



LEGENDARY PLANET

MIND TYRANTS OF THE MERCILESS MOONS

BY TIM HITCHCOCK

STARFINDER
COMPATIBLE



MIND TYRANTS OF THE MERCILESS MOONS

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SPECIAL ELECTRONIC FEATURES

Wherever possible, we have hyperlinked our products internally from the Table of Contents and externally with links to online resources like starjammersrd.com where you can access the rules you need electronically. If it is in the core rulebook, we generally didn't link to it unless the rule is an obscure one. The point is not to supersede the game books, but rather to help support you, the player, in accessing the rules, especially those from newer books or that you may not have memorized.

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SUPERSCRIPT REFERENCES

Where relevant, superscripts are used to indicate reference to an external reference book for the Starfinder Roleplaying Game.

^{AA} = *Starfinder Alien Archive*

^{AA2} = The second volume of the *Starfinder Alien Archive* series

^{AB} = *Alien Bestiary* from *Legendary Games*

^{ACS} = *Aethera Campaign Setting* from *Legendary Games*

^{SEA} = *Starfinder Armory*

^{SFEC} = *Starfinder First Contact*



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WHAT YOU WILL FIND INSIDE LEGENDARY PLANET: MIND TYRANTS OF THE MERCILESS MOONS

Mind Tyrants of the Merciless Moons continues the Legendary Planet Adventure Path have scored a major victory against the forces of the Hegemony on the water-world of Vareen, but the dark forces arrayed against them will not go down without a fight. Pursuing their fleeing legions to the gas giant Qanna, the heroes arrive on the verdant moon of Itac at the head of a band of Accord forces only to discover that the massive planet's manifold moons have long been a secret stronghold of the Hegemony forces and the hunters are now the hunted. Worse still, the psychic storms and spatial ripples of the system make escape almost impossible, and to prevail the heroes must launch headlong into a campaign against a dread conqueror set on launching a new assault at the head of a massive army. The heroes at last come face to face with the unspeakable ultari, the grand architects of the Hegemony, and only they can thwart a rogue general's mad quest for power as they stand against the *Mind Tyrants of the Merciless Moons*!

This adventure continues on from *The Depths of Desperation* with the assumption that the PCs have already experienced that adventure and those previous. Their mythic powers continue to grow, and with their growing power they are now ready to assume positions of leadership in the quest to save the galaxy and face the essential choice of whether they truly wish to return to the planet of their birth. *Mind Tyrants of the Merciless Moons* brings the PCs to a new and different kind of planet in Qanna, a jovian giant planet surrounded by a panoply of smaller satellites replete with rival cultures and civilizations from primitive to advanced. The PCs must challenge overwhelming odds against entrenched foes, while gathering together an array of allies to overcome their enemies on the field of battle and on the battlefield of the mind.

Legendary Games has brought together a group of authors, artists, and contributors including industry veterans as well as talented newcomers all in an effort to create products for your favorite roleplaying games that are both inspiring and unique. Combining rich story and background with beautiful aesthetics, we hope to create gaming experiences that are second to none. This product follows in that proud tradition, and we hope you enjoy using it as much as we enjoyed making it. Now go create a mythic surge of gaming! Your players deserve it!

- Jason Nelson



MIND TYRANTS OF THE MERCILESS MOONS

Mind Tyrants of the Merciless Moons continues the Legendary Planet Adventure Paths as the PCs choose to take the fight to the Hegemony after its invasion of the water world Vareen. Now able to choose adventure on their own terms, the PCs have been tasked with going through yet another gate. While they initially arrive onto the moon of Itac at the head of a band of Accord forces, it quickly becomes apparent that the gas giant Qanna and its many moons are riddled with Hegemony forces. After traveling through the center of Itac, the PCs make new allies. They explain that powerful Ultari known as Shokar-Mak is raising a massive army with which he plots to conquer the system. The PCs must obtain still more power in order to confront and defeat Shokar-Mak and then venture on to destroy the Hegemony once and for all.

ADVANCEMENT TRACK

This adventure is designed for four PCs. PCs should be at least 17th level at the start of the adventure and should accumulate enough XP under the Medium advancement track to reach 19th level.

ADVENTURE BACKGROUND

Long ago, the Patrons nurtured Qanna and its many moons, encouraging the development of the many ecosystems therein. In order to facilitate travel without provoking the attention of the murderous atoth, they built a fleet of airships and set up an array of interplanetary teleportation rings, to be activated by a specific ritual. The Patrons also took precautions to guard the many gates that dot the system, building structures such as the Sun Tower and the Weave Moon to protect both the gates and their secrets.

However, this was long ago, and the Hegemony has controlled the system for many generations. Like parasites, they have infested the ruins of what the Patrons built and twisted their technology to blasphemous purposes. Luckily, at least the teleportation rings have been overlooked. The ritual required to operate the circles has nearly been lost, but a choice few know, either having had it passed down over generations or learned it from a Patron ruin the Hegemony has not picked clean.

While the Accord's presence here is nearly non-existent, that doesn't mean that the Patron's defenses are gone. They may be in a different form than intended, but the guardians

still stand watch over secrets so ancient they have been forgotten.

ADVENTURE SUMMARY

The adventure begins with the PCs in a planning session with the leaders of the Accord. The invasion of the bil'djooli cannot be over-looked, and the party is asked to spearhead a counter-offensive in order to dig the Hegemony out of their defensive position around the Qanna gate. The people of Vareen have given much of their resources, but they have summoned the last of them to assist the PCs in their attempt to rid Qanna of the Hegemony.

During a large-scale combat with the Hegemony, the PCs are given unlikely aid from the Itac, a race of xenophobic people that believe nothing exists beyond their own tiny world. Since their moon revolves at the same speed it rotates, the Itac have never seen the gas giant around which their moon revolves and thus cannot be convinced of its existence. According to their beliefs, acknowledging the existence of any other world or attempting to sail beyond the seas that hedge their lands is heresy. Thus, only by traveling through a secret tunnel that passes through the moon's core, can the PCs reach the other side of the planet and gain access to a gate that will allow them travel to Qanna's other moons.

On the other side of the moon, the PCs uncover a covert Hegemony genetics lab in which jagladine scientists transform Itac slaves into an army of klaven. The Hegemony plots to transfer the klaven through a gate that leads to the gas giant's darkest moon, Morthos, which has gates that connect to all four of the planet's larger, habitable moons. During their explorations, the PCs encounter a small group of anti-Hegemony rebels also working on escape. The rebels inform the PCs that a powerful Ultari known as Shokar-Mak is raising a massive army with which he plots to conquer all of the planet's habitable moons. The rebels plead with the PCs to help them against Shokar-Mak. In exchange, they reveal they have an escape plan and attempt to convince the PCs to flee with them to the fabled city of Emirist-Tarthat lies on another nearby moon known as Tathos.

Teleporting through a lost ritual to Tathos, the PCs arrive in the ruins of an ancient city occupied by a race of hostile saurians planning to march on the very city they seek, forcing the PCs to race to the city in order to save it from attack. After driving back the evil forces, the PCs to seek the aid of a mystic council of powerful seers that live on the moon of Kithos. In exchange for their aid, the seers demand the PCs first prove themselves by finding and opening a lost gate hidden on Tathos. Once they open the gate, the PCs may use it to return to the seers who reward them with the power they need to travel to the center of the gas giant to face Shokar-Mak and uncover the secret of his ambitions—an ancient mobile gate built to resemble a small moon.

CHAPTER 1: ARRIVAL ON ITHOS

This adventure begins when the PCs enter the gate on Varen and arrive on Ithos, the outermost habitable moon orbiting the gas giant Qanna in the Elyon system. At this point, the PCs have learned the Belligrens established Qanna as a “hub world” and erected a number of gates on its various moons. For this reason, the Hegemony has begun amassing a huge army on its most isolated moon—Morthos, which orbits the planet’s southern hemisphere, hidden from the remaining habitable moons in the shadows below Qanna’s great ring.

The adventure begins on the moon known as Ithos. Once covered by vast oceans in past eons, the waters dried up, leaving Ithos a barren world of grotesque rock formations formed from fossilized coral. A quick study of the surroundings notes the broad wastes from uplifted folds of crust. Hundreds of similarly uplifted folds cover the landscape giving it the appearance of a vast empty riverbed spotted with great, chaotically staggered stepping stones.

As the PCs pass through the gate, it readily closes behind them. Start the adventure by reading or paraphrasing the following:

A bright flash, the gate implodes and winks shut. For a brief moment, all is dark, cold, and silent. Colors begin to swirl followed by the assault of a glaring orange sun reflecting angrily from every direction. As your eyes adjust to the intense light, you find yourselves standing within a primitive looking circular chamber carved from some sort of sandstone.

From all angles, the sunlight streams in through huge holes carved into elaborate patterns. At first the heat feels intense and the light near blinding, then slowly the effect fades.

Looking about the structure, the PCs find themselves in the top level of a tower, several hundred feet above a vast barren wasteland. There is little time for the PCs to take in the scenery, however. Their arrival has been noticed by the Hegemony forces, who are quick to rally. Give each of the PCs a battalion (refer to *Star Empires Compendium* for mass combat rules); then, 4 rounds into combat, read the read-aloud for **Oravis’s Airship** and have the airship’s crew act accordingly.

ELITE PIKEMEN

ACR 7

XP 2,400

CN Army of divymm soldiers (CR 9)

Size 2 Divisions 1 (20 HP per division)

HP 20 DV 21

MV +12 RV +11

Morale Bonus 3

Movement 2

Tactics Cooperative Assault, Damage Control, Full Defense, Furious Charge, Hunker Down, Retreat, Standard, Volley, Withdraw

Special Abilities Darkvision, Gear Boost, Low-Light Vision, Poison Immunity, Significant Defenses (2), Style Technique

Camouflage 19 Scouting +12

Consumption 3

Commander Divymm commander (AB 1, Cha +3, 7 ranks, Leadership 10)

Command Boons Hold the Line, Implacable Advance, Merciless
Equipment Tier 2 Heavy Armor, Tier 2 Melee Weaponry, Tier 1 Ranged Weaponry

GIANT BAND

ACR 8

XP 4,800

CN Army of ocean giants (CR 10)

Size 2 Divisions 1 (16 HP per division)

HP 16 DV 24

MV +13

Morale Bonus 7

Movement 2

Tactics Close Off, Full Defense, Furious Charge, Overwhelming Onslaught, Retreat, Siegebreaker, Standard, Volley, Withdraw

Special Abilities Amphibious, Aquatic, Low-Light Vision, Significant Defenses (cold 10, electricity 10)

Camouflage 6 Scouting +23

Consumption 4

Commander Ocean Lord (AB 3, Cha +4, 19 ranks, Leadership 23)

Command Boons Bloodied but Unbroken, Magical Advantage +6, Merciless, Screaming for Vengeance

Equipment Tier 2 Heavy Armor, Tier 2 Melee Weaponry

CHARDA WARBAND (2)

ACR 6

XP 2,400

CN Army of charda soldiers (CR 8)

Size 2 Divisions 1 (12 HP per division)

HP 12 DV 21

MV +9 RV +10

Morale Bonus 4

Movement 2

Tactics Full Defense, Furious Charge, Overwhelming Onslaught, Pincer Maneuver, Relentless Brutality, Retreat, Standard, Volley, Withdraw

Special Abilities Amphibious, Aquatic, Breath Weapon, Darkvision, Ferocity, Low-Light Vision, Poison Immunity, Significant Defenses (cold 10), Style Technique

Camouflage 13 Scouting +13

Consumption 3

Commander Sea Scourge (AB 1, Cha +0, 9 ranks, Leadership 9)

Command Boons Blood Frenzy, Merciless

Equipment Tier 2 Heavy Armor, Tier 1 Melee Weaponry, Tier 1 Ranged Weaponry, Tier 2 Siege Weaponry

LORAN ACOLYTES

ACR 6

XP 1,600

LG Army of loran operatives (CR 4)

Size 4 Divisions 4 (6 HP per division)

HP 24 DV 18

MV +8 RV +8

Morale Bonus 5

Movement 4

Tactics Cooperative Assault, Defensive Gambit, Full Defense,

PART 1: ARRIVAL ON ITHOS



Furious Charge, Retreat, Skirmishers, Standard, Volley, Thicket of Blades, Withdraw

Special Abilities Amphibious, Aquatic, Darkvision, Evasion, Fast Movement, Trick Attack

Camouflage 14 **Scouting** +15

Consumption 3

Commander The Prodigy (AB 1, Cha +1, 5 ranks, Leadership 6)

Command Boons Advanced Tactics, Bloodied but Unbroken

Equipment Tier 1 Light Armor, Tier 1 Melee Weaponry, Tier 1 Ranged Weaponry

The Hegemony forces here are those meant to guard the gate from the Itac, continue gathering intelligence, and to cover a potential retreat from Varen.

BIL'DJOOLI REAR GUARD (TINY) (2)

ACR 6

XP 2,400 each

LE Army of Bil'djooli soldiers (CR 4)

Size 4 **Divisions** 4 (6 HP per division)

HP 24 **DV** 20

MV +9 **RV** +11

Morale Bonus 5

Movement 1

Tactics Covering Fire, Full Defense, Furious Charge, Retreat, Relentless Brutality, Standard, Sniper Support, Volley, Withdraw

Special Abilities Amphibious, Aquatic, Darkvision, Gear Boost, Style Technique

Camouflage 15 **Scouting** +17

Consumption 3

Commander Bil'djooli Elite Soldier (AB 2, Cha +3, 10 ranks, Leadership 13)

Command Boons Blood Frenzy, Exploit Weakness, Flexible Tactics

Equipment Tier 1 Light Armor, Tier 1 Mobile Fortifications, Tier 1 Ranged Weaponry, Tier 2 Siege weaponry

KLAIVEN GUARDS (2)

ACR 6

XP 2,400 each

LE Army of Klaven soldiers (CR 8)

Size 2 **Divisions** 1 (12 HP per division)

HP 12 **DV** 21

MV +11 **RV** +11

Morale Bonus 4

Movement 1

Tactics Collateral Damage, Dirty Fighters, Full Defense, Furious Charge, Pincer Maneuver, Pursuit, Retreat, Relentless Brutality, Standard, Volley, Withdraw

Special Abilities Amphibious, Aquatic, Darkvision, Gear Boost, Style Technique

Camouflage 15 **Scouting** +17

Consumption 3

Commander Onaryx Elder (AB 2, Cha +4, 11 ranks, Leadership 15)

Command Boons Blood Frenzy, Merciless, Hold the Line

Equipment Tier 2 Heavy Armor, Tier 2 Melee Weaponry, Tier 1 Ranged Weaponry, Tier 2 Siege weaponry

ONARYX SCOUTS

ACR 7

XP 3,200

CE Army of Onaryx (CR 9)

Size 2 **Divisions** 1 (14 HP per division)

HP 14 **DV** 22

MV +12 **RV** +11

Morale Bonus 7

Movement 6

Tactics Dirty Fighters, Driving Strike, Driving Sweep, Echelon Movement, Full Defense, Furious Charge, Pincer Maneuver, Pursuit, Retreat, Relentless Brutality, Standard, Strafing Skirmishers, Volley, Withdraw

Special Abilities Blindsight, Breath Weapon, Darkvision, Fast Healing, Flight, Paralysis

Camouflage 16 **Scouting** +22

Consumption 3

Commander Onaryx Shockwarden (AB 1, Cha +4, 9 ranks, Leadership 13)

Command Boons Loyalty, Sharpshooter

Equipment Tier 2 Light Armor, Tier 2 Melee Weaponry, Tier 2 Ranged Weaponry, Tier 3 Transports

SACRED SUN TOWER

Eons earlier, the Bellianic Accord built the tower to serve as a fortification as a precaution to keep the gate isolated from those situated on the inner moons. The contemporary Ithosians have no clue where the tower came from and do not speculate much upon its true purpose. Instead, they fear the Sun Tower, believing that during the dark hours, its pinnacle sometimes pierces into the spirit world, allowing deceased creatures whose souls have been cursed to slip back into the bodies of the living.

ORAVIS'S AIRSHIP (CR 18)

Midway through the PCs battle, the air fills with an odd droning sound whose echoes grow louder as they roll across the arid, wind-beaten expanse. Anyone looking in the direction of the sound catches sight of the approaching vessel.

Far off in the clouds, one of the small flying black dots begins to grow. As it draws closer, it slowly transforms—sprouting wide-fanning wings, strange talons, gleaming crystal plates, and arching sails until it manifests full-form in the sky—a huge, floating vessel that races upon the howling winds like a terrifying warship rolling upon the waves of an angry sea.

Creatures: In addition to the captain and pilot, the airship's crew consists of a dozen or so Ithosian warriors and engineers. Ithosian airships are relatively low fliers. If the PCs are clearly winning, the airship will join in the combat (grant all of the PCs' battalion's rolls a +2). Otherwise, they stay out of engagement range. They have had distant dealings with the Hegemony forces, and believe them to be otherworldly demons, but that doesn't mean they trust the PCs.

Highly xenophobic, the Ithosians land after the battle and demand the PCs identify themselves and explain their arrival. The guards begin with an attitude of neutral if they assisted in the battle; otherwise, they begin with an attitude of unfriendly. In either case the PCs have a +5 on all Diplomacy checks due to their fighting an enemy of the Itac. If the PCs can change their attitude to Friendly or better, the Ithosians offer to take the PCs for a formal audience with the city's queen. If not, they insist that representatives (the PCs) come meet with their queen. If refused, the airship takes off again, intent on warning their people of the invaders. If the PCs simply attack and take the ship or flee, the GM should take a look at Flee! (sidebar) to work out another option for the PCs to continue the adventure.

TUSKED SKY PIRATE (12)

CR 8

XP 4,800

N Medium humanoid (human)

Init +6; Perception +16

DEFENSE HP 150

EAC 20; KAC 22

Fort +12; Ref +13; Will +7

OFFENSE

Speed 30 ft.

Melee *limning decimator disintegration lash* +19 (1d10+12 A; critical

corrode 1d6) or

static shock truncheon +19 (1d12+12 E; critical arc 1d4)

Ranged corona shoulder laser +16 (1d8+8 F; critical burn 1d6)

Offensive Abilities show-off

TACTICS

Before Combat The tusked sky pirates fill their auto-injector with their serum of healing.

During Combat The sky pirates attempt to keep their primary targets in melee if their ship is boarded, only resorting to their corona shoulder laser when they're unable to reach them in melee or attacking creatures on the ground or other airships. Daring sky pirates throw their teleportation pucks onto other vessels, later teleporting onto their vessels to catch them by surprise.

STATISTICS

Str +4; Dex +6; Con +0; Int +0; Wis +0; Cha +2

Skills Acrobatics +16, Athletics +16, Bluff +21, Profession (Video Personality) +16

Languages Auran, Common

Gear advanced lashunta tempweave (auto-injector, corona shoulder laser, jetpack), decimator disintegration lash, static shock truncheon, corona shoulder laser, *improvisation adornment mk 1*, *teleportation puck*, *serum of healing mk 3*, medkit (advanced)

SPECIAL ABILITIES

Show-off (Ex) A sky pirate can spend a move action to perform a trick, mock their opponent, or otherwise rile up a crowd. They gain a +1 morale bonus to attack rolls, damage rolls, EAC, KAC, and saving throws against a single creature they can see. This ability has no effect if there is no crowd of 10 or more creatures to impress.

CAPTAIN ORAVIS AND FIRST MATE BO'RAL

CR 8

XP 4,800

Female Itac human soldiers

N Medium humanoid (human)

Init +8; Perception +16

DEFENSE HP 125

EAC 20; KAC 22

Fort +10; Ref +8; Will +9

OFFENSE

Speed 40 ft.

Melee tactical skyfire sword +19 (2d4+14 F; critical burn 1d8)

Ranged snub shattergun +18 (1d12+10 P) or

incendiary grenade III +16 (explode [10-15 ft., 3d6+8 F plus 1d6 burn, DC 16])

screamer grenade II +16 (explode [20-25 ft., 2d10+8 So plus deafened, 1d4 minutes, DC 16])

Offensive Abilities charge attack, fighting styles (blitz), gear boost (bullet barrage, powerful explosive)

STATISTICS

Str +6; Dex +4; Con +2; Int +0; Wis +0; Cha +2

Skills Acrobatics +21, Diplomacy +16, Engineering +16, Intimidate +16

Feat Lunge, Quick Draw

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Languages Auran, Common

Other Abilities rapid response

Gear *serum of healing mk2*, d-suit III, tactical skyfire sword with two batteries (20 charges each), snub scattergun with 16 shells, incendiary grenade III, screamer grenade II

SPECIAL ABILITIES

Rally the Crew (Ex) Once per day, the first mate may dismiss the frightened condition from herself and all allies within 30-feet. This does not render any immunity to subsequent fear effects. The affected creatures must be able to see or hear the first mate and share a common language. Additionally, the first mate may treat her Diplomacy skill as Intimidate when interacting with any creature, subject to the following limitation. These abilities are strictly limited to creatures aboard a vessel upon which the first mate is employed in that role. They have no affect if that condition is not satisfied.

Upon taking the time to actually survey their surroundings, the PCs note the following. Violent torrents of wind rip across the plain, whipping the sand into a blinding, flensing spray. The radiant sky above is pale greenish-blue color smeared with fierce orange and purple clouds that roil across the heavens like a stampede of ethereal stallions. The ground is layered with strangely shaped, incalculable rock formations that jut from impossible angles.

A successful DC 20 Perception check spots the shimmering glint of the massive crystalline domes that cover the city of Itac, one of the few hospitable places on the surface of Ithos, and the best chance they have of finding civilization.

During twilight, when the sun drops and the dust-winds rise, Itac is impossible to spot; however, at night, a successful DC 25 Perception check notes the weird yellow glow of its illuminated domes. The bright baubles rise from decayed and arid wastes, fiercely tossing gleaming rays back against the burning, angry sun. Above the domes hovers what appears to be a small swarm of black flies. A DC 25 Survival check estimates the domes lie some 15 miles to the west of the tower.

The strange rock formations covering the moon's surface are actually the fossilized remains of a huge reef. Anyone studying the formations can attempt a DC 30 Life Science check to determine their curious composition.



The hemisphere where the PCs arrive faces away from Qanna, and since Ithos revolves at the same speed as it rotates, one cannot view the gas giant from their current position. It should also be noted that, since Ithos is a moon, it has no natural satellites of its own and therefore, nothing to reflect light onto the surface at night. As a result, night on Ithos is extremely dark and temperatures regularly drop dangerously below freezing (between -10°F to -30°F).

While surface winds remain constant, most of the time they are mild to moderate. Unless otherwise stated, anyone on the surface must deal with the effects of its perpetual sandstorms which reduce visibility to 1d10 × 5 feet and provides a -4 penalty on Perception checks. Each hour an individual remains on the surface, he suffers 1d3 points of nonlethal damage and leaves a thin coating of sand in his wake as per the description of dust storms in the *Starfinder Core Rulebook*. Major wind blasts only show up every 1d6 × 10 minutes. In addition to environmental hazards, Ithos has no fresh water on its surface.

AN AUDIENCE WITH QUEEN SHONAROC (CR 18)

In this Act, the PCs must cross to the other side of Ithos where they discover the Hegemony forces massing. While the PCs may attempt to circumnavigate the moon, the fastest route is an underground passage to the other side called the Endless Tunnel, which lies hidden within The Akrot—the city's prison cellars.

An important NPC in this act is Imyrane Masoma, an undercover Hegemony agent who does his best to ally himself with the PCs and orchestrate their escape. Masoma recognizes the PCs as a threat and seeks to draw all the information from them he can for his dark masters before he destroys them; however, to accomplish this he needs to get the PCs alone. He also knows the true nature of the Endless Tunnel while the people of Ithos do not.

The first time the PCs enter the throne room to audience with the queen, read or paraphrase the passage below:

Doors open into a sweeping chamber lined with towering columns carved from exotic colored corals. Along the sides of the chamber, two rows of four hulking warriors stand in dead silence, their glazed eyes lost in deep meditation.

Creatures: The warriors are the queen's elite guard, all without fear and sworn to protect her at all costs.

Quick to react, they strike at anyone coming too close to their liege, knocking them to the floor and surrounding the perpetrator with weapons drawn. Still the queen commands her servants with a leveled, authoritative tongue and to these soldiers, her words are always as good as law.

GOLEM GUARD (8)

CR 12

XP 19,200

Human operative

N Medium humanoid (human)

Init+8; Perception +23

DEFENSE HP 185

EAC 26; KAC 27

Fort +11; Ref +14; Will +15; +1 vs. magical effects

Defensive Abilities evasion, golem guard's boost, uncanny agility; DR 4

OFFENSE

Speed 50 ft.

Melee defending advanced retractable spike^{SFA} +23 (3d4+20 P)

Ranged hush sonic suppressor^{SFA} +21 (2d8+12 So; critical stifle) or spectre assassin rifle^{SFA} +21 (5d6+12 P; sniper [750 ft.], unwieldy)

Offensive Abilities debilitating attack, terrain attack, trick attack +6d8, triple attack

STATISTICS

Str +8; Dex +5; Con +2; Int +4; Wis +0; Cha +0

Skills Acrobatics +28, Athletics +23, Bluff +23, Sense Motive +28, Sleight of Hand +23, Survival +28

Feats Quick Draw

Languages Common, Itac

Other Abilities operative exploits (improved uncanny mobility, versatile movement), operative specialization (daredevil)

Gear noqual^{SFA} white carbon skin, defending advanced retractable spike^{SFA} (2), hush sonic suppressor^{SFA} with 2 high-capacity batteries (40 charges each), spectre assassin rifle^{SFA} with 12 rounds, dermal plating mk IV, weaponized prosthesis^{SFA} (2; arms)

SPECAIL ABILITIES

Golem Guard's Boost (Ex) A golem guard has undergone excruciating retrovirus treatments that allow them to boost their defensive capabilities by temporarily fusing with their unique noqual armors. As a reaction when the golem guard is successfully hit by an attack, the golem guard can increase their DR by +4, to a total of DR 8/-. This lasts for 1 minute. A golem guard may use golem guard's boost 2 times before requiring an 8-hour rest before using it again.

A stunningly beautiful dusky-skinned woman strides into the hall and all fall silent, with heads bowed. She is dressed in an intricately braided black dress woven from an unknown iridescent cloth that seems to catch and bend light. A stone-faced guard armored in a leather breastplate and shield accompanies the regal-looking woman. His thick hands clutch a pair of spears.

For a few moments, the woman studies the chambers in silence. Satisfied she raises her and, and from the shadows behind her another figure approaches her—an older man dressed in intricately brocaded robes, strikingly pale—like a corpse with fattened veins pumping beneath his thin translucent flesh.

Creatures: The regal woman is **Shonaroc, Queen of Itac** whose bloodline traces all the way back to the first kings of Ithos. The guardsman accompanying her is her personal assassin. The pale man is **Otharios**, one of the twelve holy imyranes that provide the queen her council. Despite his appearance, Otharios isn't evil, however holy Imyrane law has strict rules about non-Itac, especially those claiming to be from elsewhere. They believe Ithos is the only material world in the universe. The idea of another material world or realm is heresy and anyone claiming to be from another realm is considered either mad or a gotaru (evil spirit or ghost-demon). Imyranes make themselves appear hideous to scare off the gotaru.

Developments: Turning to face the PCs, he breathes a vile sounding whisper that digs, impossibly amplified, into the party's brain. The sound turns to thoughts and then words. "You stand in the presence of Shonaroc of Itac, Queen-Moktor, the Supreme Huntress of Ithos. She would know by what means and for what purpose you have come to Ithos." Other than claiming to be from Ithos, any explanation for their arrival incites a glare from the queen and her councilors. Any further interjection is completely ignored until the imyrane is finished.

He explains that there has been an increase of gotaru swarming the land. They mainly seem to be coming from a distant portion of the moon and from Abzu, the great river of fire at the center of the earth. Both are largely unknown to the Itac and considered the usual realm of demons. However, the PCs arrival is an ill-omen, especially considering their abilities and possessions are only something that could belong to gotaru. Interestingly, Otharios' description of gotaru closely matches that of a klaven.

Once the adventurers let Otharios perform his work, the queen listens intently to her advisor's whispers and surveys the adventurers once more, before whispering back into his ear. Seemingly satisfied, Otharios turns once more to the adventurers and says:



PART 1: ARRIVAL ON ITHOS

"We know you to be liars, for beyond the realm of Ithos lies only Abzu the great river of azure fire within which swims the demon-serpent Ikros, The Devourer of Worlds. Only evil souls go to the Abzu, therefore if you are not from Ithos you must be a gotaru. That or you are from Ithos and you are mad. In either event, you have profaned the queen's presence with heresy. What have you to say?"

At this stage, allow the adventurers to speak for themselves. Both the queen and her advisor listen to all responses thoughtfully, discussing them quietly between themselves before Otharios provides a formal reply on behalf of the queen.

If the PCs claim to be from Ithos, Otharios counters by asking:

"If you are from Ithos, who are your people? Why are you armed? And what ill-will do you wish upon our city?"

If the PCs insist they are not gotaru, then Otharios challenges them by stating they must be gotaru for they possess items and powers that only a gotaru could command.

Whether or not the PCs attempt to argue their status, another imyrane steps from the shadows. This individual is **Imyrane Masoma**, the overseer of Akrot and Keeper of the Gotaru. Considered the foremost expert on the subject of gotaru, he suggests that since the PCs are strangely powerful and sentient gotaru that, if they can be reasoned with, they might aid the Itac by crossing back through Abzu and staunching the flow of their brethren.

The audience with the queen is clearly reaching its conclusion. Allow the PCs a brief amount of time to discuss the matter but emphasize that Queen Shonaroc is becoming impatient. If they accept, precede to The Akrot. Otherwise, they may wish to proceed with one of the plans outline in the sidebar. If they simply refuse to go, Otharios firmly tells them to leave the queen's presence, that they might not profane it further. He is fanatical, and clearly wishes that the PCs be imprisoned or slain but cannot deny their power or the threat of their Accord allies.

IMYRANE MASOMA

CR 16

XP 76,800

Queborrin-infested Itac envoy

LE Medium monstrous humanoid

Init +5; Senses darkvision 60 ft.; Perception +29

DEFENSE HP 280 RP 6

EAC 30; KAC 31

Fort +14; Ref +16; Will +19

OFFENSE

Speed 30 ft.

Melee ripper dueling sword +28 (7d6+16 S)

Ranged biodynamic plasma claw^{SFA} +26 (4d6+16 E & F)

Spell-like Abilities (CL 16th; ranged +26)

6th (1/day) - suggestion (mass) (DC 24)



5th (3/day) - dispel magic (greater)

4th (at will) - dimension door (DC 22)

STATISTICS

Str +0; Dex +5; Con +0; Int +7; Wis +0; Cha +10

Skills Bluff +34, Culture +34, Diplomacy +29, Disguise +34, Sense Motive +34, Stealth +29

Languages Common, Ultari, Onaryx, Etali

Other Abilities change shape (any small or medium creature), envoy improvisations (expert attack, improved hurry, situational awareness, sustained determination)

Gear lashunta mind mail III, ripper dueling sword, biodynamic plasma claw, signal jammer (level 16), red force field

Special: In addition to his gear above, Imyrane possesses a sphere of overlapping plates of polished bone. When broken and the command word spoken, the item calls four **golem guards** to appear within 10 feet of Imyrane, ready to obey his commands (or to avenge him against any creatures nearby, if he is harmed or killed). This item has been attuned to Qanna's spiritual vortices and has no chance of being disrupted even though it is a teleportation effect.

Shortly after the Hegemony conquered Ithos' inner hemisphere, they discovered the ruins of the Patrons' fortress Ithos-Crin (see page 19), which hid not only the gate to Qanna's inner moons, but the inner hemisphere's gate into the Endless Tunnel. An early exploratory strike team soon returned to Ithos-Crin with its first hostage: Imyrane Masoma. Masoma was dragged back to Ithos-Crin where he was interrogated, tortured, and infected with an alien parasite called a queborrin (see Confederates of the Shattered Zone for details on these sinister mind-controlling beasts), which has turned him to the service of the Hegemony.

As a Hegemony agent, Masoma eagerly desires to find out everything he can about the PCs, such as why they've come and who they represent. Privately, Masoma claims that,

unlike the other Imyrane, he doesn't believe in the River of Fire (a heretical statement for an Itac). He tells the PCs

he doesn't believe they are *gotaru*, nor does

he think the PCs insane. Instead, he wholeheartedly

believes their tale that they are from elsewhere. Masoma offers

his aid because he claims he believes the PCs can validate his

theories and finally get his people to overthrow the ignorance of their religious beliefs, which currently hold them in darkness.

How Masoma approaches the PCs depends on their actions and the opportunities presented, however as Keeper of the Akrot, none deny him opportunity to speak with the PCs directly.

With the intonation his words and subtle gestures, Mosama

CONCLUDING THE MEETING

RESIST!

It's quite possible that high-level PCs feel omnipotent enough to scoff or ignore the demands of the queen and her advisor and simply attack and butcher everyone in the throne room. Following their victory (or retreat, the PCs will likely be seeking escape.

Try to direct their flight towards the Akrot. An easy way to do this is to have the queen issue an alarm and post a massive amount of guards at all exits. During the manhunt, Imyrane Masoma seeks out the PCs and, upon finding them, encourages them to follow him to safety and escape. If they accept, go to The Akrot (see below).

FLEE!

If the PCs desire to flee Itac all together, it should be possible for them to escape the city. The Tusked Ones won't pursue gotaru into the wastelands and deem such an act as rash and suicidal. Free from pursuit, the PCs have two options, sneak back into the city or continue overland until they circumnavigate the moon.

To create a way back into the city, use a series of natural caves that lead into The Akrot. Depending on the flow of your campaign, these caves may be mostly uninhabited or may be haunted by terrifying unintelligent beasts and monsters, perhaps even a living apocalypse^{AA2} sown from the destruction.

If the PCs decide to make the overland journey, have them encounter some ancient ruins also inhabited by Beasts of Ithos. Somewhere in the ruins they find the remains of an ancient airship which, with a few good engineering checks, they should be able to again make flyable again. A flying ship should make it easier to circumnavigate the moon and provide them a means to traverse the great black ocean dividing the continents on opposite hemispheres. Once on the opposite side, the PCs can seek out the Hegemony massing at the fortress of Ithos-Crin (see pg 19). In order to entice the PCs into going to Ithos-Crin, you can have them witness a flash of energy whose source they readily identify as a gate. How they get into the fortress is up to the PCs. Some options include attempting to sneak in, fighting their way in, allowing themselves to be taken prisoner, or paratrooping into the courtyard.

attempts to use his Bluff skill to convey to the PCs that he wishes not to harm them but only to speak to them in private. At first opportunity, he attempts to befriend the PCs to get whatever information he can before advising them to use the Endless Tunnel, believing its powerful guardians will destroy the PCs as they pass through the core.

THE AKROT

In the event the PCs allow themselves to be taken to the Akrot, Masoma accompanies them along with a golem guard escort. Upon arrival, he opens the gate, sends the PCs through and follows them. He dismisses the guards and says, *"From here forth, we proceed alone for the halls within Akrot are not fit for mortals, only gotaru and the keeper."* Then to the PCs he says, *"I am the keeper. Here I am master; here I have no fear."*

Masoma signals for the PCs to follow him and begins leading them towards the Endless Tunnel. Once the guards are out of sight, he reintroduces himself, and attempts to woo the PCs with the tale of his sincerity and offers to aid them in their flight. He truthfully tells them he is leading them to a location known as the Endless Tunnel, a hole that passes through the center of the moon and leads to the other side where there is another gate that provides access to a number of different moons that surround Qanna. However, he isn't their ally and doesn't reveal anything about the monstrous guardians at the center of the tunnel. During their journey, Masoma interrogates the PCs as best he can, though he's careful not to reveal himself. Unless the PCs have some sort of altercation with Masoma, he leads them to mouth of the Endless Tunnel and encourages them to jump in.

The Akrot is a vast subterranean cellar that the Itacs sealed off to serve as a sort of a demon containment center. Upon their world, no violent criminals exist, instead the Itac people blame the actions of heretics, madmen, and any others who exhibit behaviors that fall dangerously outside of the societal norm (either in religious views or in terms of violence) upon the gotaru. Thus, anyone who commits a crime must be gotaru and must be forever exiled. All gotaru are placed into the Akrot, which the Tusked Ones believe is so deep it possesses passages that lead back to Abzu, the River of Azure Fire. For the last half century, oversight of the Akrot has been the responsibility of Imyrane Masoma, the Keeper of the Gotaru, who is considered Itac's expert on all things supernatural.

THE ENDLESS TUNNEL (CR 18)

Deep within in the Akrot hides a passage known as the Endless Tunnel, a black, seemingly bottomless pit that leads to the other side of the moon. No light ever reaches the tunnel and the length of the fall easily extinguishes a torch. Anyone entering the pit appears to fall endlessly. Falling to the center of the moon takes a little over 8 minutes. However, as the subject nears the core, the decent slows. As the individual passes into the moon's core, she finds herself hovering weightless in an expansive circular stone cavern located in the exact center of the moon.

All around hovers a flotsam morass consisting of bits of rock, soil, detritus, and bones. Creatures within the core are considered weightless and cannot move effectively without the ability to fly or the ability to push themselves from the surface of another solid object. This moves the creature in one direction, in a straight line, at the creature's base speed.

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The creature keeps moving in that direction until it hits another solid object and gains the ability to push in a different direction. A weightless creature or object struck moves away from the object that struck it in a straight line at as per bull rush mechanics. Creatures outside the cavern (in either of the adjoining tunnels) experience gravity normally, with the gravitational pull centered upon the central cavern.

Creatures: Within the great cavern lurks a grotesquely warped being that the ancient Tusked Men once worshipped as a god. In the early centuries, it feasted a plenty upon sacrifices. However, when the Itac sealed the caverns, the sacrifices became less frequent and the creature sunk into a long period of hibernation. After the Hegemony seized control of the passage, they again

began feeding the guardian. As soon as any living creatures enter the chamber, the monstrosity rushes to devour them.

THE GUARDIAN

CR 17

XP 102,400

hp 330 (Diaspora Wyrms Saga^{AA3})

Melee tongue +32 (16d4+24 C plus special)

Gear The guardian has mounted on its tongue a mk 5 enervating hand^{SFA}, which stops it from using its bite attack

Developments: Once the adventurers defeat the guardian, they find themselves hovering silently in the lightless hollow within the moon's core. Individuals may attempt to travel back the way they came or continue in the opposite direction, however both potions require significant effort and the



climb is just over 750 miles. Of course, the PCs may employ other methods of travel to expedite the journey. Once the PCs reach the top of the tunnel, progress to Chapter 2.

Imyrane has studied ancient legends and recognizes the *enervating hand* for what it is. He uses Sleight of Hand to attempt to secretly purloin it from the corpse of the Guardian and affixes it to his arm. He keeps this a secret, hoping to find an opportunity to betray the PCs later on, calling the golem guards to support him when he is ready

to make his move.

CHAPTER 2: DARK SIDE OF THE MOON

On the opposite side of the Endless Tunnel hides a subterranean laboratory run by jagladine geneticists and surgeons who use advanced procedures and specially grown tanks to radically mutate humanoid captives from Ithos and other outlying moons. This process transforms them into an army of klaven ready to serve under Qanna's new warlord Shokar-Mak.

G1. THE TUNNEL ENTRANCE (CR 17)

When the PCs exit the tunnel, read or paraphrase the following:

The tunnel emerges into a small, crudely proportioned room with rough, carved walls. The gaping hole occupies much of the floor space and a slight, but noticeable draft moves through the room descending into the opening. The room only appears to have a single door set into the middle of the west wall. The door is plated with copper-colored metal, incongruous to the primitiveness of its surroundings.

Trap: The door is rigged with a potent defense mechanism set to vaporize unauthorized individuals attempting to enter or leave the chambers beyond. Any creature approaching the door triggers a bioscan effect that determines their species. If the individual isn't a klaven, jagladine, or ultar, it triggers a trap, sending out a vaporizing blast that potentially transforms living creatures into an assembly ooze^{AA} which produces a random item.

VAPORIZING RAY TRAP

CR 17

XP 76,800

Type technological device; **Perception** DC 43; **Disable** Computers DC 43

EFFECTS

Trigger proximity; **Reset** none

Effect technological (all targets in a 30-foot-cone emanating from



PART 2: DARK SIDE OF THE MOON

the door take 30d6 damage, DC 19 Fort save reduces the damage to 5d6. Any targets struck by the ray that drop below 0 hit points must make a second Fortitude save or are permanently turned into an assembly ooze)

Developments: Opposite the door, a flight of stairs climbs to area G2, a small antechamber watched over by a klaven guard patrol. If the PCs trigger the trap, the guards are prepared to receive them. If not, allow them a Perception check to hear the PCs' approach.

G2. GUARD'S LANDING (CR 16)

The steep staircase climbs to rough-carved arch beyond which lies a small, naturally formed antechamber. Arches at either end of the room provide egress to tunnels leading north and south.

Creatures: Jagladine overseers keep a light guard patrol of their hideous klaven creations here. At the first sign of intruders, the klaven sound an alarm and attack.



ITAC KLAVERN (6)

CR 10

XP 9,600

LE Medium humanoid

Init +2; Senses darkvision 60 ft.; Perception +19

DEFENSE

HP 165

EAC 23; KAC 25

Fort +14; Ref +12; Will +9; +2 vs. disease, ingested poison, nauseated, and sickened

Immunities fear

Weaknesses malign influence

OFFENSE

Speed 20 ft.

Melee *aurora shock truncheon* +22 (2d12+18 E; critical arc 2d4)

Ranged *combat rifle* +19 (3d8+10 P)

STATISTICS

Str +8; Dex +3; Con +5; Int -1; Wis +1; Cha -1

Skills Athletics +24, Stealth +19, Survival +19

Languages Common, Ultari

Other Abilities *converted host*, *energy modulation* (1/day), *nanite exchange*

Gear *aurora shock truncheon* with 2 batteries, *combat rifle* with 36 rounds

STATISTICS

Converted Host (Ex): Klaven transformations leave nothing to allow for restoration of a base creature to its original self. As a result, klaven cannot be killed and returned to life with *raise dead* or similar effects, though spells such as *miracle* and *wish* could be used to do so.

Energy Modulation (Su): As a reaction, a klaven can treat positive and negative energy effects as if it were an undead creature, taking damage from positive energy and healing damage from negative energy. This effect lasts until the start of the klaven's next turn. The ability can be used once per day at CR 1; twice per day at CR 8; and three times per day at CR 12.

Malign Influence (Su): Klaven take a -2 penalty to resist charm and compulsion effects from evil creatures. This penalty increases to -6 if the creature also has the *jagladine* subtype.

Nanite Exchange (Su): Klaven nanites swarm around each klaven on a microscopic level,

providing a continuous awareness of the location and condition of other klaven within 60 feet, as the status spell. The range of this ability increases to 100 feet for klaven of CR 8 or higher, and up to 1 mile for klaven of CR 12 or higher. Klaven can communicate with one another by passing memories and sensory information through their nanites but must come into physical contact to do so. This exchange of memories requires a full-round action and only consists of perceptions and first-hand experiences. Klaven cannot exchange skills, special abilities, or other individual qualities in this manner.

G3. OBSERVATION HALL

This short hall quickly comes to a dead end. The wall at the end of the hall is slightly curved and anyone examining it notices several holes bored into it at about eye level. Anyone peering through the holes gains a clear view of the pit in area G4. The jagladine scientists use this location to record observations of their specimens in the adjacent pit.

G4. OBSERVATION PIT

Gouged into the floor lies a deep pit about three times the height of a man. Dark stains and splatters cover the floor and walls and it reeks of blood and urine. The jagladine surgeons toss the still-living deformities of their failed experiments into this pit in order to safely study their behaviors and test their resiliency. It is currently unoccupied.

G5. THE VIVISECTIONIST'S LAB (CR 17)

Four curved stone slabs arranged into a circular formation occupy most of the room. The slabs are all similar in size and appearance, each about the size of a bed. The slabs and floor are thoroughly stained with old blood while scores of miniscule white leeches crawl about the cracks and crevices, apparently feeding off the gore.

From the walls hang gruesomely realistic diagrams of vivisected humans scrawled with notes and arrows precisely documenting unnerving procedures.

Creatures: A pair of a jagladine vivisectionists crouch over their workstations, thoroughly engaged in their sadistic studies. A third jagladine wanders about the room throwing unknown chemical salts in pattern about the floor, directing the hideous worms to clean and sterilize the lab after a bloody day's work.

JAGLADINE GENETIC SURGEON (3)		CR 15
XP 51,200		
NE Medium monstrous humanoid (jagladine)		
Init +7; Senses darkvision 60 ft., low-light vision; Perception +24		
DEFENSE		HP 255
EAC 29; KAC 30		
Fort +15; Ref +15; Will +18		

Immunities disease, poison

OFFENSE

Speed 30 ft.

Melee zero-edge dagger +27 (6d4+20 S)

Multiattack 3 zero-edge daggers +23 (6d4+20 S)

Ranged blizzard-class zero pistol +27 (4d6+15 C; critical staggered [DC 23])

Offensive Abilities jagladine treatment

STATISTICS

Str +5; **Dex** +7; **Con** +2; **Int** +9; **Wis** +3; **Cha** +1

Skills Acrobatics +26, Engineering +26, Life Science +31, Medicine +31, Mysticism +31

Languages Aklo, Common, Ultari, Jagladine

Other Abilities multi-armed, reflexive biology

Combat Gear 5 serums of healing mk 3; Gear diamond carbon skin, blizzard-class zero pistol with 3 high-capacity batteries, 3 zero-edge daggers, advanced medkit

SPECIAL ABILITIES

Jagladine Treatment (Su) The vivisectionist has learned many secrets of jagladine medicine. When it applies a serum to a jagladine or member of a race created by the jagladine, that serum heals for its maximum value and also has the effects of the *remove affliction* and *restoration* spells.

Multi-Armed (Ex) A jagladine has four arms, which allows them to wield and hold up to four hands' worth of weapons and 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.

Reflexive Biology (Ex) As a full-round action, a jagladine can absorb a single disease or poison effect without suffering any ill conditions. As a swift action while it has such an effect absorbed, it can attempt a Fortitude save against the DC of the absorbed disease or poison to excrete a liquified version of the disease or poison. If successful, this excretion remains potent for the next 24 hours. The liquified version of the disease or poison must be applied via ingestion or injury. A jagladine can only store one disease or poison at a time; further disease and poison effects are ignored per their racial immunity.

G6. THE PROTOTYPES (CR 16)

An eerie teal-colored glow spills out of the door leading to this large chamber. Inside, a number of chest high dividers wall off great cylindrical glass vats filled with a radiant teal liquid in which a living creature is hideously suspended. On each wall, alcoves lead to passages venturing elsewhere in the facility. The east wall also has an additional exit, though it is sealed with a pair of metal-plated doors.

Pairs of hideously mutated Itac klaven guard each of the four open exits. All have strict orders to protect the cylinders at all costs. They remain silent and vigilant, though they warn all who enter to stay clear of the vats under the authority of Hegemony commander Shokar-Mak (though they don't bother to explain who Shokar-Mak

PART 2: DARK SIDE OF THE MOON

is, nor are they interested in follow-up conversations). Dutifully, they deny passage unless the PCs bear proper authority, however, they do not attack unless provoked. Instead, they command all unauthorized personnel to exit through the metal doors. If forced into combat, the klaven keep their backs to the eggs, sound whatever alarm they can to alert their jagladine masters, and fight to the death to hold their positions.

ITAC KLAVEN (8)

CR 10

XP 9,600 each

hp 165 (see page 13)

G7. THE VAT ROOM (CR 18)

Occupying the majority of this large, rectangular chamber, eight more fluid-filled vats stand in a neatly staggered arrangement for study and observation. Sections of the floor are badly scuffed from heavy traffic. The markings form a pathway toward a large metal sliding door hanging in the far corner of the room. The door is held fast with a thick metal drop pin.

Creatures: A pair of jagladine vivisectionists roams this room, collecting data and making adjustments to the glowing cylinder vats. Klaven guards watch over each of them. If the vivisectionists feel threatened, they command the klaven to fight.

JAGLADINE GENETIC SURGEONS (2)

CR 15

XP 51,200 each

hp 255 (see page 14)

ITAC KLAVEN (8)

CR 10

XP 9,600 each

hp 165 (see page 13)

G8. THE HOLDING CAVES (CR 10)

The large metal door to this chamber door is also locked with a heavy drop pin. Anyone listening at the door hears the mutterings, arguments, and rants of the prisoners within.

Beyond the door lies a small ledge, overlooking a sizable cavern ten feet below. A small flight of stairs leads into it.

Creatures: A score of prisoners mill about the pit—tusked men dressed in rags with hands and feet bound manacle-like with coarse rope. All are half-starved and insane as a result of the cruel and inhumane operations inflicted upon them by the jagladine in preparation for their klaven transformations. The prisoners know nothing of the complex, nor their fate, and recall nothing of their past. They cannot experience any emotion and possess no desire to leave. Instead, their thoughts remain entirely on the present, consumed by hunger and thirst.

If freed, the prisoners cannot aid the PCs, nor would they know how to even if it were within their desire. Still,

they can be herded outside to wander the complex and cause distractions or be whipped into a chaotic frenzy. In the event of the latter, the tusked men race around as a single horde, wildly slamming into objects and opponents with complete and utter disregard for safety.

ITAC PRISONERS (18)

CR 2

XP 600

N Medium humanoid (human)

Init +1; Perception +9

DEFENSE

HP 23

EAC 13; KAC 14

Fort +3, Ref +1, Will +5

OFFENSE

Speed 30 ft.

Melee improvised club +8 (1d6+2 B; analog, archaic)

STATISTICS

Str +0, Dex +1, Con +4, Int +0, Wis +2, Cha +0

Skills Acrobatics +9, Athletics +9, Bluff +14, Computers +14, Sleight of Hand +14, Stealth +9

Languages Common

Gear improvised club

G9. GUARDIANS (CR 14)

A near 10-foot-wide hallway of rough-cut stone continues towards an open archway from which a soft glow seems to seep out.

Creatures: At this point, opposing shallow alcoves bisect the main hallway. An Itac klaven silently stands guard within each of them. They direct anyone entering the passage to the lift in area G10, but cannot answer questions about the lift or detail their intentions—the near-lobotomized creatures know little of what lies beyond, nor do they possess enough awareness to care. Still, they can be provoked into an altercation, but only by individuals who ignore their commands or confront them.

ITAC KLAVEN (4)

CR 10

XP 9,600 each

hp 165 (see page 13)

G10. THE LIFT (CR 16)

The hallway opens into a small cave at the bottom of an enormous shaft, which rises several hundred feet to a light-filled opening high above that illuminates the chamber.

A large winch and wooden platform rest in the center of the cave, directly beneath the opening, and a thick rope runs up the shaft implying the entire apparatus functions as a cargo lift. A great wooden cage sits atop the device with a half-dozen mangled corpses stacked within.

Creatures: A cruel-looking, bat-like creature barks orders to a small crew of klaven, who quickly set to work clearing the lift and tossing the corpses into an oversized wheelbarrow resting nearby.

CAPTAIN KAI'ROPT

CR 13

XP 25,600

hp 225 (see page 69, Onaryx Rager)

ELDER ONARYX (4)

CR 11

XP 12,800 each

hp 180 (see page 66)

ONARYX DREAD STRIKE WING

CR 17

XP 102,400

CE Huge outsider (chaotic, evil, extraplanar, troop)

Init +11; **Senses** blindsense (vibration) 90 ft., darkvision 60 ft.;

Perception +29

DEFENSE

HP 340

EAC 31; KAC 33

Fort +19; Ref +21; Will +15

Defensive Abilities fast healing 10

OFFENSE

Speed 40 ft., fly 150 ft. (Ex, average)

Melee troop (8d10+5 S)

Ranged volley fire (4d10+17 So)

Space 60 ft.; **Reach** 15 ft.

Offensive Abilities flyby rake, sonic cry (DC 22, 150 ft.; crippling, maddening, mindshatter, nauseating, sonic bludgeon 4d6+34)

STATISTICS

Str +5; Dex +11; Con +8; Int +0; Wis +0; Cha +0

Skills Acrobatics +34, Athletics +29, Intimidate +29

Languages Aklo, Common, Onaryx, Ultari, Jagladine

Gear diamond carbon skin, buzzblade curve blade, hfd screamer

Development: Anyone can attempt a DC 35 Engineering check to figure out how the controls for operating the lift apparatus. Once operational, the lift can take the PCs to the surface where it directly accesses the arena in Ithos-Crin. Alternatively, they can climb the lift ropes or use magical

means to ascend the 200-foot shaft to the surface. The shaft opens into area I3 and ascending it should lead into Chapter 3 of the adventure.

G11. EXPERIMENT CHAMBER (CR 15)

This asymmetrical cavern appears to be set up as some other sort of laboratory. In the center stands a makeshift island of four steel work cabinets. Surrounding the island, thick granite worktables protrude from the walls, their tops perfectly flat and polished to a glossy sheen. Beneath lie metal cabinets filled with narrow drawers.

Towards the back of the room is a small alcove in which stands a large stone font filled with a viscous teal liquid radiating an unnerving greenish glow.

The drawers hold dozens for scientific and surgical tools arranged by purpose—all in excellent condition. The viscous goop in the font is liquid nithium. It's far more stable in its liquid state and only toxic when inhaled as a gas (see area G12 for details). Still, the liquid is both sticky and icy cold. Anyone coming into direct contact with it takes 4d6 cold damage (DC 28 Fortitude save for half) with each contact.

Creatures: In this chamber, a curious exchange takes place between a jagladine vivisectionist and a rapidly chattering tiger-sized creature resembling a hideous, bloated flea. They converse in Jagladine, and anyone capable of deciphering the conversation quickly determines both creatures serve the Hegemony, though each thinks themselves superior in rank to the other.

GHORAZAGH

CR 13

XP 25,600

NE Large aberration

Init +4; **Senses** blindsight (life) 60 ft., darkvision 60 ft.; **Perception** +23

DEFENSE

HP 250

EAC 28; KAC 30

Fort +15; Ref +15; Will +15



PART 2: DARK SIDE OF THE MOON

Weaknesses vulnerable to sonic

OFFENSE

Speed 40 ft., climb 40 ft., fly 40 ft. (Su, perfect)

Melee bite +26 (2d12+20 P plus blood drain [1d4 Con])

claws +23 (3d12+20)

tentacles +26 (2d12+20 plus grab)

Space 10 ft.; **Reach** 10 ft.

Offensive Abilities blood drain, blood spray

STATISTICS

Str +8; **Dex** +4; **Con** +6; **Int** +0; **Wis** +0; **Cha** +0

Skills Athletics +23, Engineering +23, Survival +28

Languages Aklo, chemical communication

Other Abilities unliving

ECOLOGY

Environment any underground

Organization solitary, pair, colony (3-9), or hive (10-40)

SPECIAL ABILITIES

Blood Spray (Su) Once every 1d4 rounds, a ghorazagh can unleash a 20-foot cone of blood and eldritch enzymes. Any living creature struck by a ghorazagh's bloodspray must succeed at a DC 19 Fortitude save or be affected as by the spell *slow*. A slowed creature struck by a ghorazagh's bloodspray a second time must make an additional save or be paralyzed. These effects last for 2d6 rounds. A ghorazagh can also consciously alter its enzymes, producing a spray that removes all effects of this ability.

Chemical Communication (Ex) Ghorazaghs can communicate with other ghorazaghs within 60 feet via pheromone transmission. In a ghorazagh hive, this range extends to cover the entire hive. This is a silent and instantaneous mode of communication that only ghorazaghs can understand.

JAGLADINE GENETIC SURGEON

CR 15

XP 51,200

hp 255 (see page 14)

G12. PREP ROOM (CR 18)

Wooden cabinets and benches frame the perimeter of this cramped natural cavern. Shelves overflow with tubes and jars holding an assortment of colored salts, metallic dusts, and glimmering powders. Atop one of the tables rests a large stone a mortar and pestle, while atop others sit scattered arrays of alchemical glassware. Against the north wall stands a curious and sizable box fashioned from a soft, copper-like metal, its top and sides adorned with several bulbous glass lenses radiating a teal glow.

This prep room processes the elemental gas needed to make nithium ichor, the glowing fluid within the suspension vats crucial to the klaven transformation process. The curious metal box is cold to the touch. Peering through the lenses one can see it is filled with swirling teal gas that condenses along the outer walls to drain into a collection vat before being piped into the metal storage tubes.

Hazard: Nithium gas is toxic, therefore if the box is opened or damaged, the gas leaks into the room, filling the entire chamber in one minute. After two rounds, the gas expands to fill the adjacent hall. These areas remain contaminated for the next 3 hours until the gas dissipates. Each hour after the initial release, the DC of the Fortitude save decreases by 5.

NILIHUM GAS

Level 16 Price 40,000

Type poison (inhaled); **Save** Fortitude DC 30

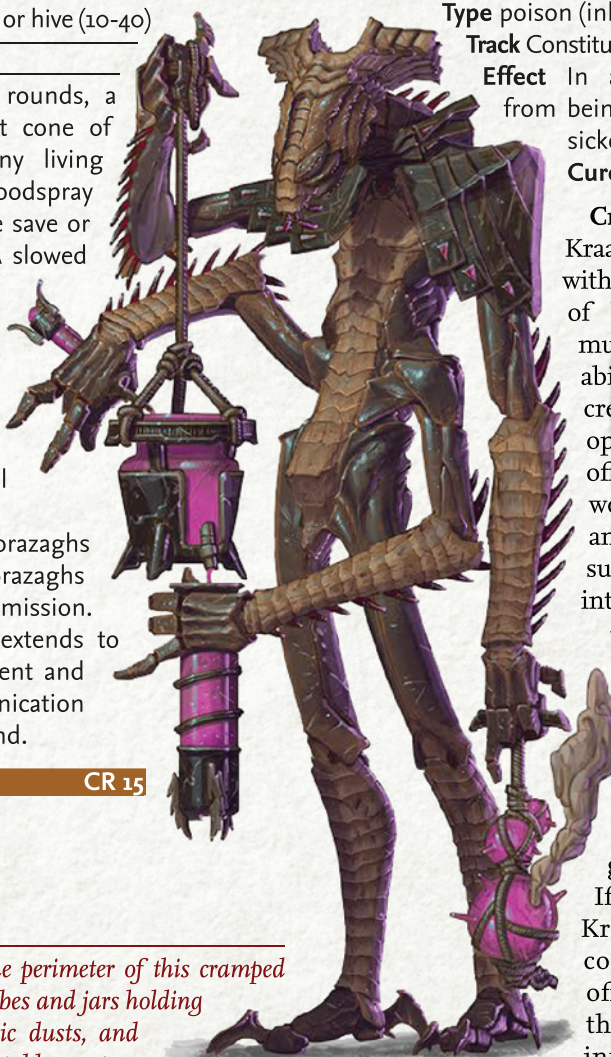
Track Constitution; Frequency 1/round for 6 rounds

Effect In addition to the normal penalties from being poisoned, the affected creature is sickened for as long as they are poisoned
Cure 2 saves

Creature: The lab's mastermind—Kraan'rtix the Psi-Surgeon—lurks within this chamber. A deranged master of both physical and psychological mutations, he obsessively pursues the ability to enforce his will upon all living creatures. He views intruders as an opportunity for experimentation and offers to perform such transformative work to enhance them both physically and mentally. Of course, agreeing to such a procedure transforms them into a klaven.

While Kraan'rtix serves the Hegemony, his ambitions lie in experimentation and, if threatened with death, he may barter information for his life. He despises the overbearing onaryx captain Kai'ropt guarding the lift at area G10. If dropped below 50 hit points, Kraan'rtix attempts to break from combat to suggest an alliance by offering to cover up all traces of the PCs' incursion and give them information about Ithos-Krin (the fortress above them) in exchange for

an opportunity to 'modify' the onaryx captain. He makes good on his promise provided they bring Kai'ropt to him alive and properly restrained, and thereafter assumes absolute authority over the genetics lab.



KRAAN'RTIX THE PSI-SURGEON

CR 18

XP 153,600

NE Medium monstrous humanoid (jagladine)

Init +8; **Senses** darkvision 60 ft., low-light vision; **Perception** +31

DEFENSE HP 320

EAC 31; **KAC** 32

Fort +18; **Ref** +18; **Will** +20

Immunities disease, poison

OFFENSE

Speed 30 ft.

Melee *devastating unholy vorpal hardlight staff* +27 (8d8+23 B; critical knockdown and severe wound [DC 25])

Ranged *devastating unholy vorpal advanced gyrojet pistol* +29 (4d12+18 B; critical knockdown and severe wound [DC 25])

Spell-like Abilities (CL 18th)

1/day—*psychic surgery*, *subjective reality* (DC 27)

3/day—*crush skull* (DC 26), *feeblemind* (DC 26), *mind thrust* (5th-level, DC 26), *mystic cure* (5th-level)

at will—*confusion* (DC 25), *mind probe* (DC 25)

Offensive Abilities jagladine treatment

STATISTICS

Str +5; **Dex** +8; **Con** +2; **Int** +12; **Wis** +3; **Cha** +6

Skills Life Science +36, Medicine +36, Mysticism +31

Languages Aklo, Common, Ultari, Jagladine

Other Abilities multi-armed, reflexive biology

Combat Gear 8 serums of healing mk 3; **Gear** bespoke echelon fashion, *devastating unholy vorpal hardlight staff*, *devastating unholy vorpal advanced gyrojet pistol* with 40 mini-rockets

SPECIAL ABILITIES

Jagladine Treatment (Su) The psi-surgeon has learned many secrets of jagladine medicine. When it applies a serum to a jagladine or member of a race created by the jagladine, that serum heals for its maximum value and also has the effects of the *remove affliction* and *restoration* spells.

G13. DISTILLING LAB (CR 18)

A collection of metal and wood worktables crowd against the rough cavern walls, seemingly to avoid contact with a sizable flow of sickly glowing, greenish fluid pooling along the north section of the chamber. Near the worktables stands a gleaming metal trough about the size shape of a sarcophagus. The pooling fluid flows from a bizarre looking chrome machine fitted with long glass tubes containing more of the greenish liquid.

Creatures: The jagladine use this laboratory to distill nithium ichor. Several alchemists intently shuffle around the metal boilers, intently focused on tweaking knobs, flipping pressure values, and making numerous rapid adjustments as the machinery coughs up wisps of the acrid vapors. The trough is used to wash captives before surgery.

JAGLADINE GENETIC SURGEON (4)

CR 15

XP 51,200 each

hp 255 (see page 14)

CHAPTER 3: THE REBELS

The gate from Ithos-Crin leads directly to the Hegemony's stronghold on the dark moon—Morthos. The objective for this act is to get the PCs involved with a small group of human prisoners who are attempting to flee Morthos by implementing a long-forbidden and extremely risky psionic ritual that mimics the effects of an *interplanetary teleport* between two specific spots. As always, how this act plays out remains very much open to the actions of the PCs and the response of the GM.

An Alternate Path: If PCs use divination or scouting to discover there is a vast fortress full of enemies above, they may choose to make clever use of magic or other special abilities to avoid the upper level of the fortress entirely. If they do so, transporting themselves beyond the stronghold, you can redirect them to an outlying village, perhaps one that has already been attacked by the Hegemony forces and overrun, leaving slaughter in their wake. The PCs may run into Dras Eos or Sharma Emiri as survivors of such an attack. Or they may find an expeditionary force of the Hegemony forces encamped outside the ruins of the village, preparing to take their prisoners back to the primary base on Morthos. This affords PCs the opportunity to strike a blow of their own against the Hegemony and rescue the prisoners in a different way. You can use any subset of the encounters listed below to represent Hegemony forces elsewhere on Morthos that the PCs might have to overcome.

If PCs bypass much of this area, they could meet some of the foes here later. In the **Siege of Emirist-Tar** in Chapter 4, you could bring back **Captain Xeron Dor**, the advanced thrasfyr, or other elements of these forces as a PC-level attack on the city that they need to defeat as the mass combat proceeds in the background.

I1. LOADING STABLE (CR 15)

The shaft leading from the genetic lab soon reaches a small concrete bunker in the Hegemony stronghold on Ithos, an ancient fortress where the troops are beginning to muster. Known as Ithos-Krin, the bunker is located in the northeast corner of the fortress. When the lift is raised, the shaft is sealed as if by a heavy wooden portcullis. In all other positions, the shaft opening is unimpeded.

The shaft opens into a sort of loading stable, a plain and windowless chamber built from great concrete coral blocks. An assortment of cruel looking weapons and numerous suits of black klaven armor hang upon rows of bone and metal racks that line the walls. The only exit appears to be a pair of metal-reinforced stable doors.

At this location, the Hegemony inspects and equips newly transformed klaven before placing them into battalions for training. To the west, a pair of heavy wooden doors open into the adjacent courtyard. A heavy drop bar holds the doors fast, but they remain otherwise unlocked.

PART 3: THE REBELS

Creatures: Four klaven warriors stand guard over the doors. They have been instructed not to let anyone enter the loading stable, and do not inspect intruders coming from within. Still, if the guards aren't dealt with in the first round, they immediately sound the alarm to alert the fortress to the presence of intruders.

ITAC KLAVEN (4)

CR 10

XP 9,600

hp 165 (see page 13)

GHORAZAGH (6)

CR 13

XP 25,600 each

hp 250 each (see page 16)

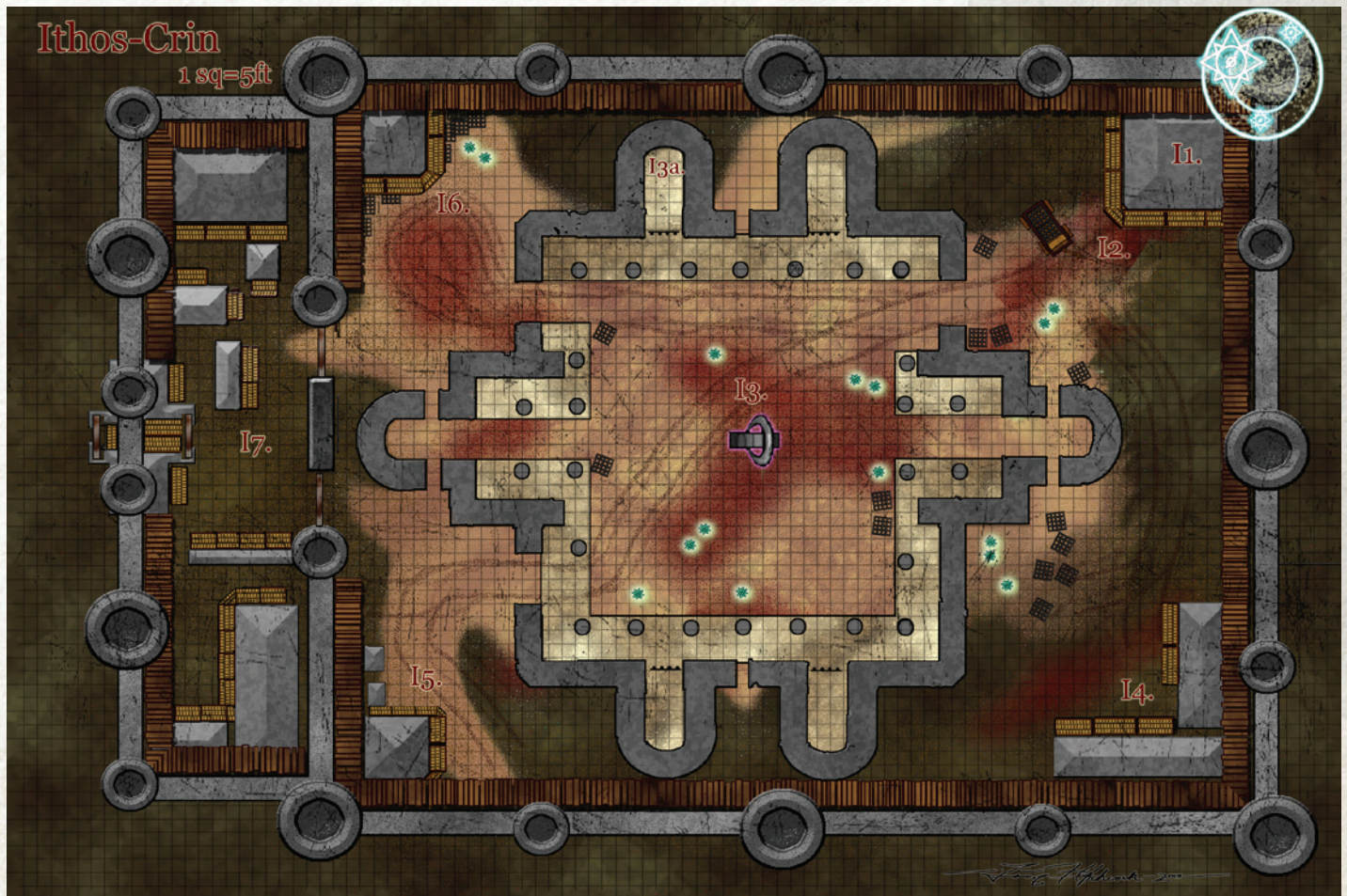
ITHOS-CRIN (CR VARIES)

Read or paraphrase the following when the PCs emerge from the bunker:

The bunker doors open into an ancient, badly weathered fortress built of cyclopean bricks of black coral and concrete. The citadel's outer walls rise high against the brooding and dismal sky, while huge towers climb to precarious looking-wooden scaffolds. Manning the walls are alien creatures, including grotesquely formed jaglades, scores of onaryx warriors, and unknown abominations that resemble floating, mutated heads.

Once a grand fortress built by the ancient ones, Ithos-Crin lay abandoned for many centuries. Its original purpose was to serve as a primary gate to other moons on Qanna. The Patrons built many outward-bound gates on these moons, but made only one that can reach the others, with the intent of limiting immigrants and invaders alike. Ithos-Crin was one of the first locations sought by the Hegemony, and it continues to serve them well. The jagladine laboratories under the fortress have churned out armies of klaven, most of their raw materials pilfered from the tusked ones on the other side of the moon, which have proved both plentiful and easy to harvest. The bastion's two greatest prizes are the entrance to the Endless Tunnel and the Inner Gate.

Even if the PCs' arrival initially catches the Hegemony by surprise, their soldiers quickly recover and move to attack. The klaven are trained kill first and ask questions later; however, as soon as their higher-ranking and more intelligent allies observe their crude attempts to butcher the PCs, they begin howling for them to take the specimens alive. This should happen a few rounds after the initial attack, though not all the klaven listen, especially if the PCs have slain any of their comrades outright. It takes about 1d4 rounds for the onaryx and others to slow the offense of their frenzied warriors, and another 1d4 rounds before their tactics change



from slaughtering their enemies to capturing them. Captured prisoners are stripped of their gear and taken to the holding cells in area I4.

I2. THE WAGON CAGES (CR 10)

Pushed to the side of the path rests an old wooden wagon loaded with a pair of oversized rusted iron cages. The first cage restrains a pair of seasoned tusked men warriors. The second holds two purple-skinned humans of an unknown race—one an older man with a braided gray beard, the other a young woman. All the prisoners are covered in filth, dressed only in tattered leather rags, and have their hands bound at the wrists with thick, cord.

Creatures: As soon as the caged prisoners spot the PCs they motion frantically for them to approach, but without so much as making a sound. A DC 15 Sense Motive infers that they want the PCs to be quiet and cautious, but quickly hide themselves beneath the cart. If the PCs near them, the prisoners whisper for them to hide beneath the cart. Next, they plead for them to free them, promising their aid and their lives for escape. They immediately point out the locations of guards on the walls and warn the PCs to stay hidden. All four prisoners are aware of the gruesome fate awaiting them at the hands of the jagladine reconstructionists. The tusked men are simple warriors, however the other two hail from the moon called Kithos, where their people are currently at war with the invading hordes (see stats below). The prisoners lack their equipment, but these can be found in I5.

BRUUN AND KROTH, ALIEN HUNTERS (2)

CR 5

XP 1,600

Male human operative

N Medium humanoid (human)

Init +7; Perception +17

DEFENSE

HP 78

EAC 18; KAC 18

Fort +4, Ref +7, Will +8

Defensive Abilities evasion

OFFENSE

Speed 40 ft., climb 30 ft., swim 30 ft.

Melee tactical knife +11 (2d4+7 S; analog, operative)

Ranged corona laser pistol +13 (2d4+5 F; critical burn 1d4) or tactical shirren-eye rifle +13 (1d10+5 P; analog, sniper [250 ft., unwieldy]) or stickybomb grenade II +13 (explode [entangled 2d4 rounds, 15 ft., DC 15])

Offensive Abilities debilitating trick, trick attack +3d8

STATISTICS

Str +2, Dex +5, Con +0, Int +3, Wis +2, Cha +0

Skills Acrobatics +17, Athletics +17, Culture +12, Piloting +12, Sense Motive +12

Languages Common, Veski, Ysoki

Other Abilities operative exploits (holographic clone, uncanny

mobility), operative specialization (daredevil)

Gear estex suit II, corona laser pistol with high-capacity battery (40 charges), stickybomb grenades II (2), tactical knife, tactical shirren-eye rifle with 20 longarm rounds, serums of healing mk II (2)

DRAS EOS

CR 8

XP 4,800

Human mystic

N Medium humanoid (human)

Init +0; Senses superposition awareness; Perception +16

DEFENSE

HP 125

EAC 19; KAC 20

Fort +7; Ref +7; Will +11

OFFENSE

Speed 30 ft.

Melee tactical knife +13 (2d4+8)

Ranged gelid hail pistol^{SEA} +15 (2d6+8 C and P, critical bleed 1d6)

Mystic Spell-Like Abilities (CL 8th)

At will—mindlink

Quantum Mage Spell-Like Abilities (CL 8th)

At will—spatial folding

Mystic Spells Known (CL 8th)

3rd (3/day)—haste, mind thrust III (DC 20)

2nd (6/day)—darkvision, fog cloud, hurl forcedisk, summon creature II

1st (at will)—reflecting armor, shooting stars (as magic missile)

Connection star shaman

STATISTICS

Str +0; Dex +0; Con +4; Int +0; Wis +6; Cha +2

Skills Mysticism +21, Physical Science +16, Piloting +21, Stealth +16

Languages Andromedan, Common

Other Abilities spatial shift, stargazer, starlight form (8 minutes, DC 18), walk the void

Gear serum of healing mk II, advanced lashunta tempweave, tactical knife, gelid hail pistol^{SEA} with two batteries (20 charges each)

SPECIAL ABILITIES

Spatial Folding (Sp) The quantum mage can teleport up to maximum 240 feet per day as a standard action. He may continue to teleport until his daily amount is exhausted. This teleportation must be used in 5-foot increments and this movement does not provoke an attack of opportunity. He may bring other willing and adjacent creatures that he is aware of but must expend an equal amount of distance for each additional creature.

Spatial Shift (Su) Three times per day, the quantum mage can teleport to a nearby space as a swift action as if using *dimension door*. The mage must be able to see the space he moves into and cannot take another creature with him. He can move a maximum of 30 feet.

Superposition Awareness (Su) The quantum mage can sense when a creature or object teleports or moves to or from another plane or dimension (for example through the use of spells like *ethereal jaunt*, *plane shift*, *shadow walk*), within a 120-foot radius centered on himself. Furthermore, he knows the approximate direction and distance from himself. This awareness is not blocked by walls or other obstacles unless the area is specifically warded from divination effects and abilities.

PART 3: THE REBELS

This ability ceases once the effect ends. For example, the mage may become aware of a creature teleporting into the area, but his ability to sense the creature ends immediately after they arrive. The quantum mage can also sense the ongoing presence of active effects of a similar nature (for example, an active teleportation portal).

SHARMA EMIRI

CR 6

XP 2,400

Human operative

NE Medium humanoid (human)

Init +5; Perception +10

DEFENSE

HP 80 EACH

EAC 18; KAC 19

Fort +5; Ref +9; Will +5

Defensive Abilities evasion

OFFENSE

Speed 40 ft.

Melee tactical baton +14 (1d4+8 B)

Ranged corona laser pistol +14 (2d4+6 F; critical burn 1d4)

Offensive Abilities trick attack +3d8

STATISTICS

Str +2; Dex +5; Con +1; Int +1; Wis +0; Cha +3

Skills Bluff +15, Culture +10, Intimidate +10, Sleight of Hand +15, Stealth +15

Feats Spring Attack

Languages Common, Orc

Gear elite stationwear, corona laser pistol with 1 battery (20 charges), tactical baton, stickybomb grenades 1 (3)

Developments: While the tusked men know little of the Hegemony's plot, the purple-skinned humanoids possess some insight concerning the rising threat of evil. If the PCs free them and press them for the tale of their capture, they reveal that they are of a race people known as Alusidains that hail from the moon of Tathos. The young woman introduces herself as **Sharma Emiri**, the third daughter of Otreius—Grand Caltath of the City of Emirist-Tar—and her companion as **Dras Eos**.

Sharma describes her culture as one of justice, humanity, and intelligence and explains that her people occupy a fortified city known as Emirist-Tar that rests high atop the mountains. Isolation and power have permitted their people to live in relative peace for several hundred years. Intermittently, they've had to defend their domed city against their neighbors, a race of savage saurians occupying the fetid swamplands near the base of the mountains. However, an unknown race of hideous aliens has recently infiltrated the ranks of the saurian hordes and, by means unknown, they have organized them into massive horde that has set its sights set on leveling Emirist-Tar.

Using delicate machinery, Dras tracked psychic communications from the enemy encampments to Morthos. Then, using a long-lost ritual that mimics the effects of *interplanetary teleport*, he, and

Sharma made the jump to Morthos. Arriving on the dark moon, they discovered the gathering Hegemony forces. Scrounging for information, they learned that a powerful Ultar named Shokar-Mak declared himself the Mind Tyrant of Qanna and seeks to unveil an ancient and powerful gate long believed destroyed. He feels certain that the gate lies somewhere on Qanna and is determined to tear apart every inch of it falls into his possession. If this is true, his genetically altered fanatics shall burn Emirist-Tar to cinders.

If the PCs succeed in forming an alliance with the Alusidain, they reveal their escape plan and speak of the *interplanetary teleport* ritual they intend to activate. Sharma seeks to warn her people of the coming plight and promises the PCs that if they help her return to Emirist-Tar her father, the Grand Caltath, will surely bestow upon them many honors and rewards to help them fight against the Hegemony.

If the PCs ally with the prisoners and gain their trust, grant them experience for a CR 12 encounter. Dras and Sharma can later be encountered in the holding cells in area I4 or fleeing the fortress by a similar route as the PCs.

I3. THE INNER COURTYARD (CR 20+ VARIES)

Towering walls of cracked black coral and concrete engulf a broad courtyard of hard-packed earth. Several large iron cages lie strewn about the yard, some bent and battered. In other areas spikey growths of a greenish crystal protrude, and everywhere the dark telltale signs of violence soak the floor and spatter the lower walls. Along the perimeter rows of weathered fluted columns and crumbling arches support clay-shingled rooftops that cover the worn marble walkway.

As the path winds along the wall, it passes several alcoves and exits presumably leading to other areas of the fortress. The larger arches to the north and south are all sealed with thick iron gates barred fast with sturdy wooden drop bars. A sea of klaven take turns patrolling the grounds—the majority of which are formed from the mutated from the bodies of tusked men.

In the center of the courtyard stands a flight of stairs running through an upright circle of stone, its face carved with the runes of a gate.

Creatures: A DC 28 Perception check counts over 60 klaven warriors along with a smaller number of winged warriors pacing before the guards inspecting them and issuing commands. The horde of soldiers is intended to serve as a deterrent to keep the PCs moving towards the Gate. If the PCs want to fight horde allow them the option, but it should be readily apparent to the PCs that their foes greatly outnumber them.

In addition, locked in the gated alcove marked I3a lurks a vicious and violent alien beast known as a thrasfyr. Once alerted to the presence of intruders, it takes the klaven three rounds to crank open the iron portcullis and unleash their violent guardian. As soon as the klaven open the gate, a huge and malevolent beast leaps forth. Rearing upon its six legs the howling muscled mountain of red scales lashes its long fangs and wickedly curved

horns. In its wake, long lengths of chain still shackled about its neck scrape along the ground beating up thick clouds of dust. It rushes straight for the PCs, intent on ripping them to shreds.

ITAC KLAVERN (65)

CR 10

XP 9,600 each

hp 165 (see page 13)

ELDER ONARYX (20)

CR 11

XP 12,800 each

hp 180 (see page 66)

ONARYX SHOCKWARDEN (12)

CR 14

XP 38,400 each

hp 235 (see page 69)

THRASFYR

CR 17

XP 102,400

CE Huge magical beast (fire)

Init +2; Senses darkvision 120 ft., low-light vision, see invisibility; Perception +29

DEFENSE

HP 340

EAC 31; KAC 33

Fort +21; Ref +21; Will +15

Defensive Abilities regeneration 15 (acid or cold); DR 15/cold iron and

slashing; Immunities fire, sonic; Resistances electricity 30; SR 28 Weaknesses vulnerable to cold

OFFENSE

Speed 50 ft., climb 50 ft.

Melee bite +32 (6d12+28 P) or
gore +32 (6d12+28 P)

Multiattack bite +26 (4d12+28 P), claw +26 (4d12+28 P), claw +26 (4d12+28 P)

Space 15 ft.; Reach 15 ft.

Offensive Abilities breath weapon (80-foot cone, 20d8 fire damage, Reflex DC 29 half, usable once every 1d4 rounds), entangling chains, powerful charge (gore, 4d8+24)

Spell-Like Abilities

1/day—teleport (self only, and only to master's side)

STATISTICS

Str +11; Dex +2; Con +8; Int -2; Wis +3; Cha +0

Skills Athletics, Survival

Languages Aklo, Sylvan

Other Abilities master's bond, planar acclimation

ECOLOGY

Environment any



PART 3: THE REBELS

Organization solitary

SPECIAL ABILITIES

Entangling Chains (Su) A thrasfyr can control the six chains that hang from its body as if they were its own limbs. As a standard action, it can cause these chains to snake outward to a radius of 30 feet. All creatures in this area take 10d6 points of slashing damage and become entangled—a successful DC 22 Reflex save halves the damage and negates the entangled condition. An entangled creature can escape with a successful DC 30 Acrobatics check made as a full-round action. The chains can also be sundered (hardness 10, hp 20, Break DC 28). The thrasfyr creates these chains from its own body—destroyed chains regrow in 24 hours.

Master's Bond (Su) A thrasfyr can form a bond with a willing creature by touching that creature. This allows the thrasfyr to communicate telepathically with the bonded creature with no range restriction (provided the thrasfyr and its master are on the same plane). Both thrasfyr and master can sense the other's condition as if both were under the effect of a *status* spell. A thrasfyr can maintain a bond with only one master at a time.

Planar Acclimation (Ex) A thrasfyr is always considered to be on its home plane, regardless of what plane it finds itself upon. It never gains the extraplanar subtype.

Powerful Charge (Ex) When a thrasfyr makes a successful attack after a charge, it deals 4d12+56 damage.

Developments: The klaven are content to watch the thrasfyr kill the intruders, taking great sport in the event. However, as soon as the PCs drop the beast, their mood changes. At this point, the PCs are likely over their heads, which should be apparent by the sheer number of opponents. As noted before, the commanding officers realize the PCs possess great power and as such view them as assets. Shortly after the onslaught, they demand the PCs surrender and order their troops to take them alive to face the merciless judgment of Shokar-Mak. If captured, all prisoners are immediately taken to the holding cells in area I4. Hegemony officers strip the prisoners of armor, weapons, and possessions before binding and brutally beating them.

If at the time of their surrender the PCs haven't yet allied with the prisoners in area I2, allow them to encounter Sharma and Dras Eos as fellow prisoners in the holding cells. They explain their positions as enemies of the Hegemony and, if assured that the party feels likewise with a DC 35 Diplomacy check, they reveal their plan to escape. If there is no suggested alternative, Dras Eos offers to shift out of the pit to find the keys.

I4. THE CELLS (CR 18)

In the southeast corner stand a pair of long stone buildings set together at a right angle. At one time, the Patrons who lived here erected the structures as mausoleums, however the Hegemony forces have converted them for use as prison cells. The heavy stone doors are locked within at all times. The cell keepers only open the doors upon hearing four strong knocks, followed by two quick knocks, the code for admittance.

The unlit interiors are nearly pitch black and gutted of all furniture and ornamentation. The barrows and catacombs lie open and excavated some 20 feet below the main floor. Metal grates seal the tops of the excavation to prevent escape and prisoners are simply tossed into the pits through a small hatch. Those injured or killed by the fall typically become food and resources for other prisoners. A single earthen channel runs the length of the room at floor level, allowing a guard to walk up and down the length of the room and peer down into the exposed pits below where prisoners scurry about like rats, warring and fighting with each other for resources not provided by their sadistically callous jailors. Most who come here go mad and resort to cannibalism or worse.

Creatures: The obscene keepers of these nightmarish holding cells are native aberrations known as ghorazagh. Native to the surrounding lands, they have long been loyal to the Hegemony. The goreweavers regularly drain the blood of captives held here, keeping them weak and manageable until they are passed over to the jagladine surgeons for transformation. While they are quick to communicate with their own kind, they only speak Aklo and therefore have little way of communicating with the klaven. Regardless, they despise them as a lower and mutant species and as a result, like to handle any conflicts themselves.

GHORAZAGH (6)

CR 13

XP 25,600

hp 250 (see page 16)

Developments: If the PCs are taken hostage and tossed into the pits, they face the maddened wrath of other broken prisoners. Currently eight prisoners lurk within the pits and they have armed themselves with weapons, shields, and crude armor harvested from the flesh and bone of other less fortunate prisoners. Though fierce and insane, they are likely little match for the PCs. If need be, use the following stats.

INSANE PRISONERS (8)

CR 5

XP 1,600 each

Male Itac tusked-man beast master 7

hp 78 each (see page 20, use statistics for Bruun and Kroth)

The ghorazagh assume the prisoners will fight and take little interest what their victims do and deem their actions of little worth or threat.

I5. FORGE (CR 11)

A small stream of black smoke leaks from a square building in the inner courtyard's southwest corner. Adjacent to the building stand pair of small sheds. The sheds are locked with masterwork locks. One contains 20 suits of poorly made chainmail, the other contains 15 longswords, 20 short swords, and 17 longswords.

If anyone enters the larger building read or paraphrase the following:

Dripping wet hides hang across the windows of this dimly lit chamber and the air smells of iron and soot. Along one side of the room a great smoldering fire burns in a hearth carved from black stone. Its coals coaxed to a bright orange by pull bellows provide fill the room with its sole source of light.

Near the edge of the hearth sits a large anvil and a wooden rack from which hang dozens of long metal tongs and an assortment of hammers. In another corner several half-full wooden buckets surround a shallow well. Bruised workbenches occupy the remainder of the room.

This forge produces cheap weapons for newly created klaven. A DC 25 Perception check notices a key ring hanging from the rack of tools. It contains keys to the sheds outside as well as the Cage Vault (I6).

The equipment for the creatures in I2 can be found in a series of lockers across the room which can be opened with a DC 30 Computers check.

Creatures: The forge is currently operated by a seasoned klaven in power armor known as the Hammerknocker. He accosts any outsiders and, if he suspects they aren't loyal to the Hegemony, he ferociously attacks, crying loudly for back up.

THE HAMMERKNOCKER

CR 11

XP 12,800

hp 165 (Itac klaven, see page 13)

Melee sloop hammer +22 (5d10+18)

Gear adaptive energy shield^{SFA}, ironclad bulwark^{SFA}, mach I sloop hammer, mk I fortified plates^{SFA}

I6. THE CAGE HOUSE (CR 16)

Stacks of battered heavy wrought iron cages sit in haphazard piles about this squat stone building, their black frames are spotted with rust and blood. The building is unlocked. Inside the shelter, stacks of cage panels lean propped along the room's perimeter.

Creatures: A half a dozen klaven busy themselves with log metal bars trying to bend the cages back into shape while three more work to assemble cage sides, two balancing the pates at right angles while a third clamped the panels together with large iron rungs.

ITAC KLAVERN (9)

CR 10

XP 9,600

hp 165 (page 13)

Melee iron bar (mace) +22 (1d8+18) or slam +22 (1d3+18)

I7. OUTER COURTYARD (CR VARIES)

The western wall of the inner courtyard is blocked by two sets of massive iron and wood palisade doors. Most of the time the doors are kept closed and, though not locked, they require a DC 40 strength check to move. The doors can be barred shut in times of emergency, and this task requires a handful of warriors and about 10 minutes to successfully put everything into place. If at any time the gates are breached, warnings cries from the numerous guards posted atop the walls immediately

alert the fortress's lord and his numerous underlings.

Creatures: The outer courtyard has several stone structures, all of which are claimed by 20 or so officers charged with operating the fortress under the direct command with the Ultari warlord Xeron Dor whose chambers rest in the upper west corner of the yard. The only other point of interest here is the outer gate and its fortified house, which consists of two more iron and wood portcullises. At all times by a patrol of 12 klaven and at least one onaryx shockwarden operate the house.

ITAC KLAVERN (12)

CR 10

XP 9,600

hp 165 (see page 13)

ELDER ONARYX (14)

CR 11

XP 12,800

hp 180 (see page 66)



PART 3: THE REBELS

ONARYX SHOCKWARDEN (6)

CR 14

XP 38,400 each

hp 235 (see page 66)

LORD COMMANDER XERON DOR, ULTARI DEATHBLADE CR 16

XP 76,800

Ultari solarian

LE Medium outsider (evil, extraplanar, lawful)

Init +6; **Senses** blindsight (scent) 60 ft., darkvision 60 ft.;

Perception +29

Aura frightful presence (10 ft., DC 22)

DEFENSE	HP 300	RP 6
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EAC 30; **KAC** 32

Fort +18; **Ref** +16; **Will** +16

Immune mind-affecting effects

OFFENSE

Speed 30 ft.

Melee solar weapon +30 (6d10+26 S; critical push [25 ft.])

Ranged titan ultari plasma javelin +27 (8d6+26 E & F, explode [20 ft., 8d6 E & F, DC 22]) or

wave modulator VI +27 (3d10+16 F or So)

Offensive abilities flashing strikes, solarian's onslaught, stellar revelations (black hole [35 ft., pull 25 ft., DC 22], gravity shield, stealth warp, supernova [25-ft. radius, 17d6 F, DC 22], wormholes [260 ft.]), telepathic drain (DC 22)

Spell-like Abilities (CL 16th; ranged +28)

1/day—*inflict pain* (DC 20), *vision*

3/day—*reflecting armor*, *telekinesis* (DC 21)

At will—*daze* (DC 20), *mind thrust* (4th level 4, DC 20), *psychokinetic hand*, *telekinetic projectile*

STATISTICS

Str +10; **Dex** +6; **Con** +0; **Int** +1; **Wis** +1; **Cha** +5

Skills Acrobatics +28, Athletics +28, Mysticism +28, Stealth +33

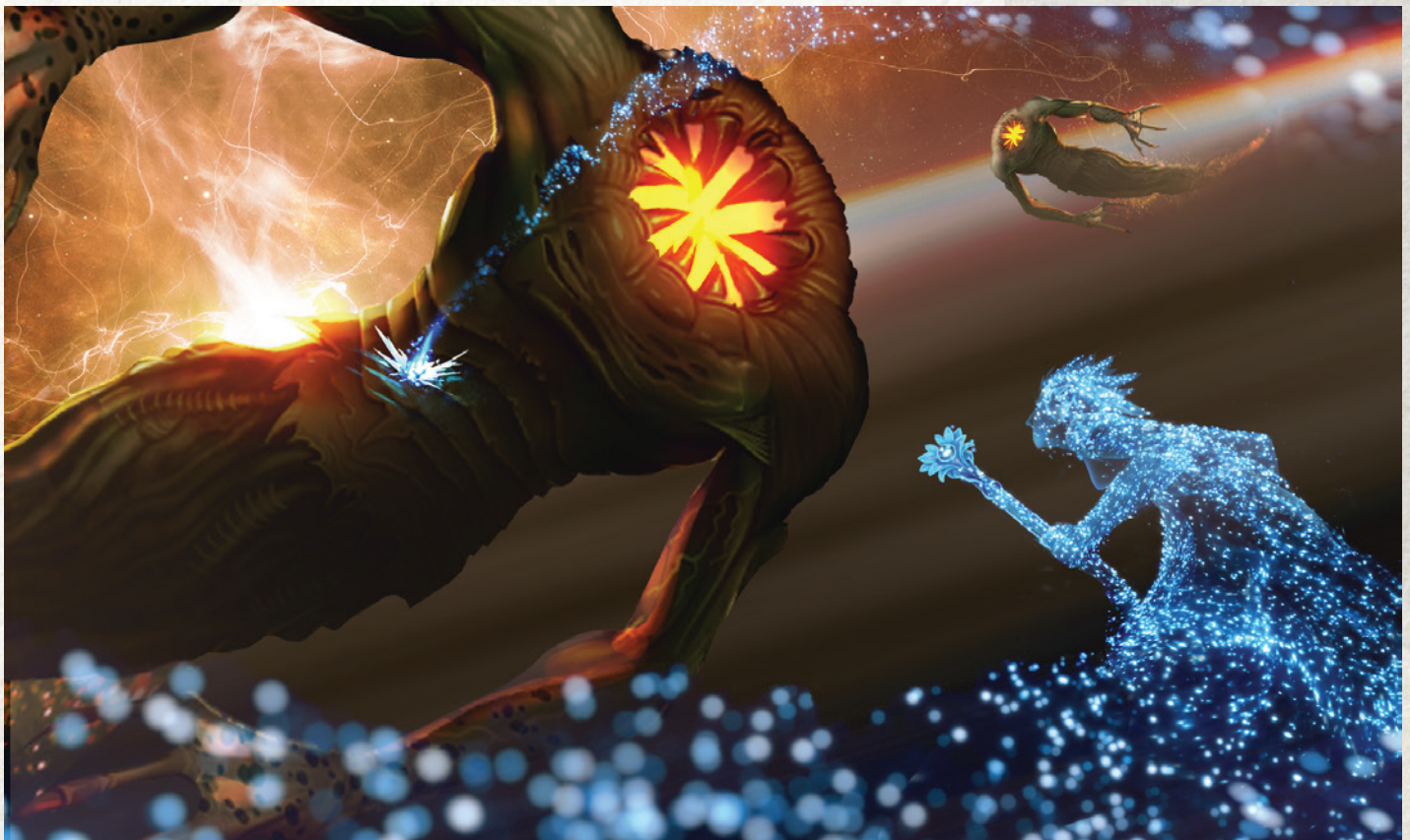
Other abilities solar manifestation (solar weapon), stellar alignment

Languages: Ashtuul, Belligren, Common, Jagladine, Onaryx, Ultari

Gear lashunta mind mail III^A, titan ultari plasma javelins (5) with a battery (20 charges) in each, wave modulator VI^A with two high-capacity batteries (40 charges each), greater z- boson crystal^A

SPECIAL ABILITIES

Telepathic Drain (Su) Once per day as a full action, an ultar can telepathically drain psychic energy from a humanoid, outsider, or monstrous humanoid within 30 feet, dealing 1d4 Wisdom damage to the target each round the ultar concentrates. The target can attempt a DC 22 Will save to negate this effect when the ultar first uses it and each round thereafter that the ultar concentrates on this ability. Any Wisdom damage dealt to the target is healed after 24 hours. The ultar can use the drained psychic energy to restore uses of its spell-like abilities, with each 1/day ability requiring 3 points, and each 3/day ability requiring 1 point. These points dissipate after 24 hours if not used.



LEAVING MORTHOS

If Sharma convinces the PCs to ally with her, at least until they get to Emirist-Tar, the seer Dras Eos possesses the means to activate a nearby interplanetary teleportation circle and escape, teaching the PCs the ritual necessary in the process. At this point, the GM should proceed to **Chapter 4**.

If the PCs fail to ally with the prisoners or similarly break with Sharma and refuse to travel to Tathos, they will find that Ithos has nothing else for them. Ultimately, the PCs should eventually come to the conclusion that they need to get to Emirist-Tar. At this point, how the PCs proceed is entirely at their discretion, however it is recommended that the GM allow them to access a lost chamber or similar location where they can discover the means to activate an interplanetary teleportation circle.

THE JUMP TO TATHOS (CR 19)

This encounter assumes the PCs Dras' ritual to get to Tathos. If they attempt this journey by some other means such as a normal casting of *interplanetary teleport*, increase the encounter's CR by +2. Once the PCs begin the journey read or paraphrase the following

A gray haze rushes through your mind, and you feel tiny strands of burning thread whipping through your brain. Yet the pain soon

becomes something else—a feeling a stimulus, nothing more. Faces erupt and shift in the shadows of the gray, hundreds of faces some familiar but unidentifiable, others alien and strange.

You feel as though you are falling and then suddenly upheld as hundreds of splinters of light erupt from beneath your flesh. Then time shatters, and peace falls and thus you emerge from yourself. All goes black, cold, silent. Then slowly, tiny bursts of primordial light pierce the void. Thereafter you seem to transcend outward, until you emerge from the stars as an intangible form somewhere beyond space.

The PCs journey is not instantaneous, however. It is interrupted as a form swoops out of the darkness. It manifests into a gruesome translucent thing—nearly human, but hideously bloated and headless. Behind its body trail long, wispy entrails that most resemble the stingers of a jellyfish.

Creature: The creature is an atoth, an incorporeal undead formed from the decapitated and horrifically deformed remains of those unfortunate individuals whose tortured flesh died after acquiring a ceroprotor host.

ATOTH

CR 19

XP 204,800

hp 385 (see pg. 60)



CHAPTER 4: THE SIEGE OF EMIRIST-TAR

The adventurers arrive in the ruins of an ancient city occupied by the Karn-Tor, the saurians plotting to march on the city of Emirist-Tar. The PCs convince the Vakara people to stave off the armies of the Hegemony to give them time to travel to the city and organize a lead counterattack. This gives the PCs access to weapons they can use against the ceroptors. Once they help drive back the forces, the Alusidains tell them of the Seers of Otos and pleads for the PCs to seek their aid.

S1. IMROS AMOK

Your temples throb as your blurry eyes slowly regain focus, pummeled by the glaring sun as it burns its way through the sticky air. Those who accompanied you seem equally disoriented, awakening as if torn from a distant nightmare. Looking about, you find yourself sprawled near the middle of huge, flat rock unnaturally cut into a circle.

Patterns of deeply graven symbols score its weathered face, highlighted by sprouts of moss. Beyond the stone, a vast watery swamp stretches in all directions, the surface of its glittering black waters perforated with bent gray trunks of trees and crests of boulders all draped beneath shaggy swaths of moss-green carpet.

The PCs land at the gate of Imros Amok, an ancient sacrificial site deep in the ruins of the once great city Imros-Tar, where renegade cultists broke from the tradition of Emirist-Tar and eventually became outlawed when their power-mad quests delved into cannibalism, mutilation, and madness.

Moments after arrival, the adventurers are met with the incessant buzzing of dense clouds of flying insects. A DC 30 Engineering check reveals that the jutting stones form a sort of pattern that resembles a sort of cobbled road or bridge; however, much of it must have already sunken and the blackness of the silt obscures its view. The adventurers can attempt to navigate the road to safely pass through the swamp without sinking in the mire. Once the road is identified, determining its route becomes a relatively simple matter.

The swamp waters surrounding the stone vary between 1 to 4 feet atop a deep bed of silt and mud, readily swallowing any creatures attempting to wade through the mire. Creatures moving through the area treat it as difficult terrain and must make a DC 20 Reflex save or be pulled into the muck where they begin drowning (DC 20 Reflex save or Athletics check to break free). A successful DC 25 Athletics or Acrobatics check enables a creature to move through the muck normally.

Creatures: Two monstrously sized eyeless eel-like creatures lurk within the swampy murk. Anything disturbing the water immediately attracts their attention and shortly thereafter, the repulsive creatures rush to rend intruders into morsels of delectable flesh.

TARGOTHA (2)

CR 15

XP 51,200

N Huge aberration

Init +3; Senses blindsense (vibration) 120 ft., darkvision 60 ft.; Perception +26

DEFENSE

HP 275

EAC 29; KAC 31

Fort +17; Ref +17; Will +15

Defensive Abilities all-around vision, slippery; Immunities acid, electricity, poison; Resistances cold 20, fire 20

OFFENSE

Speed 10 ft., swim 50 ft.

Melee bite +28 (8d6+24 P) or

razor fin +28 (8d6+24 S) or

tail slap +28 (8d6+36 B plus bull rush)

Multiattack bite +22 (3d12+24 P), 2 razorfins +22 (3d12+24 S), tail slap +22 (3d12+24 B)

Ranged jolt +25 (5d8+15 E plus stun [DC 21])

Offensive Abilities volatile breath (60-ft. cone, 15d6 fire or confusion, Reflex DC 28 half or Fortitude DC 23 negates, usable every 2d4 rounds)

STATISTICS

Str +9; Dex +3; Con +7; Int -4; Wis +2; Cha +0

Skills Athletics +31, Survival +31

ECOLOGY

Environment any

Organization solitary

SPECIAL ABILITIES

Jolt (Ex) A targotha stores electrical potential that it can expend as a ranged attack with a range of 240 feet. Using this ability within oil or tar reduces its range to 30 feet. A targotha cannot use this ability in water. If the target takes damage from the jolt, it is stunned for 1d4 rounds (a successful DC 21 Fortitude save negates the stun effect). The targotha can use this ability once every 1d4+1 rounds; during this period, it cannot ignite its volatile breath.

Slippery (Ex) A targotha secretes thick mucus that allows it to move gracefully through viscous fluids like tar and oil. This mucus dissolves away adhesives (such as stickybomb grenades) in 1d4 rounds. Additionally, all combat maneuver checks against a targotha automatically fail. The targotha automatically succeeds at all grapple combat maneuver checks to escape a grapple or a pin.

Tail Slap (Ex) A targotha deals extra damage with its tail slap, as noted in its description. It can attempt a bull rush combat maneuver against a creature struck by its tail slap as a free action without provoking attacks of opportunity. The targotha can't move as part of this bull rush.

Volatile Breath (Ex) A targotha can breathe a cone of flammable gas as a breath weapon. As a swift action, it can ignite the gas with its jolt ability. When ignited, the gas explodes, dealing 15d6 points of fire damage in the area of the cone (a successful DC 21 Reflex save halves this damage). If not ignited, the gas confuses all creatures in the area of effect that breathe it in before the gas dissipates at the start of the targotha's next turn. The confusion effect lasts for 1d4 rounds (a successful DC 21 Fortitude save negates).

ALTERNATE ROUTES

Some players may avoid path and attempt to cut travel time by magical means such as fly, teleport or similar spells. While the adventure assumes the PCs walk to Emirist-Tar, it remains important not to deny those players seeking alternate modes of travel. Instead, discourage them using the following means:

Flying: Flying low is difficult due to the thick and heavy growth covering most of the swamplands. Once a flyer rises high enough to clear the trees and other obstacles that make flying difficult at lower heights, the road becomes nearly impossible to track, worse makes them easy to spot. Every 5+1d20 minutes flying creatures attract the attention of primeval dragon-like beasts that hunt these swampy jungles. If Dras, Sharma, or any other Alusidain travels with the PCs, they tell them of the kongamato, which their people have learned to raise and partially domesticate as flying beasts. They are quick to point out that they have no control over wild kongamato, however, and warn the creatures are ravenous and ruthless hunters.

KONGAMATO (2D4) CR 15

XP 51,200

N Huge dragon

Init +9; **Senses** darkvision 60 ft., low-light vision; **Perception** +31

DEFENSE

HP 280

EAC 29; **KAC** 31

Fort +19; **Ref** +19; **Will** +15

DR 10/magic; **Immunities** paralysis, sleep; **Resistances** acid 10, cold 10, electricity 10, fire 10; **SR** 26

OFFENSE

Speed 40 ft., fly 160 ft. (Ex, average)

Melee bite +29 (8d6+24 P) or claw +29 (3d12+24 S)

Multiattack bite +23 (8d6+24 P), 2 claws +23 (3d12+24 S) or tail slap +20 (6d4+24 B), 2 wings +20 (6d4+24 B)

Space 15 ft.; **Reach** 15 ft.

Offensive Abilities breath weapon (50-ft. cone, 16d6 So damage, Reflex DC 21 for half, usable every 1d4 rounds), wailing dive

STATISTICS

Str +9; **Dex** +5; **Con** +7; **Int** -1; **Wis** +2; **Cha** +3

Feats Improved Combat Maneuver (sunder), Mobility, Spring Attack

Skills Athletics +26, Intimidate +31, Sense Motive +26, Stealth +26, Survival +26

Languages Draconic

Other Abilities compression, piercing beak

ECOLOGY

Environment tropical forests

Organization solitary or pair

SPECIAL ABILITIES

Piercing Beak (Ex) A kongamato's beak is extremely hard and adept at breaking objects. When attempting to damage an item, a kongamato's beak attack does double damage and is treated as if it were adamantite for the purposes of overcoming the object's hardness.

Wailing Dive (Su) When a kongamato makes a charge while flying or uses its Spring Attack feat, the creature's body becomes infused with energy, causing its bite to deal an extra 1d6 sonic damage on that attack.

ALTERNATE ROUTES, CONTINUED

Dimensional Travel: PCs may attempt to use teleportation spells or shadow walk to expedite their journeys. While these spells function normally, they tend to attract the ghastly atoths the more they are used. If Dras Eos or any of the other Alusidains are offered the opportunity to travel via teleportation, they refuse, despite facing an arduous journey, citing that they aren't willing to risk an encounter with a sovereign atoth if they can avoid it. Since they just used the *interplanetary teleport* circle, they strongly warn the players against such risks. If they ignore warnings and risk traveling with teleportation magic, true to the void-mage's words, they encounter a sovereign atoth.

SOVEREIGN ATOTH

CR 20

XP 307,200

hp 385 (atoth, see page 60)

Spell-like Abilities (CL 20th)

1/day—*gravitational singularity* (DC 27), *snuff life* (DC 27)

3/day—*control gravity* (DC 27), *greater synaptic pulse* (DC 26)

At will—*interplanetary transport* (DC 27), *mass inflict pain* (DC 27), *mind thrust* (6th-level, DC 27), *telekinesis* (DC 26)

S2. THE SUNKEN ROAD

The ancient sunken road continues northeast for just under 100 miles. The first half of the journey, the scenery consists of wild jungle swamplands inhabited with monstrous prehistoric beasts. Throughout, small biting insects swarm living beings, day and night. The insects prove to be more of an annoyance than harmful, however each hour individuals subjected to the insect bites must make a successful DC 23 Fortitude save to avoid catching a disease their Alusidain allies can identify as arosia, which loosely translates to something like "bleeding brain" (see sidebar). The insects can be easily driven off by smoke, such as is produced by a lit torch.

NIGHT IN THE TATHOSIAN SWAMPS

Because Tathos rotates in the same direction it revolves, night falls quickly upon the moon and only a brief sunset gives the faintest warning of the transition. In all, the change takes less than 10 minutes. Qanna absorbs far more light that it reflects. Thus, when facing away from the sun, the lands become enveloped in total darkness.

Against the blackness, distant stars appear fiercely bright and one may easily distinguish between their size and color. All Alusidains are taught to navigate by these stars and despite the darkness few have problems finding their way at night. Every so often, a bolt of the crackling fire suddenly sparks in the heavens. When this occurs, the methane green light reflects off the dark waters, creating a strange and eerie twilight. These flickering bursts of emerald twilight lasts 1d6 minutes before all goes black again.

PART 4: THE SIEGE OF EMIRIST-TAR

AROSIA

Arosia is an extremely deadly blood-born pathogen readily spread by small biting insects. Once infected, these pathogens target the host organism's brain and nervous system. Beginning with high-fever and nausea, it leads to severe neurological damage, loss of motor-skills, coma, and, in extreme cases, death. A common alusidanian theory cites the widespread transfer of arosia as a major cause in the downfall of cities such as Imros-Tar as well as a major contributor to the impetus for the mass migration to the mountainous highlands.

AROSIA

Type disease (injury); **Save** Fortitude DC 23

Track physical and mental; **Frequency** 1/day

Effect At the impaired state and beyond, penalties from the weakened state become permanent until the victim benefits from a restoration spell.

Cure 2 consecutive saves

S3. UP FROM THE MIRE (CR 16-20)

After about fifty miles, the dark waters begin to clear, and more signs of great and ancient ruins rise from about the swamp. At first, only an occasional lone and empty tower breaks from the mire. Swamp vines and other plants weave through the cracks, and the hollows of their empty windows seem to leer almost skull-like across the waters.

Creatures: At least once per night, the smell of the humanoid prey attracts the interest of ravenous moonflower titans.

MOONFLOWER TITANS (1D4)

CR 16

XP 76,800 each

hp 300 (Starfinder Roleplaying Game Alien Archive 2)

S4. LANDS OF THE SAURIANS

Scores of precarious minarets rise from the black mire, their battered and eroded spires spilling their stonework into the surrounding swamps. Eventually, the waters become little more than shallow trickles and the foliage grows dense with ferns and reedy marsh grasses. Interlocking tangles of the tree roots lock together, creating their own small islands.

The grounds here are safe enough to walk, though the terrain is less than optimal, and travel remains difficult and slow.

S5. THE GATHERING HORDE (CR 17)

From somewhere far away the incessant ripples of drumming rise, softly pulsing forth a cold and hollow warning. Slowly, the toxic rhythms swell into a tragic seduction.

Ahead, a number of grotesque forms protrude from the muck. The huge fetishes resemble ghoulish trees fashioned from human bones held fast with dried gut and tower above the landscape.

The fetishes bear the remains of both humanoids and other animals, the latter of which appear to have been scavenged. A DC 30 Culture check infers that their symbolism and positioning suggests a sort of mass uprising and a call to war based on a belief in the dominance of the species that created the ghastly fetishes. The fetishes not only mark territory, but designate the path the horde is gathering on, which the saurians philosophically identify as sort of path to liberation.

Creatures: A small tribe of karn-tor travel through this section of ruins, following the path of fetishes on their way to join the ranks of the massing horde. If they spot the PCs they immediately rise to action, eager to slay them and take their corpses as offering to their masters.

KARN-TOR WAR CLAN (2)

CR 11

XP 12,800 each

NE Large humanoid (troop)

Init +3; **Senses** blindsense (scent) 60 ft., darkvision 60 ft.; **Perception** +20

DEFENSE

HP 180

EAC 24; **KAC** 26

Fort +15; **Ref** +13; **Will** +10

Defensive Abilities ferocity, troop formation Immune troop traits

Weakness troop vulnerability

OFFENSE

Speed 40 ft.

Melee troop (2d8+8 P; critical bleed 1d8)

Ranged volley fire (2d8+8 P)

Space 30 ft.; **Reach** 10 ft.

Offensive Abilities fence of spears, leaping charge, war chant

STATISTICS

Str +8; **Dex** +3; **Con** +5; **Int** +0; **Wis** +0; **Cha** +0

Skills Acrobatics +20, Athletics +25, Stealth +20

Languages Common, Karn-Tor

Gear freebooter armor III, advanced pike

SPECIAL ABILITIES

Fence of Spears (Ex) A karn-tor war clan holds its spears at the ready to fend off attackers, dealing double damage on attacks of opportunity against creatures



charging through their threatened area. In addition, as an immediate action a karn-tor war clan can make a troop attack against a creature that charges into their threatened area, even if their movement does not provoke an attack of opportunity.

Leaping Charge (Ex) A karn-tor war clan jump while charging, allowing it to ignore difficult terrain when it charges. At the end of its charge, damage from its troop attack is increased by 3d8 for creatures sharing within its space.

War Chant (Ex) As a move action, a war clan can begin a blood-curdling chant of hisses and shrieks that it can maintain for up to 1 minute (maintaining the chant is a free action). All karn-tor within 60 feet gain a +2 morale bonus on damage rolls and on saves against fear, and each round of the chant the war clan can make an Intimidate check as a swift action to demoralize one creature it threatens.

KARN-TOR ARCHERS (8)

CR 10

XP 9,600

NE Large humanoid (karn-tor)

Init +8; **Senses** blindsight (scent) 60 ft.; low-light vision; **Perception** +19

DEFENSE	HP 165
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EAC 23; KAC 25

Fort +12; **Ref** +12; **Will** +11

Defensive Abilities ferocity

OFFENSE

Speed 40 ft.; **Climb** 20 ft.

Melee bite +19 (2d10+13 P plus coagulating toxin) or talon +19 (2d10+13 S)

Multiattack bite +13 (3d4+13), and two talons +13 (3d4+13)

Ranged saurian-sinew bow +22 (4d6+10 P plus coagulating toxin; critical injection DC +2)

Space 10 ft.; **Reach** 5 ft.

Offensive Abilities venom secretion

STATISTICS

Str +3; **Dex** +8; **Con** +5; **Int** +0; **Wis** +1; **Cha** -1

Skills Acrobatics +19, Stealth +19, Survival +24,

Languages Common, Karn-Tor

ECOLOGY

Environment any

Organization solitary, scouting triad (3), or hunting pack (4-5 plus 5-10 velociraptors)

SPECIAL ABILITIES

Leaping Charge (Ex) As a juvenile karn-tor.

Venom Secretion (Ex) A karn-tor archer undergoes harrowing shamanistic rituals and crude bio-augmentation to activate dormant venom glands. The archers and coat their arrows in this venom and a target struck by either the karn-tor archer's bite or bow is exposed to coagulating toxin (see below.)

COAGULATING TOXIN

Type poison (injury); **Save** Fortitude DC 17

Track Constitution; **Frequency** 1/round for 3 rounds

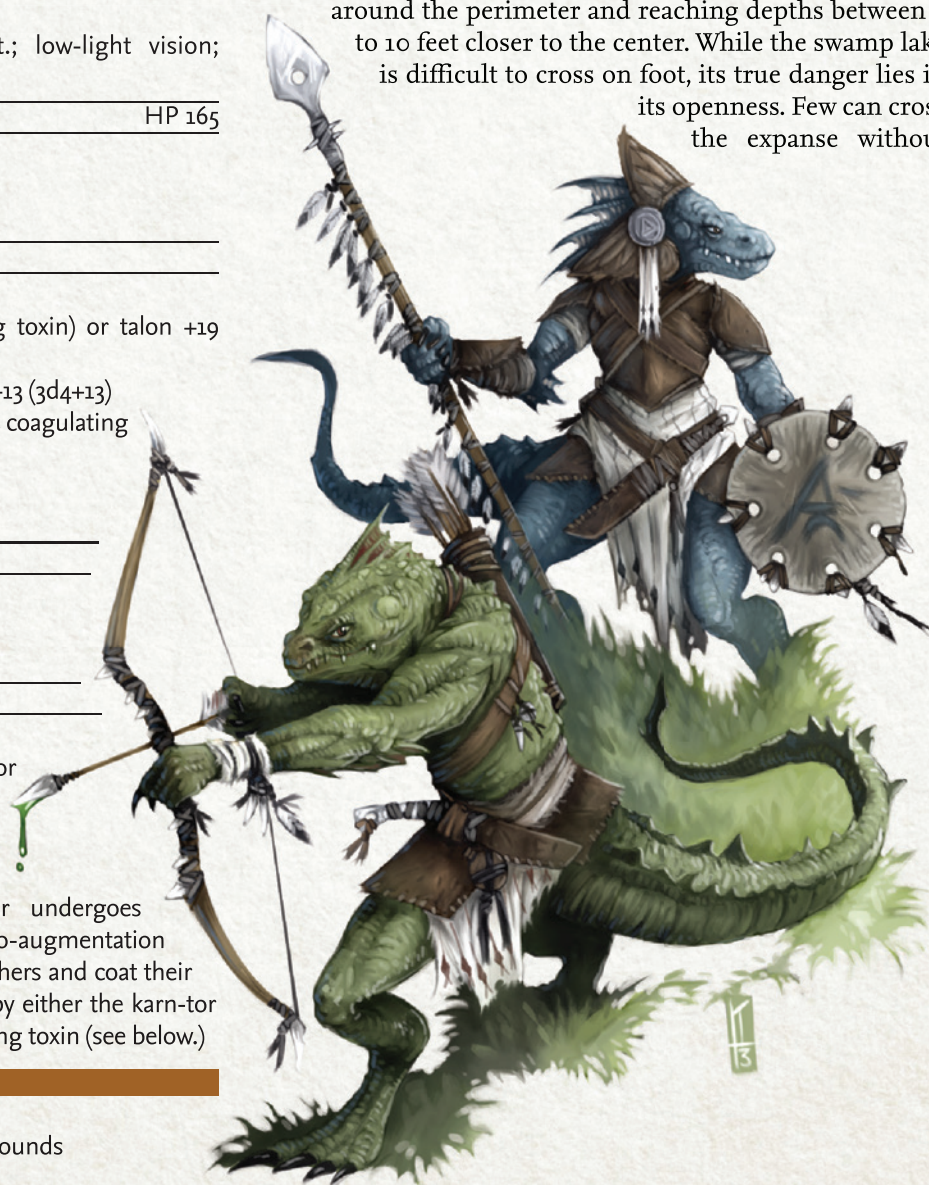
Cure 1 save

S6. THE VAST MIRE (CR 17)

About 25 miles past the ruins, the road comes to a point where several smaller swamps merge. The waters collect in this low spot to form a sort of semi-stagnant lake that covers the road, as well as some 65,000 square feet of marshland. When the adventurers reach this point, read or paraphrase the following text.

The marsh grasses and knotted trees begin thin, breaking slowly into a broad stagnant lake that blocks further passage. The road continues straight disappearing into the foul, acrid stench of the murk. The tiny flying insects pelt the still surface, causing it to ripple like drizzle upon the ocean. On the far side of the swamp-lake, several hundred yards ahead, a solitary pillar crookedly pierces through surface. Just beyond, a cobblestone arch hints that the road continues on.

Creatures: The water quickly drops to a depth of 4-feet around the perimeter and reaching depths between 6 to 10 feet closer to the center. While the swamp lake is difficult to cross on foot, its true danger lies in its openness. Few can cross the expanse without



PART 4: THE SIEGE OF EMIRIST-TAR

being spotted by the moonflowers that hunt its waters.

MOONFLOWER TITANS (2)

CR 16

XP 76,800 each

hp 300 (*Starfinder Alien Archive 2*)

Developments: Around the opposite edge of the lake, gathers a hunting patrol of saurian humanoids known as the karn-tor. These creatures belong to one of several recently united tribes, preparing to march on Emirist-Tar under the command of the ceroptors. They have constructed several small, well-camouflaged mud huts thatched with swamp reeds. Should the watchers spot anything attempting to traverse the lake, they immediately signal as much to their remaining allies. The karn-tor warriors assume any humans to be Vakara and attack.

Their tribe operates under the command of a warlord known as Krakakra and his newest advisor, a hideous alien thing that lives in the body that once belonged to the tribe's mightiest warrior. The creature is a ceroptor whom Krakakra calls Ixalitz. Little does the tribe suspect, Ixalitz is a bodied ceroptor that has completely dominated their chieftain, just as other ceroptors have dominated the chieftains of other karn-tor tribes for the purpose of uniting them into a singular horde with which they plan to utilize to conquer all of Tathos.

KARN-TOR WAR CLAN (2)

CR 11

XP 12,800 each

hp 190 (see page 29)

KARN-TOR ARCHERS (6)

CR 10

XP 9,600 each

hp 165 (see page 30)

KRAKAKRA

CR 12

XP 19,200

NE Large humanoid (karn-tor)

Init +4; **Senses** blindsight (scent) 60 ft.; low-light vision;

Perception +22

DEFENSE

HP 200

EAC 26; **KAC** 28

Fort +14; **Ref** +14; **Will** +13

Defensive Abilities ferocity;

OFFENSE

Speed 50 ft.

Melee bite +25 (6d4+20 P) or stormstrike dragonglaive +25 (3d8+20 S & E)

Ranged deathbringer karn-spear +22 (4d8+12 P)

Space 10 ft.; **Reach** 5 ft. (10 ft. with dragonglaive)

Offensive Abilities deathseeker rage, leaping charge

STATISTICS

Str +8; **Dex** +4; **Con** +5; **Int** -1; **Wis** +1; **Cha** -1

Skills Acrobatics +27, Intimidate +22, Survival +22,

Languages Common, Karn-Tor

Gear stormstrike dragonglaive with 1 battery (20 charges)

ECOLOGY

Environment any

Organization solitary, blood-pack (2-4), or deathseeker host (6-10)

SPECIAL ABILITIES

Deathseeker Rage (Ex) Once per day as a swift action when reduced to half of their total HP, a karn-tor barbarian may enter their deathseeker rage. While raging the karn-tor barbarian's speed increases by 10 feet, they may make one additional attack when making a full attack, and the number of turns they can act normally while below 0 Hit Points due to ferocity is extended by 1. Deathseeker rage lasts for five rounds.

Leaping Charge (Ex) As a juvenile karn-tor.

IXALITZ

CR 12

XP 19,200

hp 185 (see page 62, bodied ceroptor)

Developments: The appearance of the ceroptor proves unsettling to the Alusidains. Because of the extensive violence between their people and the karn-tor, they suspect the worst. Thus far, the saurians haven't been able to remain unified long enough to maintain an effective campaign against the Alusidains; however, if the ceroptors succeed in organizing them, the isolated city Emirist-Tar stands little chance of surviving any long-standing attack.

INTERROGATING PRISONERS

If the PCs don't think of it on their own, one of their Alusidain companions suggests they attempt to capture and interrogate one of the karn-tor. Unfortunately, few of the saurians know anything beyond the immediate plan to march upon Emirist-Tar, something they readily reveal to their captors while vehemently spitting threats. Emboldened by their recent alliance, they feel confident that they will crush the Alusidain city and enslave its people.

The warriors eagerly share this belief, thinking it will crush the spirits of their captors. Still, not all of the karn-tors maintain the same confidence. Recently, one of them recent overheard whispered rumors that Krakakra rules in name only and has become a puppet to a powerful Ultar warrior known as Shokar-Mak. Allow the PCs to make a DC 25 Sense Motive check to read expressions and gestures of their prisoners and determine that one of them seems oddly skittish, as if hoping to conceal something. If the PCs isolate this individual, they can attempt to break him with a DC 28 Intimidate check after which he reveals his secret and begs to be released back into the swamps.

S7. AT THE VAKARAN BORDER (CR 16)

The swamps slowly begin to dry into soft mud spotted with swaths of moss-green growth, as the twisted trees begin to grow closer together until their leafy branches clasp. Beneath the trees, sunlight dims to twilight, breeched only by a few rays that cut through the canopy. The last ruins of the ancient roads now lie beneath fallen leaves and lichen, cracked and nearly impossible to trace.

Vakara barbarians occupy the ruins at the edge of the swamps, having reinforced them as barricades against the saurians and sewn the lands surrounding them with deadly traps. For the next 2 miles, each 30+1d20 feet the PC's path runs into a vakaran pit trap.

CAMOUFLAGED PIT TRAP WITH POISONED WALLS CR 16

XP 76,800

Type analog; Perception DC 30; Disable Engineering DC 30

EFFECTS

Trigger location; Reset manual

Effect 60-ft.-deep pit (6d6 falling damage); walls coated with contact poison [green lotus extract]; DC 25 Reflex avoids; multiple targets (all targets in a 10-ft.-square area)

If either of the Alusidains still travel with the PCs, every ¼ mile allow them a 15% cumulative chance to recognize they have entered Vakaran territory. Once either Alusidain realizes this, they warn the PCs to keep an eye out for their protective traps. Conversely, triggering a trap immediately alerts the Alusidains that they have entered into Vakaran territory.

S8. THE BIRDWATCHERS

The foliage thickens and thorny undergrowth begins cropping up between the trees. There, between their slender fronds, emerge the pale ghostly blossoms with small berries. A cacophony of avian chatter filters through the thick and bushy undergrowth as small birds feast.

The Vakarans set up bird feeders along their borders as an early warning system so that whenever anything approaches, they startle the small flocks, which turn silent and suddenly fly off en masse. The karn-tor haven't quite figured out this strategy and so far, it remains an effective warning system. Anyone approaching this area must succeed a DC 35 Stealth check to avoid startling the flock. Those who fail or approach without attempting to move stealthily spook the birds, readily alerting the nearby guards as several dozen startled birds suddenly break for the sky in a flutter.

Creatures: A number of Vakaran scouts watch

this area, waiting in patient silence for the karn-tor to cross into their lands. Once alerted, they target all intruders with their bows. If they fail to immediately identify them as something other than karn-tor, they open fire otherwise they demand all trespassers throw down their weapons and surrender in the name of their kirok, Keldos Ak.

Developments: Sharma recognizes the name Keldos Ak as the kirok—meaning chieftain—of a small federation of Vakaran tribes living along the borders of the Alusidain Mountains. She quickly shares this information with the PCs, explaining also that the Vakarans are a wild, fierce people that lack and shun the educational advancements of her people. The Alusidains sometimes trade with the Vakara but because of their capricious natures, her people limit their interactions with the primitives and do not fully trust them. Of course, the Vakarans hold equally biased opinions of the Alusidains, trusting neither their motives nor their technologies.

At this point, the PCs may surrender, parley, or counterattack. If they choose the latter and simply butcher the Vakarans, they lose the opportunity to enlist their aid in the coming war against the karn-tor hordes and the GM should simply proceed to the next section of the adventure.

Alternately, if the PCs surrender, the Vakarans take them into custody and request they relinquish their weapons, promising to return to them once they have spoken to the kirok. Of course, the PCs may attempt to parlay using opposed Diplomacy checks to convince them that they hold no ill-intent towards the Vakara and simply desire to pass through their lands. If they explain the nature of their flight as well as the impending threat of the karn-tor horde, grant them a +4 circumstance bonus on Diplomacy checks made to parley. If successful, the PCs and any NPC allies are permitted to keep their weapons



and are treated more as guests, though in either event, the patrol of Vakaran who first encountered them remains with them at all times prior to their audience.

The Vakarans are unaware that darker forces have helped organize the karn-tor tribes into a single army that stands prepared to march upon Emirist-Tar. While the Vakarans don't bear open malice towards the Alusidains, neither do they feel any obligation to warn the purple people of the marching horde. While there exists no open warfare or even animosity between the two races, Vakara have never sought the aid of the people of Emirist-Tar for they believe that purple people look down upon them as simple and superstitious tribesfolk compulsively driven only by their egos and their emotions and foolishly war with each other at the drop of a hat. Still, they despise the karn-tor and on some level realize that once Emirist-Tar falls, the saurians will soon turn their attentions elsewhere, continuing their pillage until all of Tathos breaks beneath them.

If brought before the **Keldos Ak** (N Vakaran hunter 15) he immediately recognizes Sharma as one of the younger princesses of Emirist-Tar. His initial instinct is to make her hostage, for he knows she is key to bending the will of the Alusidains. Yet with the escalating threat of war sitting upon her stoop, he realizes commanding the ire of he realizes provoking the ire of the great city's rulers is likely to help no one. Sharma feels determined to enlist the Vakara to aid her father's forces, however the Kirok doesn't trust the purple people and only agrees to aid them, if the PCs swear to get the Alusidains to share the technology they possess that allows them to drive off the ceroptors.

Developments: If the PCs successfully broker an alliance, Keldos Ak, the Kirok, agrees to gather Vakaran forces to try and split the fronts against the horde and sets off to gather an army so he can drive a battalion of Vakara to the foothills of the mountains and pin the karn-tor as they march up the glacial valley that leads to Emirist-Tar. Sharma requests the

PCs continue accompanying her to the city, however the Kirok requests they also takea Vakaran emissary with them on the arduous journey to the mountain city. Keldos Ak expects the emissary to carry forth his terms for an alliance and send back word of the Grand Caltath's response before. Sharma (or in the event of her death or absence Dras Eos) agrees to accompany the emissary, a young warrior woman named **Baelshiva**.

Sharma still assumes the PCs support her cause. If at this point they decide to part ways, she does her best to convince them to stay, to accompany and aid her in her mission. She argues (truthfully) that her goals are parallel to their own, and in working together, both shall increase their efforts to stand against the growing forces of the Hegemony. If this tactic fails, she attempts to entice them by offering them crystals, weapons, power, magic, or even dragons if they aid her, reminding them that she is the daughter of the Grand Caltath (but not disclosing the fact that she and her father aren't on the best of terms).

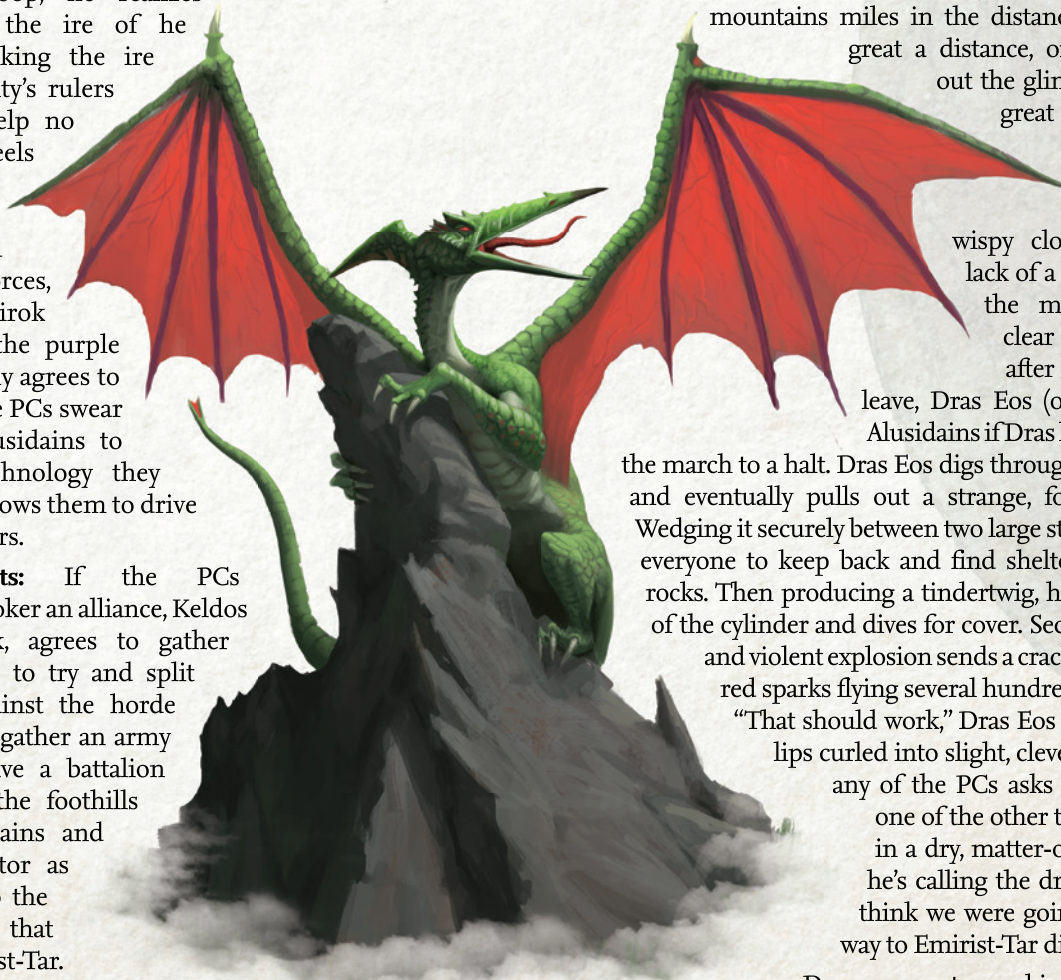
INTO THE CITY

Once all is settled, the party departs on the journey to Emirist-Tar (detailed in the Gazetteer). The Vakarans travel with the PCs as far as the edge of the forests till they reach the badlands that border the foothills surrounding the towering Alusidan mountains miles in the distance. Even from so great a distance, one can just make out the glint of Emirist-Tar's great dome, high atop the nearest peak as it crests through the wispy clouds. Despite all lack of a road, the route to the mountain appears clear enough. Shortly after the Vakarans leave, Dras Eos (or another of the Alusidains if Dras has perished) calls

the march to a halt. Dras Eos digs through his possessions and eventually pulls out a strange, foot-long cylinder. Wedging it securely between two large stones, he instructs everyone to keep back and find shelter behind nearby rocks. Then producing a tindertwig, he ignites one end of the cylinder and dives for cover. Seconds later, a loud and violent explosion sends a cracking ball of bright red sparks flying several hundred feet into the air.

"That should work," Dras Eos says out loud, his lips curled into slight, clever-looking grin. If any of the PCs asks what this means, one of the other travelers responds in a dry, matter-of-fact tone, "Why, he's calling the dragons. You didn't think we were going to walk all the way to Emirist-Tar did you?"

Dras suggests making a camp and



waiting for his summoned allies. He amicably explains he's sent word to the Kongrushu—the dragon riders who raise wild kongamato from eggs and train, altering them with magic while still in their shells and manipulating their minds with ancient practices whereby they place their own consciousness within the great reptiles' pea sized brains. If pressed, he explains that within the swamps, the summoning blast would be too far away for his allies to see and rather than aid them, it would have instead attracted predators and karn-tor—that is, if it didn't ignite a raging wildfire and burn them all to a crisp.

About an hour after the blast, allow someone in the camp to spot three dark spots appear high in the sky, winging towards them. A short time later, three huge and terrifying primordial-looking dragon-things called **kongamato** land nearby, their arched skulls and great beaks giving them an appearance similar to a pteranodon.

The riders dismount and exchange greetings, after which the Dras Eos informs everyone that they should divide into groups, mount up, and be gone. The flight back is swift and takes a little over an hour.

The Kongrushu house their draconic mounts in a series of huge caverns dug into the steep cliff face beneath the city. These wide mouthed caves face outward towards the surrounding countryside, encircling the entire mountain. Cold breeze blows through the cavern mouth and the thinness of the air bestows an essence of lightheadedness. From edge of the caves, the sheer precipice provides a dizzying view into the jagged foothills below.

One of the kongamato riders beckons and heads slowly towards the back of the caves. Passing through small arched tunnel he ascends a spiral stair skillfully hewn into the surrounding rock. The stairs climb several stories upward, at last entering into a cramped room reinforced with a skeleton of metal beams that basks in a flickering emerald wash cast from some sort of gas burning torches.

At this point, the rider bids farewell to the PCs and their companions. Sharma and Dras Eos bow low to offer him thanks along with a slight gesture signaling his dismissal. Then Dras motions towards the only door in the room, a great metal-plated thing with a small hatch in the center.

A long corridor extends beyond the door. Its translucent, curved roof stretches between a rib-like frame of small tubes filled with a yellow glowing liquid. High above, a network of other tube-like passages intertwine, each bustling with people. The tubes connect with larger modules, presumably chambers, shops or even homes. Spattered droplets of moisture cling to the outside of the tubes, and along the edge of the dome, small wisps of mist sink slowly into the lower parts of the great basin. Looking down, there lies a vast forest-garden, vines and creepers ripe with strange fruits climbing high upon the structures, while high, high above, the curved dome encompasses everything like a huge terrarium. Strange birds fly about in the space between the

dome and tubular structures, brightly plumed with long beaks and exotically patterned feathers. While their jaws chatter, their song is silent within the tubes.

For several minutes, Dras leads the PCs through the tangled maze, as purple people from all walks of life bustle by. Eventually, he enters a broad pillar-lined court within one of the upper most chambers. At this point several guards approach, accompanying the PCs, Sharma, Dras and all the rest into a 20-foot circumference vertical tube that lifts them all the way up to the Skychamber at the pinnacle of the bubble.

AN AUDIENCE AT THE SKYCHAMBER

The PCs must convince Alusidains of the coming siege, explain the nature of the Vakaran's pact and convince the purple people to honor it. The siege comes shortly after giving the PCs the opportunity to prove themselves fighting in a mass siege alongside the Alusidains and Vakaran forces.

Sharma is first to petition her father, without pretense and perhaps bearing a little haughtiness, she deftly tells the Grand Caltath Otreius all that she has witnessed. Her father listens silently, but thoughtfully as she informs the court of ceraptors, of dark warlords on the fabled moon of Morthos, and of the rapidly swelling horde of bloodthirsty karn-tor preparing to march upon their city. In the end she adds, "while you might not believe from my lips, nor accept my advice, I petition you my venerable lord, to hear the words of both the Vakaran and these outsiders who have traveled from beyond our world to bring us warning in our time of peace."

In response, Baelshiva offers to speak as the Vakaran emissary, though she holds her tongue if the PCs desire to speak first. Caltath Otreius appears somber and attentive, though his current attitude begins at indifferent.

If the PCs can make him friendly before the Baelshiva has the chance to speak, they have the opportunity to forge a tentative a treaty and send her to bring this news back to Keldos Ak. If they fail, she requests to speak with Otreius of her own accord.

If given the opportunity to speak, the Vakaran attempts to argue that an alliance with his people is the only way for the Alusidains to avoid total destruction. Unfortunately, the Caltath finds his mannerisms and forth righteousness off-putting, making him overly suspicious of their motives. After this exchange, his attitude becomes less friendly by one step. At this point, the PCs must use whatever politics they can to shift his position to friendly, for despite Otreius' feeling about the Vakarans, the emissary is not wrong. Without a treaty between the two races, the city will fall.

Developments: Towards the tail end of their discussion, a young messenger barges into the Skychamber, undiplomatically disrupting the formal proceedings. Out of breath and shaken, he hurriedly brings word that the Kongrushu have spotted a huge horde of karn-tor massing along the edge of the badlands, their front incredulously stretching for several miles. At the

PART 4: THE SIEGE OF EMIRIST-TAR

center, near the mouth of the glacial valley that leads up the ridgeline to the base of the mountain lies an encampment of easily more than five thousand saurians.

This information grants the PCs a +5 circumstance bonus on Diplomacy checks to convince the High Caltath to form an alliance with the Vakarans. If the PCs succeed, they can add a legion of Vakara to their forces. Otherwise, they must face the siege with the city's meager forces. Fortunately, they have the advantage of the dragons and higher ground, but even with these advantages, they cannot defend against a prolonged siege and therefore need to break it swiftly to avoid destruction.

THE BATTLE FOR EMIRIST-TAR

In this part of the adventure, the PCs take on the role of commanding officers in a large-scale battle of epic proportion. Each PC takes command over a regiment of troops. As per the rules, $1 + 1/5$ number of ranks in Profession (soldier) determine the number of Boons they give to their troops. Next, the PCs plot their offenses and defense, and then break off to lead their forces independently.

In response, High Caltath Otreius divides his forces into four distinct regiments, with the Vakara providing a fifth regiment

(provided the PCs convince the Otreius to form an alliance). The Caltath readily petitions the PCs to aid him in his strategy relying on their obvious expertise in his time of crisis. The battle can be played out using the mass combat rules in *Star Empires Compendium* from Legendary Games. In the battle, each PC may choose one of the following regiments to command:

KONGRUSHU AIR STRIKERS

ACR 13

XP 25,600

LN army of kongamato and riders (CR 15)

Size 2 Divisions 1 (26 HP per division)

HP 26 DV 27

MV +17 RV +16

Morale Bonus 8

Movement 6

Tactics Close Off, Defensive Gambit, Dirty Fighters, Driving Strike, Driving Sweep, Echelon Movement, Full Defense, Furious Charge, Pincer Maneuver, Pursuit, Relentless Brutality, Retreat, Standard, Strafing Skirmishers, Volley, Withdraw

Special Abilities Breath Weapon, Flight, Paralysis Immunity, Significant Defenses (10 bypassed by magic, 10 acid, 10 cold, 10 electricity, 10 fire), Spell Resistance

Camouflage 21 **Scouting** +23



Consumption 6

Equipment Ace x2, Tier 2 Light Armor, Tier 3 Melee Weaponry, Tier 3 Ranged Weaponry, Tier 3 Transports

ALUSIDAIN INFANTRY

ACR 14

XP 38,400

LN army of Alusidain soldiers (CR 10)

Size 5 Divisions 5 (17 HP per division)

HP 85 DV 26

MV +19 RV +19

Morale Bonus 0

Movement 2

Tactics Damage Control, Defensive Cover, Full Defense, Furious Charge, Hunker Down, Retreat, Screening Defense, Standard, Volley, Withdraw

Special Abilities Ferocity, Gear Boost, Style Technique

Camouflage 13 Scouting +11

Consumption 7

Equipment Ace, Tier 2 Heavy Armor, Tier 2 Melee Weaponry, Tier 2 Ranged Weaponry

ALUSIDAIN BLASTGUNNERS

ACR 14

XP 38,400

LN army of Alusidain mechanics (CR 12)

Size 4 Divisions 4 (17 HP per division)

HP 68 DV 27

MV +17 RV +18

Morale Bonus 2

Movement 1

Tactics Collateral Damage, Full Defense, Furious Charge, Retreat, Screening Defense, Shoot for the Stars, Siegebreaker, Standard, Volley, Withdraw

Special Abilities Artificial Intelligence, Blast, Overload, Override, Significant Defenses (hardness 5)

Camouflage 16 Scouting +13

Consumption 7

Equipment Ace x2, Specialized Weaponry (Blast), Tier 2 Heavy Armor, Tier 2 Melee Weaponry, Tier 2 Ranged Weaponry, Tier 2 Siege Weaponry

VAKARA DEATH HORDE

ACR 14

XP 38,400

N army of vakaran soldiers (CR 12)

Size 4 Divisions 4 (16 HP per division)

HP 64 DV 27

MV +20 RV +19

Morale Bonus 6

Movement 4

Tactics Dirty Fighters, Echelon Movement, False Retreat, Full Defense, Furious Charge, Overwhelming Onslaught, Pursuit, Relentless Brutality, Retreat, Standard, Volley, Withdraw

Special Abilities Gear Boost, Knockdown, Style Technique

Camouflage 16 Scouting +13

Consumption 7

Equipment Specialized Weaponry (acid, fire, electricity), Tier 2 Heavy Armor, Tier 3 Melee Weaponry, Tier 2 Ranged Weaponry

The Hegemony forces consist of three units of karn-tor infantry, two units of klaven, and a flying unit of onaryx.

KARN-TOR INFANTRY (3)

ACR 14

XP 38,400

LN army of karn-tor soldiers (CR 10)

Size 5 Divisions 5 (14 HP per division)

HP 64 DV 31

MV +22 RV +22

Morale Bonus 4

Movement 3

Tactics Defensive Wall, Echelon Movement, False Retreat, Full Defense, Furious Charge, Overwhelming Onslaught, Pincer Maneuver, Pursuit, Relentless Brutality, Retreat, Standard, Volley, Withdraw

Special Abilities Blindsense, Climb, Ferocity, Gear Boost, Style Technique

Camouflage 13 Scouting +16

Consumption 7

Commander Unbodied ceraptor (AB 2, Cha +4, 13 ranks, Leadership 17)

Command Boons Bloodied but Unbroken, Implacable Advance, Loyalty

Equipment Tier 3 Light Armor, Tier 3 Melee Weaponry, Tier 3 Ranged Weaponry

KLAIVEN INFANTRY (2)

ACR 12

XP 19,200

NE army of klaven soldiers (CR 10)

Size 4 Divisions 4 (14 HP per division)

HP 56 DV 28

MV +18 RV +19

Morale Bonus 2

Movement 1

Tactics Close Off, Collateral Damage, Cooperative Assault, Full Defense, Furious Charge, Overwhelming Onslaught, Pincer Maneuver, Pursuit, Relentless Brutality, Retreat, Siegebreaker, Standard, Thicket of Blades, Volley, Withdraw

Special Abilities Darkvision, Disease Immunity, Fear Immunity, Gear Boost, Style Technique

Camouflage 17 Scouting +16

Consumption 6

Commander jagladine psurgeone (AB 2, Cha +3, 12 ranks, Leadership 15)

Command Boons Advanced Tactics, Merciless, Sharpshooter

Equipment Tier 3 Heavy Armor, Tier 3 Melee Weaponry, Tier 3 Ranged Weaponry, Tier 2 Siege Weaponry

ONARYX AIRSTRIKERS

ACR 11

XP 12,800

CE army of onaryx elders (CR 10)

Size 3 Divisions 3 (12 HP per division)

HP 36 DV 32

MV +18 RV +19

Morale Bonus 9

Movement 10

Tactics Dirty Fighters, Driving Strike, Driving Sweep, Echelon Movement, False Retreat, Feint, Full Defense, Furious Charge, Overwhelming Onslaught, Pincer Maneuver, Pursuit, Relentless Brutality, Retreat, Standard, Strafing Skirmishers, Taunt, Volley, Withdraw

Special Abilities Blindsense, Breath Weapon, Darkvision, Fast Healing, Flight

Camouflage 17 **Scouting** +22

Consumption 6

Commander onaryx shock-commander (AB 2, Cha +5, 14 ranks, Leadership 19)

Command Boons Loyalty, Mantle of Awe, Sharpshooter

Equipment Tier 3 Light Armor, Tier 3 Melee Weaponry, Tier 3 Mobile Fortifications, Tier 3 Ranged Weaponry, Tier 3 Transports)

CONCLUDING CHAPTER 4

Regardless of the outcome, the Alusidains and their city suffer greatly from the siege. If the Hegemony wins, the city crumbles and Dras Eos along with whatever survivors are left are forced to flee and seek the asylum of the Vakaran hordes who have already begun to migrate to the taller and more defensible mountains rising out of the badlands to the east.

In either event one thing stands clear—Shokar Mak transformed his ever-growing forces into a potentially world-shattering threat. Just as concerning is the prophetic foreshadowing of his arrival to Qanna and his conquest Morthos. After contemplating this omen, Dras Eos calls together a high council in which he and many others, share their suspicions. In light of these fears, they rush to plan the next course of action. Many others possess great wisdom prophesy. The Ultari Warlord's interest in Qanna and its moons lies hidden in something far more terrible, that the conquest of small moons and the taking of slaves. Many suspect he cares little for such things but seizes them for the same reason he takes everything he desires—for their potential power.

In the end, Dras Eos proposes the PCs sequester the aid of the venerable mystics known as the fabled Seers of Otos, a cabal of powerful Yllosans believed to reside in an isolated temple of the moon Kithos. Surrendering his own beliefs, Dras Eos has accepted the idea that these strange mystics may be the only creatures able to offer them some insight. He asks for volunteers but waits patiently hoping the PCs will step forth and offer their services.

If the PCs accept, Dras Eos asks them to meet him at a private location where he again invokes the *interplanetary teleport* needed to transport the PCs to Kithos. If the city stands, he performs the rite in his private observatory which houses a massive orrery that he can adjust to match certain celestial patterns to aid in the ritual, making the dead jump far more precise. Their destination resides in a sister chamber within the Kitoran city Amirth-Tar operated by another void-mage of Dras' order, though he also gives them a medallion with which to identify themselves.

CHAPTER 5: THE SEERS OF OTOS

This act begins when the PCs make the jump to Amirth-Tar. As anticipated, the PCs arrive in the Kitoran city with honor. They arrive in the study of the void-mage's colleague, an aged woman with a long white braid who introduces herself as Sonri. She immediately recognizes the amulet and understands the gravity of the situation with little prompting. Outfitting the PCs as best she can, she offers them an airship and gives them a black spherical orb, a sort of psychic compass that will automatically guide the ship to the Temple of Otos where they might seek out the fabled seers.

Sonri then warns them to take care while flying over the lands to the west. "Those lands," she cautions, "are the wild territories of our ancestral enemies the Untamed, primitive cannibals whom call themselves the Kishan." The flight takes about 12 hours and far from safe. Wild kongamato hunt the skies and high winds and sporadic electrical storms threaten to tear the ship from its flight. If the ship crashes, the journey becomes an arduous trek through miles of thick and steamy jungles. Once the PCs reach the Temple, read or paraphrase the following passage.

THE TEMPLE OF OTOS (CR 18)

Ahead, the dense trees spread into a broad clearing. At its center, towering walls of a great stone structure fight their way skyward, weighted beneath strangling webs of thick shaggy vines. The structure seems unimaginably old, overgrown and weathered with chipped stonework and pale, crumbling plaster flecking from the facade. The building is strangely shaped, like a heptagonal fortress whose walls rise nearly fifty feet, with tall, hollow arches boring through each wall around the perimeter.

Beyond the walls, there exists no evidence of a roof or other covering, nor any sign that life exists within aside from the lush green thickets of moss and vegetation that bury great piles of whatever jagged rubble sleeps upon the ancient floors.

The present state of the ruined temple that stands upon this site is neither an illusion nor a ruse. Many thousands of years ago, when its keepers transcended their mortal flesh, they realized they had little use for their temple and its decadent trappings. As time passed, they left their structures to be reclaimed by the angry rains and greedy jungles.

Creatures: Hidden within the verdant tangles of the unkempt garden surrounding the temple lurk its sacred guardians, gargantuan carnivorous viper vines. They savagely attack any intruders.

VIPER VINE (8)**CR 13****XP 25,600**

N Large plant

Init +8; **Senses** low-light vision, tremorsense 60 ft **Perception** +28**DEFENSE****HP 225****EAC 27; KAC 29**

Fort +17; **Ref** +17; **Will** +12

Defensive Abilities none; **Immunities** acid, plant immunities

Weaknesses cold lethargy

OFFENSE

Speed 10 ft

Melee bite +26 (2d12+20 P plus 1d12 acid)

Multiattack 4 tentacles +22 (2d8+20 B plus grab)

Space 10 ft.; **Reach** 5 ft.

Offensive Abilities captivating cloud, constrict (2d8+20 B)

STATISTICS

Str +8; **Dex** +4; **Con** +6; **Int** -4; **Wis** +0; **Cha** -2

Feats Combat Reflexes

Skills Stealth +28, Survival +28

Languages none

ECOLOGY

Environment temperate or warm forests or swamps

Organization solitary

SPECIAL ABILITIES

Captivating Cloud (Su) Once per day as a swift action, a viper vine can emit a transparent cloud of pollen in a 60-foot spread that has the power to lull the minds of those that smell it. Once activated, the cloud persists for 5 rounds unless dispersed by moderate or stronger wind. All creatures in the cloud must succeed on a DC 20 Will saving throw each round or become captivated. Once a creature becomes captivated, it takes no actions save to approach the viper vine via the most direct route possible. If this path leads it into a dangerous area, such as through fire or off a cliff, that creature receives a second saving throw to end the effect before moving into peril. A victim that is attacked by the viper vine gets a new saving throw as a free action during each of the vine's attacks to overcome the effect. This is a mind-affecting effect.

Cold Lethargy (Ex) Exposure to any cold effect renders it exhausted.

Developments: While the temple appears vacant, it is not. Simply passing through the arch alerts the immortal consciousness of the seers dwelling here. Once the PCs reach the center, their own consciousness quickly merges with that of the seers, causing a miraculous shift in the present tense. Their heads begin throbbing. Surroundings blur and splinter into shafts of multihued light and a sharp ringing of thousands of distinct tones assaults their ears. Suddenly, they emerge within the center of a broad, pristinely cultured courtyard at the edge of a towering fountain sculpted from a pale amethyst-like crystal. The walls surrounding the garden appears perfectly intact, inlaid with dazzling jeweled mosaics set in complex patterns that bespeak a deep cosmic awareness of the universe. The boughs of the courtyard trees bend low, burdened with fresh, ripe fruit. The scent of thousands of delicate flowers wafts through the air and all seems alive with buzzing bees, chattering birds with exotic plumage, and small monkeys skipping along the tops of the walls.

Even as the PCs become aware of this unfathomable change,

four small childlike figures emerge from the gardens, as if they had been waiting there the entire time in contemplation. Wrapped in a soft, but radiant haze of light, they peacefully approach the PCs unarmed and unafraid. The four children are the Seers of Otos. The seers exist in many dimensions, not just the dimension in which the characters confront them. They are not combative and if attacked simply exit the dimension, leaving the PCs alone in the gardens.

As soon as they appear, the seers welcome the PCs and inform them that they await fulfillment of a prophecy in which they must offer to aid the true champions of Qanna. The PCs' appearance in their sacred temple by itself is not enough to convince the seers that they are the prophesied ones. Thus, the seers question the PCs and use their divine powers to weed out any lies or deceptions. Attempting to lie or deceive the seers costs the PCs any hope of receiving their aid, making their final confrontation with Shokar-Mak extremely difficult.

The first seer begins by asking a simple question. Thereafter the questions continue, one after the other in turn, with each of the child-like creatures asking successively more complicated and seemingly oracular questions. Whenever the PCs answer a question in a manner pleasing to the seers, they gain a resolve point. If they lie, they lose a point. If at the end of the questioning the PCs have at least 7 points, the seers agree they are worthy candidates for their aid.

When running this section, note that the seers' questions are intended to make the players think, not simply roll Diplomacy checks and let the dice decide. If you prefer using skill checks to resolve the interactions, it is suggested that convincing answers add bonuses to the PCs opposed Diplomacy checks, while any attempts to lie heavily detract from their attempts. The seers ask the questions in the following order:

Seer 1: "By what means have you come to this place and for what intent?"

According to the prophecy, Qanna's champions are not from Qanna. PCs confirming this earn 1 resolve point.

Similarly, the intent of the prophecy is not to save Qanna from its fate. Rather, it is concerned with the greater task of restoring harmony to the universe, according to the intent of the ancient Elali. PCs confirming this earn 1 additional resolve point.

Seer 2: "We seers are of the void, of the time that has no time, of the endlessness that has no end, of what interest are your struggles to us, every age has struggled, every age will always struggle, and each of these struggles shall bring suffering, and yet all these struggles and sufferings will pass, why should we believe this struggle is any more or less important than all the others?"

The answer to this question is that the universe does what it is supposed to do—no more, no less. Which means that the struggle is no more or less important than any other struggle; however, the struggle itself exists because the

PART 5: THE SEERS OF OTOS

nature of the universe is to change, and often that change involves struggle. Any response that expresses this concept earns the PCs 1 resolve point.

Seer 3: *"If through violent change the universe came to be from nothing, then why not through similar violent change, knowingly caused of our own creation, should it not return it to such? Is that not the way of the universe itself?"*

Seer 4: *By our intervening, would we not be interfering? We ourselves have passed through destruction, yet as we appear before you now. Clearly, you see that we are not destroyed. Should not destruction come to all?"*

The answer to this question is that the cause of the universe was without influence of mortal intent, and therefore the despite mortals being born of the creation of universe, their intentions are not created in that way but are born of their free will. Thus, causing destruction for its own sake would be surrendering to nihilism and apathy, not a true choice. Any response expressing this concept earns the PCs 1 resolve point.

If the seers agree to help the PCs, they would only be intervening with the affairs of mortals, which exist within the scope of time, regardless of the fact that they themselves are beyond the effects of time. Any response expressing this concept earns the PCs 1 additional resolve point.

Seer 1: *"What if we told you that we could see the outcome of your efforts and could tell you definitively that they shall fail?"*

HENDERSHOT

Seer 2: *Indeed, what then? Would you still continue in your foolishness, knowing that your doom is predestined?"*

The answer to this question is yes, for if something is predestined then the task must be enacted even if it is doomed to fail. Furthermore, if the seers know the task is predestined (success or failure) then they too are predestined to provide their aid as part of that same destiny. Any response explaining either of these two concepts earns the PCs 1 resolve point (2 points if they express both)

Seer 3: *"To defeat divinity, you must become a god, to save the mortal universe you must surrender godhood and once more become mortal. Why should I be convinced that you would surrender your own godhood once it was attained?"*

With this question, the seers are testing to see if the PCs lie. They don't care about their answer, so long as the answer is truthful. Some possible answers to this question include

the following:

Because I'm a servant of god and therefore to seize divinity for myself would be blasphemy.

If everything is part of the universe, then everything is already god in the state of surrender.

You can't.

If the PCs attempt to provide a response they believe is truthful, they gain 1 resolve point.

Seer 4: *"Why should we choose you?"*

This seemingly simple and straight forward question the seers' last. They ask this question to gain affirmation that the PCs are those prophesied to save Qanna. If they provide response that acknowledges their belief in destiny or their own prophecy, they gain 1 resolve point. Again, the PCs' belief in fate must be sincere to get the point, otherwise the seers sense the lie. Conversely, they do not lose a point if they sincerely answer that they don't know why the seers should choose the, as the seers are well know that most mortals possess little awareness of their destinies.

If the PCs earn 7 or more resolve points, they successfully convince the seers. For a long time, the seers remain silent, studying the PCs they cryptically reveal their willingness to aid in their cause. As before, in turn they speak their joint decision, each breathing a single sentence and pausing to allow the next seer to expound upon the previous statements.

Seer 1: *We, the Seers of Otos acknowledge your intent.*

Seer 2: *But we do not give secrets lightly.*

Seer 3: *Ours is not the power to give.*

Seer 4: *Neither do we possess that power.*

Seer 1: *For that power belongs to your time, your reality.*

Seer 2: *That power lies within you to manifest.*

Seer 3: *We have agreed that we shall open that power in you.*

Seer 4: *However, we cannot do this until you have been judged.*

Seer 1: *Return to Tathos and open the third gate.*

Seer 2: *You shall find it in the Sunken Kingdoms of the Kalmoc.*

Seer 3: *But be wary, for the Kalmoc are not kind to strangers*

Seer 4: *And their priests breathe with their dead.*

Grant those PCs that successfully earn the aid of the Seers



experience as if they'd defeated a CR 18 encounter.

Developments: Upon gathering the information they seek, the PCs must return to Tathos, find and open the gate without attracting the attention of the Hegemony forces.

If the PCs fail to gain the aid of the Seers, their sight begins oscillating, bombarded by a cascade of splintering rays of light and thousands screams as waves of throbbing pain wash through their minds. The temple dissolves back into ruin and the PCs find themselves standing in the overgrown gardens just as dusk appears to be settling over the strange and alien jungle. Somewhat stranded, they need to find some manner of traveling back to Tathos. There is a badly damaged, malfunctioning short-range gate hidden in the ruins. Roll 1d6 to determine where it randomly opens: 1-3 Emirist-Tar, 4 Ithos-Krin, 5 Imros Amok, 6 The Sun Tower.

THE TRAITOR

The PCs travel to Tathos, this time arriving in the landholdings of the proud and savage Kalmoc people within several miles of their objective. The Kalmoc are known for their violent rituals, ancestor worship, and command of primordial magic. While they hold a firm stance against the Hegemony, the Kalmoc hold no love for the Accord and maintain great distrust and disdain for outsiders. The PCs arrive at night, under cover of the surrounding territory and the darkness. From there, they can plot a course toward the ancestral caves.

From somewhere nearby, a hideous high-pitched screech echoes through the darkness the wind carries upon it the lingering scent of steaming pitch and burnt hair. If the PCs move in the direction of the cry, they soon begin to hear the mumblings of a group of warriors marching through the swamps, unconcerned with anyone determining their presence. The warriors are Kalmocs, a violent tribe native to the swamps whose uncontested fierceness keeps most predators at bay. They warriors are departing just as the PCs leave, and they have barely enough time to see their torches before they vanish into the darkness.

Like fireflies floundering against the midnight forest, a small flock of flickering orange torches weave through the trees. The forms of the torchbearers—hulking human things with brutish features that drape themselves in hides bristling with jagged quills. But the cries pour from another creature, a captive bound and splayed between long sticks.

The torch bearers appear to have left the victim behind, suspended upon long sticks that position him face down. The dimness of a single torch positioned beneath his chest reveals the dark silhouette of gore trickling from his mouth and stomach.

By the time the PCs reach the torture victim, he has lost consciousness. He appears to be a young man, armor- and weaponless, and well-muscled with scarred flesh hint that he's likely a warrior. He is bleeding slowly from a long wound in his stomach, though torch set beneath him has partially cauterized the wound, likely placed there to prolong his death.

The rest of his torso is pinkish red from burns and spotted black with soot. He is at 0 hit points and bleeding out.

If the PCs save the warrior, he offers them both his thanks and eternal gratitude. He introduces himself as Kroan and tells the PCs he is a Kalmoc warrior, or at least he was. Now he is one of the Scorned Ones, those who lose their names and must be forgotten. The Scorned are no longer considered part of the tribe, cut off from the ancestors and it is taboo for any of the Kalmoc to speak of them again. That is his punishment for living, for he was supposed to die. His torture was the result of his own failure to pass one of the sacred tests assigned to him by the priestess of the pool. If pressed further, he explains the priestess Hymenis communes with the ancestors, and when they showed their displeasure for his failure, she gave him up as an offering. He refuses to speak of the sacred test or its nature, stating that revealing any further information to outsiders would bring upon his family and lineage, the eternal damnation of his gods.

Much of Kroan's tale is a complete fabrication. Kroan wasn't tortured for failing a ritual, but instead was tortured and left for dead because he turned traitor and sold himself to the Hegemony, who he believes are gods. He answers to an elder onaryx he calls Olinoth. The onaryx command over a small troop of other onaryx and has been experimenting with using fear and dominance to conquer more primitive races of Qanna's outer moons. Kroan was an early experiment, and after learning about the gate in the Kalmoc's secret caves, Olinoth was sent to drain the pool for the Hegemony. Though he easily convinced Kroan to do his bidding, he underestimated the will and power of the pool's guardians. Kroan, still terrified and eager to please his masters, desires to complete his task and hopes to manipulate the PCs into aiding him in his cause.

If Kroan happens to learn of their interest in the Sacred Caves or the pool, he offers to lead the PCs its location as an offering of gratitude. Alternately, he may attempt to lure them to the pool by attempting to convince the PCs of its power and magic, they could easily pluck from the hands of his people's malicious high priestess, he doesn't however warn them about the ghosts. If the PCs see through Kroan's deception, they have little trouble forcing him to lead him to the caves as their prisoner, for he believes he's safer as a prisoner than facing the wrath of Olinoth.

KROAN THE SCORNED

CR 14

XP 38,400

Human soldier

CG Medium humanoid (human)

Init+10; Perception +25

DEFENSE

HP 312

RP 6

EAC 28; KAC 30

Fort+16; Ref+14; Will+14

OFFENSE

Speed 30 ft.

PART 5: THE SEERS OF OTOS

Melee *menacing^{SFA} zero-edge longsword +27* (7d8+22 S, critical severe wound, DC 22)

Ranged *perihelion serpent laser^{SFA} +24*(3d12+14 F, critical burn 4d4, DC 22) or

cryo grenade III +24 (explode [20 ft., 4d8+14 C plus staggered, DC 22])

flash grenade II +24 (explode [15 ft., blinded, 1d6 rounds, DC 22])

Offensive Abilities fighting styles (arcane assailant, sharpshooter), style techniques (focus fire, power of legend, rune of the eldritch knight, secret of the archmagi, secret of the magi, sniper's aim), soldier's onslaught

STATISTICS

Str +8; **Dex** +6; **Con** +4; **Int** +0; **Wis** +0; **Cha** +0

Skills Acrobatics +25, Culture +25, Diplomacy +30, Engineering +25

Feat Improved Critical

Languages Common, Vakaran

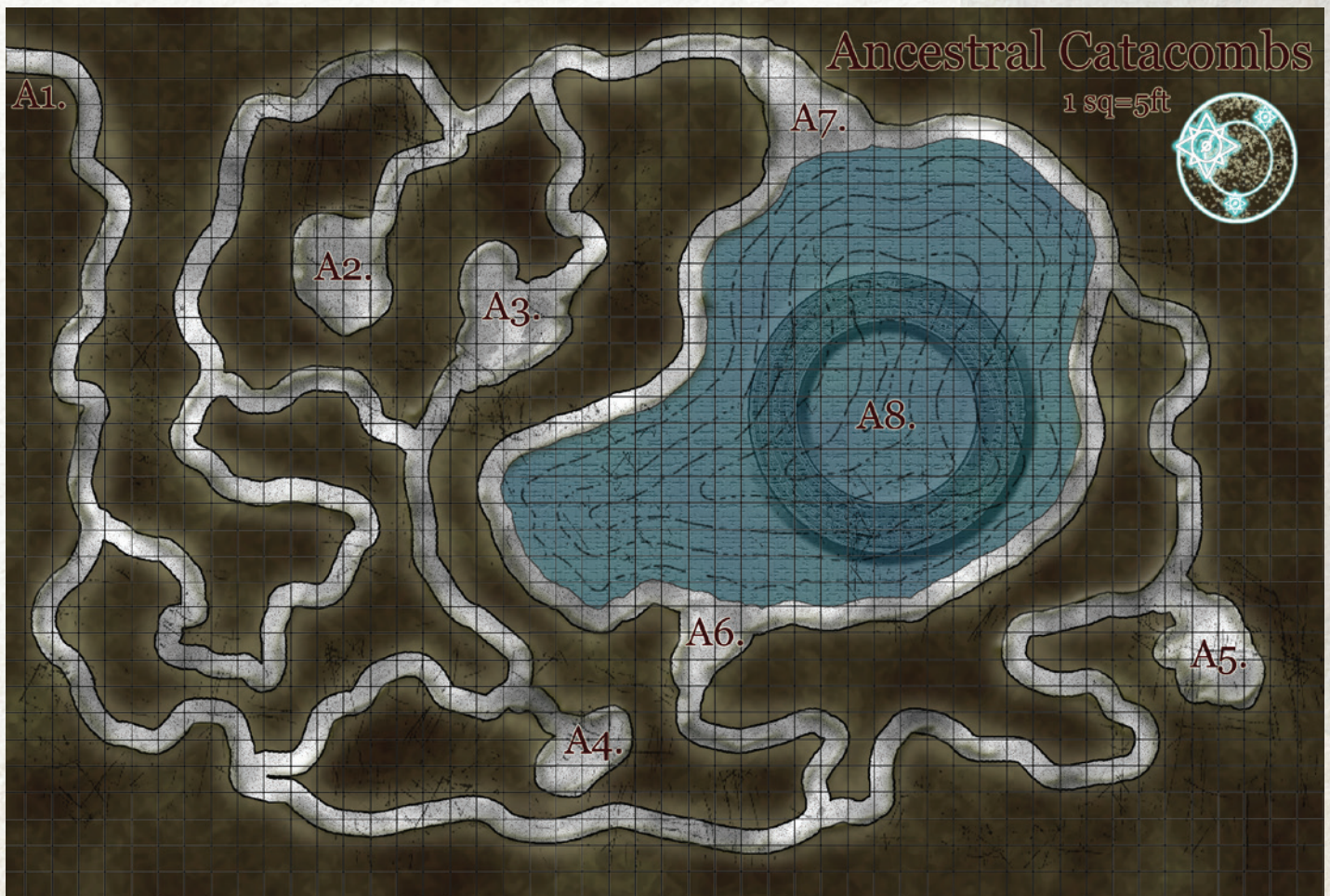
Gear *serum of healing mk2*, ready to wear echelon fashion, *menacing^{SFA} zero-edge longsword*, *perihelion serpent laser^{SFA}* with three high-capacity batteries (40 charges each), *cryo grenade III*, *flash grenade II*

THE ANCESTRAL CATACOMBS

The ancestral catacombs lie just west of the Kalmoc villages, towards the center of their lands. Four moss-covered menhirs mark its entrance. The stones stand in a semi-circle atop a small grassy hillock that rises from the mire. The hillock is almost too perfectly round to be natural and curious, brightly colored flowers ring the base. Behind the menhirs, an overgrown footpath leads to a narrow opening into the side of the hillock. Beyond the opening extends a long and unlit passage that leads to the entrance of the catacombs.

THE ANCESTRAL SPIRITS

The outer chambers connect to the four shrines of the Kalmoc's sacred spirit ancestors (see areas A2-A5). When entering any of shrines, individuals are expected to perform a ritual and make a sacrificial offering to the shrine's spirit. Ghostly whispers within the catacombs offer clues to the nature of each shrine's ritual. Spirits do not manifest until an individual attempts to leave the shrine, at which point each spirit appears to accept its offering. Successfully interpreting the whispers and performing the rituals make the encounters much easier.



Conversely, those who fail to perform the rituals face the wrath of angered spirits who have little qualms about taking their sacrifices by force.

A1. THE ENTRANCE

The dark passageway seems to go on forever. Within, the chill reek of death and decay embraces you. The floor is damp and slick, and the slightest noises seem to echo, like ripples across the surface of water.

The passage is not trapped, however, living things entering the catacombs quickly make their presence known to both its priestess as well as its protectors. The sacred caverns are connected to both the world of the living and the realms of the dead and possess a kind of sentience. Shortly after the PCs enter, the catacombs begin emitting telepathic whispers in their ancient tongue. Anyone capable of translating the whispers understands that voices are questioning them as to their nature and purpose, as well as demanding they pay the proper respects to the ancestral spirits and the priestess of the pool who serves as its mortal vessel. Improvise or use any the following whispers as an example:

Who are they? Leave the caverns! Homage must be paid! Come and be awakened. They are not one, they are not Kalmoc. Through ritual, through your sacrifice shall you transform. She will drown you in the sacred waters.

With the whispers of a dozen conflicting voices, the cavern also repeats the following in a curious mantra:

We awaken like blood dispersed upon the eyes of salt.

Upon ergot dreams, we string each moment as if a bead fashioned from earth and water.

We burn the seeds of change.

Through death we walk, painted in fat and bone.

A DC 25 Mysticism check infers the repeating mantra as some sort of puzzle or clue. A DC 35 Mysticism check suggests that each of the four lines is tied to something specific. In fact, the whispering mantra is a crucial key to performing the four rituals.

The first line refers the spirit of awakening whose ritual is requires spilling blood into his scrying pool.

The second line explains how to perform the ritual for the spirit of rites.

The third line describes the spirit of transformation's ritual.

The fourth line describes the ritual for the spirit of passing.

A2. SPIRIT OF AWAKENING (CR 19)

The air feels sticky, warm, and humid and beads of stale-smelling water glisten like sweat upon the dark cavern walls. A thin layer of muck coats the floor, though it appears undisturbed. A small raised column of rough natural stone rises from the center of the room, its top sheared flat.

From the ceiling above, the slow but steady echo of water droplets

splashing upon the column. Giant pictographs carved into the wall and traced and highlighted with blue-green verdigris, create a huge mural of various moons floating upon a fire sea within which swims a monstrous serpent.

The column is formed from a single huge geode. The sheared-off flat top forms a hollow basin, filled to the point of overflow with the dripping water with the interior lined with small, jagged, smoky white crystals, perhaps grown there deliberately. The water is salty. As gemstones, the thirty or so crystals are worth only a few gold pieces each, but beneath the basin is carved with a rune that affects anyone peering into the basin (DC 34 Mysticism check to identify its effects, DC 34 Perception check to notice it, DC 24 Will save to negate its effects). The effect is placed upon the first individual looking in the basin and cannot be triggered again until it wears off. For the next 3 hours (or until the effect is dispelled, CL 18th), anyone looking into the basin can detect the exact location and health of the affected individual. This includes the PCs, as well as Kroan, the priestess in area A7, and the creature that guards the chamber.

Creature: Within this chamber dwells the first of four powerful ancestral spirits that watch over the sacred caves. The people call him Otakma, the Spirit of Awakening and petition him as a guide to realms beyond. His ghostly form manifests as an older man, slender and bald, and wearing only a loincloth. Hundreds of scars and brands of cryptic, mystic symbols cover every inch of his ghostly, incorporeal flesh. With his petitioners, Otakma shares the holy whispers, the spirit sight, and the ability to commune with the dead, provided those that petition him prove themselves worthy and do not fear passing over into the ghost realms of the ancestors.

He requests blood offerings in the form of ritualized scarification in which the petitioner inflicts at least 10 hp of damage upon himself and spills that blood into the scrying pool. Performing the ritual placates the spirit and also dispels the rune's effect. Those failing to make the proper offerings are quickly condemned to suffer the spirit's violent wrath.

OTAKMA, THE SPIRIT OF AWAKENING

CR 19

XP 204,800

CN Medium undead (human, incorporeal)

Init +5; Senses darkvision 60 ft.; Perception +17

DEFENSE

HP 350

EAC 32; KAC 33

Fort +16; Ref +16; Wil +23

Defensive Abilities incorporeal, regeneration 10 (fire); Immunities undead traits; SR 30

OFFENSE

Speed 30 ft., fly 60 ft. (perfect)

Melee ghostly hand +29 (9d8+19)

Offensive Abilities channel negative energy, corrupting touch, frightful moan

Spell-Like Abilities (CL 17th)

PART 5: THE SEERS OF OTOS

At will—*greater invisibility*, *psychokinetic hand*, *telekinesis*

Mystic Spells Prepared (CL 17th)

6th (3/day)—*flesh to stone* (DC 24), *mass inflict pain* (DC 24),
mind thrust (DC 24), *snuff life* (DC 24)

5th (6/day)—*greater dispel magic* (DC 23), *mind thrust* (DC 23),
greater remove condition

4th (at will)—*confusion* (DC 22), *enervation* (DC 22)

STATISTICS

Str –; **Dex** +1; **Con** –; **Int** +6; **Wis** +9; **Cha** +11

Skills Culture +37, Diplomacy +37, Mysticism +37, Sense Motive +32

Languages Common, Human, Kalmoc, Lashunta, Shirren, Vesk

Other Abilities phantasmagoria

ECOLOGY

Environment Any

Organization Solitary

SPECIAL ABILITIES

Channel Negative Energy (Su) The shamanic ghost can release a wave of mystical negative energy that deals damage to living creatures and heals the undead. Channeling energy causes a burst that affects all creatures of one type (either undead or living) in a 30-foot radius centered on the ghost. The amount of damage dealt or healed is equal to 10d6. Creatures that take damage from channeled energy receive a DC 26 Will save to halve the damage. Creatures healed by channel energy cannot exceed their maximum hit point total—all excess healing is lost.

Corrupting Touch (Su)

By passing part of its incorporeal body through a foe's body as a standard action, the shamanic ghost inflicts 7d6 damage. This damage is not negative energy—it manifests in the form of physical wounds and aches from supernatural aging. Creatures immune to magical aging are immune to this damage, but otherwise the damage bypasses all forms of damage reduction. A DC 26 Fortitude save halves the damage inflicted.

Frightful Moan (Su) The shamanic ghost can emit a frightful

moan as a standard action. All living creatures within a 30-foot spread must succeed on a DC 26 Will save or become panicked for 4d4 rounds. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours. This is a sonic mind-affecting fear effect.

Phantasmagoria (Su) 8/day, the ghost can create an elaborate illusion. This illusion functions similarly to the *holographic image* spell in combination with multiple *major images*, allowing it to recreate any scene, setting, or characters it wishes. It even incorporates itself into the effect, appearing as it wishes within the illusion. The entire illusion can be disbelieved with a DC 26 Will save. If any part of the illusion is dispelled, the entire illusion fades.

A3. SPIRIT OF TRANSFORMATION (CR 19)

A collection of strange fruit lies piled upon a nest of broad waxy leaves in the center of the room. There are around two dozen fruits, each about the size of a large grapefruit and encased with thick greenish-red rinds covered with bumpy spines. The walls are covered with simple murals, each painted in ochre and charcoal.

They depict swarms of naked humans, both male and female, engaged in various acts of lovemaking.

Displayed upon the south wall is a human-sized object of dried withered flesh, though its exact form is unidentifiable. Faded green tattoos cover every inch of its spiky folded skin. In front of the fleshy object stands a small brass brazier embossed with anthropomorphized images of sun.

A DC 30 Life Science check identifies the strange fleshy object is the preserved hemipenes of some sort of giant reptilian beast. It was taken from an ancient kongamato and serves as a most sacred relic in Kalmoc fertility rites. If any attempt to desecrate the relic, the spirit instantly appears and demands that individual be put to death.

To complete Waenu's ritual, an individual must extract three seeds and burn them in the brass brazier. The fruit is simple enough to cut open and smells enticingly delicious, however it is highly toxic. Anyone that eats the fruit or gets its



fluids on its bare skin is exposed to its poison. A PC handling the fruit carefully and cutting out the seeds with a knife or similar tool can attempt a DC 20 Survival check or DC 25 Disable Device check to do so without exposing themselves to its poison. A character with the poison use class feature gains a +10 bonus on either check.

WAENU'S FRUIT

Type poison (ingested); **Save** Fortitude DC 28

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

Cure 2 consecutive saves

Creature: This cave serves as the dwelling of Waenu, the spirit of fertility and transformation. Her form is draped in long gown woven entirely of bones and flowers. Her face hides behind a quadripartite mask carved to resemble four faces, one each formed from sun, ice, fallen leaves, and blossoming flowers. When Waenu manifests she requests an offering of the expenditure prepared spell/spell per day, power point, ki point, or daily use of a class ability. The effect lasts for 12 hours or until the character rests. She attacks any who fail to perform her rites or refuse to make the offering. Waenu has the same stats as Otakma except as follows:

WAENU, SPIRIT OF CHANGE

CR 19

XP 204,800

hp 350 (see page 42, statistics as Otakma except as noted below; these abilities replace Channel Negative Energy and Frightful Moan)

SPECIAL ABILITIES

Chilling Aura (Su) When Waenu manifests, she emits a deadly chill in a 20-foot radius around itself, on both the Material and the Ethereal Planes. Each creature within this area takes 3d6 points of cold damage per round. A successful DC 26 Fortitude save halves the damage. Waenu is not affected by her own chilling aura and is immune to that of other dread ghosts.

Draining Touch (Su) Waenu gains a single touch attack that drains 1d2 points from any two different ability scores it selects on a hit. A successful Fortitude save turns the drain into ability damage. On each such successful attack, the ghost heals 5 points of damage to itself. When Waenu makes a draining touch attack, she cannot use its standard corrupting touch attack.

A4. SPIRIT OF RITES (CR 19)

Near the entrance sits a wooden trough held together by rusted iron clasps and filled with sodden shafts some sort of grain tainted with the pungent smell of mold. Straw mats surround a low circular table formed broad flat stone. Its surface is smeared with dried clay.

In the center of the table is a large wooden basin, a tin pitcher, some paintbrushes, bone carving tools, and what appears to be a

collection of ground pigments in small glass jars. Beside the table stands a huge wooden rack from which hang long strands of tiny clay beads, etched and painted with hundreds of seemingly unrelated designs.

A DC 25 Life Science check identifies the mold upon the grain is ergot, a potent hallucinogen of great spiritual value to the Kalmoc. The rite involves eating ergot then making a set of dream beads using the available clay, tools, and paint. Anyone who eats the ergot must succeed a DC 24 Will save or become drugged, take 1d4 points of temporary Wisdom damage and behave as if affected by a *confusion* spell (CL 20th). An individual may voluntarily fail this save to partake in the ritual.

Creature: This cave belongs to Sotumna, keeper of the ancient rites of passage through which all Kalmoc endure at various points of their lives. Beginning with the rite of acceptance performed following a safe birth, the Kalmoc complete one rite every decade. Sotumna typically appears as a Kalmoc man wearing a long string of wooden beads, though his specific age changes in accordance with the age of his petitioners. As the PCs are of the age when they would undergo a rite to prove themselves worthy as warriors of the people. He manifests as a ghostly warrior and demands all intruders accept the rite of passage by dream or by combat. To those who choose dream, he bestows a gift. Each may pull one bead from their strand that they must immediately crush. Crushing the bead acts as if the player had detonated a *wonder grenade*^{SFA}. Once the first bead is crushed, the remaining beads turn to dust. Those who choose combat or fail to perform the ritual must fight him. Sotumna has the same stats as Otakma except as follows:

SOTUMNA, SPIRIT OF RITES

CR 19

XP 204,800

hp 350 (see page 42, statistics as Otakma except as noted below; these abilities replace Channel Negative Energy and Frightful Moan)

SPECIAL ABILITIES

Corrupting Gaze (Su) Sotuma has a gaze attack with a range of 60 feet that causes 4d10 damage and 1d6 Charisma damage (a successful DC 26 Fortitude save negates Charisma damage but not physical damage).

Malevolence (Su) Once per round, Sotuma can merge his body with a creature on the Material Plane. This ability affects the target as *dominate person* (even if the target is not humanoid), and while using it Sotumna's form is entirely within the target's body and cannot be attacked unless forced out by dispelling the *dominate person* effect or with a *dismissal* spell, which forces him to exit the creature's body. To use this ability, Sotuma must be adjacent to the target. The target can resist the attack with a successful Will save. A creature that successfully saves is immune to Sotuma's malevolence for 24 hours.

A5. SPIRIT OF PASSING (CR 19)

PART 5: THE SEERS OF OTOS

A great millstone set upon a thick wooden shaft turns in a slow clockwise motion, its thick grooves dusted with fine, pale powder. Lining the chamber walls stand a dozen or clay pots painted with simple designs and covered with dried flower petals. Above the pots, a worn sling of braided leather suspends a small stone basin from a rung mounted into ceiling.

A DC 20 Culture check deciphers the designs as funeral rhymes. Each is filled with a dull white yellowish powder that a DC 10 Medicine check determines is ground bone. The small stone basin is filled with some sort of animal fat.

To complete Natoma's ritual one must slather themselves with the fat, then dust themselves in the ground bone. The fine powder sticks to the grease forming a sort of macabre pancake make-up. Anyone completing the ritual gains a DR 5/—against Natoma. The effect lasts for 24 hours.

Creature: The spirit that dwells within this cave is Natoma, the Kalmoc's guide between life and death. She manifests in the body of a young woman, though her face is a pale and grinning, fleshless skull. Her petitioners seek the honor or relief of death and her purpose is to lead them into the afterlife. Upon manifesting, Natoma demands an offering. If Kroan accompanies the PCs, the spirit requests his life, though she offers no explanation as to why. She will accept a substitute, though she lets it be known that only a fool would offer their lives in exchange for a traitor. If the PCs are unaccompanied and performed the ritual, Natoma requests the sacrifice 1 year of each individual's life, which she eagerly drains as they exit her domain. If the PCs fail to perform the ritual or refuse her demands, Natoma attacks. Natoma has the same stats as Otakma except as follows:

NATOMA, THE SPIRIT OF PASSING

CR 19

XP 204,800

hp 350 (see page 42, statistics as Otakma except as noted below; these abilities replace Channel Negative Energy and Frightful Moan)

SPECIAL ABILITIES

Horrific Appearance (Su) Any living creature within 60 feet that views Natoma must succeed on a Fortitude save or immediately take 1d4 points of Strength, Dexterity, and Constitution damage (roll each separately). A creature that successfully saves against this effect cannot be affected by Natoma's horrific appearance for 24 hours. This is a gaze effect.

Death Wail (Su) Once every 1d4 rounds, Natoma can let loose a terrible wail as a full-round action, targeting one creature within 100 feet of it. If the target creature can hear the death wail, it must succeed on a Fortitude save or be reduced to –1 hp and is dying. Any other creature within 100 feet that can hear the wail must succeed on a Fortitude save at the same DC or gain 1 negative level. A creature that succeeds on the save cannot be affected by Natoma's death wail for 24 hours. The death wail is a sonic death effect.

A6. THE POOL

The passage widens, opening into a gaping cavern. With the exception of a small stone ledge ringing its perimeter, the floor is entirely submerged beneath dark, glassy waters. At the water's edge rest the ashy remains of a small campfire ringed in rocks carved to resemble human skulls.

Along the walkway, large burlap sacks hang from cords. Each is tightly bundled, with quills and spines jutting through the coarse cloth from all angles. Hideously mummified heads poke through the top of each bundle. Elaborate tattoos cover the leathery flesh of each face, and shards of glossy black obsidian glimmer in the eye sockets.

Upon their arrival, the whispers stop. The PCs have reached the most sacred cavern in the catacombs. The priestess in area A7 immediately senses their presence and begins preparing for the inevitable conflict. The two-dozen bodies are the ritually preserved remains of Kalmoc priests. While intimidating, all are dead and warded against being reanimated. Regardless, the priestess shows no mercy to those who might violate their rest.

A7. MEETING THE PRIESTESS

This cavern appears almost identical to area A6, a small cavern that overlooks the great sunken pool. Similarly, the burial satchels of ancient Kalmoc priests hang upon the cold, rocky walls.

Creature: From this location, Hymeris, high priestess of the Kalmoc people, keeps watch over the pool. To gain access to the Gate the PCs must either defeat her in combat or convince her of the importance of her pool in the helping to restore balance to Qanna. While the priestess knows the pool is sacred, she is unaware that it is a gate and convincing her of such isn't an easy task, especially if the PCs are accompanied by the traitor—or worse if they have defaced her temple or in any way harmed the bodies of her ancestors.

HYMERIS, PRIESTESS OF THE POOL

CR 15

XP 51,200

Human mystic

N Medium humanoid (human)

Init +0; Senses blindsight (emotion) 60 ft.; Perception +26

DEFENSE	HP 235	RP 7
---------	--------	------

EAC 28; KAC 29; +2 EAC vs incorporeal

Fort+13; Ref+13; Will+18

OFFENSE

Speed 30 ft.

Melee anarchic advanced living staff^{SFA} +22 (4d6+15 B, critical bind)

Ranged wasp sting pistol +24 (5d8+15 A and B, critical corrode 3d6)

Mystic Spell-Like Abilities (CL 15th)

At will—discern lies (DC 24), mindlink, retrocognition

Kalmoc Oracle Spell-Like Abilities (CL 15th)

At will—clairaudience/clairvoyance, speak with dead (DC 23)

Mystic Spells Known (CL 15th)

5th (3/day)—*crush skull* (DC 25), *dominate person* (DC 25)
 4th (6/day)—*cosmic eddy* (DC 24), *mind probe* (DC 24), *mystic cure IV*, *resistant armor*
 3rd (at will)—*bestow curse* (DC 23), *slow* (DC 23)

Connection empath

STATISTICS

Str +0; **Dex** +0; **Con** +7; **Int** +0; **Wis** +9; **Cha** +5

Skills Mysticism +31, Culture +26, Life Science +26, Sense Motive +31

Languages Common, Kalmoc

Other Abilities blood of heroes (3/day), empathy, spirit walk (2/day), telepathic bond

Gear *serum of healing mk2*, elite hardlight series with *ghost armor* upgrade, *anarchic advanced living staff*^{SEA} with two batteries (20 charges each), wasp sting pistol with two high-capacity batteries (40 charges each)

SPECIAL ABILITIES

Blood of Heroes (Su) Three times per day as a move action, the kalmoc oracle can summon the strength of her ancestors to bolster her own power. She receives a +3 morale bonus on attacks, damage rolls, and +3 to her saving throws against fear effects. These benefits last for 5 rounds.

Spirit Walk (Su) Twice per day as a standard action, the kalmoc oracle may become incorporeal and invisible. In this form, she can move in any direction and pass through solid objects. She can take no other action other than to move while in this form. She may remain in this form for 15 rounds but may end it prematurely as a standard action.

Creature: As the guardian of the pool, Hymeris can cause the water to lower or raise at will, though she cannot cause it to rise above its natural level. She can move and breathe normally within the pool's waters.

A8. THE SUNKEN GATE (CR 17)

Hidden beneath the dark waters at the center of the pool lies a great ring of carved stone, its runes and sigils blanketed in mud and spotted with the stony nests of small blind cavefish. The pool has a depth of 10 feet and its frigid 55°F waters teams with eyeless cavefish. Its flat and muddy bottom gives the water its dark color. Finding the gate requires a DC 20 Perception check. The muck is only a

few inches deep, but disturbing the mud makes the water even more murky. Whenever an individual passes through an area, their movements disturb the mud, reducing all Perception checks in the waters of that area by -10.

Creature: An ancient protector guards the gate, a linked pair of elder elementals that think and act as one. It appears as soon as anyone attempts to activate the gate. The ancient creature speaks no known language, though it howls madly in its strange tongue as it launches itself to attack, looking like an enormous cephalopod formed of water.

MYTHIC ELDER WATER ELEMENTALS (2)

CR 15

XP 51,200

N Huge outsider (elemental, water)

Init +7; **Senses** darkvision 60 ft.; **Perception** +26

DEFENSE

HP 330

EAC 29; **KAC** 31

Fort +17; **Ref** +19; **Will** +13

Immunities elemental immunities

OFFENSE

Speed 20 ft., swim 90 ft,

Melee slam +29 (8d6+24 B plus grab)

Multiattack 4 slams +24 (8d6+24 B plus grab)

Offensive Abilities drench, swallow whole, uncanny coordination, vortex (DC 21), water mastery

STATISTICS

Str +9; **Dex** +7; **Con** +5; **Int** +0; **Wis** +4; **Cha** +0
Skills Acrobatics +26, Athletics +31, Stealth +26

SPECIAL ABILITIES

Uncanny Coordination (Ex) The water elementals do not provoke attacks of opportunity for moving through spaces threatened by the other and may share spaces. As a move action, they may swap places with each other if they are within each other's threatened areas.

BLESSINGS OF THE SPIRITS

After defeating the elemental, the PCs can use the materials that the seers gave them to activate the Gate and return to their court. Acknowledging the PCs success and worthiness, the seers become unbodied and release their souls into the PCs. This takes the form of a +1 bonus to a single ability score of each of the PCs' choices.



HENDERSHOT



CHAPTER 6: THE WEAVE MOON

This Act begins when the PCs leave the seers and travel to the hollow core of the gas giant Qanna in order to confront Shokar-Mak. Upon their arrival, read or paraphrase the following.

M1. CHAMBER OF THE WEAVE MOON (CR 19)

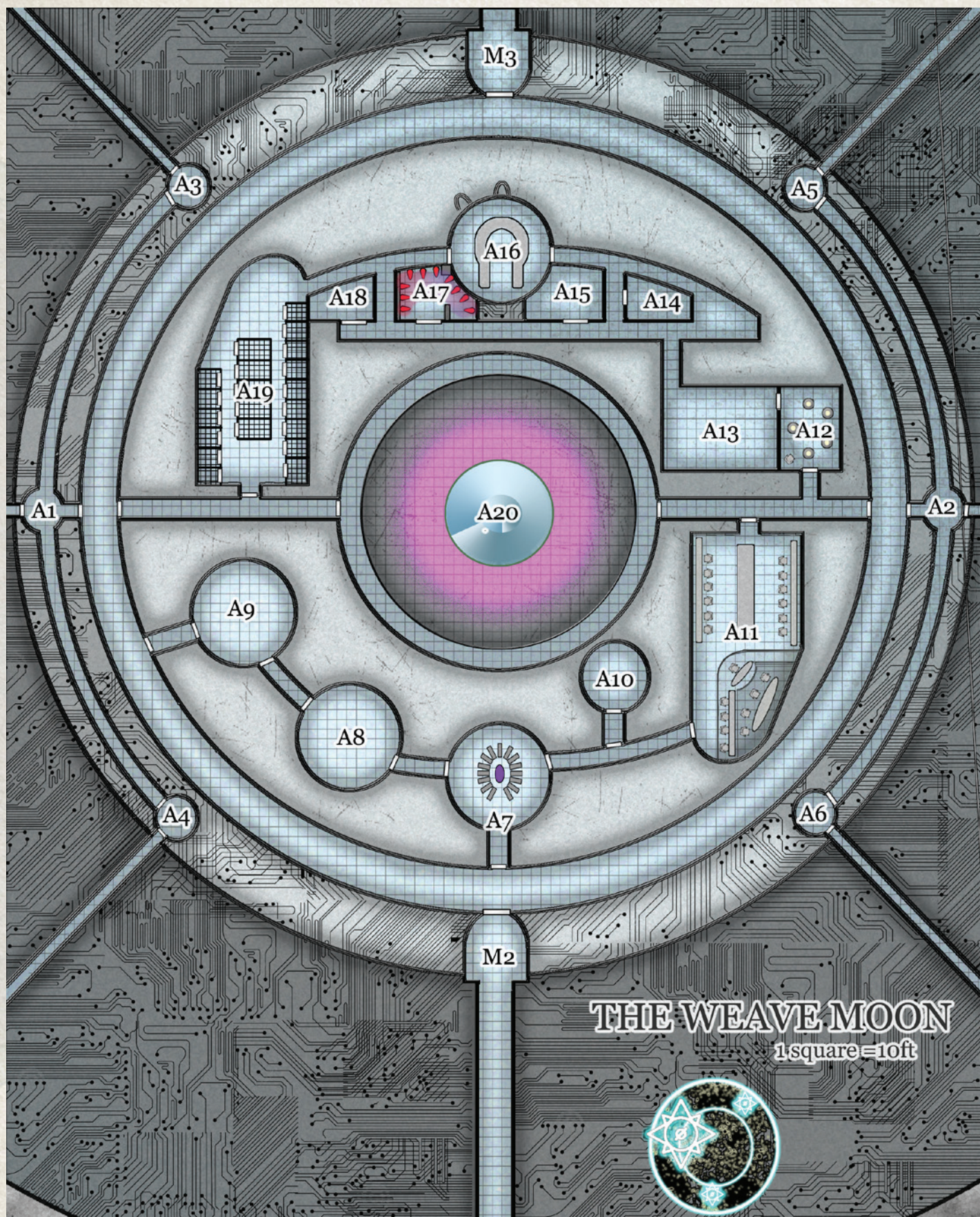
Flung into a vast bubble, you float weightless before an impossibly tremendous mechanical sphere nearly a quarter mile in diameter—a little less than half the size of a small moon. Long perfectly cut channels evenly divide the sphere along both hemispheres and two diagonal ellipses and converge perfectly at eight points in the center of each face. Hundreds of dents and blackened burn marks scar its coarse metal surface. It rotates slowly, as strange faintly glowing nodules scattered haphazardly about the surface seem to flicker and blink out in constellation-like patterns.

Beyond the bubble, violent swirls of pale ice blue liquid whipping into a storming sea that beats and throbs against

an invisible membrane that seems to contain the inner atmosphere. Like bolts of lightning, glowing tendrils of plasma occasionally tear past the divide, racing across the void and darting out the other side. Those striking the moon scatter across its surface, breaking apart into spidery webs of blue static.

All matter within the strange pocket within the bubble floats weightless. The effect is reminiscent of the conditions within the Endless Tunnel (see pg 10). A DC 25 Physical Science check infers that the probable cause for the weightlessness would be a shift in their position into the center of a much larger object of significantly intense mass, such as a planet, therefore the pocket most likely lies near or at Qanna's core.

The huge mechanical sphere is a Weave Moon, a powerful artifact created towards the end of the Patron's golden age of peace and enlightenment when their capabilities were at their most advanced. Far smaller than a real moon, its diameter extends just under a quarter of mile (approximately 1,060 feet). The moon



PART 6: THE WEAVE MOON

is entirely fabricated from ancient metals, stone and subspace corals whose growth could be manipulated to aid in crafting structures orbiting planets as satellites.

All of the channels that circumnavigate the moon are huge star gates, each once capable of transporting it to different locations within the universe, alternate universes, and possibly to unknown dimensions beyond. Within the center of the moon floats its core reactor. The core powers the moon providing it with necessities such as a workable atmosphere, a recycling water system, and electrical power, among other things. It is also responsible for the moon's axial rotation that creates its gravity. Lastly, it channels power to the moon's defense systems, monitoring systems, communication devices, observational equipment, and the star gate.

Different rotational speeds trigger individual or combinations of gate to become active at different speeds. When stabilized in a specific location, the moon rotates at its current speed of 6 miles per hour. The chamber surrounding the moon is also created by energies within the core-creator and consists only of an artificial atmosphere that pushes outward against the matter of Qanna's core. The violent arcs of plasma jumping from the beyond atmosphere and striking the moon are being absorbed by power nodes along the surfaces and channeled into the reactor-core, helping to recharge its power supply. However, something has clearly gone wrong with the energy collection, and crackles of power arc randomly.

Creatures: The outer chamber is guarded by a huge swarm of ceroptors. As soon as the adventurers enter the moon chamber, they rush to investigate. Under the direct order of Shokar-Mak, they swarm any intruders and attempt to slay them. Shokar-Mak desires to keep the knowledge of the Weave Moon secret and allows no outsiders to see it and live.

CEROPTOR SWARM (3)

CR 16

XP 204,800 each

hp 280 (see page 63)

ENTERING THE WEAVE MOON

The Weave Moon has two major entrances (areas M2-M3) rest on opposite faces of the moon at a point within a circle located where the eight channels converge in each face. Six additional portals lie along the points where the vertical hemispherical channel bisects the other channels; however, the intent of their design is to allow the crew service access to the Moon's exterior and for the majority of the time they remain both sealed and locked.

M2-M3. MAJOR AIR LOCKS (CR 21)

The air locks located at these points lie on either side of a small tubular chamber that serves as a receiving

area connecting the Moon's exterior to the internal chambers. Objects within the chamber remain weightless whenever the outer locks are open, but 1d4+3 rounds after the outer door locks, the computers and other machinery transform the air within the chamber so that the atmosphere becomes suitable to humanoids.

Creatures: A patrol of onaryx shockwardens and two commanders keep constant watch over the airlocks. Should any intruders breach the gates, the commanders fall back and begin using their psionic powers to bolster the shockwardens. The wardens begin by rushing forward and unleashing sonic cries before opening fire with their needlers. On the second round, the commanders use their cries, then open fire with their lasers. The surfaces of the Weave Moon are hardened against laser fire and are not damaged by the lasers. The patrols attempt to keep targets at a distance for as long as possible before entering into melee and use their sonic cry abilities at every opportunity. They are fearless and fight to the death.

ONARYX SHOCKWARDENS (6)

CR 14

XP 38,400 each

hp 235 (see page 69)

ONARYX VICEROYS (2)

CR 17

XP 102,400 each

hp 285 (see page 69)

Special: If at any time the outer door of the airlock opens while the weave moon is in orbit, any creatures or objects not secured within the chamber are forcibly sucked into the empty void of space.

A1-2. THE HEMISPHERE PRIMES (CR 16)

Entrance (both from the moon's exterior or interior) into either of these locations requires bypassing the sealed airlock doors. Locked each door is set to a voice activation code that only reacts to the sub-audible sounds produced by onaryx or a special imprint key now in the possession of Shokar-Mak. The airlock doors (hardness 8, hp 100, Open Engineering DC 35, Break DC 25) are all rigged with an alarm (Perception DC 25; Computers DC 30) that sends a warning signal to the monitor room and the bridge should there be a breach that might compromise the safety weave moon. Inside, the sealed chambers are covered with carbon-like material and well shielded. They have their own isolated atmospheres and serve as buffer areas between the moon's surface and its interior, as well as hubs to similar airlocks lying along the lesser meridians.

Trap: The hub passages consist of open archways set with hidden bio-scanners while small airlocks seal passages leading to the exterior canal that bisects the moon into vertical hemispheres. Anyone passing

through either of the open arches triggers the bioscanner that erupts with near blinding pulse of bluish white light. The light reads the form and if it registers as a human or good elder race it triggers both an alarm as well as torrent of rapidly solidifying, immobilizing foam to spray into the halls.

BIOSCANNER TRAP

CR 16

XP 76,800

Type mechanical; **Perception** DC 35; **Disable** Computers DC 45

EFFECTS

Trigger proximity; Reset automatic

Effect immobilizing foam (see below); never miss; onset delay (1 round); multiple targets (all targets in a 10-ft.-by-10-ft. corridor)

Immobilizing Foam: The foam shoots from dozens of highly pressurized nozzles set into the wall, dealing 15d6 points of bludgeoning damage (DC 30 Reflex half). This foam also rapidly fails a 30-foot section of the passage, catalyzing into a translucent solid (hardness 8, 150 hit points per foot of thickness) 1 round later. There is no air within this substance, so trapped creatures must hold their breath or suffocate.

A3-6. THE MERIDIAN INTERSECTIONS (CR 18)

At each of these these junctions, the passage leads to a round pressure-locked door forged from an unknown

metal (hardness 10, 350 hp, Computers DC 35, Break DC 40). The lock is keyed to a push-button security code. In addition to the lock, a geared door wheel keeps the door hermetically sealed. A DC 20 Strength check made to rotate the wheel. Rotating it counterclockwise opens the seal while rotating clockwise closes it. A fist-sized light set into the wall above the door glows red when the seal is opened. Whenever the seal opens, a security notification flashes in the Observation Room (A10) and the monitoring system in the room sends a live feed from inside the room.

The airlock door opens into a cramped circular room paneled in white-blue ceramic compounds set within a perfect circular frame. There are two additional hatches on other walls, each bearing their own small control board of softly glowing crystals. Rows of glowing tubes light the chamber, while overhead an eye-like metal orb seems to slowly scan the interior of the chamber.

A corridor to the northwest extends to the exterior canal that bisects the weave moon's western meridian. Open arches to the north and south each lead to a long and narrow passage that lead to more locking chambers. The eyelike orb is a camera that sends a recorded feed to the Monitoring Room (A10).

Creatures: Six onaryx shockwardens guard of these chambers and attack any intruders on sight. In addition,



PART 6: THE WEAVE MOON

a few ceroptors have broken away from the swarm.

ONARYX SHOCKWARDEN (6)

CR 14

XP 38,400 each

hp 235 each; (see page 69)

A7. NAVIGATION ROOM

A thick swirling darkness baths this spherical chamber, cast by some sort of devices that seemingly shoot beams that somehow mask the light. The high-domed ceiling is pierced by millions of pinpricks of light in tiny color that shine out against the darkness creating the view that one is gazing into space. In the center, an array of cushioned beds encircles a metal pillar supporting a bulbous orb of translucent purple. Anyone inspecting the beds quickly discovers they have a sort of control system by each hand, one containing a small stick-like handle inset into a rotating orb, and the other a sort of touchpad with half a dozen buttons. The buttons are inscribed with Patron symbols written in Belligren. When activated, a bright red error icon flashes continuously from the screen. Further symbols explain that the Weave Moon is unable to hold a charge and thus is unable to activate its navigation functions.

A8. THE MEDITATION ROOMS

This room feels unusually warm and the air swirls with cloudy vapors carrying a sweet and vaguely familiar herbal scent. A number of alien-looking devices occupy much of the room, evenly spaced between chrome panels and clear columns that throb with pulses of dim reddish violet energy. Narrow padded cotsthreaded into a series of hollow rings seem to hover in the air, suspended perfectly by long chrome rods wrapped with serpentine coils of wire.

The elali fitted this room with tables used for mental reconditioning treatments they called meditations. To operate the equipment here, one simply lies down upon one of the seats and presses a specific pattern of buttons.

A DC 35 Engineering check identifies the control panel buttons can be manipulated to create four different settings. As before, all the instruction are written in ancient Belligren. Each button performs a single treatment that lasts 30 minutes. Individuals that partake in an uninterrupted treatment temporarily gain one of the following spell effects as a temporary benefit. A single individual may only benefit from one effect for 24 hours. Using the machinery cost a single charge. Currently the apparatus has only 5 charges remaining. Once drained, it shuts down cannot be recharged unless until it is fully restored with a DC 40 Engineering skill.

Setting 1: rune—nerve cell, effect—*resistant armor*

(level 5).

Setting 2: rune—a heart, effect—*death ward*.

Setting 3: rune—firing neurons, effect—*telepathic bond* (can be used twice on a single charge).

Setting 4: rune—a brain, effect—*modify memory*.

A9. OBSERVATORY

This circular room has a slightly curved ceiling set upon acage-shaped brass frame. Each of its rings bear inscriptions with many lines of demarcation set marked with age forgotten symbols. The cage divides the ceiling into quarters and suspended within each quarter rests a huge and gleaming lens. Curious metal tubes appear to connect each of the lenses. Three sets of binocular eyepieces are fitted about the perimeter of each tube. Around the perimeter of the room, rows of levers protrude from the wall.

The eyepiece fitted tubes connect to great lenses set into the brass cage at the top of the observatory. Quite advanced, when the moon is in orbit around a planet, they allow a viewer enough of a viewing range to see most of the planets in a single solar system; however, within Qanna's core the offer only a view of the intense gleaming liquids within Qanna's core. Anyone peering into the eyepieces must make a DC 24 Reflex save to avoid danger by pulling away quickly or be temporarily blinded for 1d6 rounds.

A10. MONITORING ROOM (CR 18)

Occupying the center of the room rests large circular table rimmed wide molding carved from unknown. Within the molding ring, a thin layer of translucent greenish fluorescent liquid floats upon the table surface. Three curved glass tubes run parallel along surface of the molding. Evenly spaced, each is half-filled with a different florescent colored slightly viscous liquid; one violet, one teal, and one orange.

Tracing the perimeter of the tubes lies a small metal track fitted with a half-dozen odd pull switches that when closed, appear to drop what looks like a small circular magnet over the tubes. A low thrumming sound emanates from the curious pipes.

This chamber serves as a monitoring room. The table produces holographic images of various locations within the Weave Moon. Anyone nearing the tubes realizes they carry a slight static charge and anyone touching them receives a very mild static shock. A DC 20 Perception check notices the liquids in all three tubes are flowing. The outer tubes (violet and orange) flow counterclockwise, while the tube in the middle (teal) flows clockwise. Opening and closing switches causes the magnets to alter the flow of energy flowing through the liquids in the tubes. All of the switches are

currently open. Manipulating the switches alters the flow of energies creating three-dimensional images of different locations to appear within the liquid floating within the center of the table. The silent greenish images are slightly distorted and tend to flicker, though they produce accurate images in real time.

Switches 1-2 alter the fluids in tube 1

Switches 3-4 alter the fluids in tube 2

Switches 5-6 alter the fluids in tube 3

No more than two of the magnetic switches can be closed at a single time without force. As soon as third switch is depressed, the first switch thrown pops back into the open position. Switches can easily be placed into the following combinations, each correlating with a specific room within the Weave Moon. The combinations are shown on the table below.

V1	V2	T1	T2	O1	O2	A1. Hemisphere A prime
V1	V2	T1	T2	O1	O2	A2. Hemisphere B prime
V1	V2	T1	T2	O1	O2	A3. Meridian Intersection A
V1	V2	T1	T2	O1	O2	A4. Meridian Intersection B
V1	V2	T1	T2	O1	O2	A5. Meridian Intersection C
V1	V2	T1	T2	O1	O2	A6. Meridian Intersection D
V1	V2	T1	T2	O1	O2	A7. Navigation Room
V1	V2	T1	T2	O1	O2	A8. Meditation Room
V1	V2	T1	T2	O1	O2	A9. Observatory
V1	V2	T1	T2	O1	O2	A11. The Bridge
V1	V2	T1	T2	O1	O2	A12. Holographic Library
V1	V2	T1	T2	O1	O2	A13. Library of Living Brains
V1	V2	T1	T2	O1	O2	A14. Kill Switch Room
V1	V2	T1	T2	O1	O2	A15. Commanders Quarters
V1	V2	T1	T2	O1	O2	A16. Gate Chamber
V1	V2	T1	T2	O1	O2	A17. Stasis Chamber
V1	V2	T1	T2	O1	O2	A18. Technology Room
V1	V2	T1	T2	O1	O2	M2. Major Airlock A
V1	V2	T1	T2	O1	O2	M3. Major Airlock B
V1	V2	T1	T2	O1	O2	A19. Barracks
V1	V2	T1	T2	O1	O2	A20. Spindle Reactor

Forcing more than two switches into the closed position can be done with a DC 20 Strength check. If forced closed, energies begin to build rapidly within the tubes. Each round the individual must make a new check to keep the switch in the closed position;

however, the DC of the Strength check increases by 1d4 per round. The tubes also begin to glow and become super hot, dealing 1d6 points of fire damage + 1d6 points per round to any creature touching them, for as long as the switch remains held closed. After 3+1d4 rounds the tubes overload dealing 6d6 points of electricity damage + 1d6 points of fire damage for every round the energies built up.

Creatures: A pair of onaryx shockwardens guard this room. They readily attempt force the surrender of anyone entering the room without immediately displaying proper clearance. If intruders show the least bit of resistance, they draw weapons, trip the emergency alarms, and unleash their sonic cries before opening fire.

ONARYX SHOCKWARDENS (2)

CR 14

XP 38,400 each

hp 235 each (see page 69)

ULTARI DEATHBLADE

CR 16

XP 76,800

hp 300 (see page 70)

A11. THE BRIDGE (CR 20)

A spacious semi-rectangular chamber lined with rows of chairs mounted before complexly organized instrument panels that face walls of towering screens. A waist high cage runs down the center of the room filled with cables that connect an assortment of transformers, spinning cogs, computer, and other unidentifiable components.

The far corner is rounded off, creating a slightly recessed platform that overlooks a sunken lower level. Upon the platform, and the lower sunken level, more chairs sit before consoles filled with additional screens, dials, switches, and controls. These workstations face another series of screens, though the screens are currently blank.

This room serves as weave moon's bridge. The western wall is filled with navigational screens that can aid anyone with a Mysticism skill check a DC 30 to decipher its meaning. A wash of colorful panels cover the eastern wall, several inset with quivering oscilloscopes to measure radiation levels. The platform appears to be some sort of command center or navigational center. The screens in the recessed area can be powered up using the control panel with a DC 30 Computers check. The panel activates mobile sensors on the moon's exterior, which stream external images to the bridge. If activated, the screens display a wash of swirling blue energy indicative of the environment outside.

Creatures: At present bridge is under repair. A small team consisting of an assortment of bodied ceraptors,

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guarded by few shockwardens, tinker with the controls and various pieces of navigation equipment. The ceroptors wear the forms of former thieves and smugglers in order to make good use of their manual dexterity and muscle memory trained in manipulating mechanical devices.

ULTARI DEATHBLADE

CR 16

XP 76,800

hp 300 (see pg. 70)

BODIED CEROPTOR (4)

CR 12

XP 19,200 each

hp 185 each (see pg. 62)

ONARYX SHOCKWARDENS (2)

CR 14

XP 38,400 each

hp 235 each (see pg. 69)

ONARYX DREAD STRIKE WING

CR 17

XP 102,400

hp 246 (see page 16)

A12. HOLOGRAPHIC LIBRARY

The door opens into a rectangular room walled off with fibrous panels set within metal frames and trimmed with softly glowing strips of greenish purple. Five waist high metal pedestals stand in an evenly spaced pattern around the perimeter of the room, each topped with a flattened metal disk inset with a keypad of unknown symbols encircling an orb of a softly glowing material that somewhat resembles ivory. In the southwest corner rests a strange chair above which a mechanical arm suspends a solid metal helmet connected to half a dozen wires.

All of the pedestals are holographic projectors. All of the projectors connect to the same database, which the Belligrens used to collect, store, and recall information on various planets and races which they encountered on their journey. Manipulating activates them causing various three-dimensional holographic images to appear above the glowing orb, accompanied by a dispassionately clinical audio description of the image in the Belligren language.

Should anyone sit in the chair, the helmet drops down upon that individual's head. Within the helmet, lights flicker with holographic images and a rubber mask forces a stream of chemical pheromones into the wearer's mouth. Earphones lock into the ears and assault the wearer with a disorienting barrage of unidentifiable syllabic jumble. At first the experience is completely disorienting and the wearer becomes nauseated (DC 19 Fortitude negates) for as long as they remain in the seat and for 1d6 rounds afterwards. After five minutes, the true nature of the device reveals itself

as the wearer begins to understand the sounds, which are spoken in an alien tongue.

Thereafter, if the individual continues for at least 1 hour, they begin picking up the language and after several hours are able to comprehend it with great efficacy and flawless diction. All the languages stored in the device are incredibly ancient, dead tongues. There are over twenty, though the only two of any real use are Ashtuul, Belligren. After an hour-long treatment, the individual may add his Wisdom modifier (minimum +1) to any skill checks made to comprehend or read the symbols associated with the language with which he was programmed.

A13. LIBRARY OF LIVING BRAINS (CR 18)

Beyond the membranous portal, a narrow and circular tunnel continues about 10 yards to an archway opening into a dark and spacious chamber with a high curved ceiling, oddly shaped with numerous alcoves centered around a sunken floor. Pillars surround the room, with stairs climbing to narrow balcony some 10 feet above the main floor. On either side of the sunken floor, curved stairs carved into the stonework lead to the central recess.

Evenly positioned just above the recessed floor, eight small metal orbs hang from suspended from complex scaffolding mounted to the ceiling. Each a little over one foot in diameter, the orbs spin slowly, casting an eerie bluish-violet glow from a single circular hinged glass lens set into its face giving each sphere the appearance of a great mechanical eye.

The orbs appear much like miniature bathyspheres. Anyone peering within the lens sees snaking bands of bluish-violet energies dance in a chaotic frenzy, dashing crackling sparks against the inside perimeter that skitter madly about as they spit out harmonically complex, hissing static. The orbs contain the stored artificial consciousness of high-ranking Patrons that once controlled the Weave Moon. A DC 42 Mysticism check identifies the complex patterns of crackling energy as stored thought patterns, which can be interpreted by psionically communing with the orbs. Communicating requires the expenditure of 1 spell slot of 1st level or greater per minute. The communicator must concentrate upon the task, holding the sphere in both hands and gazing through the lens focusing on the energies within. During this time, the communicator must remain undisturbed and can take no other actions without breaking the communication. Successfully communicating with the orbs triggers the trap.

ARCHIVE OF LIVING BRAINS

CR 18

XP 153,600

Type magical; Perception DC 47; Disable Mysticism DC 42
EFFECTS

Trigger psychic activation; Reset 1 minute

Effect When this trap is triggered uses the *mind probe* spell (DC 25 Will save to resist). If a creature is deemed an enemy (see below) the trap unleashes a tide of psychic power, dealing 16d6 points of damage to all creatures in the chamber (DC 25 Will half). This is a mind-affecting effect

A team of elali neuromancers in service of the high councilors of the Accord created the Archive of Living Brains as a means of storing and processing information. The “brains” are artificial composites, grown from the genetic material taken from the elders themselves. While the brains possess the reasoning and knowledge of the primordial elali, they lack any sense of individuality or personal identity. Instead the Archive’s consciousness exists purely from moment to moment. They have no true memory per say, though if requested, the Archives can recall details and facts concerning events and individuals from any point of time. To the Archives, time is non-existent, therefore it cannot distinguish between past and future.

The Archives have no sense of morality, ethics, or personal desires, and their actions are entirely based on behavioral patterns placed within them by the neuromancers at the time of their creation. As such, after communing with an orb one gets a sense that they have had a conversation with an intelligent creature, though if they communicate with that same orb again, the orb retains no knowledge of any prior contact with that individual and treats them as if meeting for the first time. The archives remain active only to the extent that they respond when interacted with and they become static immediately after the interaction ends.

The high council acknowledged the potential risks that come with creating such a potent wealth of knowledge, they took great effort in to fortify the Archives with the ability to defend itself against any creature that might seek to abuse its power. Once an individual make contact with any of the brains, the Archives immediately attempt to determine whether that individual is an ally or enemy using the *mind probe* ability. Individuals that wish to resist can attempt a DC 25 Will save to prevent the mind probe for that round, however the Archive can continually make checks each round for up to 16 rounds. The Archives deem any individuals that resist their mental probing as potential enemies. If the probe is successful, the voices of Living Brains bombard the individuals querying them about what they seek and their intentions for seeking their information in Belligren—the language of the Belligrens. They always address individuals as if they were the high-ranking members of the Patrons; however, should individuals give the Archives the slightest inclination

that they do not serve the Patrons, then they do not accept them as allies.

If the individual fails to convince the Archives to accept them as allies, then all living creatures within the haunt’s radius of effect are targeted with a psionic *ultrablast*. The power rips through minds, dealing 16d6 points of damage. Those caught in the blast may attempt a DC 20 Will save for half damage.

If the archives accept an individual, the creature may thereafter question the archives for information. The archives willingly share their profound insight, answering a single query by activating the *hypercognition* power. As a result, the brains can provide discourse, answer a question, or shed insight on nearly any subject.

After such an exchange, the Archives automatically down and remain inactive for the next week, at least in terms of providing answers, however they remain able to manifest their defensive blasts if any hostile attempts are made to disable, disassemble, or “hack” into the brains for further information. Anyone attempting to extract further information in such a manner provokes the Library’s enmity and thereafter it treats any further attempts at communing as hostile and responds by using its ultrablast power.

A14. THE KILL SWITCH (CR 16)

Inset into the metal wall, about midway down this corridor, a small alcove shadows a nondescript pair of cargo doors marked with an ancient symbol. A DC 30 check to decipher the symbol interprets is meaning as “rebirth” or possibly “reincarnation”. The door is electronically locked and upon minimal inspection appears not to have been tampered with for quite some time. The rubber seals on the doors appear to have corroded and fused together.

Cargo Doors (hardness 12, hp 350, **Computers** 35, **Break** DC 40).

If the PCs manage to get the doors open, read the following description as they enter the room.

The cargo doors open revealing a vast unlit chamber stocked with walls of softly glowing paneled circuits, switches, and dials along the walls and covering vast monoliths stretching from floor to ceiling. The air within smells stale and artificially sterile. From the wall at the far end of the chamber protrude four unusual looking levers, each in the up position.

The levers were designed as an emergency shutdown system connected the spindle core.

The kill switch is off requires a specially coded activation crystal-disk (carried by Otris and Shokar

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Mak) to power up. Only after the crystal-disk is inserted into an interface slot on the wall with the dials can the machine be powered up. There is an additional power up procedure that can be deciphered with a DC 40 Linguistics check (computers). The powering up procedure takes about five minutes to complete, after which the kill switch can be made active.

Throwing all four levers into the down position reverses the flow of particles in the spindle core causing it to rapidly drain all energy from the moon. Immediately, all power shuts off—including the reserves. All of the outer airlocks open. If in orbit, gravity stops, the atmosphere begins to thin, and the temperature begins dropping rapidly.

Trap: Anyone attempting to manipulate the kill switch without powering it up triggers the trap. In addition to the spell effect, the trap also triggers the silent alarm system connecting to the monitoring room immediately activating cameras. At the same time, the room's entrance slams shut and locks. (hardness 12, hp 350, Computers DC 40, Break DC 40). Once the alarm trips, the guards send an alert call to shockwardens to the navigation room, the bridge and barracks. Each group races to the room, intent on capturing any saboteurs.

STASIS TRAP

CR 16

XP 76,800

Type magic; **Perception** DC 41; **Disable** Computers DC 41

EFFECTS

Trigger touch (kill switch); **Reset** automatic

Effect spell effect (all creatures in the room, *hold monster*, DC 23 Will save negates)

Creatures: A pair of rogue combat drones stand on either side of the kill switch, hidden by 5th-level *holographic image* spells that cause them to appear to be Huge blocks of circuitry and machinery. They attack any creature approaching the kill switch levers that does not speak the pass phrase, "All hail Shokar Mak!" Note that the drones can see invisible creatures without difficulty. These drones are constructed to resemble ultari warriors and their daggers resemble ultari broadswords, but their statistics are unchanged.

ROGUE COMBAT DRONES (2)

CR 14

XP 38,400 each

hp 250 (*Starfinder Alien Archive* 3)

A15. COMMANDER'S QUARTERS (CR 25)

The room centers on a large black sphere of unknown stone that rotates slowly atop a column cut from the same material. The floor is lit with six large glowing plates that evenly surround the column. Curving metal staircase climbs

to a railed off loft that encircles the western section of the room.

Atop the loft sit chairs about a glass table and wall cabinets display strange artifact, mostly mechanical parts as well as exotic weapons, alien looking sculptures. Below the loft is a pool and what appears to be some sort of washbasin. Steam covers the pool's surface.

The panels in the floor can be lifted and slide with a DC 20 Strength check. Beneath each lies a small compartment, three for sleeping, two for dressing and equipping, and a final unit that houses a tremendous collection of weaponry.

Creatures: This room serves as the personal and private quarters of Shokar-Mak, The Mind Tyrant of Qanna, Lord of the Castle of Glass and Heir to the Twelve Gates. Shokar is a high-ranking and extremely powerful Ultari general charged by the Ultari Hegemony to seize control the weave moon. He never fights alone, always bringing one or more ultari commanders with him from area A10, A11, or A18, or even unleashing the *ecorche* from their pods in area A16. He also prefers to stand and fight inside the Library of Living Brains in area A13, as his immunity to mind-affecting effects shields him against the mental assault that may endanger PCs coming into the area. He has precast defensive precognition and force screen before entering any combat situation.

GENERAL SHOKAR-MAK

CR 24

XP 1,228,800

Ultar soldier

LE Medium outsider (evil, extraplanar, lawful)

Init +15; **Senses** blindsight (scent) 60 ft., darkvision 60 ft.; **Perception** +40

Aura fear aura (10 ft., DC 28)

DEFENSE	HP 650	RP 8
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EAC 41; **KAC** 44

Fort +24; **Ref** +22; **Will** +22

Defensive Abilities fast healing 10; **Immune** critical hit effects, mind-affecting effects; **SR** 34

OFFENSE

Speed 40 ft., fly 70 ft (perfect).

Melee demiurge ultari broadsword +36 (10d10+47 P & S; boost 6d4; critical demoralize)

Offensive Abilities against the odds, charge attack, fighting styles (blitz, arcane assailant), keep fighting (5d6 + 24), kill shot, perfect opportunity, power of legend, rune of the eldritch knight, secret of the magi, soldier's onslaught

Spell-like Abilities (CL 24th; ranged +32)

1/day—*inflict pain* (DC 29), *mind thrust* (6th level, DC 33)

3/day—*mind thrust* (6th level, DC 33), *reflecting armor* (6th level)

At will—daze (DC 26), psychokinetic hand, telekinetic projectile

STATISTICS

Str +15; **Dex** +11; **Con** +8; **Int** +6; **Wis** +2; **Cha** +2

Skills Athletics +40, Engineering +40, Intimidate +45

Languages Aklo, Ashtuul, Belligren, Common, Ultari, Jagladine, Onaryx

Gear specialist aegis series, haste circuit, prismatic force field, mk 4 magic resistor, mk 5 fortified plates^{SFA}

For almost a century, the ultari warlord Shokar-Mak slaughtered and subjugated his way through Elyon system like the mad heir to the throne of the Hegemonic Empire. Both brilliant and sociopathic, he readily dominates his subordinates and commands entirely through fear and intimidation. Empathy, love, and compassion are more than just weaknesses, they are tools through which he can manipulate those who suffer from such afflictions. He is driven almost

entirely by his ambition and he becomes obsessively calculating when planning attacks. In combat, he is utterly ruthless and shows opponents neither mercy nor compassion.

A16. STASIS PODS (CR 21)

The door to this area is locked and freezing cold to the touch. Casual observation notes a rime of ice crystals tracing the outline of the door, sealing it to the metal jambs. As with many rooms in this section of the Merciless Moon, it lost power centuries earlier. The internal temperature is just below freezing and so dark that it is nearly impossible to see without a light source. The coldness within the room devours any light sources or similar energies in order to power itself.

Situated around the perimeter of the room lie ten great stone sarcophagi arranged with their heads touching massive



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stone wall panels of faded bluish gray in color. The stone is heavily etched with thousands of complex and interwoven runes.

Broad oval hatches seal each of the caskets, appearing to be held fast with locking clasps and tightened with threaded turnkeys. The caskets lids are clear though they seem to be filled with a reddish gas. The dense gas appears to have leaked from the pod's broken seal and spills into the room rolling low across the floor, not really doing a good job of dissipating.

The gas is slightly acidic and not much denser than the surrounding air. Movement through this stirs up the gas, causing it to rise in a small cloud in each square as they exit it, as well as in all squares adjacent to their space wherever they end their movement. This cloud blurs vision somewhat, causing a -4 penalty on Perception checks, but does not provide concealment; however, creatures not immune to acid have a 20% miss chance on all attacks for as they remain within the cloud and for 1 minute thereafter (DC 23 Fortitude negates). Clouds raised in this way remain for 1 round after the creature ceases moving and then dissipate.

Creatures: The material used to seal on the stasis pods has long since deteriorated. As soon as anyone comes near the pods, the dead things within sense them and begin banging frantically upon their lids of their stasis pods. If not released within 1d4 rounds, they drop the charade of being imprisoned and violently crash through the translucent pod shells. Erupting into the room, they attack the nearest living creatures they see.

ECORCHE (6)

CR 16

XP 76,800

CE Large undead

Init +9; Senses darkvision 60 ft.; Perception +28

Aura frightful presence (60 ft., DC 22)

DEFENSE

HP 300

EAC 30; KAC 32

Fort +18; Ref +18; Will +16

Defensive Abilities fast healing 5; DR 15/good and silver;

Immunities acid, undead immunities

OFFENSE

Speed 30 ft.

Melee claw +30 (6d10+27 S; critical 1 Con bleed)

Multiattack 2 claws +24 (6d10+27 S; critical 1 Con bleed)

Ranged vortex scattergun +27 (3d12+16 P)

Space 10 ft.; Reach 10 ft.

Offensive Abilities seize skin

STATISTICS

Str +10; Dex +5; Con —; Int +1; Wis +0; Cha +7

Skills Athletics +28, Disguise +33, Stealth +28

Languages Common

Other Abilities unliving, wear skin

Gear vortex scattergun with 12 shells

ECOLOGY

Environment any land

Organization solitary or gang (2–4)

SPECIAL ABILITIES

Seize Skin (Su) Whenever an ecorche damages the same target with both attacks in its multiattack, the target must succeed at a DC 22 Fortitude save to resist being skinned alive. Those who fail the save become staggered and take 1 point of Constitution drain per round. Both of these effects are permanent but can be removed with a *regenerate* or *mystic cure* (4th-level or higher) spell (or 1 round of regeneration). The ecorche can use its wear skin ability to don a skin stolen in this way as a full-round action.

Wear Skin (Su) An ecorche can steal the skin of a dead Small, Medium, or Large humanoid and wear it as its own. When it does this, the ecorche takes on the creature's size and appearance and gains a +10 bonus on Disguise checks made to impersonate the victim. While wearing a stolen skin, an ecorche cannot use its frightful presence. This stolen skin is preserved while the ecorche wears it but is destroyed if the ecorche takes more than 10 points of damage or if the ecorche chooses to destroy the skin as a standard action. Those within 60 feet who see an ecorche's stolen skin destroyed are immediately subjected to its frightful presence and take a -5 penalty on the related Will save. An ecorche reverts to its normal size if its stolen skin is destroyed.

A17. TECHNOLOGY ROOM (CR 21)

A framework of bluish metal displays strange webs of fibrous conduits. They rapidly shift their colors as pulses of energy swiftly navigate the tangled maze, their sparks jumping through various components wrapped in glittering foil paper and sealed with clear resin or vacuum tubes. Strange measuring devices with coiled springs and needles gauge unknown substances sending feeds of pressurized metal into to cylindrical glass monitoring portals spaced throughout the room swirl with plasma that dances rhythmically to an unknown, silent beat. This room serves as the weave moon's central nervous system. It contains the rotational drive units, propulsion boosters, gravity conditioners, and similar machinery as well as the machines for recycling water, controlling the temperature and monitoring the chemical composition of the interior climate, and other artificial atmospheric compositions. There are many items here that, if damaged while in space, could easily render the moon inoperable.

Creature: The weave moon's resident engineer (a

genius ultar technomancer named Otris) spends most of his time in this room, obsessively tinkering with the sensors, machinery, and other devices. Although Otris is an extremely dangerous opponent, his primary concern remains protecting the room and he makes every attempt to keep violence from occurring within his lab.

OTRIS, ULTARI TECHLORD

CR 21

XP 409,600

Ultari technomancer

LE Medium outsider (evil, extraplanar, lawful)

Init +8; Senses blindsight (scent) 60 ft., darkvision 60 ft.;

Perception +35

Aura frightful presence (10 ft., DC 29)

DEFENSE	HP 425	RP 7
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EAC 35; KAC 36

Fort +18; Ref +18; Will +23

Immune mind-affecting effects

OFFENSE

Speed 30 ft.

Melee demiurge ultari broadsword +31 (10d10+23 P & S; critical demoralize)

Ranged sunglass lens pistol +29 (7d8+21 F; critical burn 3d8)

Offensive Abilities cache capacitor 3, magic hacks (quickened spell, rain of fire), spell cache, telepathic drain (DC 29)

Technomancer Spells Known (CL 21st; ranged +29)

6th (3/day)—chain surge (DC 29), disintegrate (DC 29), interplanetary teleport, mass rewire flesh (DC 29)

5th (6/day)—resistant aegis, telekinesis (DC 28), wall of force

4th (at will)—flight, greater invisibility

Spell-like Abilities (CL 21st; ranged +29)

1/day—inflict pain (DC 26), mind thrust (2nd level, DC 26)

3/day—mind thrust (1st level, DC 25), reflecting armor

At will—daze (DC 24), psychokinetic hand, telekinetic projectile

STATISTICS

Str +2; Dex +8; Con +0; Int +12; Wis +2; Cha +3

Skills Computers +40, Engineering +40, Intimidate +40, Mysticism +40, Sense Motive +35

Languages Ashtuul, Belligren, Common, Jagladine, Onaryx, Ultari

Gear nanotube carbon skin, demiurge ultari broadsword, sunglass lens pistol^A with 2 super-capacity batteries (80 charges each)

SPECIAL ABILITIES

Telepathic Drain (Su) As above, but the Will DC is 29.

A18. BARRACKS (CR 20)

Cage-like scaffolding partitions most of this large room into smaller cells. A good number have hammocks strung between

the bars and contain a few pieces of mundane furniture, chests, mirrors and the like. Others are crammed large metal shipping containers, locked and sealed, tanks draped in blankets, marked water barrels, sealed containment vessels, basic tools for terraforming and basic construction, as well as other mundane cargo. In the far corner rests a makeshift kitchen and a dining area comprised of several long tables.

Creatures: A handful of shockwardens and other crewmembers mull about the area, some resting or eating while others converse or clean their equipment. The first individual to notice intruders calls out a shocked warning, sending everyone scrambling for cover as they quickly attempt to find their gear and suit up before engaging in combat. When the PCs enter, only two of the shockwardens are suited up, the rest of them take 1d4 rounds to effectively ready themselves (though if cornered they fight with their natural attacks, special abilities, or whatever they happen to be holding at the time.

ONARYX SHOCKWARDENS (2)

CR 14

XP 38,400 each

hp 235 each (see page 69)

ULTARI DEATHBLADES (2)

CR 16

XP 76,800 each

hp 300 each (page 70)

ONARYX DREAD STRIKE WING

CR 17

XP 102,400

hp 246 (see page 16)

The containment vessels are sealed but not locked. Most contain protein-based food bars, while others contain sleeping blankets, clothing, spacesuits and similar equipment needed for surface exploration of quasi-hostile environments.

A 19. GATE CHAMBER (CR 17)

Eight identical oval portals open into the curved outer wall, all evenly spaced about two feet apart from each other. A wide metal molding surrounds each portal forged with ancient runes and circuitous patterns of small clear crystals. The portals lead into shallow, empty alcoves only a few feet deep, each with an accompanying screen.

A horseshoe-shaped, stone-topped table faces the alcoves, its angled surface pocked patterns of small, shallow holes. One particularly large one holds bright crystals arranged into complex patterns, smoke wafting gently off of them; the smaller ones remain empty.

The largest alcove is in fact the portal that Shokar-Mak's Hegemony confederates escaped through. After Masuma alerted them to the presence of the PCs,

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the agents worked tirelessly to power up this long-distance gate to make their escape. Unfortunately, the party has just missed them. However, it is possible for the PCs to track where they've gone. A DC 35 Engineering check allows a creature to route the portal to its last destination.

The small oval portals are small bi-directional gate, each capable of transporting a single passenger of large size or smaller, in one direction to the nearest gate upon a celestial body the moon is currently orbiting or another satellite (moon, spacecraft, etc.) which shares the same path of orbit. They are extremely short range and limited, designed only to transport an individual to the surface of a nearby world. The gates can be set to reverse and return visiting creatures.

Typically, an engineer or individual trained in running the computer console remains on the Weave Moon to operate the gates, however, travelers may automatically set them to activate in reverse at a specific time, plus up to three additional times, each occurring at either 1 hour, 12 hours, or 24 hours after the initial retrieval attempt. Once activated, the Gate remains open on the world's surface for 10 minutes.

Creatures: A bodied ceroptor and a shockwarden stand watch here, having just recently served as escort for the fleeing Hegemony agents.

BODIED CEROPTOR

CR 12

XP 19,200 each

hp 185 (see page 62)

ULTARI DEATHBLADE

CR 16

XP 76,800

hp 300 (see page 70)

ONARYX DREAD STRIKE WING

CR 17

XP 102,400

hp 246 (see page 16)

A20. SPINDLE CORE

A ceramic grid walkway encircles the perimeter of this cavernous cylindrical chamber. Suspended within the core, hovers a huge mechanical spindle made from metal shafts, radiating diodes, whirling gears and great ceramic disks inset with intricate circuitous patterns. It slowly rotates counterclockwise. Visible through thick glass panes set into the disks, bluish sparks of energy crackle and explode triggering large brass nodes on the exterior that radiate with a dull reddish glow.

Every so often energy surges into the nodes launching bolts of orange and violet plasma that savagely race up and down the length of the spindle. High above and far below, the colors separate and the plasma coils into viciously swirling cyclones that radiate intense heat.

Special: In order to reactivate the weave moon, Otris had convert core drive system by using ion cannon thrusters powered by the currents of highly unstable radioactive plasma. As long as the energy from the spindle core remains contained within its nanite-reinforced glass shielding-chamber, there is no danger of exposure to the unstable and highly radioactive plasmas within.

NANITE-REINFORCED GLASS

hardness 8, hp 200, Break DC 25.

If the glass breaks, the thrusters continue firing off erratically launching bolts of radioactive plasma through the entire chamber. Each round, 1d6 bolts of plasma randomly fire into surrounding room. Determine the direction at random using 1d8 to represent the cardinal point (1 is north, then determine the direction by counting clockwise). Each plasma bolt travels in a straight line from the spindle core towards one of the PCs (chosen at random) and continues until it hits a solid object. Any creatures in the path of the bolt risk getting hit. Upon impact with a wall or similarly solid object, the bolt explodes into a 20ft blast centered on the point of impact. The blast disperses with a bright flash leaving the entire blast area washed with high radiation.

Radioactive Plasma Bolt (Ranged Touch +20, 10d6 fire/10d6 electricity)

Radioactive Burst (20ft cloud; radiation level High; Fort DC 22)

The spindle core continually unleashes bursts at this rate for 1 hour, after which it begins slowing down to a rate of 1d6 per minute for another hour, then 1 per every 1d20 minutes for the final hour. Even after the blasts stop, the radiation remains. It takes 48 hours for radiation levels to drop to medium, another week for them to drop to low, and a month for them to return to normal.

CONCLUDING THIS ADVENTURE

The defeat of Shokar-Mak successfully completes the adventure. With the ultari warlord destroyed, it's a short matter of time before the allying forces on Qanna's remaining moons unite and drive off the last of the Hegemony forces. The PCs may wish to aid them in this task; however, it's left to the GM to determine how they would run such a scenario.

The Weave Moon is unable to fly due to the deterioration of age. Its components and the technology that it guards could serve the Accord well in their coming battle, but the true prize is the portal that the remainder of the Hegemony fled through. Soon it will be time for the PCs to follow them and seek their destiny.

BESTIARY

ATOTH

A vague outline like the rippling of heat against cold manifests into the form of a hideous headless humanoid with translucent dead-white skin and clawed hands, a gaping fanged maw where its neck should be. Below its ghastly torso, its ghostly entrails fade into long ethereal streamers trailing in its wake.

ATOTH

CR 19

XP 204,800

CE Large undead (incorporeal)

Init +11; Senses blindsense (life) 120 ft., darkvision 60 ft.; Perception +32

DEFENSE

HP 385

EAC 33; KAC 34:

Fort +16; Ref +16; Wil +23

Defensive Abilities incorporeal; Immunities undead immunities

OFFENSE

Speed fly 60 ft. (Su, perfect)

Melee bite +31 (6d8+19 negative energy plus 1d4 Con drain; critical stunned [DC 26]) or tendrils +31 (3d12+19 negative energy plus 1d4 Con drain)

Multiattack bite +25 (6d8+19 negative energy plus 1d4 Con drain; critical stunned [DC 26]), 2 claws +25 (3d12+19 negative energy plus 1d4 Con drain), tendrils +25 (3d12+19 negative energy plus 1d4 Con drain)

Space 10 ft.; Reach 10 ft. (20 ft. with tendrils)

Offensive Abilities cloud mind, create spawn, nightmare rift

Spell-like Abilities (CL 18th)

1/day—mind thrust (6th-level, DC 26)

3/day—greater synaptic pulse (DC 25)

At will—interplanetary transport (DC 26), telekinesis (DC 25)

STATISTICS

Str —; Dex +11; Con —; Int -3; Wis +6; Cha +9

Skills Acrobatics +37, Intimidate +32, Stealth +37

Languages Ashtuul (can't speak), Belligren (can't speak), Common (can't speak), Jagladine (can't speak), Ultari (can't speak); telepathy 60 ft.

Other Abilities dimensional omniscience, feed on fear, unliving

ECOLOGY

Environment any

Organization solitary, pair, or misery (3-5)

SPECIAL ABILITIES

Cloud Mind (Su) As a swift action, an atoth can make itself completely undetectable to a single creature within 100 feet, erasing all awareness of its presence from that creature's mind (DC 26 Will negates). The target cannot perceive the atoth with normal or exceptional senses, including blindsense and blindsight, nor with any form of magical detection. The target

can detect obvious changes in its surroundings, including the atoth moving objects or attacking creatures the target can also see, allowing it a new saving throw to perceive the atoth. An ally that can perceive the atoth can use a move action to warn the subject and grant it a new saving throw. The effect ends immediately if the atoth attacks the target.

As a full action, the atoth can use this ability to cloud the minds of up to 17 creatures at once, while increasing the save DC to 30. However, if it attacks any of the creatures whose minds it has clouded, it becomes visible and detectable again by all affected creatures.

Constitution Drain (Su) Creatures hit by an atoth's touch attack take 1d4 points of Constitution drain (DC 26 Fortitude negates) if struck by its incorporeal touch. On each successful attack, the atoth gains 5 temporary hit points.

Create Spawn (Su) Humanoids slain by an atoth become wraiths in 1d4 rounds. These wraiths are not under the control of the atoth but similarly hate all life and attack living creatures they encounter. If not destroyed, they will often stay with the atoth that created them for 1d4 days before departing.

Dimensional Omniscience (Su) Atoths can innately sense the discorporation of mortal souls and spirits, and this act of transitional disembodiment into the verges of its tortured existence attracts their attention. Whenever a living mortal creature within 1 million miles uses a teleportation effect, or a necromancy effect that separates a creature's spirit from its body (such as *astral projection* or *magic jar*), the atoth senses their transition and can use its dimensional rift ability to hunt them down. It cannot sense creatures shielded by *mind blank* unless they are within its line of sight.

Transmutation spells that alter an individual's corporeal form allowing them to travel in overlapping planes (such as *ethereal jaunt* or *shadow walk*) or become incorporeal do not trigger an atoth's dimensional omniscience, but it can sense the presence of creatures using such effects within 1 mile (regardless of whether the atoth is on the Material Plane or a transitive plane like the Ethereal Plane, Shadow Plane, or Dimension of Dreams) and can use its dimensional rift ability to intercept them.

Effects used by outsiders (except for native outsiders) or immortal creatures do not attract an atoth's attention when using effects such as these.

Feed on Fear (Su) Any time an atoth is within 15 feet of a dying creature or creature subject to a fear effect, it gains fast healing 10.

Nightmare Rift (Su) Once per day an atoth can tear holes in the dimensions, allowing it to rip into the dimensional pathways other creatures use to transport themselves across and between dimensions and planes. Rending that pathway asunder, the atoth intercepts such creatures in the midst of their journey, appearing instantaneously adjacent to its targets, interrupting

their journey and drawing them into a bounded null-space outside of normal space and time. Creatures can attempt a DC 26 Will save to resist being drawn into the nightmare rift; however, if one or more allies fail a saving throw and are drawn into it, allies who have successfully saved may choose to be drawn in. Creatures that save are not drawn into the nightmare rift, but all creatures that encounter an atoth in this way are have haunting visions of grasping, shadowy beasts stalking them through unseen passages the next time they sleep, affecting them as *mind thrust* (5th-level, DC 25). If the save is failed, these nightmares continue to plague them every time they sleep. These nightmares continue until a creature successfully saves on three consecutive nights. They also can be ended by *remove affliction* (with a successful DC 29 caster level check), *psychic surgery*, *miracle*, or *wish*.

There is no light within the nightmare rift, save what travelers bring with them. In addition, once per round at the end of the atoth's turn it can attempt a caster level check as a swift action to dispel all magical light effects within 60 feet. There is no solid matter within the rift nor any gravity, but all creatures gain a fly speed of 30 feet (perfect maneuverability). Conjunction effects (including all forms of teleportation or planar travel) do not function within the nightmare rift, though shadow effects that duplicate conjunctions do. Likewise, effects that alter the flow of time or allow divination that reveals information about the past or future are suppressed within the nightmare rift. Within the nightmare rift, an atoth gains a +5 Insight bonus to AC and on its saving throws and attack and damage rolls and saving throws, and it also gains fast healing 30 (this stacks with the fast healing from its feed on fear ability).

The rift is a dimension purely of mind, so mindless creatures cannot be drawn into it, nor can unconscious creatures; if either type of creature accompanies those who have failed their save, they are held in a null-border between moments at the edge of the rift while their fellows encounter the atoth. Creatures knocked unconscious within the rift disappear into this null-space as well at the beginning of their next turn after being knocked unconscious, as are the physical remains and gear of creatures killed within the rift. If the atoth is destroyed, the rift collapses and creatures within it continue on to their final destination, accompanied by any wraiths created within the nightmare rift. If all creatures other than the atoth and wraiths are killed or knocked

unconscious, they and their remains return to their point of origin in the Material Plane while the atoth and its wraiths are shunted away 1d100 x 100 miles in a random direction.

Tendrils (Ex) An atoth attacks with its ghostly claws and bite with its normal reach, but it also can make one attack each round with its long streamer of ghostly tendrils, with a natural reach of 20 feet; it uses this reach for the purpose of determining its threatened area. When an atoth uses the charge, run, or withdraw action, it can make a single attack at any point during its movement with its tendrils. The target for this tendril attack must be within 10 feet of the atoth's line of movement, and it cannot be the target of the atoth's charge.

Atoths are hideous undead parasites that exist outside of time within the void of space. When a ceraptor dies within its host body during extra-dimensional travel, the material essence associated with the corporeal body tears free and jettisons into the void. The essence of the material form then reforms, creating the atoth. Lacking souls and therefore devoid of true consciousness, they cannot fully merge with the outer realms.

As a result, their forms remain tragically addicted to the egoic consciousness of living things. This means that while atoth

Can potential travel anywhere in the void, they remain inextricably bound to exist in the dimensions that surround the world upon which their old material form was fabricated. Their torso and arms appear almost solid at first glance, though on close viewing their bodies are translucent and ephemeral, barely held together by their hunger and their hate.

Atoths are singularly consumed with feeding off the psychic energies of living creatures, particularly emotional energies such as joy, love, fear, and anger. They are cursed to sense these energies radiating from the material worlds upon which they can no longer manifest, thus whenever a living being breaks from the material form and enter the dimension of non-being, the atoth explode into a frenzied rush to devour their mortal essence in its disincorporate form.

Cruelly, they can beget no true sustenance from the emotions of their victims. Following only a brief period of satiation

that antecedes their feasting, their emptiness and disconnect returns a thousand-fold, driving them to become even more aggressive and ferocious in their hunts.



CEROPTOR

This creature's hideous head, with a vaguely humanoid face surrounded by a bulbous, multicolored mass of horns, scales, and bony plates, sits atop a glistening welter of stinger-tipped tentacle strands.

CEROPTOR	CR 8
XP 4,800	
CE Medium aberration (extraplanar)	
Init +2; Senses blindsight (life) 60ft., darkvision 60 ft.; Perception +16	
DEFENSE	HP 115
EAC 20; KAC 21	
Fort +7; Ref +7; Will +11	
OFFENSE	
Speed 10 ft., fly 60 ft. (perfect)	
Melee stinger +17 (1d12+8 P plus paralysis)	
Range frostbite zero pistol +15 (1d10+8 C, critical staggered [DC 18])	
Space 5 ft.; Reach 5 ft. (10 ft. with stinger)	
Offensive Abilities ganglion probe, paralysis 1d4 rounds, DC 18	
Spell-like Abilities (CL 8)	
1/day—mind thrust (2nd level, DC 19), inflict pain (DC 19)	
3/day—command (DC 18), lesser confusion (DC 18), fear (DC 18)	
At will—daze (DC 17), fatigue (DC 17)	
STATISTICS	
Str +0; Dex +2; Con +2; Int +6; Wis +2; Cha +0	
Feats Combat Casting	
Skills Bluff +16, Intimidate +16, Mysticism +21, Physical Science +21, Stealth +21	
Languages Aklo, Common	
Other Abilities steal body	
ECOLOGY	
Environment any	
Organization solitary, pair, or mass (3-8)	
SPECIAL ABILITIES	
Ganglion Probe (Ex) As a standard action, a ceroptor can forcefully insert one of its ganglia into a helpless creature's nervous system. Inserting the ganglion deals 1d4 points Dexterity damage. For each round thereafter, for as long as the ganglion remains inserted, the ceroptor continues drawing fluids dealing an additional 1d4 points of Dexterity damage. If this ability damage exceeds the target's Dexterity score, any additional Dexterity damage becomes Dexterity drain. A ganglion probe can be torn out by hand with a successful grapple combat maneuver or a DC 25 Strength check; in either case, a successful check deals 3d6 damage to the creature being probed.	
Steal Body (Ex) A ceroptor can take control of a headless corpse of that died within the past 12 hours by affixing itself to the creature's nervous system and absorbing the residual memories of the creature. A ceroptor cannot affix itself to the body of a mindless creature or a creature lacking a central nervous system, such as elementals, oozes, plants, undead, and many aberrations. Mounting itself onto a corpse is a full-round action that provokes attacks of opportunity. Once mounted, the ceroptor's ganglia connect to its host, allowing	

it to control the body and to make use of the dead creature's skills, feats, class features and abilities (including spellcasting and spell-like or supernatural abilities), and racial traits and abilities. It uses the physical ability scores the dead creature had in life, but retains its own mental ability scores, skills, feats, spell-like abilities, and any other effects or abilities related to its own mental ability scores.

Ceroptors are the dominant of the habitable moons orbiting Anshar, hailing originally from the near-lifeless moon the humanoids call Morthos. Created by the dark and alien manipulations of the jagladine, they were designed to manipulate weaker species of the neighboring moons in order to break them into revealing the secrets of the Ancient gates. Of genius and entirely alien intellect, a typical ceroptor appears almost as an oversized, hideous head trailing long ganglion-like structures of thick cartilage. Parasitic predators, they capture, enslave and breed the various humanoid races as if they were cattle. They eat humans when they so desire, but also use their bodies by removing a host's head, inserting their ganglion into their necks and taking over their central nervous systems so they gain full control over the body. This mounting process kills the humanoid host, although the body can remain "alive" and in the possession and control of its host for as long as the host desires or until it is killed. They also reproduce by laying eggs inside a host body. When the eggs hatch, a brood of tiny ceroptor larvae eats its way out of the corpse. Upon escaping the host, the larvae go into deep caves where they sleep for several months as they mature into fully developed ceroptors. Ceroptors believe themselves to be a paragon species, far superior to all others. Currently ceroptors travel from moon to moon by mentally projecting themselves form their existing head-like bodies, through inner space and into recently hatched ceroptor larvae on other moons. The original form dies, but the same personality lives on in the new form. In this way, they are somewhat immortal. How ceroptors originally traveled between the moons is unknown, though it is speculated that an earlier humanoid race possessed the ability to moon jump and became infested with ceroptor eggs after an encounter with the hostile creatures.

CEROPTOR, BODIED	CR 12
XP 19,200	
CE Medium aberration (extraplanar)	
Init +11; Senses blindsight (life) 60 ft., darkvision 60 ft.; Perception +22	
DEFENSE	HP 185
EAC 26; KAC 27	
Fort +11; Ref +14; Will +17	
Defensive Abilities cloaking field, evasion, uncanny agility	
OFFENSE	
Speed 40 ft.	
Melee yellow star plasma doshko +21 (2d10+14 E&F, critical severe wound)	
Range hailstorm-class zero rifle +23 (2d8+12 C, critical staggered [DC21])	
Offensive Abilities ganglion probe, probe debilitating trick, trick attack +4d8, triple attack	

Spell-like Abilities (CL 12th)

3/day—*command*, *confusion* (lesser), *fear* (DC 20)
1/day—*mind thrust* (2nd level, DC 20), *inflict pain* (DC 20)
At will—*daze* (DC 19), *fatigue* (DC 19)

STATISTICS

Str +2; **Dex** +8; **Con** +2; **Int** +6; **Wis** +2; **Cha** +0

Feats Combat Casting

Skills Acrobatics +28, Bluff +23, Intimidate +23, Mysticism +28, Physical Science +28, Stealth +28

Languages Aklo, Common

Other Abilities sure-footed

ECOLOGY

Environment any

Organization solitary, pair, or mass (3-8)

CEROPTOR SWARM

CR 16

XP 204,800

CE Gargantuan aberration (swarm, extraplanar)

Init +5; **Senses** blindsight (life) 60 ft., darkvision 60 ft.; **Perception** +28

DEFENSE

HP 280

EAC 30; **KAC** 31

Fort +14; **Ref** +14; **Will** +21

Immunities swarm immunities

OFFENSE

Speed 10 ft., fly 60 ft. (perfect)

Melee swarm attack (4d8+16 P plus paralysis)

Space 20 ft.

Offensive Abilities ganglion probe, paralytic toxin

Spell-like Abilities (CL 16th)

1/day—*mind thrust* (6th-level, DC 24), *true seeing*
3/day—*crush skull* (DC 23), *feeblemind* (DC 23), *greater synaptic pulse* (DC 23), *telepathy*
At will—*mind thrust* (4th-level, DC

22), *confusion* (DC 22)

STATISTICS

Str +0; **Dex** +5; **Con** +7; **Int** +10; **Wis** +4; **Cha** +0

Feats Combat Casting

Skills Bluff +28, Intimidate +28, Mysticism +33, Physical Science +33, Stealth +33

Languages Aklo, Common

Other Abilities steal body

ECOLOGY

Environment any

Organization solitary

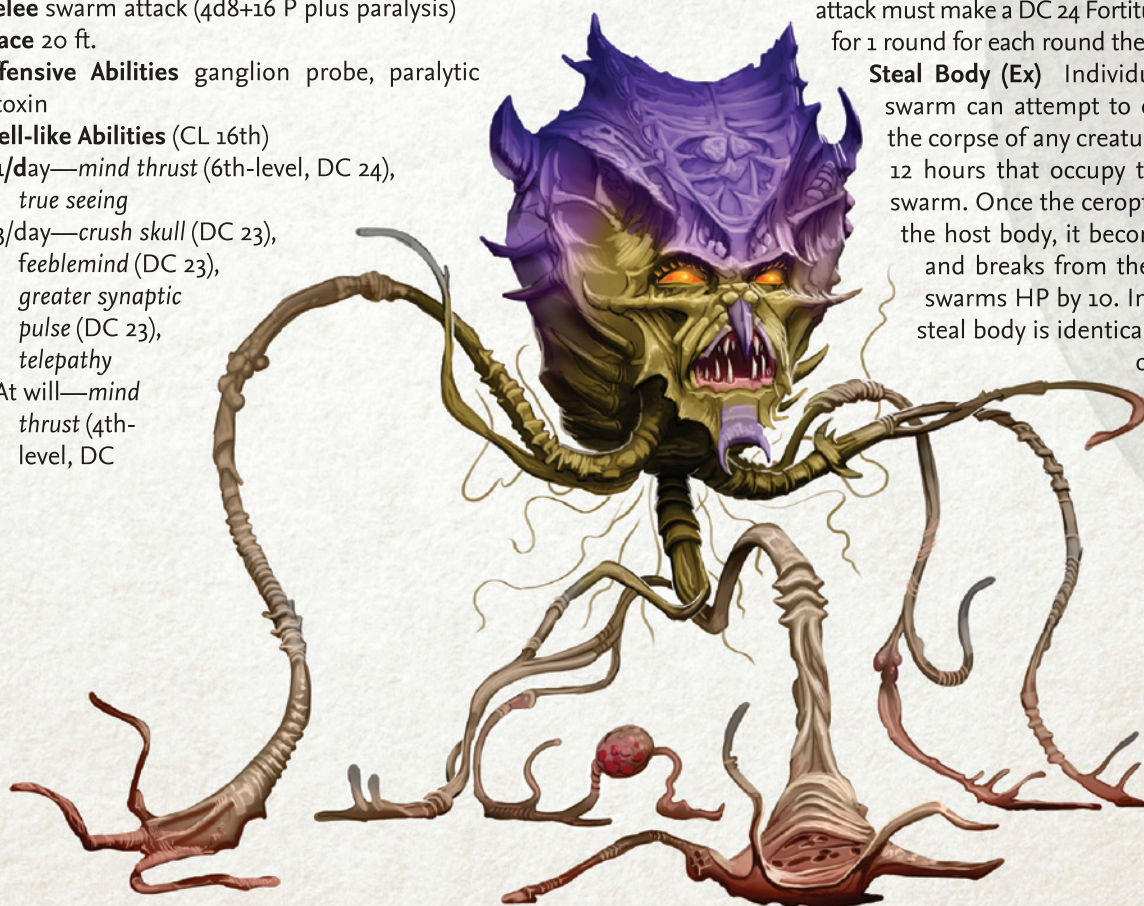
SPECIAL ABILITIES

Ganglion Probe (Ex) As a standard action, a ceroptor swarm can forcefully insert one of its ganglia into a helpless creature's nervous system. Inserting the ganglion deals 1d6 points Dexterity damage. For each round thereafter, for as long as the ganglion remains inserted, the ceroptor swarm continues drawing fluids dealing an additional 1d6 points of Dexterity damage. If this ability damage exceeds the target's Dexterity score, any additional Dexterity damage becomes Dexterity drain. A ganglion probe can be torn out by hand with a successful grapple combat maneuver or a DC 25 Strength check; in either case, a successful check deals 4d6 points of damage to the creature being probed.

Large Swarm (Ex) A ceroptor swarm gains swarm immunities and swarm attack, but does not gain the swarm defenses trait.

Paralytic Toxin (Ex) Creatures subjected to a ceroptor swarm's swarm attack must make a DC 24 Fortitude save or be paralyzed for 1 round for each round they are inside the swarm.

Steal Body (Ex) Individual ceroptors within a swarm can attempt to decapitate and inhabit the corpse of any creatures slain within the last 12 hours that occupy the same space as the swarm. Once the ceroptor takes full control of the host body, it becomes a bodied ceroptor and breaks from the swarm, reducing the swarms HP by 10. In all other respects, the steal body is identical to the ceroptor ability of the same name.



GOLEM, CONVEYANCE

This flying metal skimmer has a windowed compartment, but the window provides no view inside. The front part of the skimmer parts vertically, giving it the appearance of a metallic maw.

CONVEYANCE GOLEM

CR 7

XP 4,800

N Huge construct (technological)

Init +6; Senses darkvision 60 ft., low-light vision; Perception +19

DEFENSE

HP 100

EAC 19; KAC 21

Fort +7; Ref +7; Will +4

DR 10/adamantine; Immunities construct immunities, electricity;

Resist acid 10, cold 10, fire 10

OFFENSE

Speed 40 ft., fly 60 ft. (Ex, good)

Melee bite +18 (2d6+12 B plus swallow whole) or slam +18 (1d8+12 B)

Multiattack bite +12 (2d6+12 B plus swallow whole) and 2 slams +12 (1d8+12 B)

Space 15 ft.; Reach 15 ft.

Offensive Abilities restraining tentacles, subduing gas, swallow whole (2d6+12 B, EAC 19, KAC 17, 25 HP)

STATISTICS

Str +5; Dex +2; Con —; Int –4; Wis +4; Cha +0

Feats Improved Combat Maneuver (bull rush)

Other Abilities transformation

ECOLOGY

Environment any

Organization solitary

SPECIAL ABILITIES

Restraining Tentacles (Ex) A conveyance golem possesses 8 restraining tentacles in its interior. It can only grapple opponents it has swallowed whole with these tentacles. The tentacles have 19 hp but otherwise have the same statistics as the golem. Damaging the tentacles deals no damage to the golem.

Subduing Gas (Ex) Once every 1d4 rounds, a conveyance golem can release an aerosol that induces unconsciousness. This only affects creatures it has swallowed whole.

Swallow Whole (Ex) A creature swallowed by a conveyance golem is no longer considered grappled unless the golem's restraining tentacles grab the creature. A swallowed creature must still succeed at a grapple check to return to the golem's "mouth." The golem can choose not to deal bludgeoning damage to creatures it has swallowed whole. If a creature cuts through the golem's bolstered interior, the cut benefits from a make whole effect at the beginning of the golem's next turn.

Transformation (Ex) A conveyance golem can adapt to its environment as a transport device. As a full-round action, it can reconfigure itself as an air- or space-borne vehicle, a ground-based vehicle, or seaborne vehicle. Its base configuration is as an airborne vehicle.

When it switches to a ground-based vehicle, it loses its fly speed and slam attack, but its base speed increases to 80 ft. As a seaborne vehicle, it loses its fly speed and instead gains a swim speed of 60 feet. In all cases, the creatures contained within the golem (either willingly or not) do not suffer from a change in environment.

CONVEYANCE GOLEM SUBDUING GAS

Type poison (inhaled); Save Fortitude DC 15

Track Constitution (special); Frequency 1/minute for 6 minutes

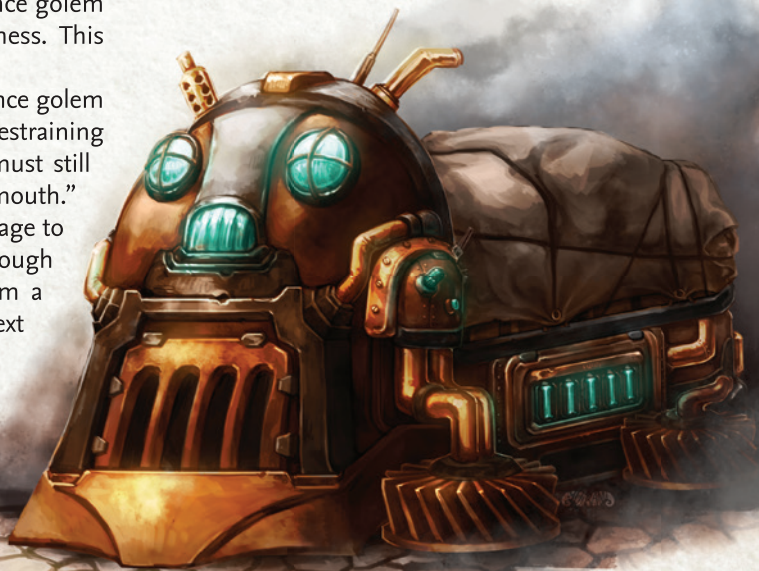
Effect progression track is Healthy—Unconscious; no end state.

Damage to a victim wakes up the victim.

Cure 2 consecutive saves

Conveyance golems provide comfortable travel for creatures negotiating their service from their owners. Their interiors are climate-controlled to the specifications of their inhabitants. They have rudimentary intelligence, allowing them to follow a programmed set of instructions, usually getting clients to their destinations as quickly and safely as possible. Since they are immune to the rigors of space, they provide short-distance transportation among asteroids or other closely-clustered objects. Conveyance golems are capable of passing through multiple environments and change their forms to suit the conditions. For those within, a few seconds of freefall or seemingly uncontrolled driving proves unsettling as the golems change form, but they take precautions to ensure their passengers remain otherwise unbothered by the transformation.

Unscrupulous owners can also employ conveyance golems in kidnappings. The golems can quickly transform themselves to create openings with which to snag creatures. The interior restraints used to keep passengers safe also work to pin unwilling captives. The climate control can instead pump anesthetizing gas to incapacitate victims. When all else fails, the golems make the transportation highly turbulent to throw victims around the interior.



KARN-TOR

A saurian humanoid covered in mottled, scaly flesh steps from the surroundings. Draped in worn, bloodstained hides it points its weapons as a trail of saliva begins leaking through rows of hungry, eager fangs.

KARN-TOR SOLDIER

CR 6

XP 2,400

NE Large humanoid (reptilian)

Init +3; **Senses** blindsight (scent) 60 ft., low-light vision; **Perception** +18

DEFENSE	HP 90
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EAC 18; **KAC** 20

Fort +10; **Ref** +8; **Will** +5

Defensive Abilities ferocity

OFFENSE

Speed 40 ft.

Melee bite +16 (1d4+11 P) or talon +16 (1d4+11 S) or longsword +16 (1d8+11 S)

Multiattack bite +10 (1d4+11 P) and 2 talons +10 (1d4+11 S)

Ranged shortspear +13 (2d6+11 P)

Offensive Abilities leaping charge

STATISTICS

Str +5; **Dex** +3; **Con** +2; **Int** +0; **Wis** +1; **Cha** -1

Skills Acrobatics +13, Athletics +13, Intimidate +13, Survival +13

Languages Common, Karn-Tor

ECOLOGY

Environment any

Organization solitary, pair, war party (3–12), or tribe (13–80)

SPECIAL ABILITIES

Leaping Charge (Ex) A karn-tor can jump while charging, allowing it to ignore difficult terrain when it charges. When a karn-tor makes a charge in this way, it deals double damage with its talon or melee weapon. In addition, a karn-tor can jump through allies' spaces without interfering with its charge. It can even pass through an enemy's space, provided it succeeds on an Acrobatics check to move through the enemy's space. It can take its charge attack at any point during its jump, including at the start, in midair, or at the end of the jump. Any movement taken while the karn-tor jumps, does not provoke attacks of opportunity for leaving threatened squares.

Shortspear (Ex) A karn-tor's ranged attack has a range increment of 20 feet.

The karn-tor are a primitive race of saurian humanoids that inhabit the jungles and swamps of Anshar's warmer moons. They live in small tribes of hunter-scavengers typically under the

command of a powerful warlord chieftain.

While they live simply, they aren't unintelligent and prove incredibly resourceful in terms of survival and making do with whatever resources they seize during their raids. While they have no way of manufacturing technological items, they have figured out how to use those they can steal from more civilized races when they encounter them. Of course, they are most interested in military weapons such as guns and bombs but steal whatever tech they can during raids. Beyond plundering, they rarely interact with outsiders, including members of their own species.



ONARYX

Stretching wide its great leathern wings, a towering and heavily armored bat-like humanoid strides forth. The creature has almost a dog-like skull perched upon broad, lengthy neck muscles that extend nearly to the edge of where the collarbone meets the shoulder. With no visible fat, flesh clings to its sharp angular skeleton wrapped in powerful muscle. A soft but unsettling series of clicks leaks from between its pointed fangs as its membranous ears twitch in response.

MATURE ONARYX

CR 3

XP 800

CE Medium outsider (chaotic, evil, extraplanar)

Init +7; **Senses** blindsense (vibration) 30 ft., darkvision 60 ft.; **Perception** +8

DEFENSE HP 40

EAC 14; **KAC** 16

Fort +7, **Ref** +5, **Will** +2

Defensive Abilities fast healing 2

OFFENSE

Speed 30 ft., fly 90 ft. (Ex, perfect)

Melee claws +12 (1d6+7 S)

Ranged tactical crossbolter +9 (1d10+1 P)

Offensive Abilities flyby rake, sonic cry (DC 12, 60 ft.; nauseating)

STATISTICS

Str +4, **Dex** +2, **Con** +1, **Int** +0, **Wis** +1, **Cha** +1

Skills Acrobatics +13 (+21 to fly), Athletics +8, Intimidate +8

Languages Onaryx, Ultari

Other Abilities battle-tech trained

Gear tactical crossbolter with 4 arrows

ECOLOGY

Environment any

Organization solitary

DREAD ONARYX

CR 6

XP 2,400

CE Large outsider (chaotic, evil, extraplanar)

Init +7; **Senses** blindsense (vibration) 60 ft., darkvision 60 ft.; **Perception** +13

DEFENSE HP 90

EAC 18; **KAC** 20

Fort +10, **Ref** +8, **Will** +5

Defensive Abilities fast healing 4

OFFENSE

Speed 40 ft., fly 120 ft. (Ex, perfect)

Melee claws +17 (1d8+11 S)

Ranged corona laser rifle +14 (2d6+4 F; critical burn 1d6)

Offensive Abilities flyby rake, sonic cry (DC 14, 90 ft.; maddening, nauseating, sonic bludgeon)

STATISTICS

Str +5, **Dex** +3, **Con** +2, **Int** +0, **Wis** +1, **Cha** +1

Skills Acrobatics +18 (+26 to fly), Athletics +13, Intimidate +13

Languages Onaryx, Ultari

Other Abilities battle-tech trained

Gear corona laser rifle with high-capacity battery (40 charges)

ECOLOGY

Environment any

Organization solitary

ELDER ONARYX

CR 11

XP 12,800

CE Huge outsider (chaotic, evil, extraplanar)

Init +5; **Senses** blindsense (vibration) 90 ft., darkvision 60 ft.; **Perception** +20

DEFENSE HP 180

EAC 24; **KAC** 26

Fort +15, **Ref** +13, **Will** +10

Defensive Abilities fast healing 10

OFFENSE

Speed 40 ft., fly 150 ft. (Ex, average)

Melee claws +24 (4d6+19 S)

Ranged light stellar cannon +21 (3d10+11 P; critical wound) or demigod ultari plasma javelin +21 (4d4+14 E & F, explode [15 ft., 6d6 E & F, DC 18])

Offensive Abilities flyby rake, sonic cry (DC 18, 120 ft.; maddening, nauseating, paralysis, sonic bludgeon, stupefying)

STATISTICS

Str +8, **Dex** +5, **Con** +3, **Int** +1, **Wis** +2, **Cha** +3

Skills Acrobatics +25, Athletics +20, Intimidate +20

Languages Onaryx, Ultari

Other Abilities battle-tech trained

Gear light stellar cannon with 18 shells, demigod ultari plasma javelin with 2 batteries (20 charges each)

ECOLOGY

Environment any

Organization solitary

One of the oldest of the Elder Evil species, the bat-like onaryx are born predators possessed of both power and prowess that few can match upon battlefield. Theirs is a militant race whose people swell the Hegemony forces both as rank-and-file soldiers as well as commanding officers and even generals. Onaryx were among the earliest of the evil races to ally themselves with Hegemony against the Bellianic Accord. Fortunately, their constant warfare (even among their peers) has caused both the waxing and waning of their empires over the past millennia, thus preventing them ever posing a unified threat. Arrogantly, many onaryx think of themselves as superior to other races of the Hegemony, including the Ultar, whom they currently serve beneath. Secretly, a handful of the most powerful onaryx elders actively hatch independent plans for overtaking the Hegemony and bending its power to their own designs.

Onaryx have become an extremely diverse race, and a good many mutate as they age. Few understand why the mutations occur, and a variety of explanations such as sickness and forced genetic alterations have been credited as the cause of the shift. For the most part, they are hideously formed

creatures, with strangely jointed bodies that appear almost crumpled beneath thick knots of sinew and muscle. When standing upright, an onaryx can twist its wings alongside its arms so that they fold backwards, making them nearly undetectable. Their legs too are sized similar to those of a human; however, the knees turn slightly outward and its feet are flat, wide and clawed, extending a from its raised ankle. Their mottled flesh has a slightly greasy sheen and few hairs. Coloration ranges from drab grayish-green, to ocher and dark brown, with dark stains and blotches that make them difficult to spot in the dark. Nails and teeth are a sickly ocher color rimed with umber. Depending on age, they stand between 6 to 18 feet.

Onaryx prefer the darkness of both night and space and use their uncanny abilities to navigate in complete darkness. They also wield advanced technological weaponry and equipment developed over thousands of years. They speak their own language, as well as Ultari, the official language of the Hegemony.

AGE CATEGORIES

As an onaryx ages, it undergoes a slow metamorphosis. As a result, many of an onaryx's abilities change as an onaryx grows older. These increases are divided into 5 age categories—as an onaryx ages, its statistics change as noted in the **Onaryx Age Categories** table below.

ONARYX CRIES

An onaryx can choose from the following choices for its sonic cry, depending on its age category.

MATURE CRIES

Any onaryx can select the following cries.

Nauseating: The onaryx's sonic cry disturbs the equilibrium of living creatures it strikes, causing the target to become nauseated for 1 round (Fortitude negates).

Shattering: The high-pitched frequencies of this sonic cry affect a single solid object, or all fragile objects or objects made of crystal, glass, or similar material in a 10-foot-radius burst (Fortitude negates). This ability does not harm magical objects.

Terrifying: The onaryx's sonic cry strikes terror into its victim, causing it to become frightened for a number of rounds equal to the onaryx's CR; a successful Will save

reduces this effect to shaken for 1 round.

Sonic Thrust: The sonic cry creates a dense pulse of sound that knocks the target prone (Reflex negates) and deals 1d6 points of nonlethal sonic damage, +2 points per CR of the onaryx.

RAVAGER CRIES

The following cries can be selected by a ravager or older onaryx.

Disorienting: Targets struck by this subsonic cry become dizzy and disoriented for 1 round, losing all sense of direction (Fortitude negates). An affected target treats all creatures as if they had concealment, and whenever it attempts to move there is a 50% chance each time it leaves a square that it moves in a random direction rather than its intended direction. A target that remains stationary on its turn has a 50% chance of falling prone at the end of its turn.

Echolocate: Using this ability, the onaryx sends forth sonic frequencies that bounce of its surroundings, allowing it to perceive creatures and within the area of its cry as if it had blindsight (vibration) to the range of its sonic cry until the end of its turn, and blindsense (vibration) to the range of its sonic cry for 1d4 rounds thereafter.

Maddening: The onaryx's sonic cry completely disrupts thought patterns, causing the target to become confused for a number of rounds equal to one-half the onaryx's CR (Will negates).

Sickening: The onaryx's sonic cry causes the target to become sickened for a number of rounds equal to its CR (Fortitude negates).

DREAD CRIES

The following cries can be selected by a dread or older onaryx.

Deafening: This wave of sonic energy deafens targets within the area for 1 hour (Will negates).

Stunning: This cry allows the onaryx to bludgeon an opponent's nervous system. The targeted creature is stunned for 1d4 rounds (Fortitude negates).

Sonic Bludgeon: Creatures struck by this sonic cry are brutally bludgeoned. The target is pushed backwards 10 feet and knocked prone (Reflex negates both effects) and takes 4d6 points of nonlethal sonic damage, +2 points per CR of the onaryx.

Onaryx Age Categories

Age Category	Age in Years	CR	Size	Fly Speed	Sonic Cry Range and Number
Mature	15	3	Medium	90 ft. (Ex, perfect)	60 ft. (1)
Ravager	16–25	4	Medium	90 ft. (Ex, perfect)	60 ft. (2)
Dread	26–75	6	Large	120 ft. (Ex, perfect)	90 ft. (3)
Titan	76–125	8	Large	120 ft. (Ex, perfect)	90 ft. (4)
Elder	126–250	11	Huge	150 ft. (Ex, average)	120 ft. (5)

TITAN CRIES

The following cries can be selected by a titan or older onaryx.

Concussive: The onaryx screeches out a concussive hypersonic blast that causes the target's conscious mind to shut down, dazing the target for 1d4 rounds (Will negates) and dealing 5d6 points of nonlethal sonic damage, +2 points per CR of the onaryx.

Crippling: This wave of destructive sonic energy is a line-shaped effect and not a ray. The sonic cry disrupts tissue, deadens reflexes, and shatters bone, dealing 1d4 points of Strength or Dexterity damage (as chosen by the onaryx each time it uses this sonic cry) to all creatures in the area (Fortitude negates).

Stupefying: This wave of transonic signals disrupts the target's rational capacity for thought, causing it to take a -4 penalty to its Intelligence, Wisdom, or Charisma (as chosen by the onaryx each time it uses this sonic cry) for one hour (Will negates). This penalty does not stack, but a creature failing its save against an effect that would reduce while already taking a penalty to one of these ability scores instead takes the same penalty to a different, unimpaired mental ability score chosen randomly.

ELDER CRIES

The following cries can be selected only by an elder onaryx.

Discorporate: This sonic cry must be focused on a single creature or an object of up to a 10-foot cube. This hypersonic shriek causes the matter and substance of the target to unravel and collapse, as the disintegrate spell (Fortitude partial), using the onaryx's CR+3 as its caster level.

Mindshatter: Eldritch tones dissolve thought and memory. The target takes 1d4 points of Intelligence damage and gains 1 temporary negative level (Will save halves this Intelligence damage and negates the negative level). The negative level disappears after 1 hour, but negative levels stack. In addition, a creature failing its saving throw against this cry forgets

everything that happened within the previous hour. This does not negate charm or compulsion spell effects, but it does cause the target to forget specific instructions it was given within that time. If reminded of a *suggestion* or similar order it was given previously, it resumes following that order (though the order cannot be changed).

Paralysis: A powerful vibration overrides the target's central nervous system. The target takes 1d4 points of Constitution damage and is paralyzed for 1d4+1 rounds; a successful Fortitude save halves this Constitution damage and negates paralysis.

ONARYX RACIAL TRAITS

All onaryx, regardless of age, share the following special abilities.

Battle-tech trained (Ex) Onaryx are trained from birth in the use of all manner of weaponry and armor, and as a result are automatically proficient with advanced and basic weapons, and with heavy weapons and sniper weapons as well.

Fast Healing (Su) An onaryx has fast healing equal to 1/2 its racial hit dice.

Flyby Rake (Ex) Onaryx are skilled at swooping down on opponents and using their claws to rake them to shreds as they fly past. Whenever they are at least 30 feet from a target, they can attempt an opposed Fly skill check against their intended target's Reflex save. If the creature succeeds, the opponent loses its ability to take any attacks of opportunity against the onaryx during the flyby. Furthermore, any critical threats dealt to the target are automatically confirmed.

Onaryx Senses (Ex) Onaryx have darkvision 60 ft. and blindsense 90 ft. They see four times as well as a human in dim light and twice as well in normal light.

Wing Jumper: Deft at using their wings to propel themselves, onaryx gain a +4 racial bonus on Acrobatics checks to jump and take no armor check penalty on Acrobatics checks made to jump, whether from wearing armor or carrying a medium or heavy load.



SAMPLE ONARYX LEADERS

ONARYX RAGER

CR 13

XP 25,600

Mature onaryx soldier

CE Medium outsider (chaotic, evil, extraplanar)

Init +10; **Senses** blindsense (vibration) 30 ft., darkvision 60 ft.;

Perception +23

DEFENSE

HP 225

RP 5

EAC 27; KAC 30

Fort +15, **Ref** +13, **Will** +14

Defensive Abilities fast healing 2

OFFENSE

Speed 40 ft., fly 90 ft. (Ex, perfect)

Melee claws +26 (3d12+24 S) or red star plasma sword (4d8+24 E&F; critical severe wound)

Ranged advanced magnetar rifle +23 (4d8+16 P) or incendiary grenade IV +23 (explode [15 ft., 5d6 F and 3d6 burn, DC 19])

Offensive Abilities charge attack, fighting styles (blitz, hit-and-run), flyby rake, nimble fusillade, opening volley, perfect opportunity, soldier's onslaught, sonic cry (DC 19, 60 ft.; terrifying)

STATISTICS

Str +8, **Dex** +6, **Con** +4, **Int** +0, **Wis** +1, **Cha** +1

Skills Acrobatics +23 (+31 to fly), Athletics +28, Intimidate +23

Languages Onaryx, Ultari

Other Abilities battle-tech trained, keep fighting

Gear superior iridishell, red star plasma sword with high-capacity battery (40 charges), advanced magnetar rifle with 48 rounds, incendiary grenade IV (2)

ECOLOGY

Environment any

Organization solitary

ONARYX SHOCKWARDEN

CR 14

XP 38,400

Dread onaryx operative

CE Large outsider (chaotic, evil, extraplanar)

Init +12; **Senses** blindsight (vibration) 60 ft., darkvision 90 ft.;

Perception +25

DEFENSE

HP 235

EAC 28; KAC 29

Fort +12, **Ref** +13, **Will** +17

Defensive Abilities evasion, fast healing 4, uncanny agility

OFFENSE

Speed 60 ft., fly 120 ft. (Ex, perfect)

Melee claws +25 (6d6+20 S) or ultrathin dagger +25 (4d4+20 S)

Ranged elite shirren-eye rifle +23 (4d10+10 P) or parallax laser pistol +23 (5d4+14 F; critical burn 3d4)

Offensive Abilities debilitating trick, flyby rake, quad attack, sonic cry (DC 22, 90 ft.; disorienting, shattering, stunning),

terrain attack, trick attack +7d8

STATISTICS

Str +6, **Dex** +8, **Con** +1, **Int** +4, **Wis** +1, **Cha** +1

Skills Acrobatics +31 (+39 to fly), Athletics +31, Intimidate +26, Stealth +31, Survival +26

Languages Onaryx, Ultari

Other Abilities battle-tech trained, operative exploits (versatile movement), specialization (daredevil)

Gear freebooter armor IV, ultrathin dagger, elite shirren-eye rifle with 12 rounds, parallax laser pistol with 1 super-capacity battery (80 charges)

ECOLOGY

Environment any

Organization solitary

ONARYX VICEROY

CR 17

XP 102,400

Elder onaryx mystic

CE Huge outsider (chaotic, evil, extraplanar)

Init +5; **Senses** blindsense (vibration) 90 ft., darkvision 60 ft.;

Perception +29

DEFENSE

HP 285

RP 6

EAC 30; KAC 31

Fort +15, **Ref** +15, **Will** +20

Defensive Abilities fast healing 10, share pain (DC 24)

OFFENSE

Speed 40 ft., fly 150 ft. (Ex, average)

Melee claws +25 (8d6+20 S)

Ranged titan ultari plasma javelin +27 (8d4+17 E & F, explode [20 ft., 8d6 E & F, DC 24]) or zenith laser pistol +27 (8d4+17 F, critical burn 8d4)

Offensive Abilities backlash (17 damage), flyby rake, mental anguish (DC 24), mindbreaking link (DC 24), mindkiller (DC 24), sonic cry (DC 24, 120 ft.; crippling, echolocate, mindshatter, sonic thrust, stunning), sow doubt (DC 24, 8 rounds)

Mystic Spell-Like Abilities (CL 17th)

At will—*mindlink*, *telepathic bond*

Mystic Spells Known (CL 17th, ranged +27)

6th (3/day)—*snuff life* (DC 26), *true seeing*

5th (6/day)—*feeblemind* (DC 25), *greater synaptic pulse* (DC 25), *modify memory* (DC 25)

4th (at will)—*confusion* (DC 24), *enervation* (DC 24), *fear* (DC 24)

Connection mindbreaker

STATISTICS

Str +3, **Dex** +5, **Con** +2, **Int** +1, **Wis** +8, **Cha** +11

Skills Acrobatics +29, Bluff +29, Intimidate +34, Mysticism +24

Languages Onaryx, Ultari

Other Abilities battle-tech trained

Gear bespoke echelon fashion, titan ultari plasma javelins (2) with a batteries (20 charges) in each, zenith laser pistol with ultra-capacity battery (100 charges)

ECOLOGY

Environment any

Organization solitary

ULTAR

An imposing figure strides forth, his great form adorned with armored plates fashioned from an unknown resin. His bluish-black flesh is stretched tightly over his muscular frame and seems to possess a shark-like glisten. His ebon eyes glower with terrible omnipotence, as they slowly scour the surroundings.

ULTAR SOLDIER

CR 4

XP 1,200

NE Medium outsider (evil, extraplanar)

Init +1; Senses blindsight (scent) 60 ft., darkvision 60 ft.;

Perception +15

Aura fear aura (10 ft., DC 15)

DEFENSE

HP 48

EAC 16; KAC 17

Fort +5; Ref +3; Will +7

Immunities mind-affecting effects

OFFENSE

Speed 30 ft.

Melee ultari broadsword +11 (1d4+9 S)

Offensive Abilities telepathic drain (DC 15)

Spell-Like Abilities (CL 4th; ranged +11)

1/day—inflict pain (DC 15), mind thrust (2nd-level, DC 15)

3/day—mind thrust (1st-level, DC 14), reflecting armor

At will—daze (DC 13), psychokinetic hand, telekinetic projectile

STATISTICS

Str +5; Dex +1; Con +0; Int +3; Wis +1; Cha +2

Skills Bluff +15, Intimidate +15, Mysticism +10, Sense Motive +10, Stealth +10

Languages Ashtuul, Belligren, Common, Jagladine, Onaryx, Ultari

ECOLOGY

Environment any

Organization solitary, pair, or council (3–10)

SPECIAL ABILITIES

Telepathic Drain (Su) Once per day as a full action, an ultar can telepathically drain psychic energy from a humanoid, outsider, or monstrous humanoid within 30 feet, dealing 1d4 Wisdom damage to the target each round the ultar concentrates. The target can attempt a DC 15 Will save to negate this effect when the ultar first uses it and each round thereafter that the ultar concentrates on this ability. Any Wisdom damage dealt to the target is healed after 24 hours. The ultar can use the drained psychic energy to restore uses of its spell-like abilities, with each 1/day ability requiring 3 points, and each 3/day ability requiring 1 point. These points dissipate after 24 hours if not used.

ULTARI DEATHBLADE

CR 16

XP 76,800



Ultari solarian

LE Medium outsider (evil, extraplanar, lawful)

Init +6; **Senses** blindsight (scent) 60 ft., darkvision 60 ft.; **Perception** +29

Aura frightful presence (10 ft., DC 22)

DEFENSE	HP 300	RP 6
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EAC 30; **KAC** 32

Fort +18; **Ref** +16; **Will** +16

Immune mind-affecting effects

OFFENSE

Speed 30 ft.

Melee solar weapon +30 (6d10+26 S; critical push [25 ft.])

Ranged titan ultari plasma javelin +27 (8d6+26 E & F, explode [20 ft., 8d6 E & F, DC 22]) or wave modulator VI +27 (3d10+16 F or So)

Offensive Abilities flashing strikes, solarian's onslaught, stellar revelations (black hole [35 ft., pull 25 ft., DC 22], gravity shield, stealth warp, supernova [25-ft. radius, 17d6 F, DC 22], wormholes [260 ft.]), telepathic drain (DC 22)

Spell-like Abilities (CL 16th; ranged +28)

1/day—*inflict pain*, (DC 20), *vision*

3/day—*reflecting armor*, *telekinesis* (DC 21)

At will—*daze* (DC 20), *mind thrust* (4th level 4, DC 20), *psychokinetic hand*, *telekinetic projectile*

STATISTICS

Str +10; **Dex** +6; **Con** +0; **Int** +1; **Wis** +1; **Cha** +5

Skills Acrobatics +28, Athletics +28, Mysticism +28, Stealth +33

Other Abilities solar manifestation (solar weapon), stellar alignment

Languages Ashtuul, Belligren, Common, Jagladine, Onaryx, Ultari

Gear lashunta mind mail III^A, titan ultari plasma javelins (5) with a battery (20 charges) in each, wave modulator VI^A with two high-capacity batteries (40 charges each), greater z- boson crystal^A

SPECIAL ABILITIES

Telepathic Drain (Su) As above, but the Will DC is 22.

The Ultari trace their lineage directly to the Ancients, claiming their race was the first of the new races to manifest from the void. As a result they believe themselves the purest form of existence, their will to be divine, and their ethics flawless; for they believe it was by their interpretation of reality that gave birth to the consciousness of all other lesser beings and thereby consider all other beings and their interpretations of reality inherently flawed and imperfect. As the truest and purest of the “evil” Ancients’ offspring—and they claim themselves as the dominate species and natural born leaders over the “evil Hegemony”. They hold this claim with their innate and potent psionic abilities, using them in the most invasive and cruel

manner to rend minds and twisting allegiances. Thus, to their claim of supremacy, none of the other evil races have yet challenged their position in the evil alien hierarchy.

All ultari advance by taking class levels, though most take advantage of their natural psionic talents and pursue levels in psionic classes.

Ultrar are muscular and hairless humanoids with smooth grayish, blue-black skin. Their bone structure is well defined with streamlined, skull-like facial features. Their glassy black eyes are almost weary in their knowingness, but their gaze remains cruel, calculated, and superior. Their noses are nearly non-existent while their round membranous ears lie flat against their skulls, only slightly covered with a fleshy flap. Their bodies are muscular, well proportioned, and distinctly human. They stand between 6.5 to 8 feet tall.

TROOP (SUBTYPE GRAFT)

This subtype is applied to a collection of sentient creatures that acts as a single creature (similar to a swarm, but usually as part of a military unit). A troop has a single pool of Hit Points, a single initiative modifier, and a single EAC and KAC. A troop attempts saving throws as a single creature.

A single troop usually occupies a square (if it is made up of nonflying creatures) or a cube (if it is made up of flying creatures) 20 feet on a side, equal in size to a Gargantuan creature, though the actual size of the troop is the same as that of the component creatures. The area occupied by a troop is shapable, though the troop must remain in contiguous squares to accurately reflect the teamwork of trained military units. A troop has reach equal to that of the component creatures based on size and gear. A troop can move through squares occupied by enemies without impediment and vice versa, though such movement provokes attacks of opportunity as normal for its component creatures. A troop can move through any area large enough for its component creatures.

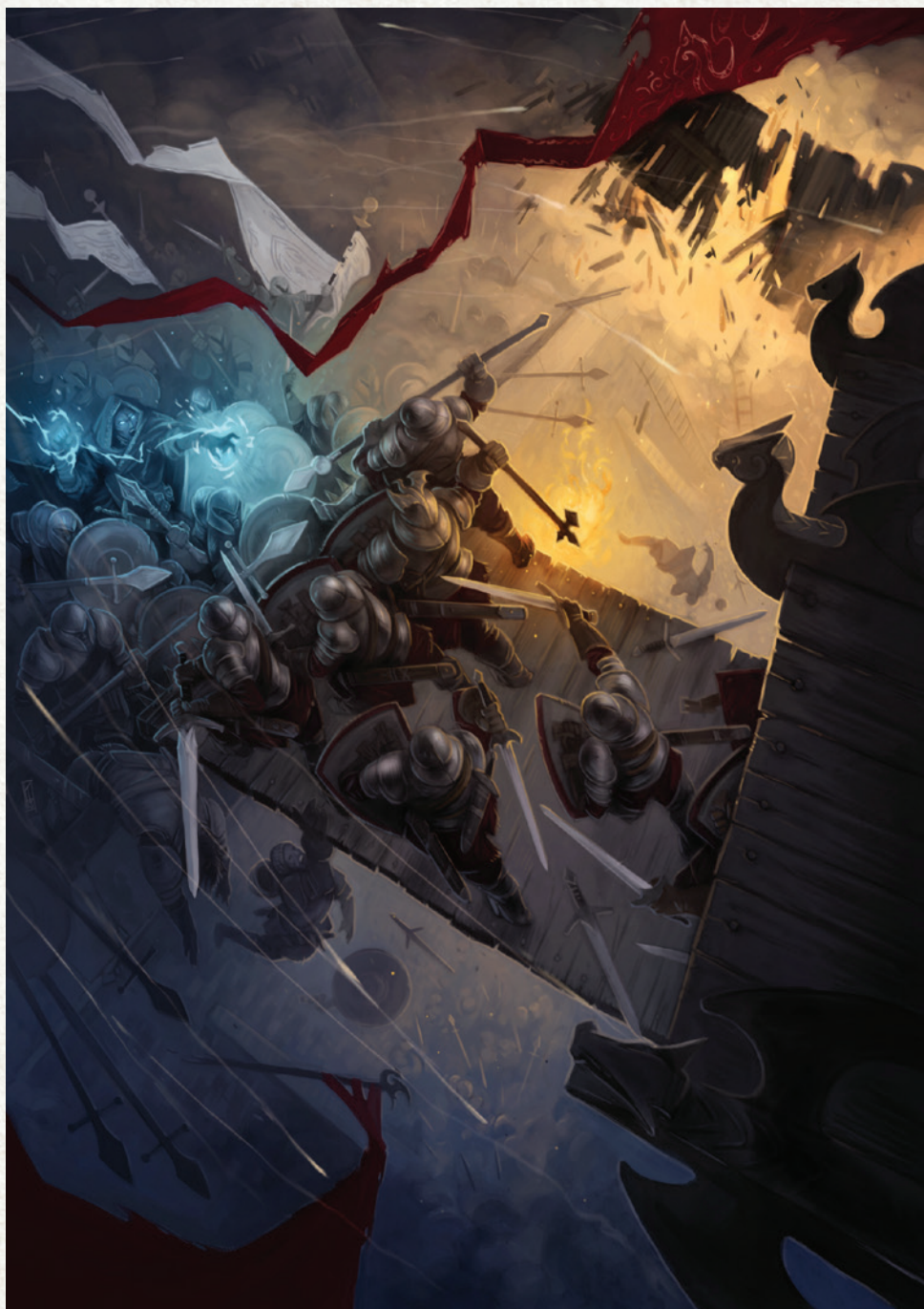
Because of the chaos of combat, spellcasting or concentrating on spells within the area of a troop or within its reach requires a successful caster level check ($DC = 20 + \text{spell level}$). Using skills that involve patience and concentration, such as Computers, within the area of a troop or within its reach requires a successful DC 20 Will saving throw.

The exact number of a troop's component creatures varies, but in general, a troop of Small or Medium creatures consists of approximately 10 to 30 creatures. Larger creatures can form troops, but the area occupied by such a troop should increase proportionally according to the size of the component creatures (for example, a troop of Large

creatures would occupy a 30-foot-square area, equal to a Colossal creature).

Although troops are composed of a number of individual creatures, not all of these creatures' gear will survive the rigors of combat. As a result, treat a troop as a single creature for the purposes of how much treasure is awarded for an encounter with the troop.

Traits: Troop attack, troop defenses, troop immunities.



ONARYX DREAD STRIKE WING**CR 17****XP 102,400**

Colossal troop of onaryx soldiers

NE Large outsider (evil, extraplanar, troop)

Init +9; **Senses** blindsense 90 ft., darkvision 60 ft.;**Perception** +29**DEFENSE****HP** 340; **RP** 6**EAC** 31; **KAC** 33**Fort** +19, **Ref** +17, **Will** +17; +2 vs. spells, spell-like abilities, and supernatural abilities**Defensive Abilities** fast healing 8; Immune troop immunities**OFFENSE****Speed** 40 ft., fly 120 ft. (good)**Melee** troop (3d12+28)**Space** 10 ft.; **Reach** 10 ft.**Offensive Abilities** flyby rake, sonic cry (DC 22)**Other Abilities** fighting style (wrathful warrior); style techniques (adaptive damage reduction, close enough to kill, frenzied fighting, ignore pain, shrug off the pain)**STATISTICS****Str** +11, **Dex** +5, **Con** +8, **Int** +0, **Wis** +2, **Cha** +1**Skills** Acrobatics +34, Perception +29, Survival +29; Racial Modifiers +4 Acrobatics to jump**Languages** Onaryx, Ultari**SPECIAL ABILITIES**

Fusillade (Ex) As a full action, a dread strike wing can unleash a barrage of plasma javelins in a up to five 60-foot lines, dealing 4d6+8 points of damage (DC 22 Reflex half). This damage is half electricity and half fire. Unattended objects in the area take full damage rather than half damage from this attack, and this damage ignores the 10 points of hardness.

Sonic Cry (Ex) The dread strike wing can use its sonic cry in place of one or more of its javelin fusillades, affecting a 90-foot line rather than a 60-foot line. Alternatively, it can use a single cry as a swift action, affecting a 90-foot line. Its cry can cause one of the following effects: deafened for 1 hour (Will negates); nauseated for 1 round (Fortitude negates), frightened for 21 rounds (Will partial; a creature successfully saving is shaken 1 round instead); or causing creatures to become dizzy and disoriented for 1 round (Fortitude negates), with creatures failing a save treating all other creatures as if they had concealment, and each time they leave a square there is a 50% chance they move in a random direction rather than their intended direction; creatures remaining stationary instead have a 50% chance to fall prone at the end of their turn).

Troop Defenses (Ex) Troops take damage from attacks differently depending on how the attack targets them. A troop takes half damage from attacks that effect a

single target (such as shot from a semi-auto pistol). A troop is immune to effects that target a specific number of creatures (including single-target spells and multiple-target spells such as haste). A troop takes half again as much damage (+50%) from effects that affect all targets in an area, such as grenades, blast and explode weapons, and many evocation spells. A troop takes normal damage from an attack or effect that affects multiple targets (including lines and fully automatic mode attacks). For the purposes of the automatic weapon special property, a troop counts as five targets. For example, if an automatic attack is made using 12 rounds of ammunition, the attack affects a maximum of six targets, so it can damage a troop normally. However, if two other targets are closer to the attacker than the troop, they must be attacked first, leaving only four attacks to target the troop, so the troop takes no damage.

Troop Attack (Ex) A troop doesn't make standard melee attacks. Instead, it deals automatic damage to any creature within its reach or whose space it occupies at the end of its turn, with no attack roll needed. A troop threatens all creatures within its reach or within its area and resolves attacks of opportunity by dealing automatic troop damage to any foe in reach that provokes an attack of opportunity. A troop is still limited to making one such attack per round unless stated otherwise. A troop can perform grapple and sunder combat maneuvers, but no other combat maneuvers, unless the troop's description states otherwise.

Troop Immunities (Ex) Troops are immune to the following effects, unless the effect specifies it works against swarms or troops.

- Pinned, prone, staggered, and stunned.
- Combat maneuvers—a troop can't be subject to combat maneuvers, unless it's affected by area effects that include such effects or the troop's description says otherwise.
- Flanking—troops are unflankable.
- Dying—a troop reduced to 0 Hit Points breaks up and is effectively destroyed, though individual members of it might survive.

ALIEN TREASURES

ORIUM

hp/inch 30; **Hardness** 12; Cost weapon +500 credits/item level.

Orium is a costly space metal slightly harder than steel with a high melting point and the ability to hold a blade without sharpening. Despite that, what makes orium so precious is its natural ability to absorb and store psionic energies. These weapons are most useful to creatures with the Minor Psychic Power feat, as well as any feat that has it as a prerequisite. Once per day, a creature with the Minor Psychic Power feat can spend one minute holding an orium weapon to attune to it. This grants them one additional use per day per item level of the orium weapon of the spell-like ability they gained from the Minor Psychic Power feat. Attuning to an orium weapon with an item level of 5 or higher grants a creature with the Psychic Power feat one additional use per day per three item levels of the orium weapon of the spell-like ability they gained from the Psychic Power feat, and attuning to an orium weapon with an item level of 9 or higher grants a creature with the Major Psychic Power feat one additional use per day per six item levels of the orium weapon of the spell-like ability they gained from the Major Psychic Power feat. If a creature that has taken any of these feats multiple times attunes to an orium weapon, they gain the same number of additional uses, but can use them for any of the associated spell-like abilities. These additional uses can only be used while wielding the attuned weapon. Once a creature attunes to an orium weapon, the attunement lasts for 24 hours, and they cannot attune to another orium weapon until the attunement ends. Orium cannot be used to make armor or ammunition, as the psionic energies are only effectively dispersed in the focused form of a weapon.

CEREBRAL COLLAR (HYBRID ITEM)

Level 7

Price 7250 credits

Bulk 1

This strange metal device looks like some sort of collar with a thin metal bar runs up the wearers spine and over the top of their head. A series of screws run a long the bar, and look as though they might be used to screw the device into the wearer's head. Indeed, that is the purpose of the screws for these ghastly devices were designed and employed by the Imyranes of Ithos to telepathically control their personal slave warriors. Each cerebral collar is coded to have a specific master. When worn, the collar deadens its bearer's ability to feel compassion, mercy, or empathy.

A creature wearing a cerebral collar becomes immune to fear effects and cannot be affected by the demoralize use of the Intimidate skill, but automatically fails its saving throw against any spells with the charm or compulsion descriptor cast by the collar's master, and any actions it is directed to take through such a spell that would normally never be obeyed as per the spell (such as obviously suicidal actions) are treated as reasonable.

ULTARI BROADSWORD

The ultari fight with great masterwork broadswords forged from orium, a dull greenish-black metal known for its strength and ability to store psionic energy. An ultari broadsword has a single sharpened edge that runs along an inward-curving blade tipped with a wide, crescent barb.

ULTARI PLASMA JAVELIN

This slender shaft about 5 feet in length is crafted from a lightweight graphite-like compound and tipped with a pointed head of opaque crystal. Within this tip is a hyper-reactive gas that is highly combustible in sunlight. Ultari

Plasma Javelins possess the Explode property, but only explode when they are thrown at a target. They can be wielded in melee, but their ineffectual damage means that they are typically employed for use as explosives.



One-Handed Advanced Melee Weapons

Name	Category	Level	Price	Damage	Critical	Bulk	Special
Ultari Broadsword, Supplicant	-	2	520	1d4 P & S	Demoralize	1	Analog, Boost 1d4
Ultari Broadsword, Conscript	-	6	4,300	1d10 P & S	Demoralize	1	Analog, Boost 2d4
Ultari Broadsword, Warrior	-	10	18,000	2d10 P & S	Demoralize	1	Analog, Boost 3d4
Ultari Broadsword, Contender	-	14	82,000	6d10 P & S	Demoralize	1	Analog, Boost 4d4
Ultari Broadsword, Champion	-	18	370,000	8d10 P & S	Demoralize	1	Analog, Boost 5d4
Ultari Broadsword, Demiurge	-	20	870,000	10d10 P & S	Demoralize	1	Analog, Boost 6d4
Ultari Plasma Javelin, Plebian	Plasma	4	1,000	1d4 E&F	-	1	Explode [2d6 E & F, 5 feet], Powered (capacity 20; usage 1), Thrown [20 feet]
Ultari Plasma Javelin, Patrician	Plasma	8	14,000	2d4 E&F	-	1	Explode [4d6 E & F, 10 feet], Powered (capacity 20; usage 1), Thrown [20 feet]
Ultari Plasma Javelin, Demigod	Plasma	12	62,000	4d4 E&F	-	1	Explode [6d6 E & F, 15 feet], Powered (capacity 20; usage 1), Thrown [30 feet]
Ultari Plasma Javelin, Titan	Plasma	16	91,000	8d4 E&F	-	1	Explode [8d6 E & F, 20 feet], Powered (capacity 20; usage 1), Thrown [30 feet]
Ultari Plasma Javelin, Archon	Plasma	20	230,000	14d4 E&F	-	1	Explode [12d6 E & F, 20 feet], Powered (capacity 20; usage 1), Thrown [40 feet]

COMING SOON

TO KILL A STAR

by Jason Nelson

The Hegemony teeters on the brink as the heroes press home their charge to ultimate victory over the forces of tyranny, yet the heart of their star-spanning empire remains inviolate, an impossible edifice enveloping an entire sun. The heroes must travel to the depths of known space to find the cloaked hub of the Hegemony's power, and once there must navigate the rival factions setting enemy against enemy as they pierce the star core to secure the ultimate weapon to prevent—or bring on—an apocalypse that will change the course of history. The war to rule a galaxy reaches its climax, and doomsday itself is only half the challenge when your heroes dare *To Kill a Star!*

ALIEN BESTIARY AND ALIEN TREASURES

by Jason Nelson, Jonathan H. Keith, and Mike D. Welham

A killer collection of brand-new monsters, including the photosonic **skreevar**, the suffocating **breathless ones**, the hive-crawling **kaulvrex**, the elder psychic **erebus**, the solar-drifting **voordine**, and the nebula-spanning **star blight**. Plus new technological treasures and magical items like *The Unbroken Blade* and the *disintegration torc*!

THE DYSON SPHERE

by Jonathan H. Keith and Jason Nelson

A detailed gazetteer of incredible orb at the heart of the Hegemony, with sample bases for the major factions and the transit network that crosses millions of miles in mere moments! Plus exploring the heart of the dark star

PLANET KILLER

by Chris A. Jackson

Anasya and the forces of the Bellianic Accord dare a deadly gauntlet to halt the Ultari Hegemony from unleashing their most terrifying secret. One way or another, she must finish this fight for the fate of all.

GAZETTEER

THE DOMED CITY OF EMIRIST-TAR

High atop the windblown peaks of the purple-hued mountains of Tathos glistens the domed city of Emirist-Tar—largest and most technologically advanced of several allied city-states occupied by the Alusidain people.

As written in their history, the Alusidains emigrated to the peaks nearly three centuries earlier. Upon their arrival at the foothills of the majestic peaks, the settlers' attentions were quickly drawn up the slopes by brilliant flashes of light. Investigating the source of the light, they ascended the peaks where they uncovered great domed structures within each hid a veritable utopia filled with lush gardens blossoming with exotic fruits and other edibles as well as fresh water and air. As they would later come to learn, many of these domes also housed vast array of advanced technological machinery responsible for creating the life-sustainable atmosphere on their tiny world. The revelation left the Alusidains both in awe and humility. For the first time, they realized that they were not alone in the universe, nor were they in anyway superior to the beings that created the domes. Thereafter, they became the self-appointed keepers and defenders of these structures, which came to be known as Tars. To this day, they desire to guard the clandestine purpose of their domed cities for if revealed, then all of Tathos would know the true power Tars bestow upon the tiny moon.

EMIRIST-TAR

LN large city

Corruption +2; **Crime** +1; **Economy** +3; **Law** +1; **Lore** +1; **Society** +6

Qualities academic, insular, magically attuned, prosperous

Danger +10

DEMOGRAPHICS

Government Council

Population 16,500

NOTABLE NPCs

Grand Caltath Otreius Emiri (LN male bard 12)

Azir of the Kongrushu Merdon Itor (N male ranger 13)

Chief Council of the Atmospheredron Molos Oos (LN male wizard 10)

High Commander Shika Emiri (LN female fighter 15)

MARKETPLACE

Base Value 7,000 gp; **Purchase Limit** 50,000 gp; **Spellcasting** 9th

Uncommon Items 4d4; **Rare Items** 3d4; **Very Rare Items** 2d4

If not using the settlement rules in *Kingdoms (5E)* from Legendary Games, the above city statistics can be used as

a narrative guide to describing the city and its inhabitants.

Emirist-Tar was not only the first of several domed structures discovered by the Alusidains, it was also the largest and most advanced. Its people believe that the city's creators designed the structure with the intent to be discovered after they vanished. Some might even claim the city was prophesied to the Alusidains, though most—including the city's Grand Caltath and the majority of his supporters—do not adhere to such superstitions. Slowly and over many years, the Alusidains have increased their understanding of both the city's advanced technology and the intentions of its creators. Debate continues over the city's original purpose. Some argue, the elders terraformed and seeded Tathos with life and then used the Tars to engage in covert scientific observations. Others speculate that the Tars were built during an age of decline and made defensible to protect the ancients from whatever force that eventually drove them off. Regardless, the Alusidains' most educated loremasters and sages have made an extensive study of the city's engineering and mechanical devices, nearly all of which focus on providing the city with self-sustainable resources including food, water, and air.

Over the years, Emirist-Tar expanded quite a bit, building both outward and downward to accommodate a growing population in need of both space and resources. While the ancient dome remains at its heart, rings of newer buildings now encircle it, spreading to the edges of the slopes and down the sides upon terra-formed terraces.

Even for outsiders, it is easy to determine one's location within the city simply by the style and age of the buildings.

Beneath the terraces, holes bored into the side of the mountain form a complex series of large caverns in which their most talented and revered warriors, the kongrushu breed and train their great reptilian flying mounts, the kongomato. Deeper in, long shafts ascend down into the mountains core connecting to the extensive mines that provide Emirist-Tar with its source of resources and wealth.

THE DOME

The dome stands as city's centerpiece. It is about a half-mile in diameter and rises to an equal height at its tallest point. At various locations along the perimeter, great metal gates seal wide tubular corridors that serve as entranceways to the inner structure. Dense thickets of vegetation cramp the lower portions of the dome making impossible to see beyond and into the inner structure. Small paths weave through verdant gardens that grow in vats of strange pearlescent

orbs that float in a solution of water and nutrients. Despite the walkways, the thick growth and curvature of the dome, make the outer wall difficult and impractical to reach from within. Once the main corridors pass through the growing areas, they empty into the main portion of the dome. Here stand a collection of geometrically sculpted buildings that grow increasingly taller towards the center. All of similar construction and design, their curved facades accommodate the flow of the dome with stairs wrapping in between structures, coiling up to higher tiers. The air feels fresh, thanks to an elaborate ventilation system. The dome's artificial atmosphere allows it to remain active round the clock. Streets are always kept well-lit and regularly patrolled by a small but visible present city guard.

Only about a quarter of the city's population actually lives within the dome. These individuals consist mostly of nobles and other wealthy or influential individuals. Private residences can be found on all levels, though the majority of them are located in the lower levels. In addition to private residences, the dome houses the government buildings such as (the Hall of Elders), financial institutions, meditation gardens, and the embassies of neighboring Tars. Of course, at the top of the dome lies the Skychamber, the court and palace of the **Grand Caltath** Otreius Emiri.

ATMOSPHEREDRON

A few hundred feet below the great domed gardens lies a series of large interconnected chambers that house strange glass tanks, large copper boilers and other alien machinery known as the Atmospheredron. Throughout the passages, an elaborate array of narrow glass ducts races up walls and across the ceiling, connecting to numerous locations throughout the city. These machines collect as well as synthesize oxygen—in theory producing enough to create a sustainably breathable environment. The city also has a water-manufacturing device, as do all the other Alusidain cities. The device helps to fuse hydrogen and oxygen molecules to create water necessary for the life of the entire planet. Like the Atmospheredron, the technology employed in engineering the Aquadron is highly advanced and entirely beyond the capability of the Alusidains. According to scripture, their ancestors discovered the machines several centuries before and settled around them. Currently, the Atmospheredron is operated by a secretive order of 35 highly educated arcanists and scientists that work collectively to decipher and maintain the alien machinery.

The area is otherwise off limits to all others and its entrance is guarded round the clock by squadrons of heavily armed marines.



OUTER PLATEAU

Outside the dome the mountain has been chiseled and worked into three circular plateaus, about an eighth of a mile wide with each terrace set about 100 feet below the next. Stairs and ladders along the cliff face connect the plateaus, as do a series of protected tunnels that bore into the mountain. The tunnels connect both to the summit as well as to the Kongrushu Caverns and the mines below them. Thousands of smaller homes cram the cliff faces, their once brightly painted colors now faded and pale from the battering winds. Winds and temperature can be extreme, thus homes are kept small and well insulated. Many of the goods are kept tied down and livestock, children, and even a number of adults

wear climbing harnesses that can be attached to various safety ropes and rails around mountain's edge. This is especially important when heavy fog or snow sets in, making it difficult to see and one wrong step can easily result in death. The majority of the city's population lives on the outer plateau. Unfortunately, it is relatively easy to determine an individual's social status as based on which terrace he resides. Upper tiers are considered more desirable, while the lowest tier is almost entirely occupied by indentured mine workers.

THE MINES

Far beneath the city extends an extensive labyrinth of invasive mines that supplies the predominant source of



raw materials for manufacturing and other industries. From various sections, miners harvest stone and metals for building as well as precious metals, salts, and other minerals. At least of a third of the citizens work the mines, which serve as the backbone of Emirist-Tar's economy. There are over five miles of outlying tunnels, most 10 feet in diameter. These connect to larger veins that can be anywhere from 20 feet to 40 feet wide, depending on what they are being used for. They haven't developed a decent system of transporting material and rely on draft animals to haul carts along rough and bumpy floors. The mines are poorly ventilated. As a result, mine workers often have respiratory conditions, and on occasion mine crews become stricken with contagious lung infections that result in sections being temporarily quarantined. The work is tiresome and there is always a threat of cave-ins and collapses, however they have few problems with flooding or gas.

KONGRUSHU CAVERNS

These caverns ring the perimeter of the mountain. While a few started out as natural formations, over the centuries, the kongrushu have dug them out and refashioned them to accommodate many more of their massive draconic steeds. It also houses the personnel quartering of those that have made it their life's mission to serve as a Kongrushu. The caverns are geothermally heated and kept quite warm, especially in the outer most sections inhabited by the ectothermic kongamato. Of course, the kongamato caverns are the largest. All have exits facing outward from the mountain face. They avoid housing more than two of the beasts in the same caves because kongamato can become violently territorial. Couples are almost always mated pairs, as a single female will notoriously trigger other males to fight for mating rights.

Kongrushu trainers supplement their strict regiments of behavioral training with the use of alchemical pheromones. An exit just above the hatchery, leads through series of interlocking metal hatches isolates this secured and secluded area from the main caverns. The main work area that serves heart of lab is relatively small, though the network of pipes exiting from the lab is almost as extensive as the lower caverns. From the lab, attendants can forcibly pump pheromones through the network, effectively sending them directly into lead-outs in individual kongamato caverns. This complex system allows the Kongrushu to easily target and regulate the moods of specific creatures.

Also of great importance are the kongamatu hatcheries. Three in all, they are kept at opposite ends of the complex to assure that even in the face of disaster, some eggs will survive. The hatcheries do not open to the outer walls, but instead remain hidden, heavily guarded, and trapped. Few individuals have clearance to view the hatcheries and access is denied to any outside the Kongrushu including the Caltath. Each hatchery is comprised of a circular room

about 60 to 100 feet in circumference set with tiers holding dozens of eggs. The rooms have only two exits, no windows, and are kept at an uncomfortably warm temperature to assure healthy incubation. Freshly hatched kongamato are immediately taken for training as a newly born creature will instinctually eat other kongamato eggs to assure its own survival as head of the litter.

Lastly, a number of smaller rooms and chambers placed above the kongomato caverns house the Kongrushu themselves. A barrack typically consists of one or two rooms, with shared eating spaces, restrooms, and lavatories. Higher-ranking members usually take rooms facing out of the mountain, their faces sealed off from the staggering cliffs with thick transparent sheets of a glass-like, crystalline composite. These chambers typically have additional rooms including private baths and storage areas.

KONGRUSHU

The kongrushu are dragon riders of City of Emirist-Tar. Alusidain use psionics to imprint the eggs of wild kongamato imparting a semblance of the dragon rider's intelligence and personality to the unhatched kongamato. When it hatches it is more intelligent by far than its wild brethren and is bonded for life with its Alusidain dragon rider. A kongrushu has the following makeup:

- The dragon rider is a chaotic good Alusidain knight.
- The kongrushu is a kongamato with an intelligence score identical to its dragon rider (usually 11).
- The kongamato is well cared for and trained ceaselessly. It has 300 hit points.
- The kongamato can also speak common.
- The kongamato gains all the attack and reactions options of the knight.
- The kongamato gains the additional (or updated) options:
 - **Multiattack.** The kongamato makes one bite attack, two claw attacks and a lance attack. It may also use its wing attack against opponents engaged in melee with it.
 - **Lance. Melee Weapon Attack:** +5 to hit, reach 15 ft., one target. Hit: 10 (2d6 + 3) piercing damage.

ALUSIDAIN PEOPLE

Despite their unusual purplish skin tone, Alusidains are essentially variant humans whose origins lie in the immigration of races following the ancient Elali terraformation. While knowledge remains lost to their own history, Qanna's and its outlying moons served as a hubworld. During its prime, thousands of races filtered through stargates on various moons, many from distant worlds as refugees. As expected, the Elali granted a number of these people asylum, particularly those whose planets had been destroyed by the Hegemony. This of course made Qanna's moons a target, and to protect the stargates, the Accord vacated most of their forces in several mass exoduses, leaving behind a few to serve

as watchers or protectorates along with several less advanced races on the cusp of developing civilization. As a result, the Hegemony spent little time exploring Qanna's moons, which appeared to be primitive wastelands with little in the way of technology or other resources, especially since Qanna itself is entirely uninhabitable.

The Alusidains (along with all the humanoid races inhabiting Qanna's moons) were among those tribes left behind. In the early years, they wandered in small nomadic tribes along the outlying lands along the mountains bases. Culturally, they were quite similar to the Vakarans who still live much in this same fashion. While there was always conflict between the two races, there is also evidence that on occasion, they intermarried and likely share common ancestry. Only after their discovery of the great domed cities in the mountains did their culture begin to advance. Those in the forefront of the cultural revolution fought vehemently to distance themselves from their "barbaric" past. In their ignorant efforts to do so, these individuals destroyed most of the historical artifacts and other evidence that current scholars so desperately seek to help them gain a full understanding of who the Alusidains are, where they came from, and their relationship to the elali and their world.

POLITICS AND ECONOMICS

The Alusidains are slowly moving through a cultural transition. Drifting away from feudalism, a rapidly growing working class permits individuals to achieve status and a title through personal achievement. Individuals that acquire titles can become almost as powerful as a noble and possesses the right to pass all titles to his progeny. The practice has met with mixed results and (as was is the case with royalty) a certain number of powerful individuals continue to hold titles bestowed upon them out of entitlement and not qualification. While Emirist-Tar remains staunchly under the command of its Grand Caltath, in recent times the hereditary ruler has become increasingly tied to the support and influence of a sizable council of statesmen and advisors, many who have risen into the new nobility from the working class. Aside from royalty, one of the most ancient and venerated titles among the Alusidains are held by the Kongomoto riders or Kongrushu, as they are called. Their ability command of these great beasts has allowed the city to hold power over the surrounding territories and prevent the Vakaran hordes from raising a siege against the Alusidains. Master riders frequently serve as political emissaries when dealing with other cities and become quite skilled at diplomacy.

Ultimately only about 10% of the population holds a noble title while 60% belong to the working class— including business and landowners as well as those educated enough to have mastered important skills. It also includes civil engineers who develop and maintain the stasis systems, though their work relies entirely on the studies loremasters

and sages whose translations of the work the ancient's technology. Working class poor comprise the last 30% of the society, the majority of which are indentured to the city. The city teaches them skills that allow them to work in basic maintenance, serve in the Armed Forces, or farm in the growing fields. In return, they receive stipends and are given housing along the outer tiers.

Increasingly, employers have begun to offer workers choice between stipend living or earning wages. Stipend workers are provided with accommodations and food and tend maintain greater job stability, though they have little freedom, social mobility, and tend to work longer hours at the discretion of whoever they work for. Those earning wages have far greater flexibility in their lives, but are often the first laborers to be cut when companies suffer financial burdens. For this reason, these same individuals often train for multiple types of jobs or highly skilled positions so they can diversify their opportunity. Wage earning represents recent one of the more changes in culture, thus fewer people have chosen this route. Private wage earning has also encouraged people to take up side businesses and develop institutionalized healthcare and educational facilities.

RELIGION

Since their arrival in Emirist-Tar, the Alusidains have intensely studied the city and its relics for clues about its creators. While they acknowledge the existence of a superior race, they do not fear these Elders as gods. Still they believe the ancient ones worthy of veneration, perhaps viewing them as avatars of a more divine spirit. Some among them would go so far as to call the Elders the progenitors of their race and those holding such claims use them as evidence to support their own social status. While they lack a formal religion, there are a number of meditation gardens within the dome where the devout or those seeking inner peace may freely enter to commune, worship, or contemplate in silence. Gardens consist of open courts with natural rock sculptures set at curious, often deceptively precarious angles highlighted with running water and lights through which run curved walkways of different colored sand. While meditation gardens are shared, they are intended for use by individuals and Alusidains consider it improper to visit in the company of others, except if one must be accompanied by a chaperone or personal guard. Conversation or any type of communication is forbidden within the gardens, beyond a simple nod or knowing smile (considered a polite response in passing). Clerics may verbalize prayers within the gardens however they must do so only in a quiet and isolated section so as not to disturb or influence others.

RESOURCES

Procuring supplies in Emirist-Tar isn't difficult. The Alusidains have advanced to a point that can readily manufacture any item in the Pathfinder Core Rulebook, though the availability of raw materials remains somewhat

limited, they have learned to adapt by using alternate materials. Scarcity of wood forced the Alusidains to create their own compounds for items other cultures normally fabricate from wood using a process that compacts much of their bio-waste from their food into a dense wood-like substance they call qot. The remaining biomass is used to produce fuel. Alchemists and others involved with employing these techniques credit their development to the ancients. Manufacturing of these materials takes place in one of six large rectangular buildings with domed rooftops and ribbed walls that rest near the edges of the lower rim. Unfortunately, the Alusidain's crude and unrefined manufacturing processes create a fair amount of industrial waste in the form of dense smoke, which they pump out of the dome at three different intervals throughout the day. During these times, one can observe waist-high grayish-blue rolling clouds seeping down the sides of the mountain. Any item fabricated from wood may also be fabricated from qot. In structure and hardness, qot is nearly identically to wood, however qot is slightly lighter. Reduce the weight of any item fabricated from qot by 25%.

Despite having a limited selection of food, their ample gardens assure they have plenty of freshly grown fruits and vegetables readily available. The bulk of their protein is also sourced from plants, though they occasionally eat meat and raise goat-like creatures for both meat and dairy in small pastures on the outer plateau.

FINDING ACCOMMODATIONS

Adventurers arriving in Emirist-Tar are going to have a tough time finding accommodations. The Alusidain people are not used to accommodating visitors, outside of merchants or politicians from other Tars. Additionally, most foreign emissaries have their own embassies where they stay during their visits. As part of the pacts between the Tars, the embassies are financed by the host city, but run by individuals from the city for which it serves. They are politically neutral areas biased towards the laws of the parent city and not typically open to the general public.

Even so, Alusidains view foreigners a curiosity and if the PCs prove charming enough, they may receive an invitation to stay with a host. A typical host would be of the noble class or at least a person of good standing, possibly even a wealthy merchant or sage who also desires to pick their brains about the outlying territories, other worlds or the universe. The best opportunity to meet a potential sponsor is following the audience at Skychamber, or after the Battle for Emirist-Tar during which the PCs likely acquire new allies. Conversely, as few of the lower-class citizens own their property, they fear hosting strangers even if offered compensation. They are far less curious about other the strangeness of other worlds, and firmly interested in their immediate lives.

As third (and far more expensive) option, some PCs might consider trying to rent or buy property in the city.

As outsiders, adventurers cannot legally rent or purchase property in the city, however they could feasible purchase it through someone else. Depending on whether or not the PCs can secure a trustworthy individual, a GM might use this option to create a little tension or mini-adventure within the city, in which they need to get funds back from a crooked real estate negotiation. This becomes more complicated since the PCs attempting to buy or rent through a third party cannot expect help from the authorities for engaging in an illegal act.

PLOT HOOKS

A local merchant approaches the PCs seeking to hire them as his protective escort. As it turns out, the merchant is attempting to smuggle a clutch of four stolen kongamato eggs out of the city. Unfortunately, the merchant isn't as clever as he believes and the Kongrushu so catch wind of his dealings and attempt to stop him. As a result, the PCs are placed in the middle of a serious crime that could permanently damage their reputation with the High Caltath and other allies within Emirist-Tar.

While prepping for war, one of the older Alusidain courtiers gets into an altercation with one of the younger Vakaran emissaries who as it turns out, is the son of a powerful Vakaran warlord responsible for a raid on a merchant caravan that took place a decade earlier. As a result of the raid, the courtier lost his first wife. He demands justice from the court and threatens to take revenge himself in the event the court fails. Despite empathizing with the courtier for his loss, courts know that convicting and sentencing the emissary will likely result in the breaking of the recent treaty and possibly loss of the city in the face of the encroaching horde. As a result, the PCs are tasked with protecting the emissary from the courtiers' murderous assassins.

GUARDIANS AND GUIDES OF THE DEAD

The gas giant of Qanna is a strange spiritual nexus point, where the rippling dimensions of space and time interweave and flow with the turnings of the spirit world and the arcs of destiny. Like a supermassive spiritual black hole, the river of souls into the afterlife runs like a tide into the well of its embrace. Spirits are not trapped by its attraction, but are drawn into and through it to emerge in branching singularities that stretch into all the planes of existence. How and why Qanna disturbs the flow of the spirit world in this way, and whether it is unique in the cosmos or just one of many such spiritual singularities is unknown. Some claim that a great black monolith of infinite age lies within the planet's heart and draws these soul-streams into and through it into a transfiguring ascension to a higher plane of existence.

Whatever its source its invisible flow has made the natives of this planet unusually sensitive to the presence and the whisperings of the departed. Communion with the spirits

of the dead is common among the various tribes, clans, and nations of the gas giant's whirling moons. Stranger still, the natives of Qanna living lives bathed in this endless spectral susurrus sometimes themselves transcend in the afterlife into immortal guardians and guides of the dead known as psychopomps (or, more rarely, into their corrupted cousins the sahkils). Whether these interplanar outsiders originated on Qanna or whether they have always existed and visit this nexus and others like it to recruit new members to their order is unknown, but their sure and steady hand and calming spirit lead those that die in the void on to their final reward.

Citizens of Emirist-Tar are certainly not unique among the inhabitants of Qanna's moons in their veneration of the dead and of their ancestors, but their libraries and genealogies are the most extensive among the many moons. Through seances and communion with the dead, those deceased who have transcended to the role of psychopomps (or descended into the madness and malevolence of the sahkils) are dutifully recorded wherever possible. These transfigurations are celebrated with honor or mourned in shame, with many families in the city erecting shrines to those of their ancestors who still walk in the spirit world all around them to venerate those favored as watchers of the ways, or to pray forgiveness and redemption to those that have fallen into darkness.

PSYCHOPOMPS

All life has its beginning and its end. From the moment of birth, everything that shrieks and struggles upon the Material Plane crawls toward a singular finale, that fatal climax that grants passage into the soul-streams and the unimaginable infinities of the afterlife. As the spirits of the deceased flow from the confusion of mortality to their ultimate fates, they are each judged by the goddess of death, who assures that all who die reach their prescribed afterlife. Yet with all the worlds of the Material Plane, with the countless faces and exceptions of mortality, and with all those who would turn fate and finality to their own devices, death as a system and institution requires more agents than a single goddess to uphold. So serve the psychopomps—the dispassionate stewards, chroniclers, and guides of all that die.

Psychopomps preside over the flow of life. Their primary concerns focus upon souls in the vulnerable transition between death and their final destinations

upon the planes. Psychopomps carry out their duties with the dispassion of veterans and cynics. In terms of service measuring in ages, psychopomps meet countless souls from innumerable worlds, and soon nearly every story, fate, plea, and exception becomes all too familiar. They care little for the histories or personalities of the souls that pass them by, concerned only for the efficient and unvaried processing of each spirit to its final unremarkable eternity. Damnation and paradise are the same to them, as are heroes and villains, and no psychopomp cares one jot for great deeds left undone, other fates hanging in the balance, or bribes worth even a world's ransom.

While drudgery is the lot of many psychopomps—interrupted only by the diversions they sometimes create for themselves—their system is not without flaws. There are those who would seek to deny the natural order of death—creatures that prey upon souls, spirits lost in their migration, undead abominations. To counter such abnormalities and preserve the flow of souls as the multiverse requires, numerous specialized psychopomps exist to protect the dead and counter any who would seek to pervert the state of death to their own ends. Noteworthy among psychopomps are their masks. Nearly all who have dealings with the living wear some manner of grim face covering or funerary mask. While these masks are not part of a psychopomp's body and grant them no special abilities, the legends of numerous cultures suggest that a living creature that sees a psychopomp's unmasked countenance invites a premature death. Those psychopomps who deal predominately with the dead typically eschew such marks of station except as a formality.

As psychopomps help convey souls to all of the Outer Planes, and thus provide petitioners equally to each of those realms, they enjoy a special status among many planar races as respected neutrals. As such, most other planar races grant them a wide berth, with even angels and demons going out of their ways to avoid interfering with death's emissaries. Soul-hungry daemons and reality-violating creatures of pure chaos are among the only races that actively oppose psychopomps. Consequently, the deadlier classes of psychopomps watch for and hunt disruptive members of these races, seeking to expunge the paths between the planes of any that would impede the certain cycle of death.

SAHKILS

Psychopomps oversee one of the most fundamental functions of the multiverse: the progress of mortal souls. Through this infinite cycle of lives, deaths, and rebirths, the forces of the planes calibrate and



evolve. Psychopomps serve as caretakers of this process, yet no matter their might or influence, they all know their place, their duty, and a shared secret: that the order of the planes is not perfect, and that one distant day it will end. For most psychopomps, this burdensome truth reinforces the great need for their diligence in fending off the decay of all things. For others, it is an onrushing nihilistic destiny.

And for the most brazen, selfish psychopomps, it is a reason to rebel. Those psychopomps that dissent are known as sahkils. Not content to serve as clerks in an endlessly deteriorating cycle of meaningless lives, these former psychopomps abandoned their duties. Escaping the strictures of their previous brethren, they flee to the empty places of reality—most congregating in the misty Ethereal Plane.

There, where the great procession of newly departed souls endlessly marches toward judgment, death's rebels remake themselves. Embracing the dread with which mortals already view them, they restyle themselves as tyrants of terror. No longer servants to souls, they would become their terrifying masters. Reality's days might be numbered, but for those finite eons, sahkils resolve to rule.

Sahkils bear little resemblance to the psychopomps they once were. Although some embrace the morbidity of their former brethren, most sahkil forms are inspired by common or particularly potent mortal fears. Unnatural fusions, insectile limbs, and bloody phantasmagorias abound among sahkil shapes, each designed and destined to terrify. The least sahkils have the most recognizable forms—familiar limbs seemingly twisted by unimaginable excruciations. The greatest of their kind, though, are near-indescribable horrors, obscene in both shape and proportions. Yet sahkils share the single drive to give all creatures reason to fear.

From the Ethereal Plane, sahkils watch. They slip tenuous tendrils into the dark and abandoned places of the world, infusing the mundane with dread and giving fangs to mortal imaginings. When they trespass upon the Material Plane, most sahkils prefer to remain veiled, corrupting nature and turning people into monsters.

They revel in the awe associated with terror and hear praises in every scream. When finally their victims have been sapped, drained of their capacities to hope and to fear, the sahkil feed. Not willing to let their playthings escape to feed the cycle they once served, sahkils delight in nothing more than tearing mortal souls apart or giving rise to blasphemous undead.

The most dangerous sahkils rise to dominate their brethren as nightmare warlords. These sahkil tormentors form vast, sanity-bending realms from which only tortured sounds escape. Unique in form and objectives, these demigods gather legions of sahkil servitors, uniting them in campaigns targeting vulnerable souls, entire mortal worlds, or even rival tormentors. Regardless of their goals, sahkil tormentors are the most secretive members of the race, cloaking themselves to preserve the terror of their true faces, or sometimes to hide the beings they once were.

As sahkils viciously impede the multiverse's workings, these gluttons of fear are widely loathed. Nearly every celestial and lawful race opposes their selfish desires, hunting them as dangerous beasts and metaphysical brigands. Psychopomps most actively oppose sahkil interference with the progress of souls, yet rarely display racial malice against the traitors. However, they do recruit mortals with psychic sensitivity and power to strive against sahkil predation, as it actively impedes the development and transcendence of mortal minds and souls.



THE DEADLIEST

By Chris A. Jackson

The moon of Ithos reeked of scorched vegetation, blood, and death. Accord forces had taken their hard-won victory on Vareen through a captured gate to the Hegemony's Qanna gas giant system, hammering out a foothold for a major counter-offensive. The spoils of that conflict also revealed that some Hegemony species were spying on each other—with recovered bil'djooli intelligence identifying an orbital jagladine bioweapon facility capable of decimating every moon in the system.

Tarenia had asked me to lead a team to destroy it.

Why me? The facility lay within an asteroid, and I have a knack for survival in the void. The plan was simple: get in, blow the central reactor, which should knock the asteroid out of orbit, then get out.

I said the *plan* was simple, not its goals.

"Anasya?" A woman with spiky black hair strode up. "I'm Dupree, your wrangler."

I shook her hand. "Happy to meet you." Dupree represented our way in and out. I turned to introduce her to my crew. "Kittag and Gelftik are our heavy gunners."

The pair of krang warriors greeted Dupree with fist-to-chest salutes, their simian faces grim.

"Balfour is a warpriest of Gar-Peru."

"Delighted!" The round-faced little man looked more like an innkeeper than a warrior.

"Huffurrer is our sharpshooter." I nodded to the jaskirri assassin.

"A pleasure," she purred, bowing with feline grace, her rune-etched rifle resting in the crook of her arm.

"Matookna, here, is a pistoleer and close combat specialist."

"Honored." The tretharri bowed, pressing his four hands together.

"Telka is our tech specialist." The mechanoid divymm also had a head full of information about the bio-weapon asteroid. "And lastly, Setthash is our demolitionist."

"Anasya always saves the best for last, o'course." The black-scaled zor'est grinned a reptilian smile and stuck out a hand, his myriad bottles and canisters clinking. "Nice to see another friendly face, mate. And you round our number to nine, which rolls off the tongue better than eight. I been tryin' to think up a moniker for us, right? The possibilities are—"

"Something we can't explore." The zor'est could talk the legs off a centipede. "We've not a single minute to waste."

"Right." Dupree waved us to an arena-like building. "Our steeds await!"

Steeds. This part gave me shivers. The asteroid—an engineered living organism—had no gate, so we had to get there aboard mounts that could fly through the void and protect a rider. But shantak don't like to be ridden.

"We're supposed to ride *those*?" Balfour gaped at the wyvern-like

beasts. The stable was slick with the slime exuded by the creatures' scales, and their shrieking cries grated like nails on slate. "They've got no *saddles* even."

"Enough." I pointed to the mounts. "Dupree, get us aboard."

"Right!" Dupree got us settled on our slimy steeds and instructed us on how to give commands with the simple bridles. She mounted last and nodded. "Once we're above the atmosphere, we won't be able to speak, but the shantaks will shield us from the void. Just follow me. We approach the asteroid from the dark side."

"You have the atmosphere bubble ready, Telka?" I asked.

"Affirmation: Indeed." The divymm held up a small pearly sphere.

"Couldn't you have just said 'yes', mate?" Setthash gave a sour look.

"Affirmation: Of course." Telka swiveled its head backward to look at the reptilian. "Addendum: But I derive satisfaction from your irritation."

Huffurrer hissed a laugh and the others joined in.

"Go, Dupree! We're wasting time!"

Our wrangler gave a cry, and our mounts sprang into the sky.

"I *hate* flying!" Balfour shouted as we gained altitude at an astonishing rate.

"Look at the bright side!" Huffurrer howled. "In the void, we can't hear the lizard prattle!"

"Prattle!" Setthash shook a fist. "See if I ever blow anything up for you, fur ball!"

Laughter faded to silence as the atmosphere thinned. We flew into night, taking the long way to approach the asteroid in the moon's shadow. A tiny chip of spinning obsidian crested the horizon—the mile-long, living organism tumbled end over end for full gravity at the poles and micro- to zero-gravity at the center, a necessity for the production facilities.

At the center on the planet-side, flights of shantaks pulled a strange-looking pod from a yawning portal. I raised my spyglass. The pod looked like the oblong shell of a huge sea creature, but I lost sight of it as we proceeded to the other side.

When we landed, the asteroid immediately swept us along with its rotation, the stars wheeling around us. Most of the team looked ill, and Balfour vomited silently into space, but I was long used to the gut-wrenching vertigo of asteroidal motion. I also had no guts to wrench. Telka, also unaffected, dismounted and placed the pearly sphere in the center of our group. It then extended a stiletto from the tip of one finger and drove it into the ball.

The sphere spewed out a score of streamers over our heads, transparent material shimmering between them. The umbrella arced over us to stick to the surface like a tent, the material flapping flaccidly. The Hegemony weren't the only ones who manipulated organisms, and the divymm had altered these for void use. The others had to breathe, after all.

Next, Telka removed its left hand, and affixed a tool from its belt to the socket. The drill spun up and bore into the

asteroid's exoskeleton. White vapor jetted out as the bit pierced through. The bubble billowed and my ears popped. We had a breathable atmosphere.

"Everyone dismount, but be careful! Nothing sharp near the bubble. Setthash, you're up."

"One door, comin' up!" Setthash joined Telka, and mixed two liquids in a clear bag. He shook it violently, then snipped off a corner and squeezed out a gooey paste in a circle. The paste began to smoke and eat into the asteroid's living surface.

"Matookna, Kittag, and Gelftik, get ready!" I ordered. "Clear the room."

We'd planned to break into a laboratory, but had no way to know what kind of alarm had sounded inside. The two krang chambered explosive rounds into their shoulder cannons and scrambled forward, while Matookna pulled two rune-etched pistols and joined them, his movements like flowing water.

As the smoldering acid subsided, I ordered, "Balfour, open the door. You follow with Huffurrer!"

The warpriest slammed his power-maul down on the disk, breaking it free, and the three warriors clambered through.

Gunfire and explosions erupted, but before Balfour could even get through the hole, Kittag's booming voice announced, "Clear!"

As the others crawled through, I turned to Dupree. "Give us three minutes, then pop the bubble. When all hell breaks loose, look for us. We'll carve another way out." This was our only chance. In minutes, the lab would be crawling with too many klaven to fight our way back.

"I'll keep close." Dupree leaned down to shake my hand. "Gods be with you."

I moved through the hole without looking back. Inside, four dead Hegemony technicians and three klaven warriors drifted among hunks of smoldering equipment, meat, and globules of blood. Balfour was treating a wounded Gelftik while Huffurrer and Matookna checked the passage beyond the room's sphincter-like door.

"Hall's clear," Matookna announced.

"Telka, during our approach, did you see what they were hauling away from the asteroid?"

"Affirmation: Yes."

"Do you know what it was?"

"Accessing data. Conclusion: Probability ninety-seven percent object was a planetary-scale bioweapon."

"Damn! We're too late! Do you know where they were taking it?"

"Assessment: Insufficient data."

"Look for a data connection. I want to know where it's going." That information might save a planet.

The divymm looked around. "Observation: Data port currently unavailable. Assertion: I'll connect at our earliest opportunity."

"Good." I assessed my team. "Balfour, can Gelftik move?"

"Yes," Gelftik answered before the warpriest could reply.

Balfour shrugged. "Wound's closed, but..." A klaven spur had torn away a head-sized piece of meat from Gelftik's thigh.

"We're going." I gestured to the door. "Kittag on point, Huffurrer and Matookna second. Gelftik, you're rear guard. Keep up."

"I will." He hefted his weapon.

"Telka, which way?"

"Assessment: Consulting schematics." The divymm's eyes went blurry. "Confirmation: Right fifty meters, passage intersects coreward shaft."

"Go!" We moved out, sealing the iris door behind us and scrabbling along the handholds that lined the gut-like passage.

We made it to the vertical shaft before a discordant alarm began to sound. The station had detected our presence. We picked up our pace—and ran right into a squad of klaven.

Weapons erupted from both sides. I flattened myself against a wall and shot a klaven with a dart from my clockwork arm. It detonated in a ball of sizzling electricity, catching two others on fire. Kittag's shot splattered an enemy into bloody shrapnel, but he tumbled back in a mist of crimson while reloading. Matookna was a blur, bounding forward while firing and reloading, drawing two energy blades to accompany his pistols. Huffurrer fired a crackling slug between the eyes of a guard, blowing his head into cooked meat. Something sizzled past me and I heard a grunt, but I couldn't look back. I fired twice more before Matookna reached the last of the guards and cut them apart.

Blood, body parts, and internal organs drifted in a noisome cloud. Kittag was alive, barely, but Balfour had taken a spur square in the chest. Setthash had a gash along his arm, I had a dent, and an energy beam had maimed Matookna. Fortunately, he had three more hands.

"Why's the damned healer always the first to buy it?" Setthash quaffed a vial from his assortment.

I swore, scavenging another potion from the dead warpriest, and forcing it down Kittag's throat. He regained consciousness with a gasp and grabbed his weapon. I administered another to Matookna, and we moved out, leaving Balfour behind. Only a few yards further we hit a dead end.

Matookna checked the heavy iris portal and shook his head. "Locked."

Like the rest of the asteroid, the door was a living organism. So, I pulled a fine blade and performed some quick surgery on its access panel, tweaking some of the underlying nerve bundles with my fingertip picks. A few moments later, the door started to open.

Huffurrer picked off another guard through the dilating aperture. Matookna and the two krang barreled through and we followed. Fortunately, there were only four more klaven, and they went down without much noise.

Beyond loomed the core, an impressive open space a half-mile long and a quarter-mile across, lined with organic, industrial catwalks. Suspended at the center, the bioreactor looked like a long-spined sea urchin with its mooring and power connections.

"Telka, secure the door! Setthash, start placing charges on the right-side mooring cables. We'll set as many as we can before they spot us, then blow them all at once."

"On it, boss." Setthash glued a glass cylinder to the nearest cable and hurried to the next.

"Move! We won't have long!" We had to sever enough of the moorings on one side for the reactor to drift the other direction. The force of the asteroid's spin would do the rest. The trick would be doing it before more klaven overwhelmed us.

We scrambled along the circumference, Setthash setting charges and the rest of us watching for klaven. We made it almost a quarter-way around when a sudden hail of fire cut down Kittag, and this time no potion would save him. Huffurrer returned fire with deadly effect as we took cover. Above us, almost halfway around the core, Klaven warriors charged out of a hatch, fanning in both directions to box us in.

"We need to set more charges!" Setthash shouted.

"Blow the ones you've set! Huffurrer, shoot the cables!"

Setthash pulled a tiny crystal from a pocket and crushed it. The charges went off, severing a quarter of the mooring lines. Huffurrer started shooting support cables, but klaven poured onto the catwalk.

An energy javelin detonated dangerously close to me. I ducked and fired back. "Setthash! Close that door!"

He shook his head. "I can't throw that far!"

"I can!" Gelftik fired his weapon and reached for another round. "Get it ready, I'll do it!"

"Hurry!" I shouted as something spalled off the railing by my head. I fired another explosive dart and reloaded my arm. "Just don't hit the reactor!" Blowing it now would kill us all, and might not destroy the station. Also, I still needed to get news of the deployed bioweapon to the Accord.

Half a dozen more mooring lines twanged loose under Huffurrer's uncanny aim before Setthash finally thrust a satchel into Gelftik's hands. "Pull the cord, and you've got thirty seconds."

Gelftik shouldered his weapon and took the satchel, gauging the angle and distance. Even in zero-gravity, it was a far throw. He stood, pulled the cord, and reeled back, heaving it on a straight line. Unfortunately, Gelftik never saw the result of his heroism.

Concentrated fire struck him down the instant before impact.

But the explosion was everything we'd hoped for.

Fire and debris lashed out, severing more mooring lines, but the surviving klaven weren't dissuaded. They rushed from both sides, firing wildly, and howling in rage. Close enough for pistols now, Matookna started firing. I shouted for Huffurrer to keep at the remaining cables. Something clanged off my shoulder, ruining my aim, and my explosive dart hit a big tank. Greenish liquid sprayed out on the klaven, melting flesh from bone.

"The tanks, Matookna! Rupture the tanks!" I glanced back to see Setthash down clutching a gaping belly wound, and Matookna holding a second arm in his maimed one, but still firing and reloading with the other two. Telka dragged Setthash out of the hail of fire, but we had no more potions.

Huffurrer, her bandolier running low, aimed her rifle straight up and fired. Another twang of a severed cable, then a shrieking groan as the massive reactor tore loose. Lightning erupted from snapped power cables, and the huge ball began to pick up speed, leaving scorched metal and flames behind.

Huffurrer let out a whoop of delight and brandished her rifle. Her elation, and mine, vanished in a spray of shattered bone and blood as a random shot found her. She jerked and went limp without a cry, blood pulsing from a hole in the side of her head. I couldn't even curse, but just stared at her empty gaze.

"Warning: Anasya! Station destruction imminent! Recommendation: Evacuate!"

I couldn't disagree with Telka, but the klaven had nearly surrounded us. "We're cut off!"

"Jump!" Setthash fumbled in his pack with bloody hands and came out with a bottle. "Pop the cork and wind will rush out. Use it for thrust!" He grinned and hefted another satchel charge. "I'll keep them off you. I saved the best for last."

"If you're going to do it, do it now!" Matookna was firing both directions, but blood smeared his torso.

I handed the bottle to Telka, locked my clockwork hand onto his frame, then reached out and grabbed Matookna by the back of his robe. "Go!" I dragged them both over the railing and kicked off



toward the other end of the station.

Telka freed the cork and we started to tumble, but the divymm quickly got our center of mass figured out and we picked up speed. Matookna kept firing at the advancing klaven, trying to buy Setthash time. We were a hundred yards away when a howling laugh heralded his final explosion.

My dead comrades vanished in a huge ball of expanding flame that engulfed the converging Hegemony forces and ruptured several more tanks, spewing caustic liquid into the air. The shockwave sped us along, and the gods alone knew how Telka kept us on course.

Then the reactor struck the far end of the asteroid's core. The explosion dwarfed Setthash's finale. The entire asteroid shuddered, and a hurricane started dragging us backward.

"Get us down!" I nodded to a structure connected to a long tube. "There! A transport tube!"

"Affirmative!" Telka guided us down.

We crash-landed beside the transport tube, and damn my luck if there wasn't a pod in the bay waiting. We staggered with the shuddering station and our injuries, but got inside, sealing the door.

"Telka, get us moving." I helped Matookna into a seat in the light simulated gravity. "And look for a data connection!"

"Affirmation: Transport engaged." Telka's hands flew over the controls. "Data link identified." He plugged a cable from his thorax into the console. "Declaration: Network accessed. Downloading."

"Good!" I started cutting Matookna's cloak into strips and binding his injuries. "Find out where that other weapon is headed, and get us off this rock!"

"Analyzing: Three minutes to arrival at administrative node. Viewports accessible."

"Excellent!" I asked Matookna, "How are you doing?"

"Alive, thank you." Matookna grimaced as I tightened a bandage.

"Thank me by not dying. We've lost too many already." Weight pressed down harder as we neared our destination.

"Warning: Station orbit degrading. Sixteen minutes to atmosphere re-entry." Telka turned to add, "Analysis complete: Bioweapon deployment initiated via gate network. Destination: Argosa!"

"No!" I gritted my teeth. "How long?"

"Estimation: Fourteen hours, six minutes, twelve seconds."

"Damn!" Argosa was a vital Accord hub world. "We have to warn them!"

Unfortunately, we still had a problem. The administrative complex wasn't empty.

I helped Matookna to his feet and we stepped into a chamber crowded with half-organic, half-mechanical control panels. A wide viewport showed Ithos and the great gas giant, Qanna, beyond. A spindly insectoid creature stood at the controls. With four arms and clawed feet, it wore no clothing, but carried a plethora of alien

gear, its hands skittering across the controls as symbols glowed on the viewport.

"Observation: Jagladine overlord is attempting orbital stabilization," Telka shared from behind me.

"What?" The jagladine turned, hands plucking items from its harness. "You aren't—"

Matookna fired, but his shots spalled off the jagladine's exoskeleton. As he drew two energy blades and charged, I dodged and fired an electrical dart into the console. The jagladine howled as the controls crackled and blackened, glowing runes flickering out. The creature threw a gleaming purple cylinder in retaliation, the device erupting into a cloud of vapor.

Matookna gagged and pitched to the deck in convulsions. Purple tendrils writhed from his mouth and nose, some vile fungus growing at an impossible rate. A muffled scream escaped my friend's mouth a moment before his chest erupted into a wriggling mass. I plunged through the cloud—not having to breathe has advantages—and fired another dart. It wreathed the alien in crackling electricity, but the jagladine still refused to go down.

Two more vials flew through the air. One shattered upon a console, sizzling acid eating through the surface in seconds. The other arced past my shoulder to hit the wall, and the entire bulkhead started to slough away in a mass of slag. Denuded power cables the girth of my wrist sparked and hissed within.

It gave me a desperate idea. Loading the appropriate dart into my forearm, I fired while dashing to the electrical cables. The dart stuck fast to the jagladine's thorax, a thin superconducting wire trailing back to my arm. Instead of energizing the connection with my own reserves, however, I grabbed the bare power terminal.

Lightning arced through my arm, across the wire, and into my foe.

The jagladine screeched and crackled, cooked like a lobster on a spit by the massive electrical current. A good deal of that current charred me, as well, and my elbow joint sizzled and popped, the metal glowing white-hot. I tried to let go, but couldn't, and my knees buckled. Feebly, I kicked at the wall, struggling to break free, but my hand had become welded to the terminal.

Then a gleaming energy blade flashed down to sever my clockwork arm. I had a moment to look up at Telka in astonishment before darkness overwhelmed me.

I regained consciousness, floating in an incongruous silence after the din of battle. For a moment, I thought we had fallen into the raw void, but then I saw a shimmer of bubble fabric. Outside, the asteroid glowed incandescent, burning up in the atmosphere, and closer, a flight of shantak, a familiar spike-haired woman on one's back.

"Observation: You survived." Telka said in a curious tone.

"Yes." I tried to move, but my muscles and clockwork parts weren't working very well. "But we've got to get to Argosa, or the Accord won't..."

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