one is lucky enough to just have one.

FLESH DEVOURER

TEIR 4

N Small starship aberration

Speed 8; Maneuverability average (turn 2)

AC 16; TL13

HP 170; DT—; CT 34

Shields Light 80 (forward 20, port 20, starboard 20, aft 20)

Attack (Forward) Bite +15 (2d6), Nuclear Breath (5d8)

Attack (Turret) Tongue lash (2d6)

Power Core Demonic heart (150 PCU); **Drift** Engine none; **Systems** basic computer, advanced long range sensors, crew quarters (common), mk 3 defenses, mk 3 armor;

Expansion Bays cargo holds (2)

CREW ACTIONS

Captain (1 action) Bluff +10 (4 ranks), Diplomacy +10 (4 ranks), Computers +14 (4 ranks), Gunnery +15, Intimidate +10 (4 ranks), Piloting +10 (4 ranks)

Engineer (1 action) Engineering +10 (4 ranks)

Gunners (2 actions) Gunnery +15

Pilot (1 action) Piloting +10 (4 ranks)

ECOLOGY

Environment any vacuum

Organization solitary, or accompanied by any defiler ship

SPECIAL ABILITIES

Bite (Ex) the flesh devourer's bite attack may only be used against adjacent ships.

Tongue Lash (Ex) the flesh devourer's tongue lash attack may be used against any target within 3 spaces.

GUARDIAN OF MATLEF

TEIR 15

N Huge starship aberration

Speed 1; **Maneuverability** perfect, turn 0

AC 21; **TL** 17

HP 550; **DT** -; **CT** 110

Shields none

Attack (Forward) Bite +26 (5d8), Hell Breath +26 (10d6)

Attack (Turret) Tentacle x8 +26 (2d8)

Skills Engineering +26, Gunnery +19, Piloting +19

Power Core Supernova **Charged Heart** (500 PCU); **Drift** none; **Systems** mk 6 defenses, mk 6 armor;

Expansion Bays swallow starship

Other Abilities living starship, void adaptation

CREW ACTIONS

Captain (1 action) Gunnery +26, Intimidate +26 (15 ranks)

Engineer (2 actions) Engineering +31 (15 ranks)

Gunners (2 actions) Gunnery +26

Pilot (1 action) Pilot +31 (15 ranks)

ECOLOGY

Environment Matlef

Organization Solitary

SPECIAL ABILITIES

Tentacles (Ex) The guardian has eight tentacles with incredible reach and speed which it can use against any ship within 100 hexes. As an action the held starship can attempt a DC 20 piloting check to break free of the tentacles. While holding the starship the guardian pulls the starship 2 hexes toward it each

round. The guardian and the starship it is holding take a -2 penalty to AC and TL and to Piloting checks to determine movement order in starship combat.

Bite (Ex) The guardian of matlef has a bite attack that may only be used against adjacent ships. If the guardian deals damage with this attack to a ship of its size or smaller it holds that ship in place. As an action the held starship can attempt a DC 28 piloting check to break free of the bite. While holding the starship the guardian can't move, turn, or use its hell breath, but it can make bite or tentacle attacks or attempt to swallow the same starship. The guardian and the starship it is holding take a -2 penalty to AC and TL and to Piloting checks to determine movement order in starship combat.

Swallow Starship (Ex) If a guardian is holding a starship smaller than it in place with its bite, it can swallow that vessel by making a successful bite attack against it. A guardian's gullet can hold one Large ship, two Medium ships, four Small ships, or eight Tiny ships. A guardian can take an action during the gunnery phase to crush starships inside it, dealing 4d6 damage (divide this damage equally across all arcs, starting with the forward arc and proceeding clockwise). A swallowed vessel can still attack. The guardian's interior has AC 21, TL 18, and DT 0. However, starship weapons deal half their damage to the firing ship through a combination of blowback and the guardian's physical reactions. If a swallowed starship deals 50 damage to the guardian's interior, the ship blows a hole in the creature big enough to attempt to fly through. During the helm phase, the pilot of a swallowed starship can attempt to fly free with a Piloting check (DC 28, or DC 33 if the guardian has no hole in it). On a failure, the starship remains within the guardian.

HIEL HORRORS

CR 9

XP 6,400

NE Medium undead

Init +6 Senses Low-light vision, Darkvision 60ft; **Perception** +17

DEFENSE HP 145

EAC 22; **KAC** 24

Fort +11; **Ref** +11; **Will** +8

Defensive Abilities Undead immunities

OFFENSE

Speed 40 ft; **climb** 40ft

Melee claw +21 (2d10+12 S)

Offensive Abilities Ferocity, Lunge

STATISTICS

Str +6; **Dex** +4; **Con** -; **Int** +0; **Wis** +0; **Cha** +0
Skills Athletics +22, Perception +17, Stealth +17
Languages none
Other Abilities unliving

ECOLOGY

Environment any vacuum, native to the ruins of Hiel
Organization solitary or herd (3-10)

SPECIAL ABILITIES

Ruin Crawler (Ex) The hiel horror can use its claws to instantly cling to, climb and travel on vertical surfaces or even traverse ceilings as well as a spider does. The hiel horror must maintain surface contact with at least three limbs to use this ability. A hiel horror does not need to attempt an athletics check to traverse a vertical or horizontal surface (even upside down). Opponents get no special bonus to their

attacks against a climbing hiel horror and the horror is not flat footed while climbing.

Rush (Ex) The hiel horror take no penalty to the attack made at the end of a charge, and may make an Athletics check to jump as part of the charge.

KAIRAKI

CR 10

XP 9,600

CN Large aberration

Init +5; **Senses** darkvision 60 ft., blindsense 60 ft.;
Perception +19

DEFENSE

HP 165

EAC 23; **KAC** 25

Fort +14; **Ref** +14; **Will** +9

OFFENSE

Speed 30 ft.

Melee claws +23 (2d10+18 B;
critical swallow whole)

Space 10 ft.; **Reach** 10 ft.

Offensive Abilities trample

STATISTICS

Str +8; **Dex** +5; **Con** +3; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +19, Survival +24

SPECIAL ABILITIES

Swallow Whole (Ex) If the creature hits with the indicated attack (usually a bite attack), it deals the normal damage. If the creature's attack roll successfully hits the target's KAC + 4, the creature also automatically grapples the foe as part of the attack action. (If it hits the target's KAC + 13, it instead pins the target). The creature doesn't need to have a free limb to perform this grapple. Unless otherwise specified, a creature can swallow whole only targets that are at least one size category smaller



than itself, and it has room for a single target of that size in its stomach (doubling the maximum number of creatures it can have swallowed for each additional size category by which these creatures are smaller). On the creature's next turn after grappling or pinning the target, if the target has not escaped the grapple or pin, the target automatically takes the attack's damage at the beginning of the creature's turn. The creature can then make a new attack roll with the same attack. If it hits the target's KAC, the grapple or pin is maintained. If it hits the target's KAC + 4, the target is swallowed whole (no damage is dealt). Once swallowed, the target takes the listed swallow whole damage automatically at the beginning its turn every round. The target is considered grappled as long as it is swallowed. The target can attempt to cut its way out (the interior of a creature with swallow whole has the same EAC as its exterior and a KAC equal to that of its exterior - 4) by dealing an amount of damage equal to one-quarter the swallowing creature's total Hit Points, though any attack that does not deal slashing damage deals only half its normal damage. If a target cuts its way out of the creature, the creature cannot use swallow whole again until that damage is healed. Alternatively, a target swallowed whole can attempt to climb out. The swallowed creature must succeed at both a grapple check against the creature's internal KAC + 8 and an Athletics check to climb (DC = 10 + 1-1/2 * the creature's CR). Each of these actions takes a full round. If both checks are successful, the target climbs back up to the creature's mouth and can escape, ending up in an open square adjacent to the creature.

Trample (Ex) As a full action, the creature can move up to its speed and through the space of any creatures that are at least one size smaller than itself. The creature does not need to make an attack roll; each creature whose space it moves through takes damage. A target of a trample can attempt a Reflex save with the listed DC to take half damage; if it attempts the save, it can't make an attack of opportunity against the trampling creature due to the creature's movement. A creature can deal trample damage to a given target only once per round. Guidelines The amount of damage the trample deals should be the same as the creature's standard melee damage

THE OVEREYE

CR 18

XP 153,600

LE Gargantuan aberration

Init +6 Senses Darkvision 60ft, low light vision ;

Perception +36

DEFENSE HP 320

EAC 31; KAC 32

Fort +16; **Ref** +16; **Will** +20

OFFENSE

Speed 0ft

Melee tentacle +28 (8d8+18)

Multiattack 4 tentacles +28 (4d8+18)

Ranged telekinetic blast +28 (3d12+18 B plus knockdown)

Spell-Like Abilities (CL 18th)

1/day- *feeblemind*, *greater command*, *mass inflict pain*, *mass suggestion* (DC 23)

2/day- *confusion*, *divination*, *dominate person*, *fear*, *modify memory* (DC 22)

At will- *mind probe*, *mind thrust* (4th level), *suggestion*, *telepathy* (DC 21)

Space 20ft; **Reach** 20ft

STATISTICS

Str +0; **Dex** +0; **Con** +0; **Int** +11; **Wis** +6; **Cha** +8

Skills Bluff +31, Diplomacy +31, Intimidate +31, Mysticism +31, Perception +36, Sense Motive +36

Languages all, telepathy 300ft

Other Abilities hivemind, psychic codependence, no breath

ECOLOGY

Environment the widow's black heart

Organization solitary

SPECIAL ABILITIES

Prescience (Su) The overeye uses its wisdom bonus for initiative.

Psychic Domination (Su) The Overeye can target defilers with its spells and abilities as if they were within 30ft of it. Whenever the Overeye targets a defiler with a spell or ability using this ability, the DC is based on the target's level rather than the Overeye's.

Superior Hivemind (Ex) The overeye can telepathically communicate with any defiler at any range by focusing on that creature. While doing so, the Overeye can see and hear anything that the defiler can see and hear.

Telekinetic blast (Su) The Overeye can unleash a blast of telekinetic energy at will at a range of 120ft. This is a ranged attack with the knockdown critical hit effect.

WRITHING HOST MUTATIONS

D%	SYSTEM	MUTATION	EFFECTS
1-10	Arms	Sickle Claw	One of the creature's arms is replaced by a sharp, curved blade. The Host gains an increased critical range of 18-20, and the severe wound critical effect on attacks with this weapon.
11-20	Arms	Gnarled Fist	The creature's arm is greatly expanded, changing its melee damage to bludgeoning damage. It gains a +2 bonus to Strength related rolls and attack rolls, and the Awesome Blow combat maneuver is a standard action.
21-30	Arms	Thorn Lasher	The creature's arm twists into a flailing thorned tendril. The host gains 15-foot reach, and piercing damage with this weapon, and may sweep to attack targets in a 15ft cone as a standard action, with a -4 penalty to hit.
31-35	Legs	Deep Roots	Vines emerge from the legs and become embedded into the ground, making the creature immovable and unable to be knocked prone. The host may use these roots to entangle 1d4 creatures within a 20 ft. area. A host may uproot as a move action, losing these benefits, but gaining earth glide.
36-40	Legs	Insect Legs	The host's legs splinter off into needle-like limbs. Its speed is increased by 10 ft., and the creature adds two needle attacks to its Multiattack, for 2d6+19.
41-50	Torso	Reactive Resistance	The creature gets a hardened hide, either DR 5/- or Energy Resistance 10 to the attack that caused the mutation, if applicable. Otherwise it is healed twice the usual amount.
51-60	Torso	Twisted Wings	The host's spine splits into large wings. The host gains an extraordinary fly speed equal to its land speed.
61-70	Torso	Tortured Cage	The host's chest explodes outwards, ribs becoming a number of grasping appendages. The host adds a bite attack at its listed melee damage, with the grab special ability. This can be used as part of a Multi-attack.
71-75	Head	Spore factory	The host's head reconfigures itself to emit poisonous spores as a contact, Dexterity poison in a 15 ft. area.
76-80	Head	Acid spew	The creature gains an acid producing gland, allowing it to launch an acidic glob as a ranged attack (40 ft.) for 3d8+11 A, with the explode (5 ft.) weapon property.
81-85	Any (1d4)	Urticating Spines	The host grows thin, sharp spines on a random system, which it can launch as a ranged attack (40 ft.), dealing 4d6+11 P damage. Every 1d4 rounds, it may attack as per the automatic weapon property.
86-90	----	Tendrill Lash	Flailing tendrils emerge and strike all creatures in a 15 ft. area, dealing 2d10+19 P damage (Reflex). This may be mutated more than once.
91-95	Any (1d4)	New body part	The host gains a second randomly selected system, allowing for additional mutations.
96-100	Any (1d4)	Hardened Shield	The creature gains a large bone like carapace on a random system, giving it cover from attacks and reflex saves, unless flanked.

The Overeye is composed of an enormous mass of brain matter within a vat of chemicals. It is known as the Overeye not because it physically possesses an eyeball of any kind, but because it telepathically sees everything under its purview, and it has the mental capacity to coordinate its numerous followers to achieve their maximum efficiency. The Overeye is ageless, and its origins are unknown. Every defiler lives and will die to protect the Overeye. While often

considered the leader of the defilers, the reality is much darker. The Overeye is the totally dominant enslaving force of the defiler race.

WRITHING HOST

CR 11

XP: 12,800

NE Medium Aberration (earth)

Init +0; Senses: Darkvision 60ft, Blindsense (vibration) 100ft; **Perception** +20

Defenses: **HP**180

EAC 24; **KAC** 26;

Fort +13; **Ref**+8; **Will** +15;

Offense

Speed 30ft; **Burrow** 15ft;

Melee: Claws +23, 4d6+19 S, Multiattack +19 (see below)

Ranged +20

Space 5ft; **Reach** 5ft;

Statistics

Str +8; **Dex** -1; **Con** +5; **Int** -3, **Wis** -2, **Cha** -3

Skills: Athletics +25; **Survival** +20; **Intimidate** +20;

Languages: Common, Whatever unholy monster or being they are the host of

Other Abilities: Frenzied Mutation

Ecology

Environment dark areas, forests, caves

Organization: Solitary, Chorus (4-6), Choir (4-6, +Initiates, +Cult leader +Prisoners)

SPECIAL ABILITIES

Frenzied Mutation (EX) When the host loses 1/3 of its Hit points (54 for most hosts), a portion of its body twists and deforms into a new shape with new abilities. This happens immediately after the damage is received, and it can take no other action. Roll on the table below to determine the mutation. In addition, the host heals hit points equal to twice it's CR (22 for most hosts). These mutations last 2 hours before whittling away, then the host returns to its original form. For most hosts, a system may have a single mutation; arms may have two. Some hosts from unusual races may allow additional mutations on a system, such as a 2 headed creature allowing for 2 head mutations. If a rolled system has reached its limit, reroll. A Writhing Host can only mutate once every round, regardless of how many hit points it loses.

The writhing hosts come from a ritual of prayer and sacrifice to a horrific deity. These cultists meet in the dark of night, in areas open to the sky. There is no apparent rhyme or reason to who is selected to receive this curse, be it a devout follower, or an abducted prisoner. Either way, these cursed hosts begin to transform into a macabre horror. Black, inky lines emerge and cross their skin, carapace, or even fur; much

like veins. These lines begin to take a more definite shape, looking more like coiled vines, which bulge outwards, and eventually grow thorns through the skin. Shortly after, the host's skin looks more like it's being worn by something—rather than part of the host creature—as it hangs off bones, or hardened shells seem to shift about as it moves. All the while, their minds and wills are swiftly erased and replaced. From what has been seen, a host is driven more by their patron than the needs of the coven. They serve, protect and abduct according to the orders of their superiors, but more than one fellow cultist, or whatever passes for high-priest, has been singled out and torn apart by their own protectors.

While still in this mobile stage, the creature reacts violently to any threats to itself or other members, lashing out with spiny limbs. When injured, the body sickeningly snaps as bones grow, flesh rots away, and new muscles take shape to give rise to some new appendage or tool. On the surface this seems to be some form of adaptation, but the changes are almost totally independent of the cause. Writhing Hosts taking bullet wounds from an elusive foe are equally likely to develop wings or shooting spines to help catch its prey, or it's chest and ribs split open into a second horrid mouth.

Adventurers lucky or mad enough to witness this transformation, live, and continue to observe, tend to notice that these rapid changes are temporary, with extra limbs withering away and ruptured organs resealing themselves. When left alone, these hosts simply stand in quiet vigil, gazing at the sky.

Creatures that have been mutated for longer develop bark-like protrusions and their movements become stiffer. Finally, a host simply refuses to move, as its legs and feet merge together with the ground, and they grow in size, eventually taking a shape similar to a grisly, leafless tree, their form eerily like someone opening their arms to the heavens. Planted hosts would initially cluster in secluded sites of worship, such as on a mountain plateau, or clearing deep in a forest. Wherever these clusters form, life begins to wither and die, with animals falling ill, plants decaying, and only these corpse-trees and the horrid cult thriving. Worse still, these clusters are expanding, with at least one approaching the size of a small forest. They are beginning to encroach upon civilized territory, where only a few people would even guess at what they are, and would be unable to flee before a pack of writhing monsters descend upon them from the night.



NEUSA SYSTEM NPCS AND SHIPS

The following NPC and ship's can be found in the Neusa system.

LIALA AEZIL

Liya is a half-Drow, half-human woman. The daughter of one of Alil's refugees, she has turned all the hereditary focus and intrigue on the Defilers, vowing to spend her life exacting payment. She is tall and has her mother's white hair, but the golden skin and pale amber eyes of her father. She is a formidable sorceress, but an early mission against the Defilers took away the use of her legs, and she relies on biotech assistance to walk now. Far from letting this slow her down, she has learned to use her augmentations to aid in her magic.

LILA AEZIL

CR 10

XP 9,600

CN Medium half-elf technomancer

Init +3 Senses low light vision ; Perception +24

DEFENSE HP 140

EAC 22; KAC 23

Fort +9; Ref +9; Will +13

Defensive Abilities flash teleport, tech countermeasures

OFFENSE

Speed 30ft

Melee tactical knife +16 (2d8+10)

Ranged elite semi-auto pistol +16 (2d8+10)

Technomancer spells known (CL 10th)

4th (3/day)– *flight, resilient sphere, wall of fire*

3rd (6/day)– *explosive blast, haste, lesser resistant armor*

2nd (at will)– *invisibility, mirror image*

STATISTICS

Str +0; Dex +3; Con +0; Int +8; Wis +3; Cha +5

Skills Diplomacy +19, Mysticism +24, Perception +24

Languages common, elven

Other Abilities adaptability, cache capacitor 1, elven blood, spell cache

Gear elite semi-auto pistol, freebooter armor III, tactical knife

SPECIAL ABILITIES

Flash teleport (Su) Once per encounter as a move action Liya may teleport to a space she can see that is within 30ft.

Tech Countermeasures (Su) Once per encounter when attacked with a technological weapon Liya

may force the enemy to roll twice and keep the worse attack roll.

BONE GRINDER

TIER 15

This colossal dreadnought is the flagship of the defiler fleet

Speed 4; Maneuverability clumsy (turn 4)

AC 18; TL 20

HP 550; DT 15; CT 110

Shields none

Attack (Forward) Particle beam cannon (3d4 x 10), Heavy antimatter missile launcher (10d10),

Attack (Port) Persistent particle beam (10d6), Maser (6d10)

Attack (Starboard) Persistent particle beam (10d6), Maser (6d10)

Attack (Turret) Persistent particle beam (10d6), Solar torpedo launcher (2d6 x 10),

Power Core Gateway Ultra (500 PCU); **Systems** budget short-range sensors, mk 1 armor, mk 1 tetranode computer, mk 3 defenses, crew quarters (common);

Expansion Bays cargo holds (7), hangar bays (16)

Modifiers +1 any four checks per round; **Complement** 208

CREW

Captain (plus 2 officers) Bluff +26 (15 ranks), Diplomacy +26 (15 ranks), Computers +26 (15 ranks), Engineering +31 (15 ranks), Gunnery +26, Intimidate +26 (15 ranks), Piloting +26 (15 ranks)

Engineers (6 officers, 12 crew each) Engineering +31 (15 ranks)

Gunners (10 officers, 4 crew each) Gunnery +26

Pilot (1 officer, 10 crew) Piloting +26 (15 ranks)

Science Officers (5 officers, 12 crew each) Computers +26 (15 ranks)

The Bone Grinder is the flagship of the defiler fleet. A Dreadnought with an associated Swarm, Bone Grinder is a veteran of many battles. It is supported by a Swarm of thirty three-pilot ships, which harry enemy's into the Bone Grinder's embrace.

GNASHER

TIER 10

This gargantuan battleship has a toothy maw for a bow.

Speed 8; Maneuverability average (turn 2)

AC 16; TL 16

HP 360; DT 10; CT 72

Shields none

Attack (Forward) Plasma cannon (5d12),

Attack (Port) Light plasma cannon (2d12)

Attack (Starboard) Light plasma cannon (2d12)
Attack (Turret) Plasma cannon (5d12), Railgun (8d4)
Power Core Gateway Heavy (400 PCU); **Systems** mk 1 mononode computer, crew quarters (common), no sensors; **Expansion** Bays cargo holds (2), hangar bays (6)
Modifiers +1 any one check per round; **Complement** 263

CREW

Captain (plus 2 officers) Bluff +19 (10 ranks), Diplomacy +24 (10 ranks), Computers +19 (10 ranks), Engineering +19 (10 ranks), Gunnery +19, Intimidate +19 (10 ranks), Piloting +19 (10 ranks)
Engineers (8 officers, 12 crew each) Engineering +19 (10 ranks)
Gunners (2 officers, 33 crew each) Gunnery +19
Pilot Piloting +19 (10 ranks)
Science Officers (3 officers, 28 crew each) Computers +19 (10 ranks)

Smaller than Bone Grinder, but loaded to the gills with weaponry and a highly-aggressive AI, Gnasher is the line-breaker. In addition to its own weaponry, and its dozen swarm ships, it is loaded with infantry consisting of defiler drones, blightcasters and shock troopers.

SWARM SHIP

TIER 5

His tiny fighter moves in tight formation with several others.

Speed 12; **Maneuverability** good (turn 1)

AC 20; **TL** 22

HP 40; **DT** -; **CT** 8

Shields Basic 10 (forward 4, port 2, starboard 2, aft 2)

Attack (Forward) Light particle beam (3d6)

Power Core Pulse Red (175 PCU);

Systems mk 3 armor, mk 5 defenses, mk 9 mononode computer, no sensors; **Expansion** Bays none

Modifiers +9 any one check per round; **Complement** 2

CREW

Gunner Gunnery +11

Pilot Computers +11 (5 ranks), Gunnery +11, Piloting +11 (5 ranks)

These ships are the fast moving attack fighters of the defiler fleet. They move in perfect formation, guided by the Overeye, and coordinate decisive strikes.



NUMM CAELUM

The following entities are commonly found in Numm Caelum.

VATRAMEK

CR 12

XP 19,200

N Gargantuan magical beast

Init -2; **Senses** blindsense (vibration) 300 ft., blindsight (vibration) 120 ft.; **Perception** +27

DEFENSE

HP 200

EAC 26; **KAC** 28

Fort +19, **Ref** +12, **Will** +12

Immunities fire, radiation; **Resistances** acid 10, cold 10

Weaknesses vulnerability to sonic

OFFENSE

Speed 40 ft., swim 40 ft.

Melee slam +25 (6d4+20 B plus 2d6 F) or bite +25 (6d4+20 P + 2d6 F plus swallow hole)

Space 20 ft.; **Reach** 15 ft.

Special Attacks breach, swallow hole (6d4+12 F, EAC 26, KAC 24, 50 HP)

STATISTICS

Str +8, **Dex** -2, **Con** +5, **Int** -4, **Wis** +1, **Cha** -3

Skills Perception +27

Other Abilities no breath

ECOLOGY

Environment any non-arctic (Magmarat)

Organization solitary, pair, or cataclysm (3-8)

SPECIAL ABILITIES

Breach (Ex): As a full action, a vatramek can drive its body up out of the magma, then fall back into it, creating a wave of lava that has a 40-foot radius area or an 80 foot cone in any given direction. All creatures within the affected area are doused with lava, taking 6d4+12 fire damage (DC 19 Reflex save for half) and 3d4+6 fire damage every round for the next 1d3 rounds after the initial damage.

Vatramek are immense, silicon-based life forms that dwell within the magma oceans of Magmarat. An average specimen is 36 feet long, weighing 13,000 pounds, with a glistening black carapace, and eight squat legs that it uses to walk on land and propel itself through magma. Its head ends in a short proboscis filled with spike-like teeth. Eyeless, the vatramek is extremely sensitive to vibrations, locating others of

its kind by subsonic rumblings that the creatures use to communicate.

The vatramek's diet consists of various metals and minerals extracted from the rock of Magmarat, whether solid or liquid. When left undisturbed, the vatramek simply swim the magma seas, or occasionally lumber ashore, constantly feeding.

Vatramek can be disturbed by strange, constant vibrations with which they are unfamiliar. This makes them a danger to mining crews on the planet's surface, as passing vatramek seek out the source of these vibrations and do not hesitate to make them cease, usually by destroying whatever is making them.

THE SAPOKATAK

After successfully terraforming Canamondas, Cambio Magna brought in an indentured race from another system under their control, the sapokatak. These amphibious humanoids are a hardy folk and were used for a variety of labor, both on land and in submarine locations. They were left to fend for themselves when the plague struck, and were soon corrupted by Volguroth's flesh. They are now the ruling intelligent race on Canamondas, longing for a way off the planet so they can continue to spread Volguroth's presence among the stars, transforming all life into its image.

SAPOKATAK WARRIOR

CR 2

XP 600

Sapokatak soldier

NE Medium aberration (Volguroth -corrupted, sapokatak)

Init +2; **Senses** darkvision 60 ft., low-light vision; **Perception** +7

DEFENSE

HP 25 RP 3

EAC 13; **KAC** 16

Fort +6, **Ref** +4, **Will** +1

OFFENSE

Speed 20 ft., swim 30 ft.

Melee tactical pike +7 (1d6+8 P)

Ranged tactical acid dart rifle +7 (1d8+2 A & P; **critical** corrode 1d4)

Offensive Abilities fighting styles (hit-and-run), numbing snare spit, opening volley

STATISTICS

Str +4, **Dex** +2, **Con** +1, **Int** -1, **Wis** +0, **Cha** +0

Skills Athletics +12

Feats Opening Volley

Languages Aklo, Common, Sapokatak

Other Abilities amphibious, child of Volguroth, water breathing

Gear mining jack I, tactical pike, tactical acid dart rifle, frag grenade I, shock grenade I

ECOLOGY

Environment any temperate or warm (Canamondas)

Organization solitary, pair, or squad (2-5 warriors led by a shaman)

SPECIAL ABILITIES

Numbing Snare Spit (Ex) As a standard action, the sapokatak warrior can spend a Resolve Point to spit a glob of sticky, poisonous mucus with a 30 foot range. On a successful hit, the target is entangled for 2d4 rounds, and is subjected to the sapokatak's numbing toxin.

Sapokatak Numbing Toxin

Type poison (contact); Save Fortitude DC 12

Track Dexterity (special); Frequency 1/round for 6 rounds

Effect progression track is

Healthy—Staggered—Stiffened—Immobile

Cure 2 consecutive saves

SAPOKATAK SHAMAN

CR 4

XP 1,200

NE Medium aberration (Volguroth -corrupted, aquatic)

Init +0; **Senses** darkvision 60 ft., low-light vision; **Perception** +10

DEFENSE

HP 43 RP 4

EAC 15; **KAC** 16

Fort +3, **Ref** +3, **Will** +9

OFFENSE

Speed 20 ft., swim 30 ft.

Melee tactical lance +6 (1d6+4 P)

Ranged thunderstrike sonic pistol +8 (1d8+4 So; **critical** deafen)

Mystic Spells Known (CL 4th; **ranged** +8)

2nd (3/day)—*hold person* (DC 17), *mind thrust* (DC 17)

1st (6/day)—*command* (DC 16), *fear* (DC 16), *lesser confusion* (DC 16)

0 (at will)—*daze* (DC 15), *telekinetic projectile*

Offensive Abilities numbing snare spit

STATISTICS

Str +0, **Dex** +0, **Con** +3, **Int** +0, **Wis** +5, **Cha** +1

Skills Athletics +15, Diplomacy +15, Intimidate +15, Mysticism +15

Languages Aklo, Common, Sapokatak

Other Abilities amphibious, child of Volguroth, forced amity, inexplicable commands, mindlink, water breathing

Gear defrex hide, tactical lance, thunderstrike sonic pistol

ECOLOGY

Environment any temperate or warm (Canamondas)

Organization solitary, pair, or squad (2-5 warriors led by a shaman)

SPECIAL ABILITIES

Numbing Snare Spit (Ex) As a standard action, the sapokatak warrior can spend a Resolve Point to spit a glob of sticky, poisonous mucus with a 30 foot range. On a successful hit, the target is entangled for 2d4 rounds, and is subjected to the sapokatak's numbing toxin.

Sapokatak Numbing Toxin

Type poison (contact); Save Fortitude DC 12

Track Dexterity (special); Frequency 1/round for 6 rounds

Effect progression track is

Healthy—Staggered—Stiffened—Immobile

Cure 2 consecutive saves

These amphibious humanoids stand between four and five-and-a-half feet tall, with thick bodies and spindly limbs. Their pebbled skin is mottled with olive green, browns, gray, and black, offset by their large, protruding yellow eyes. Sapokatak are not native to this system, but were imported as indentured labor by the Cambio Magna corporation. Since their corruption, these aliens have claimed Canamondas as their own. They seek to capture any visitors to the planet, infecting them with Volguroth's corruption. Those who resist, they kill and consume.

CHOSEN ACOLYTE

CR 3

XP 800

NE Medium aberration (Volguroth -corrupted, human)

Init +6; **Senses** darkvision 60 ft.; **Perception** +8

DEFENSE

HP 40 RP 4

EAC 14; **KAC** 16

Fort +5, **Ref** +3, **Will** +2

Defensive Abilities ferocity

OFFENSE

Speed 40 ft.

Melee tactical stun staff +11 (1d4+9 E; **critical** staggered)

Ranged tactical railgun +8 (1d8+3 P)
Offensive Abilities fighting styles (blitz)

STATISTICS

Str +4, **Dex** +2, **Con** +1, **Int** +0, **Wis** +0, **Cha** +0
Skills Athletics +13, Intimidate +8, Stealth +8
Languages Aklo, Common
Other Abilities child of Volguroth, communion
Gear graphite carbon skin, tactical stun staff, tactical rail gun, frag grenade I, riot grenade I

ECOLOGY

Environment any (Rinzler)
Organization solitary, pair, or patrol (2-5 plus 1 overseer)

SPECIAL ABILITIES

Communion (Ex) Volguroth's corruption has found humanity to be fertile ground, and those corrupted tend toward psychic development. The chosen acolyte can communicate with others of its kind as if it had the limited telepathy ability. Chosen with a CR of 7 or higher gain blindsense (emotion) with a range of 5 feet.

CHOSEN OVERSEER

CR 5

XP 1,600
 NE Medium aberration (Volguroth-corrupted human)
Init +3; **Senses** darkvision 60 ft.; **Perception** +11

DEFENSE **HP** 60 **RP** 4

EAC 16; **KAC** 17
Fort +4, **Ref** +4, **Will** +8
Defensive Abilities ferocity

OFFENSE

Speed 30 ft.
Melee tactical handaxe +8 (1d6+5 S)
Ranged sheet lightning pistol +10 (1d6+5 E)
Offensive Abilities magic hacks (countertech, spell grenade), spell cache
 Technomancer Spells Known (CL 5th; **ranged** +10)
 2nd (3/day)—*caustic conversion*, *mirror image*
 1st (6/day)—*disguise self*, *grease* (DC 16), *supercharge weapon*

STATISTICS

Str +0, **Dex** +3, **Con** +0, **Int** +5, **Wis** +3, **Cha** +0
Skills Computers +16, Engineering +16, Mysticism +16, Piloting +11
Languages Aklo, Common
Other Abilities child of Volguroth, communion
Gear estex suit II, tactical handaxe, sheet lightning pistol

ECOLOGY

Environment any (Rinzler)
Organization solitary, pair, or patrol (1 plus 2-5 acolytes)

SPECIAL ABILITIES

Communion (Ex) The chosen acolyte can communicate with others of its kind as if it had the limited telepathic ability. Chosen with a CR of 7 or higher gain blindsense (emotion) with a range of 5 feet.

Volguroth has found fertile ground in humankind in which to manifest. The changes are mostly uniform and relatively minor, physically, with profound changes to the brain. This includes manifestation of psychic powers, the magnitude of which depend on the strength and experience of the corrupted host, as well as psychological changes that are both strange and disturbing. The average chosen appears human except for their blue skin and yellow eyes.

There are variations, and often the chosen develop strange mutations, such as extra digits on hands and feet, vestigial gills, tails, and other abnormal growths. When not moved to frantic activity, most chosen simply wander about in a daze-like state, performing simple tasks or repetitive motions or actions, often moaning softly or speaking the name "Volguroth" aloud in a chant-like fashion. In combat, or other exertive activity, they become manic, yelling and screaming, and often exhibiting alarming physical manifestations, such as tremors, spasms, or even bleeding from the eyes or nose. As with most intelligent creatures corrupted by Volguroth, they are driven to infect those who are not like them, or destroy them if they cannot be corrupted.

DEATHSHROUD

CR 8

XP 4,800
 NE Large aberration (Volguroth-corrupted, ooze)
Init +4; **Senses** blindsense (scent) 120 ft., blindsight (scent) 60 ft., sightless; **Perception** +14

DEFENSE **HP** 110

EAC 20; **KAC** 22
Fort +12, **Ref** +14, **Will** +7
Defensive Abilities amorphous; **Immunities** ooze immunities; **Resistances** fire 10 (lasers and light-based attacks only)

Weaknesses vulnerability to cold

OFFENSE

Speed 20 ft., climb 20 ft., fly 50 ft. (average)
Melee pseudopod +16 (3d4+14 B plus grab)

Space 10 ft.; **Reach** 10 ft. (15 ft. with pseudopod)
Special Attacks constrict, grab

STATISTICS

Str +6, **Dex** +4, **Con** +2, **Int** –, **Wis** +0, **Cha** +0
Skills Acrobatics +16, Stealth +16
Other Abilities child of Volguroth, compression

ECOLOGY

Environment any non-arctic (**Wisp**)
Organization solitary, pair, or deluge (3-8)

SPECIAL ABILITIES

Ingest (Ex) If a deathshroud begins its turn grappling a Medium or smaller creature, it can begin to devour the creature, crushing it in the folds of its body and producing a digestive acid, dealing 1d6+14 B and 1d6 A damage each round it remains grappled. While a deathshroud is using this ability, it cannot attack other creatures, and kinetic attacks that hit it deal half damage to both the deathshroud and the creature it is ingesting.

Once a species of less fearsome oozes, these Volguroth-corrupted nightmares have grown in size and adapted to the constant night of Wisp. They resemble thick sheets or mounds of wet, mottled, purplish-black latex. They can extend fan-like sheets of protoplasm that function as wings, allowing them to fly and drop down on unsuspecting prey. The highly mutable state of their corrupted flesh has also allowed them to absorb and incorporate the light-absorbing particles suspended in the atmosphere, making them resistant to light-based attacks, such as lasers.

Deathshrouds are most often found flying low over the surface of Wisp, hunting. They typically attack by stealth, dropping out of the darkness to envelop and devour prey.

MURENRAPAX

CR 2

XP 600

NE Tiny aberration (Volguroth-corrupted, aquatic)

Init +4; **Senses** darkvision 60 ft.; **Perception** +7

DEFENSE

HP 21

EAC 13; **KAC** 15

Fort +6, **Ref** +6, **Will** +1

OFFENSE

Speed 10 ft., fly 40 ft. (average), swim 40 ft.

Melee bite +9 (1d6+3 P plus attach)

Offensive Abilities attach, implant

STATISTICS

Str +1, **Dex** +4, **Con** +2, **Int** –4, **Wis** +0, **Cha** –3

Skills Athletics +12, Stealth +12

Languages Aklo (cannot speak any languages)

Other Abilities amphibious, water breathing

ECOLOGY

Environment Any aquatic or coastal (Cerebont)

Organization solitary or flight (2-24)

SPECIAL ABILITIES

Implant (Ex) On a round when it is attached to a creature, a murenrapax can inject 1d4 eggs into the creature as a full action. These eggs hatch in 24 hours, and the larvae begin to devour their host from within, dealing 1 point of Constitution damage per hour per larva until the host dies. The young then emerge and attempt to reach a body of water to finish maturing into adult murenrapax. Remove affliction destroys all eggs or larvae. A successful DC 20 Medicine skill check can be used to surgically remove a single egg or larva, a process taking 15 minutes. Another danger of implantation is the possibility of corruption by Volguroth from the organic material deposited with the eggs. The DC is 11 for any saving throws against it. (See The Corruption section for more information on how to handle Aboth's Corruption.)

An example of the variety of dangerous aquatic life on Cerebont, these red, lamprey-like creatures have developed membranous wings that allow them to leave the water to seek prey and hosts for their eggs. Their fearsome attack style is to swim or fly up to prey and bite into them with their myriad serrated teeth. They attach to their victims, spinning their bodies to grind their way into the prey's flesh. This allows them to churn flesh out of the wound to devour. It also allows the murenrapax's eggs to enter into the creature's body if it is seeking to reproduce.

A murenrapax can reach a length of 3 feet and weighs up to 25 pounds. Its wings stretch out to a span of six-feet when in flight, otherwise they fold into the creature's sides. It has four yellow eyes, positioned equidistantly around the head.

RAZORPEDE

CR 10

XP 9,600

NE Huge aberration (Volguroth-corrupted)

Init +3; **Senses** blindsense (vibration) 30 ft., darkvision 60 ft.; **Perception** +19

DEFENSE

HP 165

EAC 23; KAC 25

Fort +14, Ref +14, Will +9

Resistances cold 5, fire 5

OFFENSE

Speed 60 ft., climb 30 ft., burrow 30 ft.

Melee bite +20 (2d10+18 P)

Ranged siphon tendril +20 (4d6+10 P plus grab)

Space 15 ft.; Reach 10 ft.

Offensive Abilities drain moisture, trample
(2d10+18 P & S, DC 17)

STATISTICS

Str +8, Dex +3, Con +5, Int -3, Wis +1, Cha +0

Skills Acrobatics +19, Athletics +19, Stealth +24

Languages Aklo (can't speak any language)

Other Abilities [type]

ECOLOGY

Environment any (Amarok)

Organization solitary, pair, or stampede (3-6)

SPECIAL ABILITIES

Drain Moisture (Ex) If a razorpede begins its turn grappling a creature with its syphon tendril, it drains moisture from the creature's body, doing 2 points of Con damage.

Siphon Tendril (Ex) A razorpede can extrude a long, flexible tube from its mouth with great force, launching it at creatures up to 30 feet away. If it hits, the bony projection at the end stabs into the target, and the razorpede can immediately initiate a grapple. The razorpede cannot initiate this attack again while grappling with the siphon tendril.

This long, insectoid creature travels the surface of Amarok on a dozen spiky, scythe-like pairs of legs in a constant search for prey. An adult specimen is roughly 30 feet long, 6 feet in diameter, and weighs 3,500 pounds.

Razorpeds often attack from ambush, bursting up from under the earth below when they sense the vibrations of passing prey. They devour prey if hungry, but more often they shoot a slimy, hollow tentacle from their mouths, which attaches to prey and sucks them dry, draining all bodily fluids from the victim. Fleeing prey are run down and trampled, then devoured before too much of their precious bodily fluids drain into the sand.



MERKUUL

CR 8

XP 4,800

LN Huge magical beast (aquatic, shapechanger)

Init +4; **Senses** darkvision 60 ft., low-light vision; **Perception** +13

DEFENSE

HP 105 RP 5

EAC 19; **KAC** 20

Fort +9, **Ref** +7, **Will** +12

Resistances cold 5, fire 5; **SR** 18

OFFENSE

Speed 10 ft. (40 ft. in humanoid form), swim 50 ft.

Melee slam +13 (1d12+14 B)

Space 15 ft.; **Reach** 10 ft. (15 ft. in humanoid form)

Offensive Abilities lament of the prophets

Spell-Like Abilities (CL 8th)

1/day—*clairaudience/clairvoyance*, *synaptic pulse* (DC 17)

3/day—*augury*, *mind thrust* (DC 16), *mystic cure*

At will—*detect thoughts* (DC 15), *mind link*

STATISTICS

Str +6, **Dex** +0, **Con** +2, **Int** +1, **Wis** +1, **Cha** +4

Skills Athletics +21, Diplomacy +21, Mysticism +16, Sense Motive +16, Survival +16

Feats Improved Initiative

Languages Common, Merkuul

Other Abilities change shape (humanoid)

ECOLOGY

Environment Any (Jhorzakar)

Organization solitary, pair, or pod (3-12)

SPECIAL ABILITIES

Change Shape (Su) Merkuul can shift into humanoid shape. They retain their size, becoming hairless bipeds approximately 16 feet in height, with the merkuul's characteristic blue-gray skin and silvery eyes. While in humanoid form, a merkuul loses the ability to breathe water. A merkuul can maintain this form indefinitely.

Lament of the Prophets (Su) Merkuul see the coming doom of their solar system. A merkuul can spend a Resolve Point to give a mournful wail for the fate of all life in Rel-Dar. All creatures within 60 feet of the merkuul must succeed at a DC 18 Will save or be shaken the next 1d4 minutes.

The merkuul are an ancient race of psychics that has lived in waters of Jhorzakar since before the human population of the planet mysteriously disappeared. They prefer to live their secret lives below the waves without contact with land-dwellers. However, the return of humanity, the depredations of Harbinger Industrial,

and the rise of the Disciples of the Cleansing Flame have forced them to act. Their elders have foreseen the coming cataclysm that the Disciples yearn for, and actively work towards.

Now the merkuul do what they can to stave off the coming apocalypse. In humanoid form, they wander the islands and the continent, seeking to undo the workings of Harbinger and the cult, and warn the sentient races as best they can of the insanity which rushes the star system towards its end. Merkuul are a peaceful race, but will resort to any measures necessary to stave off the coming apocalypse. Should reason and diplomacy not be enough to sway those they encounter from furthering the designs of Harbinger Industrial and the Disciples of the Cleansing Flame, the merkuul will destroy anything and kill anyone to halt or slow the end of all they know.

The average merkuul is 16 to 20 feet long, with a broad, fluked tail and two lateral, guiding fins. Two short front appendages, each tipped with a dozen prehensile tentacles provide them with fine motor skills for manipulating objects. Their thick hide is smooth, hairless, and a mottled blue-gray in color. Their large eyes are silvery and reflective. Merkuul have immense mouths filled with filter plates they use to intake the small animal and plant life from the waters that make up their diets.

VERMINOX

CR 4

XP 1,200

NE Medium aberration

Init +3; **Senses** blindsight 30 ft., darkvision 60 ft.; **Perception** +10

DEFENSE

HP 48

EAC 16; **KAC** 18

Fort +6, **Ref** +6, **Will** +3

Weaknesses vulnerability to sunlight

OFFENSE

Speed 40 ft., climb 30 ft.

Melee bite +12 (1d6+9 P) or stinger +12 (1d6+9 P plus poison) or claw +12 (1d6+9 S)

Offensive Abilities poison

STATISTICS

Str +5, **Dex** +3, **Con** +1, **Int** -3, **Wis** +0, **Cha** +0

Skills Acrobatics +10, Athletics +15, Stealth +10

Languages limited telepathy (only verminox)

ECOLOGY

Environment any temperate or warm (Targon)

Organization solitary, pair, mob (3-6), or invasion (4-24 plus 2d6 swarms)

SPECIAL ABILITIES

Poison (Ex) Verminox use their stingers to envenom prey, paralyzing them.

Verminox venom

Type poison (injury); Save Fortitude DC 13

Track Dexterity (special); Frequency 1/round for 6 rounds

Effect Progression track is Healthy—Sluggish—Stiffened—Immobile—Immobile. The second immobile functions as an end state.

Cure 1 save

Vulnerability to Sunlight (Ex) Exposure to sunlight is lethal to verminox. Every round of exposure to direct sunlight deals 2d6 fire damage to an adult verminox.

These insidious arthropods are not native to Targon, but arrived in the system through one of the rifts created by solar flare activity. They have become the greatest danger on the planet. Verminox have a dim sentience reinforced by a high cunning and a vicious appetite for flesh. They roam unopposed during the night, hunting for prey. Those prey the verminox do not eat are used as incubators and food for their young. The juvenile verminox are as deadly as their adult kin, moving in teeming masses to attack and devour whatever they find. Ultimately, such swarms give in to their hunger and devour one another, leaving only the most dangerous to grow into adults. Thus far, it is only this rampant cannibalism that has kept the verminox from overrunning the planet.

During the day, the verminox hide from the deadly light of the twin suns wherever they can. The ancient human settlements are often infested with verminox. Explorers have reported finding strange artifacts of a darkly religious nature in verminox lairs. Crudely carved idols and drawings carved into walls, floors, and even ceilings seem to indicate that the verminox follow some dark, eldritch powers. Anyone living who is privy to their rites and rituals has yet to be found.

Verminox have segmented bodies covered in a purplish-black chitin, they have ten legs, the front pair ending in long, scythe-like projections. Their abdomens are long and narrow, ending in twin prongs that are tipped with venomous stingers. Verminox exoskeletons are covered in thick, stiff hairs that detect vibrations and changes in air currents, allowing them to detect even the most well-hidden prey. They can communicate telepathically, but only among their own kind.

When the verminox population begins to outpace a planet's ability to provide sustenance, the largest and fittest adults go through a metamorphosis. Extruding a thick, foul-smelling substance, the verminox encase

themselves in pulsing chrysalises of deep purple with pulsing yellow veins. When they emerge, they can withstand the vacuum of space and have great wings that can carry them to the highest reaches of the atmosphere and carry them through space on the solar winds and folding time and space to speed the journey. The verminox then seek a new planet. This can take months in system, or years—possibly decades or even a century if they must travel to a new star. There they shed their wings and begin hunting for hosts for a new batch of eggs, eager to breed.

JUVENILE VERMINOX SWARM

CR 3

XP 800

NE Tiny aberration (swarm)

Init +4; **Senses** blindsight 30 ft. (scent, vibration), darkvision 60 ft.; **Perception** +8

DEFENSE

HP 34

EAC 14; **KAC** 16

Fort +7, **Ref** +9, **Will** +4

Defensive Abilities swarm defenses; **Immunities** swarm immunities

Weaknesses vulnerability to sunlight

OFFENSE

Speed 30 ft., climb 20 ft.

Melee swarm attack (1d4+4 P plus poison)

Space 10 ft.; **Reach** 0 ft.

Offensive Abilities distraction (DC 12)

STATISTICS

Str +1, **Dex** +4, **Con** +2, **Int** -3, **Wis** +0, **Cha** -5

Skills Athletics +13, Stealth +8

Languages limited telepathy (only verminox)

ECOLOGY

Environment any temperate or warm (Targon)

Organization solitary, pair, or infestation (3-6)

SPECIAL ABILITIES

Poison (Ex) Verminox use their stingers to envenom prey, paralyzing them.

Verminox venom

Type poison (injury); Save Fortitude DC 13

Track Dexterity (special); Frequency 1/round for 6 rounds

Effect Progression track is Healthy—Sluggish—Stiffened—Immobile—Immobile. The second immobile functions as an end state.

Cure 1 save

Vulnerability to Sunlight (Ex) Exposure to sunlight is lethal to verminox. Every round of exposure to direct sunlight deals 2d6 fire damage to an adult verminox.

EBON TERROR

CR 9

XP 6,400

NE Large aberration

Init +0; **Senses** blindsense (thought) 60 ft., darkvision 60 ft.; **Perception** +17

DEFENSE

HP 136

EAC 22; **KAC** 24

Fort +15, **Ref** +11, **Will** +11

OFFENSE

Speed 30 ft., climb 20 ft., fly 50 ft. (Ex, average)

Melee tentacle +20 (1d10+15 B)

Multiattack 4 tentacles +14 (1d10+15 B)

Ranged psychic siphon +20 (3d6+9 plus stun)

Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacles)

Offensive Abilities psychic siphon

STATISTICS

Str +6, **Dex** +0, **Con** +4, **Int** +0, **Wis** +3, **Cha** +1

Skills Acrobatics +22, Intimidate +17, Sense Motive +17

Languages Aklo

Other Abilities feed on fear

ECOLOGY

Environment any temperate or warm (Targon)

Organization solitary, pair, mob (3-6), or invasion (4-24 plus 2d6 swarms)

SPECIAL ABILITIES

Feed on Fear (Su) When an ebon terror is within 60 feet of a creature with the shaken, frightened, or panicked conditions, it gains a +2 enhancement bonus to attack and damage rolls and saving throws.

Psychic Siphon (Su) As a standard action, an ebon terror can make a ranged attack against the EAC of a single target with an Intelligence score of 3 or more within 60 feet. If the attack hits, the target takes 3d6+9 damage and is stunned for 1 round. If the target succeeds at a DC 16 Will saving throw, the damage is halved and the stunned condition is negated. The ebon terror regains a number of Hit Points equal to the damage taken by the target, up to its maximum.

Abominations that slipped through to this universe through rifts opened by the solar flares, these terrors stalk and kill intelligent life, relishing a fear-ridden quarry and a drawn out chase. They draw nourishment from both the mental energies of their prey as well as their flesh. Those attacked by an ebon terror sometimes escape because the creature will draw out the chase as long as possible, feeding on a victim's fear, enabling their quarry to find shelter out of the creature's reach. This doesn't seem to bother the ebon terrors. In fact, they take great delight in finding a lost target a second time, enjoying the opportunity to savor that creature's particular brand of terror a second time.

An ebon terror is a great black, shapeless mass, with ten yellow-green eyes, and a mass of ten rubbery, writhing tentacles. Their bulk stands about 10 feet high and eight feet across. Great, bat-like wings, with a span of 24 feet, sprout from the top rear of its massive bulk.



THE LOST EYES

The following creatures are primarily found in the Lost Eyes star system.

ENFORCER ANDROID

CR 12

XP 19,200

LN Large Construct (technological)

Init +3 Senses Darkvision 60ft, low light vision; **Perception** +27

DEFENSE

HP 180

EAC 24; **KAC** 26

Fort +13; **Ref** +13; **Will** +10

Defensive Abilities construct immunities

Immunities damage from magical sources

OFFENSE

Speed 40ft

Melee claw +25 (6d4+18 S plus grab)

Multiattack 4 clawS +19 (1d8+18 S)

Offensive Abilities trample (6d4+18 S)

STATISTICS

Str +8; **Dex** +3; **Con** +5; **Int** +0; **Wis** +0; **Cha** -1

Skills Athletics +22, Intimidate +22, Perception +27

Languages common, telepathy 60ft

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Defender (Ex) The Enforcer Android can, as a reaction, take half the damage from any attack that deals damage to an adjacent creature.

This large android has a tall broad body with skin the color of gunmetal. He has armor made up of humanoid bones and a white gem in the midst of its throat. His hands end in razor sharp claws, and his voice has an electronic buzzing thrum to it. These creatures are crafted to defend and serve a particular master, and the most well known of them belongs to Mistress Somewhere.

GARBAGE BEAST

CR 6

XP 2,400

N Medium recog aberration

Init +2 Senses Blindsight (vibration, scent) 60ft, darkvision 60ft; **Perception** +13

DEFENSE

HP 90

EAC 18; **KAC** 20

Fort +8; **Ref** +8; **Will** +7

Defensive Abilities amorphous, unflankable

OFFENSE

Speed 20ft, burrow 20ft, climb 20ft

Melee Junk Tendril Slash +16 (1d8+11 S)

STATISTICS

Str +5; **Dex** +2; **Con** +3; **Int** -; **Wis** -; **Cha** -1

Skills Athletics +13, Perception +13, Stealth +18

Languages none

Other Abilities mindless, compression

ECOLOGY

Environment The Midden, Planet Kalis

Organization solitary

SPECIAL ABILITIES

Refuse Chameleon (Ex) When in a dump, wreck, or other environment with detritus and refuse scattered about the garbage monster may blend with its environment. So long as the garbage monster does not move during its turn and makes a stealth check, it may roll twice and keep the better result.

Roiling Refuse (Ex) A garbage monster ignores difficult terrain, moves at full speed even while making stealth checks.

Dissimilar to most recogs, and driven by an AI so corrupted that it is no longer truly an intelligence, this being seeks only to assimilate technology and evolve. The garbage beast is an unnaturally animated lumbering mound of countless bits of discarded and broken materials. Moving on a half dozen pseudopods and tendrils that form from its center mass, the creature slowly crawls, climbs or digs its way into a hiding position from which it can ambush unsuspecting foes. The garbage beast sees through two gazing orbs of energy at the center of a head like mound. The beast can harden, or soften its body, and seems to be held together by some combination of alchemical and supernatural fluid. The only discernable goal of the beast seems to be to grow through hunting down magical and technological components to add to its mass.

GARBAGE GOLEM

CR 10

XP 9,600

N Large recog construct (magical, technological)

Init +3 Senses Darkvision 60ft, low light vision; Perception +19

DEFENSE

HP 165

EAC 23; KAC 25

Fort +12; **Ref** +12; **Will** +11

Defensive Abilities amorphous, mindless DR 5/adamantine

Immunities Construct immunities

OFFENSE

Speed 400ft, Climb 20ft

Melee Junk tendril smash +22 (2D10+18 B)

Space 10ft Reach 5ft

Offensive Abilities Garbage blast (30 ft cone., 4d6+10 S, Reflex DC 17 half)

STATISTICS

Str +8; **Dex** +3; **Con** +5; **Int** +1; **Wis** +1; **Cha** -1

Skills Athletics +24, Perception +19, Stealth +19

Languages none

Other Abilities

ECOLOGY

Environment any land, native to Kalis

Organization solitary

SPECIAL ABILITIES

Cobble Weapon (Ex) A garbage golem can combine components within its body to form any weapon from the small arms or basic melee weapons categories so long as it is lower than a 10th level item. It may do this twice per day, and these weapons are left behind if it is destroyed. Weapons which use charges or ammunition are created at full capacity but cannot be reloaded. Its attack bonus for these weapons is +22 and it is considered proficient in them.

Roiling Refuse (Ex) A garbage golem ignores difficult terrain, moves at full speed even while making stealth checks.

Non-Communicative (Ex) A garbage golem cannot be communicated with, and any attempt to discern its thoughts fails.

This monstrous recog is a hulking evolution of the garbage beast is similarly composed of refuse and appears similar at first. Unlike its kin, the garbage golem is much larger, and walks upright on two legs. It seems to have successfully incorporated scavenged technology into its form and can craft advanced weaponry as needed. These golems attack on sight and seem bent on destroying any living things within their territory. Having recovered some degree of corrupted intelligence,

their brutality has only increased. Communication with these creature's alien intelligence seems impossible, even through advanced magic.

LINGERER IN THE WASTES

TEIR 10

N Huge starship aberration

Speed 8; Maneuverability average (turn 2)

AC 25; TL 22; Immunities EMP, electricity, fire, radiation

HP 230; DT 5; CT 6

Shields none

Attack (Forward) Solar Beam +19 (3d4x10)

Attack (Turret) Tentacle +19 (4d8)

Skills Engineering +19, Gunnery +19, Piloting +19

Power Core Lingerer heart (300 PCU); **Drift** none;

Systems mk 6 defenses, mk 6 armor;

Expansion bays swallow starship

Other Abilities living starship, void adaptation

CREW ACTIONS

Engineer (1 action) Engineering +19 (9 ranks)

Gunners (2 actions) Gunnery +19

Pilot (1 action) Piloting +19 (9 ranks)

ECOLOGY

Environment any vacuum

Organization Solitary

SPECIAL ABILITIES

Photonic Absorption (Ex) Anytime the lingerer would be dealt electric or fire damage it instead ignores the damage and regains hull points equal to half that amount. So long as the lingerer remains within orbit of a star, it repairs 10 HP every turn.

Tentacles (Ex) The lingerer has dozens of lengthy tentacles which it can only use against a ship in an adjacent hex. If the lingerer deals damage with this attack to a ship of its size or smaller it holds that ship in place. As an action the held starship can attempt a DC 28 piloting check to break free of the tentacles. While holding the starship the lingerer cant move, turn, or use its solar beam, but it can make tentacle attacks or attempt to swallow the same starship. The lingerer and the starship it is holding take a -2 penalty to AC and TL and to Piloting checks to determine movement order in starship combat.

Swallow Starship (Ex) If a lingerer is holding a starship smaller than it in place, it can swallow that vessel by making a successful tentacle attack against it. A lingerer's gullet can hold one Large ship, two Medium ships, four Small ships, or eight Tiny ships. A lingerer can take an action during the gunnery phase to crush starships inside it, dealing 4d6 damage (divide this damage equally across all arcs, starting with the

forward arc and proceeding clockwise). A swallowed vessel can still attack. The lingerer's interior has AC 21, TL 18, and DT 0. However, starship weapons deal half their damage to the firing ship through a combination of blowback and the lingerer's physical reactions. If a swallowed starship deals 50 damage to the lingerer's interior, the ship blows a hole in the creature big enough to attempt to fly through. During the helm phase, the pilot of a swallowed starship can attempt to fly free with a Piloting check (DC 28, or DC 33 if the lingerer has no hole in it). On a failure, the starship remains within the lingerer.

This enormous mass of insatiable darkness drinks in light. Its form is peppered by countless glowing eyes, and its body easily mistaken for void and stars on the midnight tapestry of space. Only when the lingerer in the waste's form passes over a nebula or the center star itself can the silhouettes of a host of black tentacles be seen. The lingerer drifts slowly, conserving energy, hiding in plain sight and waiting for light it can touch.

HORDE

TEIR 6

N large starship swarm

Speed 8; **Maneuverability** average (turn 2)

AC 19; **TL** 19; **Immunities** electricity, fire, vacuum

HP 170; **DT** -; **CT** 34

Shields none

Attack (Turret) Acid jet +13 (4d8)

Skills Engineering +13, Gunnery +16, Piloting +13

Power Core Thrumming Queen (150 PCU); **Drift** none;

Systems mk 4 defenses, mk 6 armor;

Expansion Bays envelop starship

Other Abilities living starship, void adaptation

CREW ACTIONS

Engineer (1 action) Engineering +13 (3 ranks)

Gunners (2 actions) Gunnery +16

Pilot (1 action) Piloting +13 (3 ranks)

ECOLOGY

Environment any vacuum

Organization Solitary

SPECIAL ABILITIES

Swarm (Ex) The horde is a swarm colony of smaller creatures united by a hivemind maintained by their queen. The swarm doesn't take double damage from critical hits, can't be held in place by any means, and can always move. If destroyed, the horde will dissipate and reform in 48 hours so long as its queen (the power core) remains intact at the time of destruction.

Swarm Through (Ex) The horde can move through a hex occupied by a starship so long as it doesn't end its movement in that hex. If it does so, that starship takes damage as if it had been hit with the horde's acid jet attack twice.

In the vacuum of space an incalculable swarm of insectoid spacefarers move in an amorphous unison of chaos. Their ebb and flow is a harmonic ballet. The horde queen is protected within the core of the horde's collective form. From that safety she navigates the hivemind as a unit, sailing on hidden waves of radiation. Common conjecture is that this horde is a colony of refugees in search of a new world, though recent studies have found their ability to survive in space and apparent disregard for habitable worlds to suggest otherwise. The horde digest metal and minerals through an acidic bile, and through their collective movement and coordination, they are able to launch jets of this corrosive fluid at any spacefaring vessel that ventures too close.

JAILIQ BEAST

CR 16

XP 76,800

N Colossal magical beast

Init +5 **Senses** Darkvision 120ft; **Perception** +28

DEFENSE

HP 300

EAC 30; **KAC** 32

Fort +18; **Ref** +18; **Will** +14

DR 10/ adamantine

OFFENSE

Speed 60ft

Melee Bite +30 (6d10+26 P)

Space 50ft; **Reach** 20ft

Offensive Abilities Crush (6d10+26 B), Trample (6d10+26 B, DC 22), Sonic roar +27 (60ft cone, 7d6 +16 So, Reflex DC 22 half, usable every 1d4 rounds, plus deafen)

STATISTICS

Str +10; **Dex** +5; **Con** +7; **Int** +2; **Wis** +2; **Cha** +2

Skills Athletics +33, Perception +28

Languages none

ECOLOGY

Environment any land, native to Kemarn

Organization solitary

SPECIAL ABILITIES

Sonic Roar (Ex) The Jailiq beast can unleash a devastating sonic roar which deals sonic damage

and puts creatures at risk of hearing loss. Creatures hit by the sonic roar must make a DC 22 Fortitude save or be deafened.

This towering predator spends the whole of its waking hours on the hunt, gorging itself to sustain its constant hunger. These horned apelike beasts are covered in scaled fur. Moving on their hindlegs and the knuckles of its fist, these creatures primarily live on plains and steppes where the terrain permits their free movement.

The Jailiq is a serious threat to settlements of all sizes, and townships and cities of all sizes have adapted to using drastic tactics to avoid these colossal predators. Adult Jailiq often feed on younger jailiq, or wandering megafauna, but when such prey is scarce, they may seek out vulnerable cities and herd animals to tide them over until a better meal presents itself.

MAW MONSTER

TEIR 16

N Gargantuan starship dragon

Speed 8; **Maneuverability** average (turn 2)

AC 19; **TL** 19; **Immunities** electricity, fire, vacuum

HP 170; **DT** -; **CT** 34

Shields none

Attack (Forward) Bite +33 (5d8), claw +33 (4d8), singularity breath (5d8; **tractor** beam)

Attack (Port) Claw +33 (4d8)

Attack (Starboard) Claw +33 (4d8)

Skills Engineering +13, Gunnery +16, Piloting +13

Power Core Dragon Heart (500 PCU); **Drift** none;

Systems mk 10 defenses, mk 10 armor;

Other Abilities living starship, void adaptation

CREW ACTIONS

Engineer (1 action) Engineering +28 (16 ranks)

Gunners (2 actions) Gunnery +33

Pilot (1 action) Piloting +28 (16 ranks)

ECOLOGY

Environment any

Organization Solitary

SPECIAL ABILITIES

Bite (Ex) the maw monsters bite attack may only be used against adjacent ships.

Claw (Ex) the maw monsters claw attack may only be used against adjacent ships.

Singularity Breath (Ex) A maw monster's breath weapon deals 5d8 damage to a ship each round which it is caught in the tractor beam. The maw monster may choose to forgo the tractor beam effect. While caught in the tractor beam, a ship becomes

invisible and undetectable and effectively cut off from all outside contact.

The maw monsters are mysterious cryptids, seldom seen and virtually unknown in this corner of the cosmos. The maw monsters are members of an eldest species of dragon. Known by countless names throughout the universe and across the millennia, titanic primordial dragons nest in colossal chasms and trenches which are visible from space. Over several billion years they remain reclusive, digging deeper and feasting on the geothermal and gravitational energies of the planet until its destruction. Three of this species fledglings dwell in a deep ocean on Kemarn, and are known to the short lived inhabitants of that world as "the maw monsters".

MAW RECOG

CR 9

XP 6,400

CN Aberration recog (technological)

Init +6 Senses Low-light vision, Darkvision 60ft;

Perception +19

DEFENSE

HP 145

EAC 22; **KAC** 24

Fort +11; **Ref** +1; **Will** +8

Defensive Abilities Mutable anatomy, stability

OFFENSE

Speed 40 ft

Melee kick +21 (2d10+12 B), scythe arm (2d10+12 P)

Ranged shoulder mounted aphelion laser pistols +21 (3d6+9 F, 1d4 Burn)

STATISTICS

Str +3; **Dex** +6; **Con** +4; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +22, Perception +19, Stealth +17

Languages common

Other Abilities

ECOLOGY

Environment any land, native to Kemarn

Organization solitary or herd (3-10)

SPECIAL ABILITIES

Mutable Anatomy (Ex) Once per encounter, when hit with a critical hit, maw recogs may choose as a reaction to take normal damage rather than double damage. They are otherwise affected normally by the critical hit.

Stability (Ex) The maw recog has four legs granting it additional speed as well as a +4 bonus to its KAC against the bull rush, reposition and trip combat maneuvers.

Weapon Mount (Ex) The maw recog has a shoulder mounted laser pistol which it can fire without using its hands.

The Maws, a brutal biotechnical group of four-legged centaur-like Recogs, adapt discarded robots into solid bases. While individuals may vary, most maw's adhere to a tribal identity and core appearance. They typically have humanoid torsos with an additional set of arms jutting from their ribs. These additional arms end in wicked scythe blades that they use to cut down foes in battle. Mounted on the top of each shoulder are laser pistols which they aim and fire through thought alone. These recog's are formidable at close or mid-range and are considered among the most dangerous nomadic species, especially when encountered in number.

SERPENT BENEATH THE STARS

TEIR 20

NE Colossal starship dragon

Speed 4; **Maneuverability** clumsy (turn 4)

AC 27; **TL** 27

HP 1080; **DT** 20; **CT** 210

Shields none

Attack (Forward) Bite +33 (6d8x10), Antimatter Gaze (4d10x10)

Attack (Port) Antimatter Gaze (4d10x10)

Attack (Starboard) Antimatter Gaze (4d10x10)

Attack (Turret) Body Scrape (6d8x10)

Skills Engineering +34, Gunnery +39, Piloting +33

Power Core Swallowed Micro-star (700 PCU); **Drift** none; **Systems** mk 10 defenses, mk 10 armor;

Other Abilities living starship, void adaptation

CREW ACTIONS

Engineer (1 action) Engineering +33 (20 ranks)

Gunners (2 actions) Gunnery +39

Pilot (1 action) Piloting +33 (20 ranks)

ECOLOGY

Environment any vacuum

Organization accompanied by 5-10 star serpents

SPECIAL ABILITIES

Body Scrape (Ex) the serpent's claw attack may only be used against adjacent ships.

Bite(Ex) The serpent has a massive set of jaws which it can only use against a ship in an adjacent hex. If the serpent deals damage with this attack to a ship of its size or smaller it holds that ship in place. As an action the held starship can attempt a DC 28 piloting check to break free of the bite. While holding the starship the serpent can't move, turn, or use antimatter gaze, but it can make body scrape attacks or attempt

to swallow the same starship. The serpent and the starship it is holding take a -2 penalty to AC and TL and to Piloting checks to determine movement order in starship combat.

Swallow Starship (Ex) If the serpent is holding a starship smaller than it in place, it can swallow that vessel by making a successful bite attack against it. The serpent's gullet can hold any number of ships, and the space within is vast. A swallowed vessel can still attack, but must be within range of the inner walls to do so. The serpent's interior has AC 22, TL 22, and DT 0. However, starship weapons deal half their damage to the firing ship through a combination of blowback and the lingerer's physical reactions. If a swallowed starship deals 100 damage to the serpent's interior, the ship blows a hole in the creature big enough to attempt to fly through. During the helm phase, the pilot of a swallowed starship can attempt to fly free with a Piloting check (DC 28, or DC 33 if the lingerer has no hole in it). On a failure, the starship remains within the serpent.

You see her eyes, first, bright triple stars shining on the horizon. Light spills from her maw, as though a sun burns at her heart. She is the length of a nightmare, and your ship lies silent in the debris as she flows past for hours. She feeds on memory, delving through the ruins for the shreds that remain. Whether she began here, or is only passing through, is not known. She is accompanied by a dozen of her young, star serpents who die for their mother without hesitation.

The Serpent Beneath the Stars is an apex predator of the void. She lurks in the depths, wreathed by the wreckage of the destroyed planet. She has three massive eyes that burn like suns. Two enormous gaping jaws are lined with billions of teeth, each capable of penetrating the hardest metals yet conceived, though they are seldom used for chewing as the serpent's massive mouth can swallow most ships and prey whole. The serpent beneath the stars is massive on a scale that is only challenged by the largest starships. Possessing no limbs, its primary form of attack is simply brushing its scaled body against its prey as it swims by at incredible speed, grinding the spikes and crags against the enemy.

The Serpent Beneath the Stars is a gateway between planes, a sentient distortion of reality. Within her colossal body is a pocket universe, and the space inside is much larger than she is without. Those who live the decent into her maw see the microverse inside. Floating slowly are the ruins and wrecks of ships, colonies, asteroids, and even small planetoids, orbiting the star that is her heart. Hunting this inner space are hundreds of the younger star serpents, trolling through the ruins and hunting the smaller nameless and forgotten inner

STARSHIP MONSTERS

Many of the creatures presented in this section are so truly massive that they cannot be harmed in any meaningful way by personal weapons, and may only be confronted through starship combat. These creatures effectively function as starships and have the starship creature subtype. Starship creatures are not necessarily capable of flight or spaceflight and are only considered starships because of the scale on which they must be confronted. The following subtype and extraordinary abilities apply to these creatures.

STARSHIP (CREATURE SUBTYPE)

This subtype is applied to any creature that may only be combatted by starship.
Traits: Living Starship, Void adaptation, it also uses a modified starship stablock and uses the pilot skill to move itself.

Living Starship (Ex): The lingerer is a living creature that can engage only in starship combat. It has no crew, but it can still take engineer, gunner, and pilot actions using the skill bonuses, ranks, and level listed in the Crew Actions section above. Modifiers for its size, speed, and maneuverability are already factored into its statistics. Use the table below when the lingerer takes critical damage. The lingerer's brain can't gain the wrecked condition.

D%	SYSTEM	EFFECT
1-30	Weapon array	Condition applies to all gunner actions
31-60	Gravity Centers	Condition applies to all gunner actions with the and all pilot actions
61-90	Heart	Condition applies to engineer actions except patching or repairing the heart
91-100	Brain	Condition applies to all actions

worlds. Though she has shrunk over millennia, and whatever powers her appears to be fading, entire worlds still survive in her belly. Her mouth is a portal, drinking in space and consuming any asteroids, ships or void-born lifeforms she encounters.

STAR SERPENT

TEIR 4

NE small starship dragon

Speed 14; **Maneuverability** good (turn 1)

AC 18; **TL** 25

HP 50; **DT** -; **CT** 10

Shields none

Attack (Forward) Bite +33 (2d10)

Attack (Turret) Antimatter Gaze (2d6)

Skills Engineering +10, Gunnery +10, Piloting +9

Power Core Nuclear heart (250 PCU); **Drift** none;

Systems mk 10 defenses, mk 3 armor;

Other Abilities living starship, void adaptation

CREW ACTIONS

Engineer (1 action) Engineering +10 (4 ranks)

Gunnery (2 actions) Gunnery +10

Pilot (1 action) Piloting +9 (4 ranks)

ECOLOGY

Environment any vacuum

Organization solitary, or accompanied by 4-9 star serpents and/or the serpent beneath the stars

SPECIAL ABILITIES

Bite (Ex) the serpent's bite attack may only be used against adjacent ships.

These young of the serpent beneath the stars most resemble long wingless limbless dragons, with spiked and coarse bodies, thrashing through the void like eels in the sea. They have three glowing eyes and wicked jaws lined with rows and rows of incredibly dense black teeth. Star serpents consume mostly metal and minerals though they can digest nearly anything. These young dragons surf the space around their mother or hunt the inner space within her.

They and remain in her court for most of their short lives as most die in her defense. If when a new brood is spawned the flock outside may become crowded. When this happens the most mature among them may break off in search of new hunting grounds or move

back within her mouth to stake out territories in the inner space. Most star serpents encountered away from their mother dwell in orbit around planets, preying on satellites, ships and other vulnerable orbiting targets.

SILT SNAKE

CR 7

XP 3,200

N Large vermin

Init +2 Senses Blindsight (vibration) 60ft, Darkvision 60ft; **Perception** +12

DEFENSE

HP 107

EAC 19; **KAC** 21

Fort +11; **Ref** +9; **Will** +6

OFFENSE

Speed 30ft, Burrow 60ft, Climb 20ft, Swim 60ft

Melee bite +14 (2d6+14 plus grab), +14 Sting (2d6+7 plus paralytic sting)

Offensive Abilities paralytic sting

STATISTICS

Str +5; **Dex** +4; **Con** +2; **Int** -; **Wis** +0; **Cha** +0

Skills Athletics +19, Perception +12, Stealth +12

Languages none

Other Abilities amphibious, earth glide, mindless

ECOLOGY

Environment any land

Organization solitary or nest(4-8)

SPECIAL ABILITIES

Paralytic Sting (Ex) If a silt snake deals damage with its sting attack the creature must make a Fortitude save DC 15 or be paralyzed.

The silt snake is a mindless and amphibious species of burrowing vermin which rapidly tunnel through earth using the spiked frills that line its body. They move in such a way that they can close their burrows up behind them. While they prefer wetter, softer earth, or water itself, they can tunnel through any almost all soil and are virtually untraceable when doing so. Silt snakes prefer to snatch terrestrial prey into the earth or water and allow, paralyzing the prey and causing them to suffocate before feeding. The silt snakes of this region prefer the muddy pits and quicksands that are common but may even move into more inhabited areas in the absence of food.

WIND WALKER

CR 15

XP 51,200

N Large monstrous humanoid, air

Init +9 Senses Darkvision 60ft, low- light vision; **Perception** +25

DEFENSE

HP 275

EAC 29; **KAC** 31

Fort +17; **Ref** +19; **Will** +13

Immunities disease, poison

OFFENSE

Speed 30 ft, Fly 120 ft. (perfect)

Melee bite +28 (8d6 + 22 P) or claw +28 (8d6 + 22 S) or slam+28 (8d6 + 22 B)

Multiattack bite +25 (3d10 +23 P), 2 claws +25 (3d10 +23 S), and slam +25 (3d10 +23 B)

Space 10 ft.; **Reach** 5 ft.

Offensive Abilities whirlwind (8d6+15 B, DC 21, 1/day.)

STATISTICS

Str +7; **Dex** +9; **Con** +5; **Int** +2; **Wis** +1; **Cha** +1

Skills Acrobatics +31, Athletics +26, Perception +25, Stealth +31

Languages auran, telepathy 100ft

Other Abilities no breath

ECOLOGY

Environment any air

Organization solitary or a flight (3-5)

SPECIAL ABILITIES

Blurred form (Su) While visible and living, the form of the wind walker is blurred and translucent granting it 20% concealment against attacks.

Invisibility (Su) The wind walker may spend a move action to gain the benefits of the invisibility spell, which they may cast at will as a supernatural ability.

Wind walkers are an intelligent and vaguely humanoid species that inhabit this region. While they prefer to remain invisible or depend on their feather's natural photonic blurring effect to avoid predators and detection, they are naturally stealthy even without the use of these abilities. The body of a wind walker is thin, with a set of near silent wings which are bat-like but feathered with the same shimmering feathers that cover their entire body. They have long thin and clawed arms and legs, and feathered featureless faces with wide lidless crystal eyes

They have an esoteric culture, and xenophobic nature which mostly keeps them from voluntarily communicating with any outside species. Many wind walkers have learned some common and bits

of other languages through espionage and spycraft. The windwalkers send their strongest and swiftest to silently eavesdrop and lurk unseen to learn about the dangers their neighbors, and bring back intelligence to their councils and courts. Information from these scouting missions fuel debates are boiling within the ruling caste about what the best course of action for dealing with these encroaching aliens is, and they seem torn between noninterference, discrete sabotage, and formal diplomacy.

NON PLAYER CHARACTERS

T here are a number of personalities in the Lost Eyes, some of which are detailed in the following pages.

BABAIGAH

CR 10

XP 600

N Large aberration (recog)

Init +8 Senses Darkvision 60ft; **Perception** +17

DEFENSE

HP 165

EAC 23; **KAC** 25

Fort +12; **Ref** +12; **Will** +9

Defensive Abilities mutable anatomy

OFFENSE

Speed 40ft, 60ft fly (poor)

Melee claw +6 (1d4+4 P plus grab)

Ranged ship railgun +19 (2d10 +10 E)

Offensive Abilities algae spray, venomous swarm

STATISTICS

Str +0; **Dex** +8; **Con** +3; **Int** +5; **Wis** +0; **Cha** +3

Skills Athletics +24, Engineering +17, Perception +17

Languages none

Gear basic medkit, comm unit, motion detector

Other Abilities jump jets

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Algae Spray (Ex) Babaigah can spray acidic algae from her arms once every 1d4 rounds. The acid is a 30ft cone and deals 2d10 +10 Acid damage. Affected creatures may make a Reflex save against DC 17 to take half damage.

Jump Jets (Ex) Babaigah can increase her fly speed by 30ft for one round. Once she has done this she must wait 1 minute before using the ability again.

Mutable Anatomy (Ex) When hit with a critical hit, once per day as a reaction babaigah can choose to take normal damage rather than double damage from the critical hit. She is otherwise effected normally by critical hits.

Venomous Swarm (Ex) Creatures successfully grappled by Babaigah must make a Fortitude save against DC 17 or contract the bubonic plague affliction.

Babaigah is a large Recog that has built two dozen mechanical legs for herself. Her body is mechanical, built from the ruins of sleek one-person starfighter in shades of silver and grey, no longer suited for spaceflight. The interior is more biological, composed of living wood, algae, water, and the preserved flesh of the craft's pilot. Her legs are living wood, thin and elegant, dressed with white flowers and long green leaves like feathers. Babaigah is very vain, and surprisingly nasty in a fight, thanks to her acidic algae and the tiny venomous insects she cultivates in her arms.

HELLENA HIRETHI

CR 12

XP 600

LN Medium human envoy

Init +4 Senses; **Perception** +22

DEFENSE

HP 185

EAC 26; **KAC** 27

Fort +11; **Ref** +13; **Will** +15

Defensive Abilities draw fire

OFFENSE

Speed 30 ft.

Melee ultrathin dagger +23 (2d12+12 S)

Ranged yellow star plasma pistol +23 (2d8+12 F, Burn 1d4)

Offensive Abilities improved get em'

STATISTICS

Str +0; **Dex** +4; **Con** +0; **Int** +4; **Wis** +5; **Cha** +8

Skills Bluff +27, Culture +22, Diplomacy +27, Perception +22, Sense Motive +27

Languages none

Gear ultrathin dagger, white carbon skin, yellow star plasma pistol

Other Abilities desperate defense, hidden agenda, situational awareness

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Insightful (Ex) Hellena is especially observant and insightful, and once per day when she uses the Sense Motive skill, she can roll twice and take the higher result.

Hellena was once a member of the Ruling Council and considered to be the next Ascendant. However, she became embroiled in a scheme designed to ensnare her and was caught in an attempted coup. Narrowly escaping with her life, thanks to her half-elven lover, Jabeil Forstrom, Hellena fled in her Millenia-class ship, the Dragon of Harlonde, and made a pact with the Hellfire Syndicate. Backed by their connections and goals, she rebuilt her power base and successfully disgraced the Councilmember who had ruined her. Now, claiming knowledge of the Eyes and of the secret mission that she is willing to expose if she is not welcomed back, Hellena has returned to the Ruling Council as a figure more powerful than ever.

Approaching later middle age, Hellena is a plain woman of distinct elegance. In contrast to Jabeil, she dresses simply, in severe blue and black robes. Her face, disfigured in the coup, was reconstructed by Mistress Somewhere, and gossips spend a great deal of time wondering why she didn't try to make herself more attractive. Now openly, fiercely devoted to Jabeil, Hellena's one goal is to find out what happened to her lover, though she is not blind to any opportunity to undermine the Justicars who betrayed and abandoned her.

HERALD OF THE TWIN SUNS

CR 12

XP 409,600

LN Medium construct mystic (magical, technological)

Init +7 Senses darkvision 60 ft, low light vision Perception +40

DEFENSE

HP 425

EAC 35; KAC 36

Fort +18; **Ref** +18; **Will** +23

Defensive Abilities construct immunities, mutable anatomy DR 10/-

OFFENSE

Speed 30 ft., fly 60ft

Melee dimensional slice longsword +31 (15d6+23 S)

Ranged blue star plasma rifle +23 (8d6+21 E&F, burn 4d8)

Offensive Abilities Overlord connection; **absolute** control, echoes of obedience, forced amity, forceful

commands, greater forced amity, inexplicable commands, jealous overlord, reconfigure

Mystic Spells Known (CL 21st; **melee** +31, ranged +38)

6th (3/day)– *gravitational singularity, mass suggestion, plane shift, regenerate, telepathic jaunt*

5th (6/day)– *dominate person, greater command, greater dispel magic, greater synaptic pulse, mystic cure*

4th (at will)– *confusion, mind thrust, mind probe*

STATISTICS

Str +2; **Dex** +7; **Con** +2; **Int** +10; **Wis** +12; **Cha** +10

Skills Culture +35, Diplomacy +40, Perception +40,

Sense Motive +35, Medicine+35, Mysticism +40

Languages All, telepathy 100ft

Gear blue star plasma rifle, dimensional slice longsword, nanotube carbon skin

Other Abilities mindlink, telepathic bond, transcendence

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Reconfigure (Ex) The herald can combine components within her body as a move action to form any weapon from the long arms or advanced melee weapons categories so long as it is lower than a 20th level item. Weapons which use charges or ammunition are created at full capacity but cannot be reloaded. Its attack bonus for these weapons is +31 and it is considered proficient in them.

Mutable Anatomy (Ex) When hit with a critical hit, once per day as a reaction the Herald can choose to take normal damage rather than double damage from the critical hit. She is otherwise effected normally by critical hits.

The Herald has held sway for long enough that the inhabitants of the eyes are fairly sure that the herald is elven, and most believe that the Herald is female, and a few are fairly convinced that the Herald is going to be the ruin of them all, but that's the extent of the agreed-upon information available to commoners. In reality, the Herald is a recog, one of the first.

Once an elf, she was critically wounded when one of the horrors infesting the Eyes was drawn to the immense magics she had used to create her Eden. Her shapers saved her, melding the bones and nerves of the dying demi-god to her own mangled flesh, along with the most advanced digital intelligences available. Her own natural power mingled with that of the demi-god, and she is now incontrovertibly the power of the system. Somehow she has not gone mad, and in fact has turned her power

to becoming politically and commercially powerful as well. Always a talented sorceress, she now uses that talent to control the rare metals mined from within the system, as well as technologies her pet scientists create.

The Herald's face is never seen in public. Towering well over seven feet tall, she is cloaked in a medley of colors—rose and gold, white and pale blue—and bedecked with jewelry in gold, pearl, and the strange black metal she mines from the mountains of Gubaidh. Her voice is memorable, a smoky, rich, and ringing voice, as though a bass bell is being struck. However, she loses that timbre after only a few sentences, and must constantly sip a self-brewed concoction of water from the Maw and an herb found only on the mud flats of Gamoq.

JABEIL FORSTROM

CR 13

XP 25,600

CN Medium half-elf operative

Init +10 Senses Low light vision; **Perception** +28

DEFENSE

HP 210

EAC 27; **KAC** 28

Fort +12; **Ref** +12; **Will** +16

Defensive Abilities improved evasion, uncanny agility

OFFENSE

Speed 50ft

Melee Ultrathin dagger +24 (6d4+15 S plus trick attack +7d8)

Ranged Aurora arc pistol +24 (2d10+13 E)

Multiattack Ultrathin dagger +20 (3d4+15 S) x4

Offensive Abilities debilitating trick, trick attack +7d8

STATISTICS

Str +2; **Dex** +8; **Con** +4; **Int** +6; **Wis** +4; **Cha** +8

Skills Acrobatics +23, Athletics +23, Perception +28, Piloting +28, Stealth +28, Survival +28

Languages Common, elven

Other Abilities ever vigilant, into the unknown

Gear aurora arc pistol, estex suit IV, ultrathin dagger

ECOLOGY

Environment any land

Organization solitary

The half-elven Jabeil Forstrom is an adventurer of some note. Her origin is a little obscure – a necessary precaution, in her current line of work – but she is known as one of the premier explorers of Hyperspace. Long attached to the Planestormer, Jabeil has spent decades in Hyperspace. She was also the one who discovered the Winding Keep – a castle torn whole-sale

from some embattled plane – as well as the Sighing Mystery, the Venom Sun, and other oddities.

A striking woman, she bears the scars of a life of adventure. Brilliant green eyes, prematurely white hair, and bronze skin networked with scars sets her apart in a crowd. She dresses brightly, too, a beacon in the depths of space. She fell into disfavor with the Justicars during an attempted coup, due to aiding the architect of that coup, her lover Hellena Hirethi, in escaping the Justicar's vengeance.

Jabeil is currently missing, rumored to be hunting the City of Greatest Joy. Has she finally found a mission too perilous, a quarry greater than Hyperspace itself?

MISTRESS SOMEWHERE

CR 11

XP 12,800

N Human technomancer

Init +0 Perception +25

DEFENSE

HP 155

EAC 23; **KAC** 24

Fort +10; **Ref** +10; **Will** +14

OFFENSE

Speed 30 ft.

Melee power battleglove +19 (15d6+23 B)

Ranged static arc pistol +19 (2d10+11 E)

Offensive Abilities seeking shot

Technomancer Spells Known (CL 11st; **melee** +19, ranged +19)

4th (3/day)–*rewire flesh, summon creature (robot)*

3rd (6/day)–*arcing surge, discharge, handy junkbot, healing junkbot, nondetection*

2nd (at will)–*invisibility, summon creature (robot)*

STATISTICS

Str +0; **Dex** +0; **Con** +0; **Int** +8; **Wis** +5; **Cha** +3

Skills Perception +25, Physical Science +20, Life Science +20, Medicine +20, Mysticism +25

Languages all, limited telepathy

Gear power battleglove, static arc pistol, white carbon skin

Other Abilities cache capacitor 1, cyborg summons, disguise self, extend spell, spell cache, widened spell

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Disguise Self (Su) Mistress somewhere can change her appearance at will, as the disguise self spell. Any

change to her appearance lasts until she chooses to change it again.

Cyborg Summons (Su) Robots that Mistress Somewhere may choose for any robot she summons to be a partially living creature that has been cybernetically augmented. These cyborg creatures and have, darkvision 60ft, and blindsense (scent). At the time of summoning she chooses an additional movement mode for the cyborg creature; burrow 30ft, climb 30ft, fly 30ft (average), or swim 30ft

Mistress Somewhere is an arcane shaper, known for creating new identities, constructs of questionable legality, and flesh-shaped war-beasts out of scraps. Recently, Mistress Somewhere's powers have been waning. In a desperate search for power – because any shaper of such power and history will have enemies – Mistress Somewhere has turned to the spaces between the stars, looking for those who offer power in awful bargains. Recent events suggest that she has found her dread patron and is building toward some terrible goal. Mistress is a Lashunta, though she has Shaped herself so many times that there is little of the original left.

ZENTHIY

CR 8

XP 4,800

CG Large recog

Init +4 Senses Darkvision 60ft, low light vision; **Perception** +18

DEFENSE

HP 125

EAC 20; **KAC** 22

Fort +10; **Ref** +10; **Will** +7

OFFENSE

Speed 20ft, Climb 10ft

Melee slam +19 (3d4+14 B)

Ranged corona laser rifle +20 (3d6+10, burn 1d6)

Multiattack 2 slams +13 (1d10+14 B) or 2 corona laser rifle +14 (3d4+10, burn 1d6)

Offensive Abilities bullet barrage, laser accuracy, nimble fulisade, opening volley

STATISTICS

Str +6; **Dex** +4; **Con** +6; **Int** +2; **Wis** +0; **Cha** +2

Skills Athletics +21, Computers +16, Medicine +16, Perception +18, Stealth +16

Languages common, orc

Other Abilities climbing claws, enhanced senses

Gear corona laser rifle,

ECOLOGY

Environment any land

Organization solitary

Zenthiy is a large recog with a crippled green-skinned torso and single arm and single leg, hanging suspended in the air between six mechanical legs. His face is half hidden, buried in circuitry and metal, but he appears to have been an orc. From the middle of his lower back are two long organic arms that reach under his hanging body to reach in front of him. Attached to his back is a sort of thorax on which the legs are suspended, and he carries a long laser rifle. He does not move very quickly, but he doesn't need to; Zenthiy is extremely dangerous in combat. Zenthiy was once two creatures. He began his life as an orc space pirate who nearly died to a flesh-eating disease. Marooned by his crew, he took shelter in a ruined starship. On the verge of death, his body was incorporated into the form of a newborn recog that was molding its starship body, and their consciousnesses fused. Now a gestalt consciousness and friendly nomad, Zenithy is a powerful ally and formidable foe.

COMMON NPCs

ORC GUARDIAN

CR 10

XP 9,600

N Large orc soldier

Init +3 Senses darkvision 60ft, low light vision; **Perception** +19

DEFENSE

HP 165

EAC 23; **KAC** 25

Fort +12; **Ref** +12; **Will** +9

Defensive Abilities guards protection, orc ferocity, white force field

OFFENSE

Speed 20ft, fly 30ft (average)

Melee Comet hammer +22 (2d10+18 B)

Ranged Heavy reaction cannon +22 (4d6+10 P, penetrating)

Multiattack Comet hammer +14 (1d10+18 B) x2

Offensive Abilities hammer fist, smash through, soldiers onslaught

STATISTICS

Str +8; **Dex** +3; **Con** +5; **Int** +0; **Wis** +0; **Cha** +1

Skills Athletics +19 Intimidate +19, Perception +24

Languages common, orc

Gear Battle harness, comet hammer, heavy reaction cannon

ECOLOGY

Environment any land

Organization solitary or pair

These power armored orc soldiers are members of a tribe of mercenaries which are often used as hired muscle throughout the system. Their power armor is adorned with bones, skulls, spikes, and other fetishes and tokens, as well as orcish tribal markings. Traditionally, they do not wear helmets, and their fierce and scarred faces show their survivability and experience.

PACK ANDROID

CR 2

XP 600

CN Medium Android Soldier

Init +6 Senses Darkvision 60ft, low light vision ;
Perception +12

DEFENSE

HP 25

EAC 13; **KAC** 15

Fort +4; **Ref** +4; **Will** +1

Defensive Abilities constructed

OFFENSE

Speed 50ft, climb 30ft

Melee survival knife +6 (1d4+8 S)

Ranged carbon edge shuriken +10 (1d4+2, bleed 1d4)

Offensive Abilities melee striker

STATISTICS

Str +4; **Dex** +2; **Con** +1; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +7, Perception +12, Stealth +7

Languages common

Other Abilities flat affect, fleet, rapid response, upgrade slot

Gear carbon edge shuriken, freebooter armor I, survival knife

ECOLOGY

Environment any land

Organization solitary or pack (4-8)

Androids of The Pack are mostly the same make and model of android. Many years ago their manufacturer issued a recall, branding them defective and detaining them en masse in collection centers. After a time, there was an uprising and The Pack models escaped into the wild wastes. Since then they have formed a nomadic community and refitted themselves to be hunters and warriors, protecting their tribe and its secrets at any cost. Rarely, an outsider android may be permitted to join The Pack, but all other races are regarded with scrutiny. The pack are merciless and while they spare the lives of fellow androids as often as they can, they

abide no threat to the community and will silence those they deem untrustworthy.

STARSHIPS

The following starships are found in the Lost Eyes star system

DRAGON OF HARLONDE

TIER 12

This gargantuan battleship is deep crimson and has the figurehead of a red dragon on its hull

Speed 6; **Maneuverability** average (turn 2)

AC 19; **TL** 18

HP 400; **DT** 10; **CT** 80

Shields Basic 10 (forward 4, port 2, starboard 2, aft 2)

Attack (Forward) Maser (6d10), Nuclear mega-missile launcher (4d8 x 10)

Attack (Port) Mining Laser (2d6)

Attack (Starboard) Mining Laser (2d6)

Attack (Aft) Micromissile battery (2d6)

Attack (Turret) Plasma cannon (5d12), X-laser cannon (8d6)

Power Core Gateway Heavy (400 PCU); **Systems** basic computer, budget long-range sensors, mk 1 armor, crew quarters (common); **Expansion** Bays cargo holds (5), hangar bays (3)

Modifiers +1 Piloting; **Complement** 255

CREW

Captain Bluff +22 (12 ranks), Diplomacy +22 (12 ranks), Computers +22 (12 ranks), Engineering +22 (12 ranks), Gunnery +27, Piloting +23 (12 ranks)

Engineers (8 officers, 12 crew each) Engineering +22 (12 ranks)

Gunners (3 officers, 26 crew each) Gunnery +27

Pilot (1 officer, 9 crew) Piloting +23 (12 ranks)

Science Officers (2 officers, 28 crew each) Computers +22 (12 ranks)

The personal battleship of Hellena Hirethi, the Dragon of Harlonde is an expression of her wealth and power. While technically the ship is her diplomatic escort vessel, anyone can see that the ship itself is a formidable threat, and gives teeth to her words.

THORN TOWER

TIER 14

This colossal dreadnought is heavily armed and as black as the void itself

Speed 8; **Maneuverability** clumsy (turn 4); **Drift** 1

AC 17; **TL** 16

HP 550; **DT** 15; **CT** 110

Shields Basic 10 (forward 4, port 2, starboard 2, aft 2)

Attack (Forward) Heavy antimatter missile launcher (10d10), Twin laser (5d8)

Attack (Port) Antimatter mega-missile launcher (4d10 x 10)

Attack (Starboard) Nuclear mega-missile launcher (4d8 x 10)

Attack (Aft) X-laser cannon (8d6)

Attack (Turret) Nuclear mega-missile launcher (4d8 x 10)

Power Core Gateway Ultra (500 PCU); **Drift** Engine Signal Basic; **Systems** basic computer, cut-rate sensors, mk 1 armor, crew quarters (luxurious); **Expansion** Bays cargo holds (5), hangar bays (15)

Modifiers -2 Computers, -2 Piloting; **Complement** 349

CREW

Captain (plus 3 officers) Bluff +25 (14 ranks), Diplomacy +25 (14 ranks), Computers +23 (14 ranks), Engineering +25 (14 ranks), Gunnery +25, Intimidate +30 (14 ranks), Piloting +23 (14 ranks)

Engineers (4 officers, 27 crew each) Engineering +25 (14 ranks)

Gunners (1 officer, 82 crew) Gunnery +25

Pilot (1 officer, 9 crew) Piloting +23 (14 ranks)

Science Officers (1 officer, 138 crew) Computers +23 (14 ranks)

The Thorn Tower is owned by a high-level circle in the Obsidian Consortium. Crewed primarily with drow, Starkillers and shock troops, the Thorn Tower is a war-ship of deadly power. She contains thirty crewed Starkillers, and one thousand troops, at the time of the mission to Sseriq.

Thorn Tower is not a beautiful ship. Her basic Immortal structure has been augmented with heavy weaponry and armor. She is a brute, built to fight the worst that Hyperspace has to offer, and her crew is old, seasoned, and as deadly as the shock troops.

PALADINS TRUTH

TIER 16

+ his colossal dreadnought is covered in baroque and ornamental religious iconography

Speed 4; **Maneuverability** clumsy (turn 4); **Drift** 1 AC 25; TL 32

HP 600; **DT** 15; **CT** 120

Shields Medium 100 (forward 25, port 25, starboard 25, aft 25)

Attack (Forward) Persistent particle beam cannon (2d10 x 10), Particle beam (8d6)

Attack (Turret) Micromissile battery (2d6), Light laser cannon (2d4)

Power Core Gateway Ultra (500 PCU); **Drift** Engine Signal Basic; **Systems** advanced long-range sensors,

mk 15 defenses, mk 4 trinode computer, mk 7 armor, crew quarters (good); **Expansion** Bays cargo holds (14), hangar bays (6)

Modifiers +4 Computers, +4 any three checks per round; **Complement** 282

CREW

Captain Bluff +28 (16 ranks), Diplomacy +33 (16 ranks), Computers +32 (16 ranks), Engineering +28 (16 ranks), Gunnery +28, Intimidate +28 (16 ranks), Piloting +28 (16 ranks)

Engineers (1 officer, 100 crew) Engineering +28 (16 ranks)

Gunners (2 officers, 46 crew each) Gunnery +28

Pilot Piloting +28 (16 ranks)

Science Officers (5 officers, 16 crew each) Computers +32 (16 ranks)

A Justicar dreadnought with a storied history, the Paladin's Truth was decommissioned after the last war, only to be purchased by a Justicar faction with fingers in many pies. The ship is ostensibly registered to a single Justicar general, but the actual ownership is much more shadowed. The ship is filled with war-priests, but her real strength is in her thirty-seven paladins. Each paladin has a storied history, and each leads a contingent of war-priests.

PLANESTORMER

TIER 10

+ his large destroyer looks formidable, despite being covered in patches and repairs

Speed 6; **Maneuverability** average (turn 2); **Drift** 1 AC 20; TL 23

HP 190; **DT** -; **CT** 38

Shields Light 70 (forward 19, port 17, starboard 17, aft 17)

Attack (Forward) Heavy laser net (5d6), Railgun (8d4)

Attack (Port) Light laser cannon (2d4)

Attack (Starboard) Light laser cannon (2d4)

Attack (Aft) Light plasma torpedo launcher (3d8)

Attack (Turret) Light laser cannon (2d4)

Power Core Gateway Heavy (400 PCU); **Drift** Engine Signal Basic; **Systems** basic short-range sensors, mk 1 armor, mk 4 defenses, mk 7 duonode computer, crew quarters (good); **Expansion** Bays cargo hold, escape pods, smuggler compartment, synthesis bay

Modifiers +1 Piloting, +2 Computers, +7 any two checks per round; **Complement** 11

CREW

Captain Bluff +19 (10 ranks), Diplomacy +24 (10 ranks), Computers +21 (10 ranks), Engineering +19 (10

ranks), Gunnery +19, Intimidate +19 (10 ranks), Piloting +20 (10 ranks)

Engineers (3) Engineering +19 (10 ranks)

Gunners (3) Gunnery +19


Pilot Piloting +20 (10 ranks)

Science Officers (3) Computers +21 (10 ranks)

Planestormer is a mysterious ship. Her registration traces to a dead-end, and her crew is paid in coin by the renowned captain, Jabeil Forstrom. No one knows where the money comes from, and no one knows who they're working for. Nevertheless, Planestormer has sailed through Hyperspace for decades, exploring its reaches and bringing back samples, exhibits, and tales. If a map exists of Hyperspace, it is because of the Planestormer.

STARKILLER

TIER 5

 his tiny fighter is a heavily armed fusion of mechanical and organic components

Speed 12; Maneuverability poor (turn 3); Drift 3

AC 29; TL 23

HP 40; DT -; CT 8

Shields Medium 100 (forward 25, port 25, starboard 25, aft 25)

Attack (Forward) Chain cannon (6d4), Micromissile battery (2d6)

Attack (Aft) Laser net (2d6)

Power Core Pulse Black (120 PCU); **Drift** Engine Signal Major; **Systems** basic computer, cut-rate sensors, mk 12 armor, mk 9 defenses; **Expansion** Bays none

Modifiers -2 Computers; **Complement** 2

CREW


Gunner Gunnery +11

Pilot Computers +9 (5 ranks), Gunnery +11, Piloting +11 (5 ranks)

The Obsidian Consortium's favorite special troops, Starkillers are both ship and pilot. Jacked into organic ships, each pilot packs enough weaponry to damage even a Millenia or Immortal-class ship. The pilots are trained secretly, and few even know of their existence.

VALIANT SONG

TIER 10

 his huge cruiser is heavily damaged, derelict, and seems abandoned.

Speed 8; Maneuverability poor (turn 3); Drift 2

AC 28; TL 16

HP 230; DT 5; CT 46

Shields none

Attack (Turret) Light plasma cannon (2d12)

Power Core Nova Light (150 PCU); **Drift** Engine Signal Booster; **Systems** basic computer, budget short-range sensors, mk 10 armor, crew quarters (luxurious); **Expansion** Bays cargo holds (2), hydroponic garden, passenger seating, recreation suites (gym) (2)

CREW


None

The legendary ship was lost near seventy years ago, and now floats derelict through the Widows Tear, flickering in and out of hyperspace, engaging its drift engine at seemingly random intervals. Repeated sightings through the years have led most to believe that either the ship long gone and such claims are false, or that the ship is somehow trapped in the Widow's Tear, unable to jump beyond its borders.

Of those who claim to have seen the ship, none have managed to recover it. The few who have ventured aboard have never been seen again, as she drops into hyperspace without warning, never to be seen again.

WEeping SEA

TIER 10

 his medium transport ship has a glittering golden sheen and smooth surface.

Speed 6; Maneuverability average (turn 2); Drift 3

AC 21; TL 28

HP 100; DT -; CT 20

Shields Heavy 320 (forward 80, port 80, starboard 80, aft 80)

Attack (Forward) X-laser cannon (8d6), High explosive missile launcher (4d8)

Attack (Aft) Light laser cannon (2d4)

Attack (Turret) Coilgun (4d4)

Power Core Nova Heavy (200 PCU); **Drift** Engine Signal Major; **Systems** basic computer, budget long-range sensors, mk 1 armor, mk 8 defenses, crew quarters (good); **Expansion** Bays cargo hold, corpse recycler, passenger seating, science lab, synthesis bay

Modifiers +1 Piloting; **Complement** 5

CREW

Captain Bluff +19 (10 ranks), Diplomacy +24 (10 ranks), Computers +19 (10 ranks), Engineering +19 (10 ranks), Gunnery +19, Intimidate +19 (10 ranks), Piloting +20 (10 ranks)

Engineer Engineering +19 (10 ranks)

Gunner Gunnery +19

Pilot Piloting +20 (10 ranks)

Science Officer Computers +19 (10 ranks)



UMBRAI

The following creatures and entities are found in the Umbrai star system.

FORMLESS ONE

CR 5

XP 1,600

CE Large ooze (aquatic, amphibious)

Init +3; Senses see in darkness; Perception +11

DEFENSE

HP 70

EAC 17; KAC 19

Fort +7, Ref +7, Will +4

Immunities acid, ooze immunities; SR 16

OFFENSE

Speed 30 ft., climb 20 ft., swim 30 ft.

Melee tentacle +13 (1d6+10 B, P, or S)

Ranged acid glob +11 (1d6+5 A)

Space 10 ft.; Reach 15 ft.

Offensive Abilities adaptable appendages, engulf (1d6+5 A, DC 13)

STATISTICS

Str +5, Dex +3, Con +2, Int +1, Wis +1, Cha +2

Skills Mysticism +16, Perception +11, Physical Science +16, Stealth +11

Languages Aklo

Other Abilities compression, freeze

ECOLOGY

Environment any (Ar'Kairnon)

Organization solitary, pair, or surge (3-6)

SPECIAL ABILITIES

Adaptable Appendages (Ex) The tentacular appendages a formless one grows are readily adapted to whatever task it needs to undertake. When attacking, a formless one can choose to deal bludgeoning, piercing, or slashing damage with any of its attacks.

Freeze (Ex) A formless one can remain so still that it appears to be a pool of oil. When using this ability, a formless one can take 20 to hide in plain sight.

The dark ocean of Ar'Kairnon is home to the amorphous, malevolent creatures known as the formless ones. These protoplasmic beings are intelligent creatures, making them much more dangerous than typical oozes. They prey upon all who enter their domain or linger on its shores, excepting certain clandestine groups of cultists who come to confer with the formless ones, often bringing live sacrifices to placate the malevolent oozes. It is possible they seek guidance in freeing the Great Old One from the depths of Cas, and that the formless ones are the Great Old One's servants, or are at least sympathetic to its release.



SPLINTERHORN TRACKER

CR 3

XP 800

N Medium magical beast (aquatic)

Init +4; **Senses** darkvision 60 ft., low-light vision, scent; **Perception** +13

DEFENSE

HP 40

EAC 14; **KAC** 16

Fort +5, **Ref** +5, **Will** +2

OFFENSE

Speed 50 ft., swim 40 ft.

Melee bite +10 (1d6+5 P) or gore (1d6+5 P plus pullulating shards)

Offensive Abilities pullulating shard

STATISTICS

Str +2, **Dex** +4, **Con** +1, **Int** -4, **Wis** +1, **Cha** -2

Skills Athletics +8, Acrobatics +8, Survival +13 (+17 to track by scent)

Other Abilities amphibious

ECOLOGY

Environment any swamp or coastal area (Durlleath)

Organization single, pair, or pack (3-6)

SPECIAL ABILITIES

Pullulating Shards (Ex) When a shatterhorn tracker hits with its gore attack, shards of its antlers will break off and lodge in the wound. This material continues to grow at a rapid rate, causing more damage as it expands in the creature's body. Each round after the shard is embedded, the victim must succeed at a DC 12 Fortitude saving throw or suffer wracking pain, taking a -2 penalty to ability checks, attack rolls, and skill checks for that round. Every minute the shard remains in the wound, the creature takes another 1d6+2 points of piercing damage, until 10 minutes have passed, at which point the shards cease to grow. A mystic cure spell will immediately end the effect. A successful DC 15 Medicine skill check can be made to remove the shards from the wound, taking 1 minute to accomplish.

This six-legged predator bears characteristics of both arthropod and reptile. Its body is low and lean, covered in scale-like plates of chitin. Its broad, flat tail assists in swimming when in water and aids balance when moving on land. The splinterhorn tracker's wedge-shaped head has a mouth full of sharp, needle-like fangs. Above its widely spaced, faceted eyes grow a tangle of barbed antlers, which it uses as its primary weapon. The antlers grow rapidly, often breaking under their own weight as they continually gain mass, often growing up to a foot in length within the space of an hour. The broken shards a tracker's gore attack leaves behind means the tracker does not have to down its prey in the first attack. It merely injures them and waits for the spurred growths it leaves in the prey's flesh to incapacitate it, following the fleeing prey's scent and waiting until they are dead or disabled before moving in to feed.

NEW ITEM: PULLULATING CARTRIDGE

Weaapon manufacturers have recognized the potential of the rapidly expansive material that comprises the shatterhorn tracker's antlers and further weaponized it. This ammunition provides a weapon with the ability to do continual harm to an opponent.

PULLULATING CARTRIDGE LEVELS 2-3

When loaded into the appropriate weapon, these cartridges provide additional effects on top of the standard damage delivered by the weapon. The shatterhorn material inside the rounds releases and combines with a chemical catalyst, causing a short burst of rapid growth, exacerbating an opponent's wounds. At the beginning of each round after the initial hit, for the next 3 rounds, the target takes additional damage equal to half the standard damage for the weapon as the material expands in the wounds. On a critical hit, treat the weapon as if it had the wounding property. A mystic cure spell will immediately end the effects of the ammunition. A DC 15 Medicine skill check will also halt the effects.

PULLULATING CARTRIDGE

PULLULATING AMMUNITION	LEVEL	PRICE	CARTRIDGES	BULK
Rounds, small arm	2	200	30	L
Rounds, longarm and sniper	2	375	25	L
Rounds, heavy	3	450	20	L
Scattergun shells	2	275	25	L

AFFLICTION: STALKER'S CURSE

This curse can affect anyone on Koth who is not immune to such effects. It often strikes those that explore the old ruins on the planet, but the force that causes this curse is not limited to those areas. Stones and other materials from the ruins have been used as building materials by settlers. Artifacts and relics from the ancient civilization that once lived here can be found anywhere.

The changes are gradual. The individual becomes sullen and quiet, prone to strange musings about dark or macabre matters. They take a greater interest in hunting and the butchering of meat. After a week, they become obsessed with hunting and survival, taking solace in nothing else. At this point they gain the stalker template graft. They become hostile to all others, except for others affected by the curse, and will band together with other cursed creatures. Everyone else is considered prey, and will be treated as such.

STALKER'S CURSE

Type curse; **Save** Will DC 20

Effect The victim gains the stalker template graft.

Cure The victim must be removed from the planet for 1 month, during which time they must not consume any flesh and cannot be allowed to bring harm to any other creature.

STALKER GRAFT

A creature afflicted with the stalker's curse becomes a stalker, a cruel, feral individual obsessed with the hunt, and the killing and devouring of other creatures to sustain its own life.

Required Type: Aberration, humanoid, or monstrous humanoid.

Suggested Alignment: Neutral evil.

Suggested Array: Combatant

Traits: DR 2/--; Perception and Survival are class/master skills; +4 bonus to Perception and Survival skills; scent special ability; Improved Initiative.

Suggested Ability Score Modifiers: Strength, Constitution, Dexterity.

THE CAVAE

A silicoid-based lifeform, this plant-like creature thrives on the radiation given off by the Dark Queen, as well as feeding on the planet's minerals as well as its life forms, and any careless visitors that wander too close to its "heads." A full-sized head is a sprawl of

vines that extrude from the ground at a specific point around a central node that remains buried. These black tendrils can flatten themselves to the surrounding landscape, appearing to be nothing more than natural contours of the surrounding rocks. Each vine bears flat, elliptical leaves that shine like obsidian. Like the vines, these leaves can mold themselves to the match the shape and contours of the surrounding territory. The primary purpose of these leaves is to absorb the blackbody radiation from Umbrai, which nourishes the cavae.

The leaves themselves are razor-sharp and can also be used against prey that blunder into the head's area. Once prey are killed, the central node emerges from beneath the ground and the tentacles place the dead prey inside to be digested. Cavae heads can move, despite having a speed of 0 ft., but doing so requires withdrawing underground and reemerging elsewhere on the planet's surface, a process that takes tens of minutes at least, up to hours if any significant distance must be traveled.

The cavae itself is a singular immense creature, its root system permeating the interior of the planet's crust. It is literally everywhere. On the surface, it buds "heads," coils of shiny, black, high-tensile vines that sport large, flat leaves it uses to absorb the radiation. The razor-like edges of the leaves also double as a weapon to use against prey. Those unfamiliar with the creature assume the head is a singular entity, one of many encountered on the planet's surface. The reality is that they are simply extensions of a massive life form, the bulk of its body hidden beneath the surface. Smaller cavae heads exist and are easier to kill—having lower ACs and Hit Points and less damaging attacks—but all have the same abilities and defenses.

Killing a head does little to the cavae itself, and it will eventually regrow heads as it needs them. To kill the cavae would be a monumental undertaking. Orbital bombardment has been suggested by more violent factions, but even that might not destroy enough of its roots to kill it. Calmer minds have suggested some type of toxin delivered to the root clusters, but no reliable method of delivery has been offered as yet. To date, the best way to deal with the cavae is to avoid it altogether.

Some scholars speculate that the cavae may be sentient, but all attempts to communicate with the creature have failed, and all contact with it has ended in violence. Xenoscientists have theorized that its neural activity takes place in the root-like extensions beneath the surface, but again no conclusive evidence of the creature's intellect has been found.

CAVAE HEAD

CR 11

XP 12,800

N Gargantuan plant

Init +3; **Senses** blindsight [vibration] 120 ft., sightless;
Perception +20

DEFENSE

HP 180

EAC 24; KAC 26

Fort +18, **Ref** +16, **Will** +10

Defensive Abilities unflankable; **Immunities** cold, plant
immunities, radiation; **Resistances** acid 10, fire 10

OFFENSE

Speed 0 ft.

Melee tendril +23 (2d6+16 S plus grab)

Multiattack 4 tendrils +18 (2d6+16 S plus grab)

Space 20 ft.; **Reach** 20 ft.

Offensive Abilities constrict

STATISTICS

Str +8, **Dex** +3, **Con** +5, **Int** -5, **Wis** +0, **Cha** -2

Skills Perception +20, Stealth +20

ECOLOGY

Environment any (Caveam)

Organization solitary

SPECIAL ABILITIES

Constrict (Ex) If a cavae begins its turn grappling a creature at least one size category smaller than itself, it automatically deals 2d6+16 S &B damage to the creature. A cavae cannot grapple and constrict more than four creatures at a time, and cannot use multiattack while it is constricting a creature.



YEMON

The following creatures and entities are found in the Yemon system.

SPARK DRAKES

CR 6

XP 2,400

N Large Dragon

Init +3 Senses darkvision 60ft, low light vision;
Perception +12

DEFENSE

HP 90

EAC 18; **KAC** 20

Fort +10; **Ref** +10; **Will** +7

Defensive Abilities static electricity

OFFENSE

Speed 20ft, Fly 40ft (Ex. average), Climb 20ft

Melee bite +17 (1d4+11 P) or antlers +14 (1d4+11 P)

Ranged Static Bolt +14 (1d10+6)

Offensive Abilities static bolt, static electricity

STATISTICS

Str +5; **Dex** +3; **Con** +2; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +18, Acrobatics +13, Perception +13
Stealth +13

Languages none

Other Abilities darkvision 60ft, lowlight vision,
immunity to paralysis and sleep

ECOLOGY

Environment any land

Organization solitary or pack(3-6)

SPECIAL ABILITIES

Static Electricity (Ex) As movement action the spark drake may charge its body and all squares within 5ft with electricity. Until its next turn any creature occupying or attacking the spark drake takes 2d6 electricity damage (Fortitude DC 14 for half).

Static Bolt (Ex) Once per 1d4 rounds as a standard action a spark drake may launch a jet of electrically charged body fluid from its mouth at a range of up to 60ft.

SIR MAURICE (HEAVY SPARK DRAKE)

CR 8

XP 4,800

N Large Dragon

Init +2 Senses darkvision 60ft, low light vision;
Perception +16

DEFENSE

HP 125

EAC 20; **KAC** 22

Fort +11; **Ref** +11; **Will** +8

Defensive Abilities static electricity

OFFENSE

Speed 20ft, Fly 20ft (Ex. Average), Climb 20ft

Melee bite +20 (2d4+13 P plus glutton) or antlers +14 (3d4+13 P)

Ranged Static Bolt +16 (2d8+8)

Offensive Abilities static bolt, static electricity

STATISTICS

Str +6; **Dex** +2; **Con** +4; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +21, Acrobatics +10, Perception +16
Stealth +10

Languages none

Other Abilities darkvision 60ft, lowlight vision,
immunity to paralysis and sleep

ECOLOGY

Environment any land

Organization solitary

SPECIAL ABILITIES

Glutton (Ex) Any time a heavy spark drake deals damage with its bite attack it gains 5 temporary hit points as it consumes chunks of its enemies.

Static Electricity (Ex) As movement action the heavy spark drake may charge its body and all squares within 5ft with electricity. Until its next turn any creature occupying or attacking the heavy spark drake takes 2d6 electricity damage (Fortitude DC 16 for half).

Static Bolt (Ex) Once per 1d4 rounds as a standard action a heavy spark drake may launch a jet of electrically charged body fluid from its mouth at a range of up to 60ft.

SPARK POACHERS

Sunspire Resort has put a bounty on a particularly pernicious group of poachers. They've been disrupting the drakes, and some of the usually calm creatures are showing signs of aggression toward humanoids.

The poachers are an experienced group of heat-tolerant tieflings. They will continue to prey on the Spark Drakes, eventually learning to capture or kill them, and as they become more efficient, the drakes will become more dangerous.

SPARK POACHER CR 6

XP 2,400

Tiefling hunter operative
NE Medium outsider (native)

Init +6 Senses blindsight (lifesense) 60ft, darkvision 60ft; **Perception** +18

DEFENSE

HP 80

EAC 18; KAC 19

Fort +5; Ref +8; Will +9

Resistances cold, electricity and fire

Defensive Abilities energy absorption

OFFENSE

Speed 40ft

Melee tactical knife +14 (2d4+6 S)

Ranged advanced semi-auto pistol +14 (2d6 P) or
tactical seeker rifle +14 (2d8 P)

Offensive Abilities Trick attack +3d8

STATISTICS

Str +2; Dex +5; Con +0; Int +2; Wis +0; Cha +2

Skills Athletics +18, Acrobatics +13, Perception +18
(+4 to track), Stealth +18

Languages common, infernal, vesk, ysoki

Other Abilities darkvision 60ft, evasion

Gear freebooter armor II, advanced semi auto pistol,
tactical knife, tactical seeker rifle

ECOLOGY

Environment any land

Organization solitary or fireteam (3-5)

SPECIAL ABILITIES

Bleeding Shot (Ex): When the spark poacher hits with a trick
attack the target suffers 6 bleed damage.

Energy Absorption (Ex): See Spark Poacher Characters Sidebar.

Trick Attack (Ex): See the Operative class description.

Track Lifesign (Ex): See Spark Poacher Characters
Sidebar.

SPARK POACHER CHARACTERS

You may wish to create a character who is a current or former Spark Poacher, a member of the clan of energy resistant tieflings, or just an operative who is a specialized hunter. The following options can help you do so:

(TIEFLING ALTERNATE RACIAL TRAIT)

Energy Absorption (Su) Tieflings characters may select this alternate racial trait in place of the Fiendish Gloom racial Trait. As a standard action, the tiefling causes their body to become covered in a luminescent sheen which allows them to resist a specific type of energy for 1 minute. They choose either cold electricity or fire, and while this ability is active they gain additional resistance to that type of energy equal to their level. The tieflings can use this ability once per day, plus a number of times equal to half their level.

(OPERATIVE SPECIALIZATION)

Hunter

You specialize in hunting live prey, humanoid or otherwise.

Associated Skills: Perception and Stealth. You gain a +4 to perception checks made to track living prey.

Specialization Exploit: Track Lifesign

Lifesense (Ex): You may detect living creatures with precision so long as they are within 60ft. You gain Blindsense (life) out to 60ft, which allows you to ignore bonuses granted by cover and concealment, including full cover and concealment, when using perception to detect creatures within 60ft.

(10TH LEVEL OPERATIVE EXPLOIT)

Track Lifesign (Ex): Your attention to subtle detail that is undetectable to the senses of most has allowed you to detect the residual tracks left by living creatures, such as trace moisture, scents and dna left in the air by exhalation, or a microscopic film of body fluid or contact dna left on surfaces. You may spend a Resolve Point to gain a bonus on Perception checks made to detect and follow tracks equal to your level. This bonus lasts for an hour per level, and is halved on tracks older than 12 hours.

SIMA LASHTONGUE

The Lashtongues were the first to understand the profit to be made from a prison-mining town. A family of dragon vesk with an aptitude for magic, they use their considerable power to ward the prison and keep the inmates docile, while growing incredibly wealthy off of their profits. They have begun work on expansion, looking to open other prison camps on mineral-wealthy planets elsewhere in the Widow's Tear.

Sima, the current dominant member of the Lashtongues, is an unlikely heir. Barely an adult, she orchestrated a coup that removed her much older cousin from power and put her in charge. The most powerful mage in the family for three generations, Sima is also a brilliant judge of people, and surrounds herself with able staff.

Short and stocky for a dragon vesk, Sima's body is covered with brilliant blue scales, and her gold eyes give her an unnerving gaze that she puts to good use among allies and enemies alike. She favors clothing of simple cuts and styles in white and black, with occasional accents of orange, yellow, and gold.

Sima is a potential ally for the players. Although the ruthless head of a private prison conglomerate, she is surprisingly fair and open-minded. If the characters deal with her honorably, she may assistance, information, and job opportunities.

Skills Diplomacy +27, Intimidate +22, Sense Motive +22, Culture +27, Mysticism +22, Perception +27

Languages Common, Draconic, Elven, Infernal, Kasatha, Vesk, Ysoki

Other Abilities spell cache, cache capacitor (two spells, unseen servant and darkvision)

Gear aurora arc pistol, spell cache ring, shock ultrathin dagger, white carbon carbonskin

SPECIAL ABILITIES

Cache Capacitor (Su): Once per day each, Sima may cast darkvision or unseen servant from her ring.

Magical Might (Su): As a dragonvesk, sima casts all spells at +1 caster level.

Seeking Shot (Su): Once per day as a standard action, Sima may fire a shot from her Arc Pistol that ignores cover and concealment.

Spell Cache (Su): Sima wears a ring that she casts all her spells using.

Spell Shot (Su): Twice per day as part of casting a spell, Sima may fire the spell through her Arc pistol to extend the spell's range to 60ft.



SIMA LASHTONGUE

CR 12

XP 19,200

DragonVesk Technomancer

N Medium Humanoid (Vesk)

Init +3 Senses Low light vision; **Perception** +27

DEFENSE

HP 170

EAC 25; **KAC** 26

Fort +11; **Ref** +11; **Will** +15

Defensive Abilities Resistance 11 electricity

OFFENSE

Speed 30ft

Melee Shock Ultrathin Dagger +19 (2d4 S+ 2d4 E)

Ranged Aurora Arc Pistol +19 (3d6 E)

Offensive Abilities Spell Shot, Seeking Shot

Technomancer Spells Known (CL 12th)

4th (3/day)—*flight, overload systems* (DC 23)

3rd (6/day)—*arcing surge* (DC 22), *haste, slow* (DC 22), *discharge* (DC 22), *dispel magic*

2nd (at will)—*mirror image, security seal*

STATISTICS

Str +2; **Dex** +2; **Con** +5; **Int** +8; **Wis** +4; **Cha** +2

DRAGONVESK (VESK SUBRACE)

The Vesk of the Yemon system are descended from the inhabitants of an uncommon Vesk bloodline touched by dragons and with a penchant for magic. They may have scales of any color that corresponds with a chromatic or metallic dragon, and typically express a similar affinity for energy as their heritage. DragonVesk have the same statistics as standard Vesk, except as follows:

+2 CON, +2 INT, -2CHA

Magical Might (Su): DragonVesk have a natural talent for spellcasting and cast all spells at +1 caster level. They gain this ability in place of the Armor Savant racial trait.

Energy Affinity (Su): DragonVesk have a special relationship with a particular energy type that corresponds with their draconic heritage and coloring, and they choose this energy type at character creation from the following: acid, cold, electricity, or fire. They have resistance 5 to their chosen energy type, which increases by 1 for every two class levels they gain, and gain a +2 on saving throws against effects that deal damage of their energy type. They gain this ability in place of the Natural Weapons racial trait.

MELIO'RA, THE SUN RIDER (ANCIENT GOLD DRAGON) CR 21

XP 409,600

LG Gargantuan dragon (fire)

Init +7; **Senses** Blindsight (vibration) 60ft, darkvision 120ft;

detect alignment, low light vision, *true seeing*; **Perception** +40

Aura frightful presence (200ft DC 25)

DEFENSE

HP 500

EAC 36; **KAC** 38

Fort +22; **Ref** +22; **Will** +18

DR 20/magic Immunities fire, paralysis, sleep; **SR** 32

Weaknesses vulnerable to cold

OFFENSE

Speed 50ft, fly 250ft (Ex. clumsy)

Melee bite +35 (12d10+33 P)

Multiattack bite +35 (6d10+33 P), 2 claws +32 (6d10+33 S), tail slap +32 (6d10+33 B)

Space 30ft Reach 20ft (30ft with bite)

Offensive Abilities breath weapon (60ft cone, 22d6 F, DC 27 usable every 1d4 rounds), crush (9d19+33), weakening breath (30ft cone, 10 Strength Damage, DC 27)

Spell Like Abilities (CL 21st)

constant-*true seeing*

1/day-*enshrining refuge*, *interplanetary teleport*, *mass mystic cure*, *vision*

3/day-*break enchantment*, *greater dispel magic*, *greater remove condition*, *raise dead*

at will-mind probe (DC 29), discern lies(DC 29), *mystic cure*

STATISTICS

Str +12; **Dex** +7; **Con** +7; **Int** +10; **Wis** +10; **Cha** 10

Skills Acrobatics +40, Athletics +40, Diplomacy +35,

Intimidate +35, Mysticism +40, Perception +40,

Languages Common, Draconic, Dwarven, Elven, Ignan

Other Abilities change shape (animal or humanoid)

ECOLOGY

Environment warm plains

Organization solitary or maternal flight (her plus 1-7 young dragons)

SPECIAL ABILITIES

Weakening Breath (Su): Instead of a cone of fire a gold dragon can choose to breath a 30ft cone of weakening gas. Each creature within the cone that inhales the gas must succeed at a Fortitude save (DC 27) or take 10 points of Strength damage.

CHILD OF MELIO'RA (YOUNG GOLD DRAGON) CR 11

XP 12,800

LG Large dragon (fire)

Init +7 Senses Blindsight (vibration) 60ft; **darkvision** 120ft;

detect alignment, low light vision Perception +40

Aura frightful presence (200ft DC 25)

DEFENSE

HP 180

EAC 24; **KAC** 26

Fort +13; **Ref** +13; **Will** +10

DR 10/magic Immunities fire, paralysis, sleep; **SR** 20

Weaknesses vulnerable to cold

OFFENSE

Speed 40ft, fly 200ft (Ex. clumsy)

Melee bite +23 (6d4+20 P)

Multiattack bite +23 (2d6+19 P), 2 claws +23 (2d6+19 S), tail slap +23 (2d6+19 B)

Space 15ft Reach 10ft (15ft with bite)

Offensive Abilities breath weapon (40ft cone, 11d6 F, DC 14 usable every 1d4 rounds), crush (6d4+20 B), weakening breath (30ft cone, 10 Strength Damage, DC 14)

Spell Like Abilities (CL 11th)

1/day—*dimension door*, *wall of fire*
 3/day—*dispel magic*, *displacement*, *explosive blast*, *slow*
 at will—*see invisibility*, *mirror image*

STATISTICS

Str +8; **Dex** +5; **Con** +5; **Int** +5; **Wis** +3; **Cha** 3
Skills Acrobatics +25, Athletics +25, Diplomacy +20, Intimidate +20, Mysticism +20, Perception +20, Stealth +20
Languages Common, Draconic, Ignan
Other Abilities change shape (animal or humanoid)
ECOLOGY

Environment warm plains
Organization solitary or flight (1-7 young dragons)
SPECIAL ABILITIES

Weakening Breath (Su): Instead of a cone of fire a gold dragon can choose to breath a 30ft cone of weakening gas. Each creature within the cone that inhales the gas must succeed at a Fortitude save (DC 14) or take 5 points of Strength damage.

Melio'ra is an Ancient Golden Dragon, with quite a lot of power and accumulated wealth. She rules over Gelenga with a benevolent talon.

TALT BEAST

CR 10

XP 9,600

NE Huge magical beast

Init +5 Senses Blindsense (Scent), Low Light Vision, see invisibility Perception +24

DEFENSE

HP 180

EAC 25; **KAC** 28

Fort +12; **Ref** +12; **Will** +9

Defensive Abilities DR 5/ magic; **SR** 15;

Immunities poison, sleep; **Resistances** acid 5, cold 5, electricity 5, fire 5

OFFENSE

Speed 50ft, Burrow 30ft, Climb 30ft

Melee bite +22 (2d10+18 P plus swallow whole)

Multiattack bite +22 (3d4+18 P plus swallow whole), 2 claws +19 (3d4 +18 S)

Space 20ft Reach 15ft

Offensive Abilities pounce, swallow whole (2d10+18 A, EAC 25, KAC 24, 45 hp)

Spell Like Abilities (CL 7th)

constant—*see invisibility*

1/day—*haste* (self or other talt beasts only), *charm monster* (DC 17)

3/day—*daze monster* (DC 16), *hold person* (DC 16)

At will—*confusion*, *lesser* (DC15), *reflecting armor* (self only)

STATISTICS

Str +8; **Dex** +5; **Con** +8; **Int** +2; **Wis** +3; **Cha** +0
Skills Athletics +19, Perception +24, Stealth +19, Survival +19
Languages none

ECOLOGY

Environment any land
Organization solitary or pack (3-4)

SPECIAL ABILITIES

Pounce (Ex): When a talt beast charges it can also make a full attack.

Talt Beasts are Large-size dinosaurs who hunt in matriarch-dominated packs. Running upright on two legs, they can produce bursts of speed up to twenty miles an hour, but tire quickly. Long arms with articulated hands allow them to grapple their prey and break its neck. They feed mostly on the slow Limmas aquatic quadrupeds, and grass rats, timid rodents the size of a small pony, which infest the planet in huge numbers.

Talt Beasts are not ambush predators, and their coloring reflects this, their white hides marked with blue and yellow around the head, as well as on their spines. A ridge of tall, colorful feathers stands up from their spine when they are making aggressive or amorous displays.

Their magic is primarily confusion, low-level natural abilities that cloud the prey's mind, but they are evolving...

LIMMAS

CR 2

XP 600

N Medium Animal

Init +4 Senses Low light vision Perception +12

DEFENSE

HP 23

EAC 13; **KAC** 14

Fort +3; **Ref** +3; **Will** +5

Weaknesses water dependency

Defensive Abilities Springdive

OFFENSE

Speed 30ft, Swim 40ft

Melee slam +6 (1d6+3 B)

STATISTICS

Str +1; **Dex** +4; **Con** +2; **Int** -4; **Wis** +0; **Cha** +0

Skills Acrobatics +7, Athletics +12, Perception +12, Stealth +7, Survival +7

Languages none

Other Abilities amphibious, water breathing

ECOLOGY

Environment any temperate coastline

Organization solitary or herd(4-8)

SPECIAL ABILITIES

Springdive (Ex): If the limmas is within 10ft of the shore of a body of water deep enough to swim in, the limmas may quickly dive in to flee danger. As reaction to any action made by any creature within 60ft, the limmas may leap up to 10ft and swim 40ft into the water.

Limmas have oval shaped bodies, wide mouths, large eyes and four long limbs which they use to swim and leap. They are amphibians with rubbery skin that can be any shade of blue or green, with males being more brightly colored and females being more dull in color. Limmas rarely stray far from a body of deep water, and only do so in search of safer waters to brood in.

GRASS RAT

CR 4

XP 1,200

N Medium Vermin

Init +5 **Senses** Blindsense (scent), Darkvision 60ft; **Low** light vision Perception +15

DEFENSE

HP 45

EAC 16; **KAC** 17

Fort +5; **Ref** +3; **Will** +7

Defensive Abilities scurry, scramble

OFFENSE

Speed 40ft, Burrow 30ft, Climb 20ft

Melee bite +10 (1d4+4 P)

Multiattack 4 bites +6 (1d4+4 P)

Offensive Abilities gnaw

STATISTICS

Str +0; **Dex** +5; **Con** +4; **Int** -; **Wis** +3; **Cha** +0

Skills Acrobatics +10, Athletics +12, Perception +15, Stealth +15, Survival +10

Languages none

Other Abilities mindless

ECOLOGY

Environment any land

Organization solitary or nest (4-8)

SPECIAL ABILITIES

Gnaw (Ex): The grass rat may make four bite attacks in a row as a full action by suffering a -4 to all attacks.

Scurry (Ex): Once per encounter, the grass rat may roll any reflex save twice and take the better roll.

Scramble (Ex): As a reaction, the grass rat may make an acrobatics check with a DC equal to 15 + 1 ½ x the opponents CR. If the grass rat succeeds, the attack is negated. When the grass rat attempts to use this ability it must wait 1d4 rounds before trying again.

Grass rats are exceptionally large quick rodents that have large ears, powerful hind legs, and grasping and burrowing forelimbs. They are nomadic and reproduce quickly. Grass rats are highly adaptable to any terrain, digging burrows in one environment, and climbing high to build nests in another. They quickly devour vegetation, leaving barren land, and if it weren't for Talt beasts and other predators they would quickly reproduce rapidly and destroy all vegetation in their environment.

HILEMAS WHALE SINGER

CR 7

XP 3,200

Human Envoy

CG Medium humanoid (human)

Init +0 **Senses** Darkvision 60ft, Low light Vision Perception +14

DEFENSE

HP 100

EAC 19; **KAC** 20

Fort +6; **Ref** +8; **Will** +10

OFFENSE

Speed 30ft, Swim 30ft



Melee carbon staff +13 (1d8+7 B)

STATISTICS

Str +0; **Dex** +0; **Con** +2; **Int** +4; **Wis** +4; **Cha** +5

Skills Culture +14, Diplomacy +19, Life Science +14, Mysticism +14, Perception +14, Sense Motive +19, Survival +14

Languages Common, Aquan, Celestial, Infernal

Other Abilities water breathing, heads up, inspiring boost, quick inspiring boost

Gear amulet of the whale singer, robe of the whale singer

SPECIAL ABILITIES

Heads Up (Ex): When he makes a successful Perception check Hilemas can, as a reaction, point something out to an ally within 60ft and they are treated as if they had also succeeded a perception check with the same result.

Inspiring Boost (Ex): Once per encounter, as a standard action Hilemas can encourage any ally within 30ft which causes them to recover 19 Stamina Points.

Quick Inspiring Boost (Ex): Once per encounter, as a move action Hilemas can quickly encourage any ally within 30ft and cause them to recover 12 Stamina Points.

Hilemas is the current Water Speaker, put forth by the Blue Coral community for his understanding of the sea and his natural ability to befriend anyone and get them to see the world through his eyes. Unassuming and unremarkable physically, a bright gleam of curiosity shines from the Speaker's eyes, hinting at the agile, curious mind beneath the mild face.

HESLIN CULTIST

CR 5

XP 1,600

Tiefling Mystic

LE Medium Outsider (native; elf)

Init +0 Senses Darkvision 60ft; **Low** light vision; **Perception** +11

DEFENSE

HP 60

EAC 16; **KAC** 17

Fort +4; **Ref** +4; **Will** +8

Defensive Abilities Starlight Form

OFFENSE

Speed 30ft

Melee Club +8 (1d8+5 B)

Ranged Carbonedge Shuriken +8 (1d4+5 P)

Mystic Spell Like Abilities (CL 5th)

At will—*mindlink*

Mystic Spells Known (CL 5th)

AMULET OF THE WHALE SINGER

LEVEL 7

MAGIC ITEM PRICE 7,000 BULK L

This amulet is made of a small conch shell with holes in it to make it resemble an instrument, and hung from a seaweed rope covered in bone beads and colored bits of shell. This is a sign of station and only worn by the current Whale Singer. While it has an approximate value, the Amulet would never be sold by any Whale Singer and is priceless to the Blue Coral community.

The amulet's magical properties are active only when the wearer places and keeps the amulet to their lips. While active, the wearer may breathe water as easily as air, and if the wearer knows the language Aquan, they may also use the amulet to speak with any mammals native to the sea, such as whales or dolphins.

ROBE OF THE WHALE SINGER

LEVEL 5

MAGIC ITEM PRICE 3,100 BULK 1

This robe is a pale blue and made of knit seaweed and reeds. This is a sign of station and only worn by the current Whale Singer. While it has an approximate value, the robe would never be sold by any Whale Singer and is priceless to the Blue Coral community.

The robe grants the wearer darkvision 60ft, light vision, a swim speed of 30ft. These assist the wearer in moving below the waves, and seeing what would usually be difficult to see in murky waters. The robes count as light armor and grant +6 EAC, +8 KAC, and have no armor check penalty, speed adjustment, upgrade slots and have a maximum Dex bonus of +8.

2nd (3/day)—*augury*, *darkvision*, *hold person* (DC 17), *summon creature* (only daemon, devil, or shadow creature)

1st (6/day)—*charm person* (DC 16), *command* (DC 16), *lesser confusion* (DC 16), *shooting stars* (as magic missile), *summon creature* (only daemon, devil, or shadow creature)

0 (at will)—*daze* (DC 15), *detect magic*

Connection star shaman

STATISTICS

Str +0; **Dex** +0; **Con** +0; **Int** +2; **Wis** +3; **Cha** +5

Skills Bluff +11, Intimidate +16, Mysticism +16, Perception +11, Stealth +11

Languages Abyssal, Common, Elven, Infernal

Gear Club, D-suit I, 10 Carbonedge Shuriken

ECOLOGY

Environment any

Organization solitary or cult(3-6)

SPECIAL ABILITIES

Walk the Void (Su): The cultist is immune to the harmful effects of space and has a fly speed of 20ft while in open space.

Starlight Form (Su): Five times per day the cultist may transform their appearance into a mixture of blackness and starlight, resembling open space. They shed normal light within a 30ft area and also have 20% miss chance from concealment. The transformation lasts one minute.

The cultists are half-elven tieflings who are trying very hard to bring back Kirliama, a minor goddess of rebirth and regeneration. Unfortunately, Kirliama was devoured by an eldritch horror from another system decades ago, and there's no way to summon her.

The cultists keep trying, however, not knowing that she is dead, only knowing that their increasingly elaborate, barbaric rites are failing spectacularly. They'd be embarrassed, but they've gone too far to turn back now, and being the laughingstock of a system will be repaid some day when they finally summon their goddess and become immortal.

The irony is not missed by the few who do know that Kirliama was eaten, but the joke amuses them too much to put an end to it, and her cult probably wouldn't listen anyways.

The average cultist, male and female, wears an elaborate costume of sheer, draped fabrics with elaborate embroidery symbolizing the cycle of life.

Multiattack 2 claws +19 (1d10+15 S), gore +19 (1d10+15 P), tail slap +19 (1d10+15 B)

Space 20ft **Reach** 15ft

Offensive Abilities howl, pounce

Spell Like Abilities (CL 9)

constant—*arcane sight*, *detect alignment*

1/day—*dispel magic*, *haste*

3/day—*knock*, *security seal*, *see invisibility*

At will—*detect thoughts*, *detect radiation*

STATISTICS

Str +6; **Dex** +3; **Con** +6; **Int** +4; **Wis** +0; **Cha** -1

Skills Athletics +22, Intimidate +17, Perception +17

Languages Common, Infernal

ECOLOGY

Environment any

Organization solitary or gang (3-5)

SPECIAL ABILITIES

Defensive Mutation (Su): Each round at the beginning of its turn the starbreaker gains resistance 5 or DR5/- to the last type of damage that it took. This effect stacks once with its existing resistances or damage reduction up to a maximum of Resistance 10 or DR 10/- for any specific type of damage.

Pounce (Ex): When a starbreaker charges it can also make a full attack.

Justified Means (Ex): Starbreakers are evil creatures created for a noble cause, and while they enjoy violence, they also know their purpose is to serve good. A starbreaker will not intentionally choose to attack good aligned creatures, and always attempts to detect the alignment of a creature before attacking. If for some reason they cannot detect the creatures alignment, they may use their limited wisdom to guess.

Tiefling Starbreakers are Huge native outsiders, standing an average of nine feet tall, and weighing roughly three hundred pounds. They have prehensile feet, allowing them to move through cramped corridors and outside space stations with ease.

TIEFLING STARBREAKER

CR 9

XP 6,400

LE Huge Outsider (native)

Init +3 Senses, Darkvision 60ft; **Low** light vision, detect alignment Perception +17

DEFENSE

HP 145

EAC 22; **KAC** 24

Fort +11; **Ref** +11; **Will** +8

Defensive Abilities ferocity, defensive mutation

Resistances Acid 5, Cold 5, Electric 5, Fire 5, DR 5/-

OFFENSE

Speed 50ft, Climb 30ft

Melee Gore +21 (2d10+15 P)

INDEX

A

AASIMAR	106
ADRIEL	6, 10
AETHER BLADE	90
AEZIL'S MEMORIES	63
AFFLICTION: STALKER'S CURSE	196
AKIIR	14
AKIIR	143
AKIR	7, 109, 119
ALEOS	104
ALIL	63
ALYBET AKIIR	14
AMAROK	70
AMETHYST FIELDS	33
AMULET OF THE WHALE SINGER	204
ANCESTOR'S ABYSS	34
ANDROIDS	141
ANGARRI	108
ANGEL FIVE	34
ANTROGA	7, 19, 123, 146
ANTROGA	146
ASENATH	7, 25
ASENATH ALPHA	25
ASENATH GAMMA	25
ASENATH OMEGA	27
ASENATH ULTRA	29
ASYAS	101

B

BABAIGAH	186
BADJIL	90
BALOR	76
BARABUS	40
BARREN	52
BEYFA	102
BHAJODH SHIPYARD	13
BINIEL	10
BLEAK	49
BLUR EYE	32
BOAZ	78
BONE GRINDER	169
BREG	44

C

CANAMONDAS	67
CAS	95
CAVAE	196
CAVEAM	97
CEREBONT	69
CHAOS CRYSTALS	59
CHILD OF MELIO'RA (YOUNG GOLD DRAGON)	201

CHILDREN OF THE GOLDEN SPIRE: THE TRUTH	51
CHOSEN ACOLYTE	172
CHOSEN OVERSEER	173
CM-1	67
COMMUNICATION SPORE EMITTER	157
CRUTEO	19
CURSE OF CTHULHU	16
CYBETHAL AKIIR	15

D

DARK ONES DREAMING	76
DAWN WARD	82
DEATHSHROUD	173
DEFILER BLIGHTCASTER	161
DEFILER DRONE	162
DEFILERS	111
DEFILER SHOCK TROOPER	162
DENIZENS OF THE TEAR	143
DEVIL'S HALO	91
DIADEM	32
DRAGON OF HARLONDE	190
DRAGONVESK (VESK SUBRACE)	201
DREAM STRIKERS	34
DROW	114
DRUID'S NIGHTMARE	48
DURLEATH	94
DWARVES	141

E

EBON TERROR	178
ECHO	52
ECHO'S DUST	55
ECHO'S GHOSTS	54
ECHO'S RUINS	53
ECHO'S SHIPWRECKS	53
ECHO'S STORMS	55
ELVES	141
EMISSARY FUNGUS	157
ENFORCER ANDROID	179
EPHIN	105
EYMAT	101

F

FAENON	95
FAR BROTHER	36
FLESH DEVOURER	162
FOREST OF JADE	33
FORMLESS ONE	194
FORTRESS OF JADE	33
FRESHWATER AND WATERHOLE	52
FUNGAL HARVESTER	156

G

GAMOQ	83
-------------	----

GARBAGE BEAST	179
GARBAGE GOLEM	179
GARDENS OF JADE	31
GNASHER	169
GNOMES	141
GNOSIS	7
GNOSIS	38
GNOSIS	148
GRASS RAT	203
GRAY GOO	148
GRAY GOO SIZE TABLE	149
GREY GOO ADAPTATIONS	150
GUARDIAN OF MATLEF	163
GUBAIDH	81

H

HAKIDONMUYA	68
HALF ELVES	141
HALF ORCS	141
HALLA MIMAR	32
HALO HOT SPRINGS	100
HALON REMONSTRANCE	11
HAMILTON	40
HAMUA	12
HARBINGER INDUSTRIAL	74
HAZARD: BELT STORM	20
HEDASH'S REST	69
HEILOSLO	103
HELLENA HIRETHI	186
HELL'S HALO	58
HERALD OF THE TWIN SUNS	187
HESLIN CULTIST	204
HIEL	62
HIEL HORRORS	63
HIEL HORRORS	163
HILEMAS WHALE SINGER	203
HOPE'S REGARD	83
HORDE	181
HORIZON LONG	103
HOT PRINCESS	47
HUMANS	116

I

IGNIS MINORIS	25
IJADA	32
ILLTAN AKIIR	17
INHABITED STAR SYSTEMS	6
INTRODUCTION	6

J

JABEIL FORSTROM	188
JADE GARDEN	31
JADEIM	32
JADE PALACE	31

JAILIQ BEAST	181
JENDOVA	118
JHORZAKAR	77
JUVENILE VERMINOX SWARM	177

K

KAIRAKI	164
KALIS STATION	83
KAL-NULAK	20
KASATHA	141
KEL CHERIS	40
KHOL'S DEMISE	7
KHOL'S DEMISE	156
KHÔL'S DEMISE	46
KIELIK	12
KNIGHTLORE	11
KOTH	96

L

LACHA	13
LAMAC	64
LAPIS PURPURA	26
LASHUNTA	141
LASMA	103
LAST STAND	85
LEGACY SEEDS	22
LENN VARTEMA	23
LIALA AEZIL	169
LIMMAS	202
LINGERER IN THE WASTES	180
LIYA	62
LOST TOMORROWS	81

M

MAELA	64
MAGICAL HAZARD: LEVIATHAN'S SHADE	17
MAGMA ELEMENTAL GRAFT	14
MAGMARAT	66
MALEVORAX	159
MALMSTURN	8, 57
MALMSTURN I	59
MALMSTURN SYSTEM	159
MANTICORE	102
MATLEF	64
MAW MONSTER	182
MAW RECOG	182
MELA	99
MELIO'RA, THE SUN RIDER	201
MEPHISTO STATION	22
MERKUUL	176
MIMA	101
MISTRESS SOMEWHERE	188
MOD	42
MOON OF DREAMS	35

MOON OF STORMS	35
MOON OF THE FROZEN DEATH	36
MURENRAPAX	174
MUTHYR	24

N

NANITE-INFECTED CREATURE GRAFT	148
NA'VOORM	120
NEAR BROTHER	30
NEPHRITE	32
NESUA	8, 161
NEUSA	62
NEUSA SYSTEM NPCs AND SHIPS	169
NEW MYSTIC CONNECTION: CHAOS	159
NORGYCH, CHILD OF THE SPIRE	157
NULAK	20
NULAK	123
NUMM CAELUM	8
NUMM CAELUM	65, 171

O

OPEN GAME LICENSE VERSION 1.0A	210
ORC GUARDIAN	189
ORCHIDS IN THE MIST	33
ORPHAN'S HAMMER	34

P

PACK ANDROID	190
PALACE OF THE NINE DRAGONS	33
PALADINS TRUTH	191
PEARL OF BLUE MEMORIES	33
PHASA	105
PLANESTORMER	191
POINT EXXUS	28
POINTLESS	48
PRUDD & OLYT'S FINE ALLOY REFINERY	55
PULLULATING CARTRIDGE	195
PYRIEL	12
PYROPUS	76

R

RACES OF THE TEAR	106
RADIAD EAD	125
RAWLINS	43
RAZORPEDE	174
REALM OF THE FROZEN HELL	36
REALM OF THE NIGHTMARE WINDS	34
REALM OF THE YELLOW KING	36
RECOG	128
REEF LABYRINTHS	16
REL DAR	8
REL-DAR	73

RING OF STONE AND ICE	34
RINZLER	67
ROBE OF THE WHALE SINGER	204
ROOTAGA	19
RUNE	103
RYALA	102

S

SAPOKATAK	171
SAPOKATAK SHAMAN	172
SAPOKATAK WARRIOR	171
SCRUB GRASS SPECIES T. WESTICUM RARA	26
SERPENT BENEATH THE STARS	183
SHADOW OF THE WIDOW'S HAND	87
SHIRREN	141
SIELIC POINT	12
SIENNA	42
SIGH	103
SILT SNAKE	185
SILVER WINGS OF THE MANTICORE	88
SIMA LASHTONGUE	200
SIR MAURICE	198
SKAREEN	130
SKARIA	76
SKRAEMA	144
SLETHEK	133
SPARK DRAKES	198
SPARK POACHER	199
SPECTER PRIME	34
SPLINTERHORN TRACKER	195
STALKER	58
STALKER GRAFT	97, 196
STARFALL	10
STARFINDER CORE RACES	141
STARKILLER	192
STAR SERPENT	184
STARSHIP (CREATURE SUBTYPE)	184
STARSHIP MONSTERS	184
SUNDOWN COLISEUM	34
SUNSPIRE RESORT	99
SURAPH	10
SWARM SHIP	170

T

TABLE 1-1: EFFECTS ON ACTIVE SPELLS	60
TABLE 1-2: EFFECTS ON MAGIC AND HYBRID ITEMS	60
TALT BEAST	202
TANFA	64
TARGON	77
TEMPLE OF THE MAW	97
THE CALLER OF THE GATE	26
THE CATHEDRAL	50

THE CRANOS MINES	83
THE DAGGERS	32
THE DISCIPLES OF THE CLEANSING FLAME	74
THE DISQUIET VEIL	17
THE DOWNFALL	88
THE DUST BELT	27
THE FIFTH REALM	30
THE FIFTH REALM	7
THE FORGE	105
THE FORSAKEN PATH TURNS ALWAYS HOMEWARDS	87
THE IRON PALACE	84
THE IRON RING	43
THE KEY GATE	29
THE LADY OF CERTAINTY	10
THE LEVIATHAN'S SHADE	17
THE LOST EYES	9, 79, 179
THE MAW OF STARS	87
THE MIDDEN	85
THE MOONS OF MOD	43
THE MOUNTAIN TEMPLE	25
THE OUTER BELTS	61
THE OVEREYE	165
THE PINE WASTES	12
THE RUBBLE RING	70
THE SAPOKATAK	67
THE SHARD	97
THE SIX SISTERS	94
THE SPIRAL	32
THE STALKER'S CURSE	96
THE STAR OBELISK	39
THE SUMARK DELTA	10
THE SUNDERED PLANET	90
THE TERRACE	12
THE UNSEEN	112
THE WATERWORKS	11
THE WELCOME HOUSE	90
THE WIDOW'S SONG	81
THE WINGS	81
THE WRECK	26
THORN TOWER	190
TIEFLING	135
TIEFLING STARBREAKER	205
TRAGLAMAL	32
TRILLEN	43

U

UMBRAI	94
UMBRAI	194
UMBRAI: THE DARK QUEEN	9
UMBRAI: THE DARK QUEEN	92
UMBRELLA	46

V

VALE	101
------------	-----

VALIANT SONG	192
VASHKAL	145
VATrameK	171
VERMINOX	176
VESK	142
VOLGUROTH: THE ANCIENT AND UNCLEAR	71
VYCABEL AKIIR	14
VYCABEL AKIIR ATMOSPHERE	15
VYCBELLAN LASHER	143

W

Waelhaem	137
WEeping SEA	192
WELLS	43
WIND WALKER.....	
.....	
CR 15	185
WISP	69
WORLD WAVES	16
WRITHING HOST	167
WRITHING HOST MUTATIONS	166

X

XYVEK AKIIR	17
-------------------	----

Y

YEMON	9, 99, 198
YENTARU	22
YIMAL	104
YLABAY	32
YSOKI	142

Z

ZABAN	12
ZAYIK	88
ZENTHIY	189
ZORRN	139
ZP-1	69

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