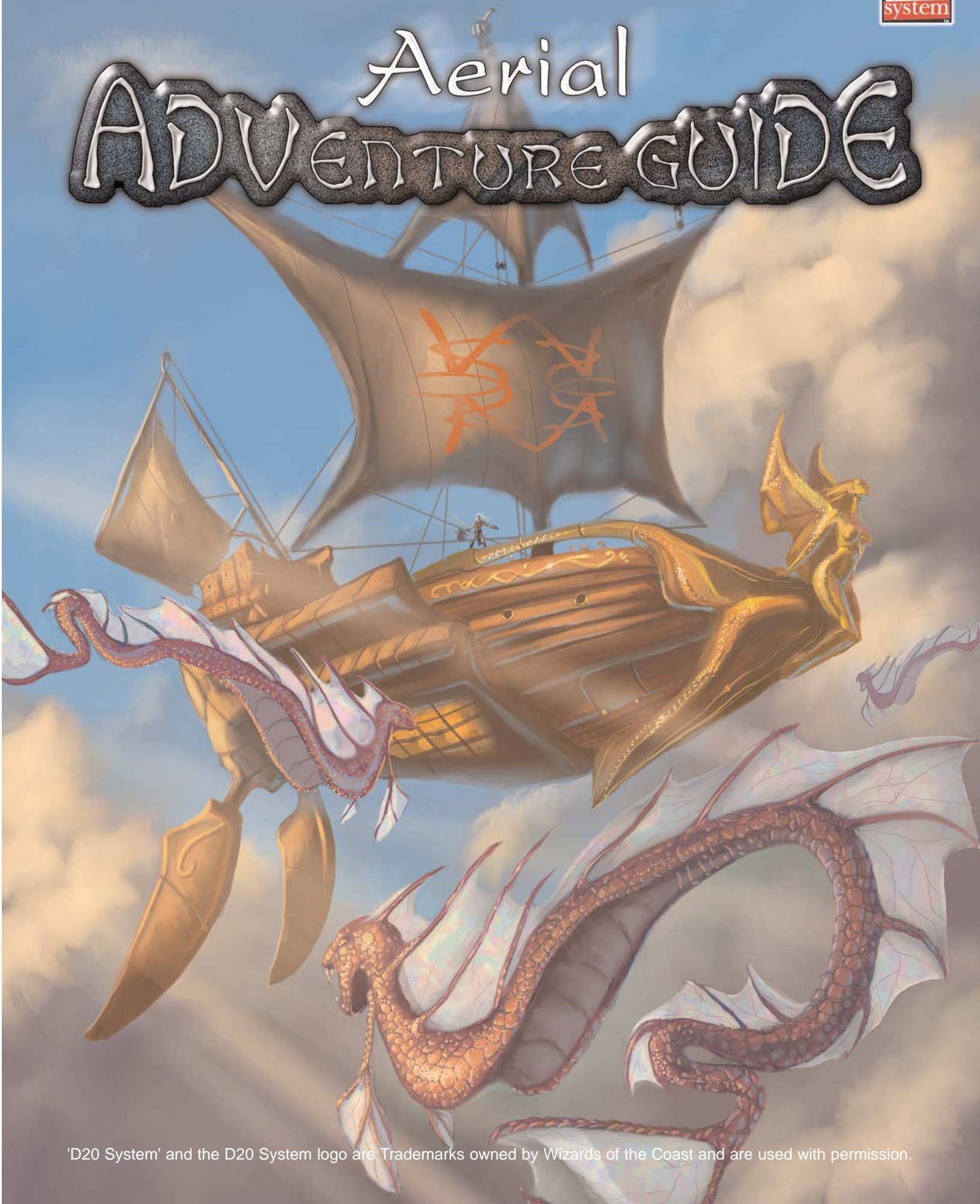




# Aerial ADVENTURE GUIDE



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# Aerial ADVENTURE GUIDE

Skyships, flying castles, cloud cities, and airborne monsters: all this and more awaits you in the Aerial Adventure Guides. Written by d20 fan favorite Mike Mearls, these stand-alone sourcebooks contain new character options, races, monsters, feats, items, and aerial combat rules that can be integrated into any fantasy campaign -- after all, no matter what world sits at ground level, anything can float above.

This special PDF preview file will give you a taste of what's to come. It covers two of the most interesting aspects of aerial adventuring: the cloud realms and the creatures that live there. You'll learn the basics of the cloud realms, and quite a bit about the terrible arachial that prowl there. All of the material in this preview is drawn from the first volume of the Aerial Adventure Guide. The next two volumes will have even more to offer.

You can find more information at the Goodman Games web site: [www.goodman-games.com](http://www.goodman-games.com). Should you have any questions, feel free to e-mail us at [goodmangames@mindspring.com](mailto:goodmangames@mindspring.com).

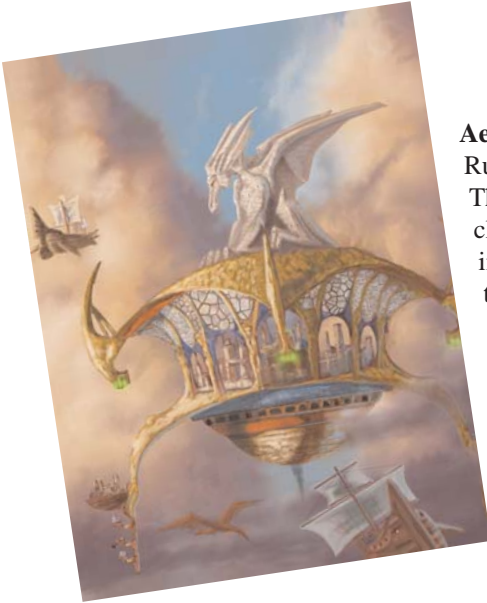
And now... on with the preview!



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# Three Volumes of Aerial Adventure

The Aerial Adventure Guide series is being released in three volume. Each volume focuses on a different aspect of aerial adventuring: rules, settings, and monsters/items. Each of the three volumes can be used independently, or they can be combined and used together. If you want an extensive aerial campaign, buy all three... but if you only want a single adventure, pick the volume that's best for you.



## **Aerial Adventure Guide, Vol. 1: Rulers of the Sky**

*Rulers of the Sky* (September release) covers the basics of aerial adventures. These include an overview of the sky realms, three new races that dwell in the clouds, two new prestige classes, guidelines for how the core classes operate in the air, new feats specific to aerial adventures and the creatures that dwell there, expanded rules for aerial combat, rules for building and operating sky ships, and eight new monsters specific to the cloud realms.  
GMG2000, \$11.00

## **Aerial Adventure Guide, Vol. 2: Sellaine, Jewel of the Clouds**

*Sellaine, Jewel of the Clouds* (October release) describes a variety of drop-in settings for aerial adventures. The main attraction is the sky elves' floating city of Sellaine. Nestled in a cloud far above the surface world, Sellaine serves as the nerve center for a vast economy in the sky. Surrounding it are unusual aerial locations: floating mages' towers, undead clouds of necromantic energy, and other unique hazards.

GMG2001, \$11.00



## **Aerial Adventure Guide, Vol. 3: Monsters, Magic, and Sky Ships**

*Monsters, Magic, and Sky Ships* (November release) covers the magic items, sky ships, and monsters of the skylanes. It includes stats for the basic sky ships of the known races, as well as rules for a variety of unusual variations: autogyros, zeppelins, undead hulks, halfling villageships, orc junkheaps, and more. There are 11 new monsters, all native to the air, and a host of new weapons, armor, and items (both magical and mundane) specifically designed for use while flying.  
GMG2002, \$11.00



# Aerial ADVENTURE GUIDE

## VOLUME ONE

### RULERS OF THE SKY

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Be sure to look for the rest of the *Aerial Adventure Guide* series!

*Volume 2: Sellaine, Jewel of the Skies* (GMG2001)  
*Volume 3: Monsters, Magic, and Sky Ships* (GMG2002)

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# Introduction

Welcome to a world of fantasy and adventure that quite literally may have been hanging over your campaign's head for years. Flying ships and wondrous castles floating amongst the clouds have long been a staple of fantasy. The fairy tale Jack and the Beanstalk features a castle perched high in the sky, while classic fantasy epics such as Tolkien's *Lord of the Rings* include intelligent flying races like the great eagles. In a world where magic makes almost anything possible, perhaps an industrious race of powerful magicians could take to the sky and settle there permanently, free of the trials and tribulations of life on the surface. Of course, this being a game of fantastic adventure, life in the sky comes with its own set of challenges, villains, and fearsome monsters.

This book posits a simple idea: what if in your campaign world some of the clouds that drift overhead harbor small cities, villages, ruins, castles, and other settlements? What sort of creatures would live up there? What kind of cloud islands could you encounter? How do creatures travel? Do they interact with the surface world?

Chapter 1 provides some guidelines to answering those questions and maps out some basic ideas for what a cloud realm may look like.

Chapter 2 details three races that dwell amongst the clouds: the sky elves, the evil arachial, and the barbaric avians. Each is given a brief description of their culture along with complete game rules for playing characters of those races.

Chapter 3 introduces two new prestige classes that are at home in the sky and provides guidelines for how the core classes operate in the air.

Chapter 4 describes new feats useful to aerial adventures and the creatures who dwell in the realms above.

Chapter 5 includes expanded rules for aerial combat, allowing you to fight out battles in the sky with ease.

Chapter 6 gives rules for sky ships, vessels much like sailing ships that can soar through the sky and provide the primary means of transportation in the aerial realms for wingless creatures.

And of course, no adventuring environment would be complete without a few monsters to threaten the heroes. Chapter 7 summarizes the core monsters that are appropriate to an aerial realm and introduces several new threats tailored for use in the sky.

There will be two more books that expand on these concerns. The second volume of the *Aerial Adventure Guide*, *Sellaine: Jewel of the Clouds*, will describe airborne settings that you can easily integrate into any campaign. The third volume will introduce even more monsters and items of the air.

So, strap on your *wings of flying*, board the waiting Warhawk sky ship, and prepare to explore a new vista of adventure.

# The Sky Realms

Far above the daily bustle of life, there floats a completely separate realm atop some of the seemingly innocent clouds that drift through the sky. At the highest points of the atmosphere, dimensional rifts shunt energy to and from the elemental plane of air. Occasionally, the diaphanous cloud materials of the elemental realm drift through a gate. While these masses appear to be normal clouds, they are in fact durable bodies of solid material. In the elemental plane, they serve as floating islands upon which civilizations grow and prosper. From the bottom, they look like puffy, white clouds. Anyone viewing them from above can see the thick layer of soil and the small, stunted forests that grow upon them. Within these verdant realms, wild animals, humanoids, and other creatures can grow and flourish. Fed by light rain from even higher clouds and the moist winds that sweep over them, cloud realms are viable homes for most creatures.

Solid clouds are rare in most worlds of the prime material plane. The typical barony may see one drift overhead every decade. However, in some worlds these formations are much more common, particularly those that are tightly bound to the elemental plane of air. In these realms, a full 10% of clouds are capable of sustaining life on their upper sides.

In worlds where cloud realms are common, flying races colonize them. Creatures such as wyverns nest amongst the clouds, as do griffons and sphinxes. Dragons who wish to be alone with their hordes find a suitable cloud realm, burrow a small cave or other shelter into its center, and rest there for years free of bother from crusading knights, greedy thieves, and other pests.

Cloud realms truly come into their own when intelligent humanoids tend to them. Sleek flying ships crafted by the sky elves soar through the air, glinting in the sun as they approach to land at a sky town's docks. Brave adventurers assemble valiant crews to sail across the sky in search of undiscovered cloud realms that may hold alien civilizations, forgotten treasure caches, and terrible monsters. Enterprising halflings use magic and perhaps a "liberated" sky ship to establish trade between the clouds and the surface. With a high level of magic, it is possible for the cloud realms to become as densely settled and as well traveled as the surface.

## Adding Cloud Realms to Your Campaign

As a default, this book presents three races that dwell almost exclusively amongst the clouds: the sky elves, the arachial, and the avians. All three races have little contact with the surface, as travel between the ground and the sky is rather limited. All are civilized to varying degrees, and all claim ownership to various





cloud realms.

If you want to run a game where contact between earth and sky is not a common occurrence, then travel to the skies is incredibly rare. Few if any spellcasters possess the knowledge needed to construct a sky ship. Items such as *wings of flying* are too rare to make travel there possible for anyone aside from a few powerful individuals. The two realms are mostly ignorant of each other.

The default setting as presented here assumes that some travel takes place between the two regions but that travel is too difficult for lasting bonds to emerge. Sky ships are common amongst the clouds but almost unheard of on the surface. Sages and other learned people may know a bit about their opposite region, but many commoners on both sides consider the surface or the clouds to be mythical, mysterious realms. Of course, cloud dwellers are a bit less leery of the surface world as most have seen high mountains or caught a glimpse of the ground while traveling. Still, they consider it a place best avoided.

If you want a campaign where the sky realms are just another kingdom or region, then sky ships are common modes of transportation. Major cities may have docks set up in their harbors to serve ships that travel from above and drop anchor beside those that sail the ocean. In some places, air travel might eclipse ground movement or ocean voyages as the preferred method of transportation. Armies march to war with small flotillas of sky ships soaring overhead, ready to drop catapult and ballista fire upon their enemies.

Regardless of how you choose to introduce cloud realms into your campaign, it is best to remember that no change exists in a bubble. If a nation produces sky ships for trade, they also use them in war. If air travel is common, then trade takes place over long distances and

brings far-flung kingdoms and empires into contact. Before rushing to integrate cloud realms into your game, be sure to carefully consider the repercussions they may have. As a rule of thumb, it is best to stick with the first two options presented above unless you plan to run a sky campaign from the outset. Introducing these elements too quickly or on too large a scale into an existing world may cause you problems down the line.

## Designing Cloud Realms

A cloud realm can take on many shapes and forms. They can range from miles wide to no more than a hundred feet across. They can be thin and littered with holes that can drop an unwary traveler to the surface, or thick and honeycombed with passages and tunnels.

The bottom portion of a cloud realm is composed of thick, fibrous white material. The upper half on most is covered in a layer of moist, loamy soil capable of supporting plant life, though some cloud realms feature radically different terrain. Most clouds have a temperate environment, though they tend to mirror the climate of the area beneath them. When a cloud wanders to the polar regions, it becomes much colder and snowy. Over deserts it grows dry, while over the ocean it becomes wetter and warmer.

Clouds generally follow a predictable path over the course of a year. The high winds push them through the sky, giving them a regular turn of seasons and sometimes causing cloud realms to temporarily combine into one large mass. When two allied communities combine, they celebrate with festivals and holidays until their clouds part. If two rivals collide, the clouds are torn by war and skirmishes until they finally drift away.

## Cloud Communities

Generate cities, towns, and villages just as you would for a surface region. However, magic is much more common amongst the clouds. On average, a cloud settlement's maximum level spellcaster is two levels higher than those found on the surface. Sky communities also have large, complex harnesses to catch and hold sky ships that dock there. Many sky ships are not maneuverable enough to hover. Thus, they must have specially built landing cradles to hold them while they are in port.

Few communities bother with walls unless they are built on cloud realms where dangerous creatures wander their wilderness. Most towns feature a low stockade to impede attackers, but in the aerial realm attacks from above are far more common. Thus, defensive fortifications tend to be spread throughout a town or village. The outer wall features guards and artillery designed to thwart ground attacks, while taller towers form successive, concentric rings within the settlement. These towers are manned by archers and ballistae and serve to repel aerial assaults.

Most towns require approaching ships to move



directly towards the town docks. Ships sailing above a settlement risk attack or serious fines. In the wilds of the sky, it is best to shoot first and apologize later rather than risk a pirate or arachial attack.

Buildings are normally built from wood and other organic materials. While trees and other plants flourish on clouds, stone and metal are both relatively rare. Sky elf military bases and their ancient, original cities are small, roofed colonies forged from iron, steel, and bronze. These wondrous colonies are few in number but provide a critical line of defense for the elf kingdoms. Many incursions against the elves have worn themselves thin with successive, futile assaults against these almost impregnable fortresses.

Sky elf cities are built with defense first, aesthetics second. Sky elf commoners learn to wield weapons and every adult is expected to respond to an alarm, ready to fight. The town guard in sky elf towns is renowned for its no-nonsense attitude. A few wrong words can get a surface-worlder or stranger thrown in the stocks.

Trading cities spring up whenever the surface and sky worlds cross paths. These cosmopolitan centers are run either by sky elves or by trading companies founded by a surface merchant guild. These places tend to be much more lax in terms of security and patrols than sky elf towns.

Frontier settlements are small, crude communities founded by independent-minded explorers, settlers, prospectors, or exiles who would much rather avoid civilization. Rough-and-tumble in the extreme, these towns sometimes serve as havens for pirates and other criminals. Sky elf raids on suspected bandit strongholds are common and have led to tensions and minor wars between the elf nations and independent cloud realms.

## Types of Cloud Realms

Most cloud realms are as described above: lush realms that can support crops, settlements, and creatures. However, the magical nature of these realms makes them apt to take on strange and unique forms. The following list categorizes and describes the commonly encountered cloud realms.

**Typical Cloud:** The typical cloud realm is covered with light forest broken up by rolling, grassy plains. In moist areas, a cloud may have a small lake at its center. Towards the cloud edges, mountains of cloud material rise up towards the sky, forming a bowl-like shape. As metal ores are virtually unknown in cloud realms, most settlements founded on these places rely on trade with mining colonies established atop the world's towering mountain peaks. From below, the typical realm looks like a white, fluffy cloud.

**Fire Cloud:** These boiling hot realms are a strange union of fire, earth, and air elemental energies. Sometimes, a dimensional vortex forms a gate between multiple elemental planes. Normally the interplay of opposing energies annihilates the gate, but in some rare cases the mixture of air, earth, and fire energy belches

forth what is commonly called a fire cloud. From below, fire clouds look like thunderclouds that flash and rumble with energy. From above, they are heat-blasted, hellish planes of smoking rock. Most travelers would avoid them, save for their one important feature. Fire clouds are rich in iron ore and other metals. The humanoid races of the skies battle ferociously for the chance to mine these places. Unfortunately, they are rife with fire creatures, including elementals and stray efreets, and are havens for demons, devils, and other planar threats. Still, metal is rare enough in the sky that the potential profits from extracting ore outweigh the risks.

Fire clouds are shaped much like normal ones. They are vaguely bowl-shaped form above, though craggy peaks rise from their central areas. The temperature on a fire cloud ranges from 90 to 110 degrees Fahrenheit. Water is unknown on them, forcing travelers to carry their own. Hell cloud settlements are heavily defended against both aerial and ground assaults. Pirates commonly lurk near these clouds, waiting for an opportunity to seize a shipload of ore.

**Floating Island:** A floating island is a large chunk of earth that floats through the sky like a cloud. From below, it looks like a large, dark mass that is far too opaque to be a cloud. Floating islands result from magical experiments gone haywire or an attempt to create a flying citadel, tower, or other structure. Floating islands lack the natural ecosystem of a cloud realm but tend to preserve the plant and animal life that lived on the chunk of rock when it was still earthbound. Most floating islands include a wizard's tower, castle, or other structure that was once some powerful archmage's abode. Others have structures built into them, with wondrous cities crafted from brass, iron, and wood suspended between cloud masses. These sky castles serve as trading centers and resting points along trade routes. Most structures built on clouds are inhabited, but many fall into disuse after the owner dies, moves on to a different lair, or grows bored of life in the sky. Dragons, pirates, and other marauding creatures favor these places as lairs due to their defensibility and the presence of pre-built structures of stone. Obviously rock is a rare commodity in the sky, making a stone castle atop a floating island the ultimate fortress. On the other hand such redoubts are not normally designed to repel aerial attacks, making some of them quite vulnerable to attacks from above.

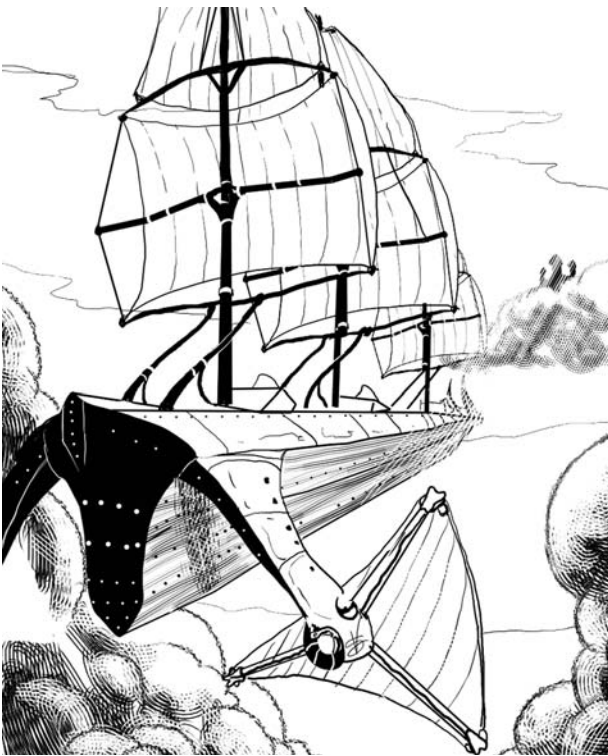
**Negative Energy Cloud:** Similar to the process that forms fire clouds, a negative energy cloud comes into being when a dimensional vortex forms between the air, negative, and prime material planes. These clouds are inky black masses of frigid matter, with temperatures dipping below freezing. From below, they look like slow-moving clouds laden with rain. They utterly block out the sun. These clouds are infested with undead creatures and serve as a thorn in the side of all intelligent aerial races. Their upper surfaces are covered in thick, black ashes. Dead trees, crumbled ruins, and other blasted wreckage litters the area. Flying undead such as specters and wraiths plague the surface world below these cloud and the aerial region all around them. Necromancers,



cultists who worship dark gods, and pirates aligned with such fiends establish small settlements here. Rumors speak of crypts and mausoleums erected by the living dead in honor of their dread masters. If the stories are true, these tunnels contain great treasures and magic looted from the undead's victims.

All undead creatures gain +2 turn resistance while on a negative energy cloud. This bonus stacks with any resistance the creature normally gains or receives from other sources.

**Sculpted Cloud:** These clouds represent the pinnacle of sky elf magic. Powerful sky elf magicians take mundane cloud and infuse them with raw elemental energy, transforming them into solid material capable of holding outposts, military bases, and other critical strongholds. The fully enclosed elf enclaves that serve as their final line of defense are perched within these clouds, set within the junction of one or more other



clouds to give them clear lines of sight to areas both above and below.

Elves typically use sculpted clouds as military bases. Their favorite stratagem is to hollow out a cloud and station a military base within it. Elf rangers and scouts keep watch outside the cloud for pirates and other enemies. When they spot their prey, they launch a diversionary attack to drive the pirates to the apparent safety of the clouds. Unfortunately for the pirates, as they close near to what looks like cover, a small flotilla of elf ships emerges from it to seal their doom.

**Wild Cloud:** Wild clouds are essentially unsettled standard clouds. Forests run rampant over them, as do wild animals, griffons, and other fierce creatures. Some of these clouds hold ancient ruins from older civilizations and lost outposts from an earlier era, making them an attractive destination for adventurers.

Cloud realms aren't the only phenomenon an aerial mariner can encounter in his travels. The following hazards pose a threat to anyone who travels the airways.

**Elemental Pocket:** These seemingly tranquil areas are actually rife with powerful winds and dangerous vortices. A skilled captain can navigate these pockets with ease, but the greatest danger they pose is to inexperienced travelers who fail to note their signs. Most pockets are 5 miles wide. From the outside, an observer must make a Wilderness Lore check (DC 20) to notice the very vague hints that a pocket lies ahead. An experienced flier can sense the slight shift in the winds and the strange, erratic movement of clouds through this area. Each ten minutes a sky ship sails through these areas, its captain or helmsman must make a Profession (sailor) check (DC 20) or the ship suffers 1d6 points of damage. Sky ships travel at half-speed through an elemental pocket.

**Floating Graveyard:** Floating graveyards are the bane of aerial shipping. Within these zones of dead magic, sky ships slowly grind to a halt. Most graveyards are visible from a distance, as they are littered with the wrecked hulks of disabled ships. Worst of all, the graveyard's effect slowly drains a ship's power, leaving it stranded roughly half way through its area. Graveyards are normally four miles wide. They are haunted by the ghosts of sailors who starved to death within them and are rife with undead and planar creatures. These areas are attractive to adventurers despite their risks because many of the ships caught within them are left untouched, their treasures and cargoes waiting to be claimed.

Flying creatures move through graveyards normally. Only sky ships and other magical means of flight, such as spells and magic items, are cancelled by them.

## Adventures

When designing adventures in the sky, remember to emphasize the three dimensional nature of the realm. Enemies commonly attack from above and below. When the PCs find a new cloud realm, they undoubtedly will fly over it and see what interesting features and terrain they can find. Count on this happening and design adventures that assume the PCs can scout ahead at will.

When designing aerial encounters, use mundane clouds to shelter monsters and allow pirates to strike with surprise. While a fight in the skies lacks a lot of the terrain that can make a ground battle exciting, you can compensate for that shortcoming by using clouds, floating debris, and other interesting features.

Falling is a constant danger in an aerial adventure. The PCs undoubtedly stock up on spells such as *levitate* and *feather fall*. If a PC does fall from a ship or cloud, allow him to make use of scrolls, potions, or magic items that can save his life. Do not arbitrarily rule that a PC cannot manage to grab such an item from a pouch or pack. After all, it is a long way to the surface. In battle the bull rush attack becomes a much more attractive option, especially aboard sky ships.





## Arachial

On a warm, sunny day, a careful observer may sometimes note a dull gray cloud floating high in the sky, one that looks leaden with rain even though the other clouds around it are a fresh, clean white. If the observer is lucky, the cloud floats on and he fails to notice any further details.

If he is unlucky, the arachial colony approaches close enough for him to note the cloud is actually a monstrous nest shaped from the webbing of the marauding spider creatures. He had best hope he has a swift ship or strong redoubt at hand, lest the arachial seize him, entomb him within their dungeons, and slowly drain him of his life to slake their thirst for the blood of the living.

The arachial are intelligent spiders from the elemental plane of air. They wander the air lanes in gigantic colonies of spider webbing that float through the sky, appearing as little more than an oddly colored cloud to the untrained observer. Arachial are masters of magic who excel at striking from ambush. They steer their colonies to lurk above unsuspecting cloud and surface settlements, dispatching their raiding parties to float down upon their victims using parachutes crafted from webbing. As the arachial need the blood and other fluids of living creatures to survive, they favor taking prisoners back to their lairs for later consumption.

**Personality:** Arachial are devious, calculating, and ambitious. They consider a finely planned assassination to be the epitome of art. They view the few-legged ones, as they refer to humanoids, as primitive wretches suitably only for service. Arachial society has a strange dichotomy between its rigid laws against murder, treason, and theft and its inhabitants' tendency to break those laws as often as possible. To the arachial mind, breaking the law isn't enough. One must also do it without arousing any suspicion. Arachial laws serve to weed out those spiders who fail to display a proper level of treachery, subtly, and brilliance in planning their crimes.

**Physical Description:** An arachial is a great spider beast with

slightly longer legs in proportion to a giant spider that allow it to walk higher off the ground than a normal. Their faces are marked with two large, yellow eyes that lack pupils or other defining characteristics. When angered their eyes turn red; while at rest or contented they shift to an azure blue. Arachial lack mandibles. Instead they feature a wide, toothy mouth. Beneath their tongue rests a hollow tube they extend forth to draw blood and other fluids from their victims when feeding. Their front two legs are actually long, black-furred humanoid arms that allow them to wield weapons, forge tools, and work magic. Their hands are round disks set at the end of their arms with eight fingers radiating outward. Elder arachial have short, tough beards that hang from their chins. Males and females are indistinguishable.

Arachial have no need for clothing, as their bodies are covered in tough armored hide and thick, coarse fur. They wear pouches, weapon sheathes, and packs affixed to their underbellies with webbing, allowing them easy access to items. Arachial display a wide range of colors, though blacks and browns are the most common. Elder arachial and those from noble families have primarily bright crimson, sky blue, or yellow bodies peppered with spots and streaks of different colors. Arachial use dyes and inks to add insignias, color patterns, and other markings to their bodies, particularly on their abdomens.

**Relations:** Arachial see other humanoid races as potential sources of food though they sometimes ally with races that prove too difficult to conquer, such as giants, evil dragons, and intelligent undead. Arachial hate elves above all other races, primarily because they consider that race's blood a valuable delicacy yet the elves' skill at arms and magic makes them dangerous prey. Arachial have heard many tales of dark elves living deep beneath the earth and the prospect of an alliance with such creatures intrigues them.

Arachial use monstrous spiders as mounts and beasts of burden. They keep ettercaps as workers and aides, usually employing them as slave tenders and overseers.

**Alignment:** Arachial



are almost always evil, with most of them tending towards lawful evil. Arachial colonies are arranged into strictly ordered hierarchies, with the nobility holding tight control over those beneath them in the pecking order. Arachial society depends on rigidly defined sets of laws, codes of conduct, and rules of etiquette to prevent the self-centered, murderous spider creatures from turning on each other in struggles for dominance. Within the tight confines of a floating colony, the arachial learned the hard way that order and structure are necessary to rein in their evil impulses.

**Arachial Space:** The spider creatures go where they please and do as they will. Only the efforts of heroic adventurers and brave flotillas of human and sky elf warships prevent them from overrunning the skies. Arachial colonies are great masses of webbing that float through the sky. Within the colony, labyrinthine passages hold workshops, slave pens, feeding chambers, and living quarters. Few dare sail the skies in areas where the arachial have conquered their rivals and driven forth all opposition. Given the arachial's lust for conquest and food requirements, they rarely linger in one place for long before seeking new regions to raid and despoil.

**Religion:** Arachial worship Azlach Natha, queen of the webs and binder of sorrows. The arachial clerics teach that Azlach Natha wove the stuff of the universe into all of creation. The other gods, jealous of her labors, cast her into an infinite pit of darkness and seized her rightful creation. In retaliation, she gave birth to her children the arachial and set them adrift in the cosmos on tiny kites crafted from her webbing. Now, they spread through the multiverse and seek to conquer and despoil in her name. Azlach Natha's domains are Air, Evil, Law, and Trickery. Her favored weapon is the short sword. Her holy symbol is a stylized web set into a silver circle.

**Language:** Arachial speak an utterly alien tongue taught to them by Azlach Natha. A newly born arachial begins life fully capable of speech. The creatures' tongue is a combination of hand gestures, clicks, and spoken words. Despite great effort and long centuries of study, no scholar has decoded the arachial language.

Arachial script is formed using webbing cast in unique patterns of texture, color, and density. The arachial read their script by slowly running their hands along long threads of web. In addition, most scholarly arachial learn Common, Elvish, and other languages of their enemies and allies to facilitate communication and make use of captured magical items and tomes.

**Names:** As the arachial tongue is incomprehensible to other races, the spider creatures adopt nicknames in Common that reflect their goals, appearance, or temperament. Goldbelly, Quickvenom, and Skyweaver are all names used by arachial in dealing with other races.

**Adventurers:** Since arachial define an adventure as swooping down on a settlement to carry off the inhabitants as foodstuff, adventurers struggle against these creatures rather than work with them. Amongst the arachial, rogue, sorcerer, and cleric are the most common classes. Barbarians and druids are almost completely unknown.

### Arachial Racial Traits

- +2 Dexterity, +2 Intelligence, -2 Constitution, -2 Wisdom: Arachial are nimble on their eight feet and have adapted to life in the air where one misstep can lead to disaster. They are also relentless planners, thinkers, and strategists who dispense with emotion and intuition in favor of cold, calculating logic. Their limbs are rather slender and the flesh beneath their tough outer hide fragile, making them susceptible to physical injuries. Their alien nature makes it difficult for them to comprehend others' emotions and thoughts, while their vanity and confidence lead them to overlook potentially dangerous details.
- Medium-size: As Medium-size creatures, arachial have no special advantages or penalties due to their size.
- Multi-limbed: With their six legs and two arms, arachial can stand stable against grapplers and those attempting to bull rush them. They are considered to have four or more legs for purposes of bull rushes and other effects. In addition, arachial count as one size larger for grapple checks and trip attacks.
- Arachial base speed is 30 feet.
- Low-Light Vision: Arachial can see twice as far as humans in starlight, moonlight, lamplight, and similar conditions of reduced visibility. They can discern color and other details under these conditions as if they enjoyed normal illumination.
- Wall Crawling: All arachial may crawl along walls, ceilings, and other surfaces as a spider. In addition, all arachial count Climb as a class skill.
- Tough Hide: Arachial have a tough, leathery hide that grants them a +2 natural bonus to AC.
- Great Bulk: All arachial gain an additional d8 hit die and twice their normal Constitution modifier to hit points at 1st level.
- Webs: All arachial can produce light, sticky webbing. Three times per day, an arachial may cast a web at an opponent in order to entangle and trap him. This web attack has a maximum range of 50 feet and a range increment of 10 feet. It is effective against targets the same size or smaller than the arachial. Treat this attack as one made with a net. The web anchors in place, allowing no movement. To escape from an arachial's web, a victim must make an Escape Artist check (DC 20) or break the web with a Strength check (DC 26).
- Creature Type: Arachial count as aberrations. Spells such as *charm person* or *hold person* have no effect on them.
- Automatic Languages: Arachial, Common. Bonus Languages: Any.
- Favored Class: Rogue. Arachial are treacherous creatures with a penchant for ambushes and back stabbing. In their tightly regimented colonies, murder and theft are acknowledged as the two best ways to get ahead in life. Arachial society has powerful laws against such crimes so that only the cleverest and most devious arachial can advance to the top.
- Character Level: Since the average arachial is slightly more powerful than the typical elf, dwarf, human, or halfling, add one to an arachial's character class levels to determine its effective level relative to other characters and monsters.



## Avian

Soaring amongst the clouds in great flocks of warriors and priests, the avians are a fierce race of wandering barbarians who resemble a cross between an ore, human, and bird of prey. They tower over other humanoids, yet their great physiques and strange, craggy, features are overshadowed by the colorful, feathered wings that sprout from their backs and sweep majestically over their shoulders.

Avians are masters of the uppermost reaches of mountain peaks, isolated cloud realms, and the wild air lanes where gnomish dirigibles and sky elf cloudhawks rarely dare to venture. Avians are a proud, independent people who acknowledge no master and spend their days soaring on the winds. Fierce enemies and staunch allies, avians approach all aspects of life including combat with a passionate, reckless abandon.

**Personality:** In the uncivilized wilds of the skies, dragons, rogue elementals, and other monsters represent a constant threat. Avians have learned to live life to the fullest. They fight to the death, drink to excess, celebrate a victory for days at a time, and never forget a slight. Avians wear their emotions on their sleeve. They feel no shame in showing sorrow or expressing joy. As children of the wild upper winds, they value freedom of all sorts above all else. Whether that is freedom to voice an unpopular opinion at a tribal gathering or stay up until morning drinking with the crew of a dwarven airship, avians embrace it and rarely seek to exert control over others.

**Physical Description:** Avians stand well over six feet tall. Their wings sprout from just beside their shoulder blades and are covered in colorful feathers. Avians pride themselves on their plumage and the color patterns they display serve as an important indicator of their lineage and clan membership. Avians have long, angular faces. Their noses are little more than two oblong nostrils that extend down from their eyes to mouth. They lack hair, instead having light, downy feathers atop their heads. In place of feet they have strong talons covered with tough, thick skin. Avians' skin ranges from pale white to a deep golden brown, while their eyes are commonly blue.

**Relations:** Avians respect the magical abilities of sky elves and work with them as mercenaries, scouts, and guides. They hate arachnids above all other creatures and consider the loathsome spider-things to be a horrid blight upon the sky realms. The avians view dwarves, humans, gnomes, ores and other land-bound creatures with a measure of pity. To the avian view, a life without wings is hardly worth living. They harbor no grudges against these creatures and rarely interact with them. However some avian tribes, particularly those that roost in mountain peaks, form close relationships with dwarves who trade steel weapons and armor with them in return for the avian's service as scouts and warriors. These avian tribes respect the dwarves' fighting skill and craftsmanship, even if they cannot understand why any



sane creature would want to put hundreds of miles of rock between him and the lovely sky.

**Alignment:** Avians are strongly chaotic in nature. They value freedom and believe in allowing creatures to find their own way along the winds. Few avians embrace evil, as their tendency towards freedom pushes them to leave others be rather than seek to harm them. By the same token, chaotic good avians are also rare, though not anywhere near as scarce as evil ones. Avians rarely go out of their way to aid others, but they do not wish travelers and others they meet any particular ill.

**Avian Space:** Avians establish nests composed of clansmen related by blood and marriage in the uppermost mountain reaches or in wild, wandering cloud realms. They co-exist with their environment, hunting and gathering to meet their needs and engaging in limited amounts of craftsmanship. The avians who live amongst the mountains tend to build permanent settlements, while those who wander the clouds move along with the wind. Avians who live in the mountains engage in trade with dwarves and are skilled weaponsmiths and stone masons, while their cloud-dwelling cousins are superior hunters and explorers. In both cases, avians use a crude system of democracy to determine policy. Each avian who has completed his coming of age ceremony is allowed a vote when the community meets to decide on an issue. The eldest females in the clan form a council of elders who resolve disputes and serve as ambassadors to neighboring clans and settlements.

**Religion:** Avians worship Thyrris, Lady of the Wandering Wind. According to avian lore, Thyrris created the avians as companions to fly with her across the great expanse of the elemental plane of wind. Since then the avians have wandered across the planes, driven by their insatiable desire to fly to the horizon and seek the

lands beyond. Thyrris's domains are Air, Chaos, Strength, and War. Her favored weapon is the long spear.

**Language:** Avians speak Auran, the native tongue of the elemental plane of air. Avians were created on that plane and lived there for many generations before migrating across the planar gates to the infinite worlds of the cosmos. Avians also commonly learn the languages of their friends, such as elves and dwarves, and enemies, including giants.

**Names:** Avians use two names: an Auran one derived from their clan name, and an Elvish or Common one adopted when dealing with outsiders. Avians pick names that have an appealing sound or describe an aspect of their skill or personality in which they take pride. Examples include Quickwing, Thulviel (Elvish for the eastern wind), and Skyhammer.

**Adventurers:** With their love of freedom and natural curiosity, avians are drawn to adventures by the excitement, danger, and new experiences such a career offers. Parties of surface-dwellers frequently recruit avians as guides and scouts when exploring the upper realms of the air.

### Avian Racial Traits

- +2 Strength, -2 Intelligence, -2 Charisma: Avians are powerfully built creatures who develop great physical strength over the many long hours they spend wandering the sky. Their great size also allows them to develop into powerful warriors. On the other hand, avians are rash and impatient, two traits that make it difficult for them to approach problems with a clear, analytical mind. They also can be withdrawn and quiet around strangers, who rarely can understand or relate to the strange-looking avians. Medium-size: As Medium-size creatures, avians have no special advantages or penalties due to their size.

- Avian base speed is 30 feet.

**Flight:** As winged creatures, avians are capable of flight. They fly at a speed of 80 ft. and have average maneuverability. An avian carrying a medium load reduces his aerial speed to 40 ft. and his maneuverability to poor. One bearing a heavy load reduces his speed to 20 ft. and drops his maneuverability to clumsy.

**Armor Restrictions:** Avians are limited in the type of armor they wear. Platemail and similar protection are impossible to use due to the avian's bulky wings. An avian may wear any light armor without penalty and may carry shields as normal. However, they never count as proficient with heavy or medium armor. They may wear them but suffer penalties for lacking proficiency with the armor they wear, even if they would normally gain those feats. If an avian wears armor that reduces his base speed, reduce the avian's flying speed by twice the penalty applied to his land speed and reduce his maneuverability by one class.

**Skills:** The avians' large wings make it difficult for them to take cover against attacks or hide from their enemies. They suffer a -2 racial penalty to Hide checks and reduce the AC bonus they gain from cover by 1.

**Talons:** While flying, an avian may use its talons in

place of an unarmed attack. A talon attack deals 4d4 points of normal damage plus Strength modifier, if any. An avian monk who uses his talons to make his unarmed attacks gains a +1 racial bonus to damage. An avian may grasp and carry a load, including another living creature, with its talons. On a successful grapple check, an avian may grab and carry aloft an unwilling target. The avian may drop his victim as a move-equivalent action. While being carried, the avian's victim suffers a -4 penalty to his Dexterity. If he attacks the avian carrying him, the avian counts as having lost his Dexterity bonus to AC even if a class ability or magic item makes this impossible.

- Automatic Languages: Common, Auran. Bonus Languages: Draconic, Dwarven, Elven, Giant. Favored Class: Barbarian. Life in the uppermost reaches of the sky and the forbidding mountain peaks breeds many powerful barbarians amongst the avians. Their tendency to allow their emotions to control their actions makes avians excellent berserkers. Many avians lack the patience and skill necessary to master the training to become a fighter or ranger, preferring to rely on their anger and ferocious temperament to carry the day.

## Sky Elf

In the ancient days when the elves first walked the world, there existed a tiny splinter of that noble race that was unhappy dwelling within the forests of the young world. These elves preferred feeling the wind flowing through their hair and the warmth of the sun shining on their face. The gods of the elves took pity on their unhappy followers and looked far and wide for a place they could call home. But the world was becoming a crowded place. Humans and halflings had already claimed the plains. Gnomes dug their burrows in the hills and had little room left for new settlers. The dwarves were secure in their mountain halls, while the sweltering desert and cavern depths were wholly unsuitable to elf settlers. For many years, the gods debated the issue. With no other place in the world for their unhappy minions, they saw no other option but to counsel them to accept the circumstances fate dealt them. Furthermore, some of the gods were unhappy that their followers could be so bold as to voice dissatisfaction with the beautiful forest realms they had given them.

Seeing an opportunity to increase his prestige, Laelus, the elf god of storms and winds, offered a solution. Using his mastery of the winds and clouds, he would construct an aerial realm for the dissatisfied elves. After all, the sky was home to both the wind and sun. There was no better place to settle for elves who found their forests too crowded, shadowy, and suffocating. Of course, the elves who accepted his offer would take up his worship. The other elf deities were happy to find a solution to the growing discontent amongst their people, though they were suspicious of the wind god's motives. Still, they allowed his plan to move forward and soon enough the first sky elf city was born. A new era of trade and prosperity awaited the elves. Strong ties between

earth and sky might have been forged - had the great war that soon would sunder a rift between dark and surface elves not erupted. Facing threats from the sky and the challenge of building a new civilization, the sky elves played no role in the epic struggle. After centuries of battle, the sky elves became little more than a half-remembered legend amongst the elf courts of the great forests.

Today, the sky elves rule the largest and most stable of the aerial kingdoms. Though they rarely come into contact with surface dwellers, sky elves are one of the most powerful races in the realm above. Between their mastery of magic and their skill at arms, few can stand against them. Luckily for the creatures of the sky, elves are as benevolent as they are mighty. They view the sky as a cherished realm that must be preserved from foul creatures such as arachnids, wyverns, chromatic dragons, and worse. With their flotillas of warhawks and daggerdarts, the sky elves enforce the peace in the aerial realm.

**Personality:** Sky elves follow many of the same trends that mark their surface cousins. Their tremendous life spans allow them to take a long-term view and they rarely rush into a situation without carefully considering their options. They love wine, song, and merriment but are deadly serious in the face of a grave threat or other danger. They are slow to make friends or enemies, but never forget past favors or wrongs.

The biggest difference between sky elves and their cousins is the sky elves' tendency to approach situations in a more practical manner. After enduring centuries of hardship as they carved out their aerial realm, the sky elves have learned to value function over form. While they appreciate art and value beauty, their cities, ships, and items are designed to be practical tools, not things of beauty.

**Physical Description:** Sky elves are slightly taller and stronger than surface ones. They are roughly human in size, running from 5 to 6 feet in height on average and between 125 and 250 pounds in weight. They wear their blonde hair short as a practical matter, as longer hair can get in the way in battle. Sky elves typically sport deeply tanned skin owing to the many hours they spend in the sun. Their eyes are commonly blue, with many sorcerers amongst them having purple eyes. At first glance, a surface dweller may mistake a sky elf for a half-breed owing to their stronger, taller bodies.

**Relations:** Sky elves consider themselves the proper guardians and caretakers of the aerial realm. They can sometimes be haughty and arrogant towards surface dwellers and avial visitors. They bear no special feelings of alliance to their surface brethren and have little knowledge of their culture and traditions.



**Alignment:** In the face of the hardships they encountered in the course of establishing their aerial kingdom, the sky elves slowly lost the chaotic tendencies of their ancestors. Over time, they grew to form tightly bonded communities that relied on organization, laws, and order to preserve them from dragons, manticores, and other flying threats. Most sky elves are lawful good, with significant minorities lawful neutral, neutral good, and chaotic good. Most sky elf explorers and merchant captains are chaotic, as they find the freedom of traveling across the sky preferable to the sometimes stuffy and rigid sky elf society.

**Sky Elf Space:** Regions controlled by sky elves are marked by strong patrols, safety, and reliable defenses against encroaching creatures. Sky elves aggressively seek out and eliminate potential threats. After working so hard to establish their realms, they are eternally vigilant against the prospects of losing what they worked so hard to build. Sky elf towns, cities, and trading posts are patrolled by wardens who rigidly enforce the law. Noble families control cloud realms and other aerial areas. In return for taxes, these families provide for the defense and maintenance of the realm. Strict rules of heredity dictate lines of succession and the right to rule.

**Religion:** Sky elves worship Laelus, elven god of winds, storms, and the sky. Though Laelus is generally thought of as a chaotic deity by the surface elves, his sky elf cult has taken on a more lawful bent. Sky elves see Laelus as a protective, fatherly figure while their surface

cousins see him as a capricious, laughing deity who delights in riding the winds and spreading storm clouds.

As worshipped by sky elves, Laelus is a lawful good deity of protection, clouds, and defense. His domains are Air, Good, Protection, and Sun. His favored weapon is the light flail and his symbol is a silver sun on a blue background.

The surface elf cult of Laelus sees him as a chaotic neutral deity of storms, winds, and playful trickery. His domains are Air, Chaos, Trickery, and Water. His favored weapon is the longbow. His symbol is a tree bent over by a great wind.

**Language:** Sky elves speak Elven. Despite the great many years they have been isolated from their surface cousins, the sky elves' language has remained relatively unchanged. Given the long elf life span and their reliance on magical and holy texts from their first migration to the clouds, their language has changed little over the centuries.

**Names:** Sky elves select names similar to their surface kin, though their family names draw on aerial imagery and words much more often.

**Adventurers:** Some sky elves exhibit much more traditional elf behavior. These individuals are taken with wanderlust at an early age and are driven to explore the aerial realms. They find the strictly regimented life within sky elf cities dull and cumbersome and leap at the chance to wander where they will and do as they please.

### Sky Elf Racial Traits

- +2 Dexterity, -2 Charisma: Sky elves are as agile as their ancestors, yet they are taller, stronger, and much tougher on average. However, life amongst the clouds has made them much less playful and vibrant than other elves. Sky elves resemble dwarves in that they say little and tend to distrust others.

Medium-size: Sky elves have no special bonuses or penalties due to their size.

- Sky elf base speed is 30 feet.
- All elves are immune to *sleep* spells and effects, including sky elves. They also receive a +2 racial bonus on saves against enchantment spells or effects.
- Low-light Vision: Sky elves can see twice as far as a human in starlight, moonlight, and similar conditions with poor lighting. They can discern colors and other details when using their low-light vision.
- All sky elves learn to help defend their settlements against attack. Sky elves are proficient with the long-pear, shortbow, longbow, composite short bow, and composite longbow.

+2 racial bonus on Balance, Listen, Search, and Spot checks. Sky elves who pass within 5 feet of a secret or concealed door are allowed an automatic Search check to notice the passage. Like their ancestors, sky elves have incredibly keen senses. They are also nimble on their feet, as all elves learn to handle themselves on sky ships with ease.

Automatic Languages: Common and Elven. Bonus languages: Auran, Draconic, Gnomish, Goblin, and orc.

- Favored Class: Wizard. Magic holds an important place in sky elf society. They rely on it to maintain their settlements, build their sky ships, and repel attackers. Arcane studies are encouraged amongst all young elf.

## Surface Races

Travelers from the surface to the sky realms sometimes elect to remain amongst the clouds for quite some time. A few choose to permanently settle there, slowly over time building settlements comprised primarily of creatures not normally found in the sky. Most surface dwellers live amongst the sky elves. Lacking the ability to fly, humans, gnomes, and other must rely on sky elf ships or powerful magic to travel through the air. Others from the surface are stranded by the loss of whatever means they used to travel to the clouds, a rare mishap while using teleport or other travel spells, or some other event. Most surface worlders quickly adapt to life amongst the clouds and establish themselves amongst the sky elves, avians, and other creatures.

**Humans:** It should come as no surprise that the most numerous of the civilized races also represents the majority of displaced surface worlders. Humans form small enclaves in sky elf cities and serve as ambassadors, traders, and merchant captains. If there is a profit to be made, a human kingdom or guild will invest the gold necessary to establish trade with the realms above. Few humans establish permanent residence amongst the clouds, with most living there for long periods of time as part of some other government or work-related duty. A few pockets of powerful exiled clerics and wizards claim cloud space in order to escape their enemies on the world below. A starting human adventurer may have worked with someone who regularly traveled to the clouds on business matters.

**Dwarves:** While it may seem counter-intuitive that a dwarf would leave his mountain halls to explore the sky, many dwarf settlements established at the uppermost reaches of a mountain peak maintain strong ties to avian tribes and passing sky elf settlements. At that altitude, the lower-lying cloud settlements pass close enough to make trade as easy as stepping off the mountain and on to a cloud. There are no dwarf settlements in the sky, though rumors persist of floating stone citadels held aloft by powerful dwarf magic. Most dwarves who make their home in the sky were stranded there when an unexpected storm or strong wind pushed the cloud they were visiting away from their mountain peak home.

**Elves:** With their natural curiosity and access to powerful magic, many elves wander the sky using spells such as *fly*, *polymorph self*, and similar incantations. Given their penchant for wanderlust and love of finding new experiences, elves tend to live amongst the clouds on an extended but temporary basis. Some sky elf cities have a surface elf quarter dedicated to serving the needs of their cousins. However, many elf kingdoms know little of their aerial kin aside from ancient legends, making it likely that a particular sky elf town has never hosted a

surface elfin its history.

**Gnomes:** Similar to elves, gnomes are intensely curious about the world around them. They love to experiment, explore, and test their ingenuity by pitting it against seemingly insurmountable obstacles. Some enterprising gnomes choose to tackle the challenge of building a flying contraption, combining their magical and engineering talents to craft dirigibles, gyrocopters, and other flying machines. These gnomes make unexpected and not always welcome visits to sky elf cities, often announcing their arrival by crash landing in the city park or wrapping their out-of-control balloon around a castle spire. Some of these gnomes end up stranded, either waiting for their ship's repair or hopelessly stuck without any method to fix the damage and return home. These castaways find work on sky ships and hope to earn enough money to buy passage home.

**Half-Elves:** Most half-elves take to the sky as part of a human expedition or trading mission. In addition, many half-elves arise when sky elves engage in trade with human settlements and accept a small enclave of humans in their midst. As outcasts amongst both sides of their heritage, half-elves have the easiest time adapting to a realm where they are in the minority and must live as outsiders. Human kingdoms that wish to open up relations with the sky realms prefer to dispatch half-elf diplomats and traders, confident in their ability to maneuver through unfamiliar social situations and adapt to foreign customs with greater ease than a human.

**Half-Ores:** Half-ores find themselves amongst the clouds as part of human expeditions and adventuring parties. Ores lack the magical and technological resources to build or craft items capable of transporting large numbers of their kind through the air. The dense and violent ore war chieftains have much more pressing matters to attend to, such as sacking a dwarf stronghold. Half-ores

are extremely rare in the clouds, as human diplomatic and trading missions prefer members who are much more adept in social situations. Still, a half-ore is better than almost anyone in a fight. Explorers who anticipate running into griffons, wyverns, and worse recruit half-ore warriors into their ranks, some of whom end up stranded in a cloud city or choose to settle there. Half-ores face none of the prejudice in the sky that they must handle on the surface. After all, ores are virtually unknown to sky elves, avians, and others. Thus, of the few half-ores who do visit the clouds, many elect to settle there.

**Halfings:** Halfings are opportunistic, clever wanderers who would never let a chance at a hefty profit pass them by. Thus, it should come as no surprise that many trade missions include at least one of these diminutive folk. Halfings lack the magical resources to construct flying machines or items, but their contact with other races allow them bargain and deal for them. A few halfling clans reside permanently amongst the clouds, applying their skill at both stealth and business to act as brokers between surface and sky merchants. After all, neither party knows enough about the other to stand fully confident in their bargaining position. The opportunistic halfings fill this void, working as brokers and traders between the two parties. Few merchants take to the sky without having to deal with a scheming halfling dealer at least once in the course of their career. To the sky elves and other races they work with, halfings are a tremendous boon. While their services are expensive, they drive hard bargains and know enough about the surface world to ensure that the sky dwellers earn a good price for their goods without overpaying for surface weapons, armor, food, and other commodities. In some regions, halfling clans have established powerful trade consortiums that exert tremendous influence on business practices.

## Character Classes

In the context of an aerial campaign, most of the classes retain the same abilities and roles. A fighter is powerful in combat whether he is a land-dweller with feats such as Great Cleave and Improved Critical or a griffon-rider specialized in the lance. This section discusses each of the base character classes and provides notes for adapting some of them to aerial adventures, regions, or campaign settings.

**Barbarian:** Common amongst the avian race, barbarians are otherwise rare in the aerial realms. Barbarians are produced by a few "lost" sky elf colonies cut off from contact with civilization and left to their own devices for many long years, but generally speaking civilizations must develop advanced magic and technology in order to take root amongst the clouds. Most barbarians who live amongst the clouds were stranded there

in the course of an adventure or chose to settle there after acquiring magical means, such as *wings offlying*, to visit the clouds.

**Bards:** Bards fill the same role in the sky as they do on land, acting as traveling storytellers and entertainers. The avians have a strong tradition of passing down songs, stories, and poems from generation. An avian windspeaker, a bard charged with memorizing and passing down his people's history and myths, is a one of the most revered members of the clan.

**Cleric:** Religion plays a strong role in the lives of sky elves, as they credit their deity Laelus with granting them their aerial homes. Domains such as Air and Water are both common amongst deities whose followers live in the aerial realms. The Campaign chapter provides information on a few aerial deities commonly wor-

shipped by natives or the cloud realms.

**Druids:** Amongst the wild clouds that teem with life and the airways free of heavy traffic, the druids reign supreme. Similar to their kin below, the druids tend to the aerial ecosystems and excel in a natural environment. At the GM's option, druids who originate from an aerial realm may remove *meld into stone* from their spell list and replace it with *fly*. Druids in the aerial realm tend to select flying animals, such as hawks and owls, as their animal companions.

**Fighter:** Life in the skies is just as dangerous as on the ground, making skilled fighters a necessity for any civilized outpost. In addition to their normal duties as soldiers, archers, and commanders, fighters also work as marines aboard sky ships and ride griffons and other flying creatures into battle. Fighters native to an aerial realm may opt to replace *Swim* with *Balance* on the class skill list.

**Monk:** The calm, contemplative monks find the serene cloud realms a perfect place to meditate, practice their skills, and attend to their vows. The lawful sky elves founded several monastic orders dedicated to the worship and contemplation of Laelus. The avians and other air races are too free spirited to accept the regimented life of a monk.

**Paladin:** Amongst the sky elves, paladins stand as shining beacons of hope. In their long struggles to establish their domains, sky elf paladins stood at the forefront of battles against evil dragons, elementals, and other threats. The heroic order of air knights, warriors who ride into battle on griffons and other flying creatures, counts many paladins amongst its numbers.

**Ranger:** Serving as scouts and explorers, rangers are common amongst all sky-dwelling races. Rangers who operate in the sky have a few skills that separate them from their ground-based cousins. At the GM's option, a cloud ranger loses his *Ambidexterity* and *Two-Weapon Fighting* class features. In their place, he gains the *Aerialist* or *Agile Flier* feat (player's choice) and the *Hawkeyed* feat even if he does not have its *Alertness* prerequisite. In addition, the ranger *adds fly* to his mid-level spell list and *featherfall* to his 1st-level list.

## Prestige Classes

The following prestige classes represent roles common to experienced warriors, explorers, and craftsmen.

### Air Knight

When the sky elves first settled in the aerial realm, they faced a daunting multitude of difficulties, the most dangerous of which were the many dangerous creatures that prowled the airways. More than one nascent elf settlement fell victim to a marauding dragon, bloodthirsty arachnid raiding party, or swarm of elementals. The embattled elves prayed to their deity Laelus for aid against their newfound enemies. The elves had the magic and skill necessary to produce flying vessels, but they were new to the art of aerial combat and were outclassed and outmaneuvered by their enemies at every turn. While the elves fought hard and called up their powerful arcane magic, they lacked the experience and training necessary to consistently overcome their foes.

Hearing his worshippers' pleas for aid, the elf god devised a simple solution. The elves needed to learn how to fight in skies. The greatest sky fighters in the multiverse were the air elementals, the undisputed kings of the air. Laelus struck a bargain with the elemental queen of air. Laelus agreed to help her topple the rule of the evil dukes of the seven hell winds. In exchange the air queen would bid several royal lines of her children (air elementals, flying creatures, and other natives of the skies) to swear fealty to the sky elf race. However, the queen was wary of dispensing too much power to the elves. She insisted that they must share the knowledge and fealty she granted to them with other good-aligned races of the sky. Thus were born the sky knights, heroic warriors who patrol the airways and defeat demons, dragons, and other creatures that menace the peaceful realms of the elves, avians, and good-aligned air elementals.

The sky knights are closely connected to elf settlements. Each city, fortress, and outpost of at least middling size supports a small enclave of these warriors. They train in aerial tactics, working with trained griffons, domesticated wyverns, and other flying mounts. Owing to their origin as a divine, they learn to command a few magical powers granted as part of the compact formed between Laelus and the queen of the air.

Any warrior who has proven himself a heroic crusader, protector of the weak, and ardent foe of evil is eligible to become a sky knight. As part of the divine agreement that formed the basis for this order, the elves may never turn aside a worthy candidate based on his race. In the long history of the air knight orders, gnomes, avians, half-ores, and other unlikely candidates have soared into battle side by side beneath the air knight banner.



Level	Attack	For	R	Wil	Special
I	+1	+2	+0	+0	Improved aerial rider +2, Bonus feat
2	+2	+3	+0	+0	Aerial mount
3	+3	+3	+i	+1	Swoop attack
4	+4	+4	+i	+1	Feather fall
5	+5	+4	+i	+1	Improved aerial rider +4, improved mount
6	+6	+5	+2	+2	Bonus feat
7	+7	+5	+2	+2	Aerial awareness
8	+8	+6	+2	+2	Summon air elemental
9	+9	+6	+3	+3	Improved aerial rider +6
10	+10	+7	+3	+3	Bonus feat, improved mount

### Hit Die: d10

### Requirements

To become an air knight, a character must meet the following requirements:

**Balance:** 4 ranks

**Ride:** 8 ranks

**Feats:** Mounted Combat, Aerialist

**Special:** Gain the sponsorship of an air knight by performing an act of bravery in defense of a civilized settlement or completing some task critical to the continued prosperity and survival of a peaceful, good-aligned race.

### Class Skills

The air knight class skills (and the key ability for each) are Balance (Dex), Climb (Str), Craft (Int), Handle Animal (Cha), Intuit Direction (Wis), Jump (Str), Ride (Dex), and Spot (Wis).

Skill Points at Each Level: 2 + Int modifier.

### Class Features

All of the following are class features of the air knight prestige class.

**Weapon and Armor Proficiency:** Air knights gain proficiency with light and medium armor, simple and martial weapons, and all shields.

**Aerial Mount:** An air knight forms a bond with a flying creature that serves as his mount. This mount is granted to the knight after he masters the basics of the order's tenets and serves as a squire for a brief, probationary period. When the air knight reaches 2nd level in this class, he has proven himself worthy of a mount and is granted one in an elaborate ceremony. Intelligent flying creatures see themselves as the air knight's partner. They are formed in a team to maximize each other's combat abilities.

At 2nd level, the air lord may choose any flying creature of CR 3 or less to serve as his mount. The creature must be large enough to bear the sky lord and can be from one of the following creature categories: animal, beast, magical beast, or vermin. The creature's alignment automatically matches the air knight's. The order takes care to match knights with compatible creatures from the air queen's stables.

At 5th level, the air knight's fame attracts a more powerful mount, should he choose to accept its offer of alliance or service. The air knight may choose a mount



that is CR 6 or lower. The same restrictions apply.

At 10th level, the air knight attracts a still more powerful mount. He may select a mount that is CR 10 or lower, and he may now choose to ally with a dragon that is compatible with his alignment. If the air knight selects a dragon, he must choose a dragon sub-type that matches his alignment.

The air knight must take proper care of his mount. If the mount suffers ill treatment or is treated as a disposable asset by the air lord, it leaves his service. If an air lord loses his mount, he may not acquire a new one until he gains a new level. At that point, he must make a Charisma check (DC 15) or attract a mount with a CR 1d4 less than his old one. If the CR is below 0, the air lord fails to attract a new mount. He may check again upon gaining his next level in this class.

At the GM's option, the air knight may automatically gain a new mount with a CR equal to his old one if it died in a heroic manner or fell victim to circumstances beyond the air knight's control. Inspired by the tragic loss, the order finds a new match for him.

The air knight's mount is a fully independent NPC. While some mounts, such as griffons or wyverns, are no

more intelligent than a horse, the more powerful flying creatures such as dragons or sphinxes treat their riders as friends and allies, not masters.

**Improved Aerial Rider:** The air lord masters the art of handling airborne mounts such as griffons, pegasi, or dragons. When using the Ride skill to handle a flying mount, the air lord gains a +2 competence bonus to all skill checks while riding a flying creature. This

bonus increases to +4 at 5th level and +6 at 9th.

**Bonus Feats:** Much like the fighter class, the air knight gains bonus feats as he gains levels. At the levels indicated, the air lord may choose a bonus feat from the following list: Air Combat Ace, Alertness, Far Shot, Improved Critical (any lance), Improved Initiative, Lightning Reflexes, Mounted Archery, Point Blank Shot, Precise Shot, Rapid Shot, Ride-By Attack, Shot on the Run, Skill Focus (Ride), Skilled Pilot, Spirited Charge, Weapon Focus (any lance), Weapon Specialization (any

**Swoop Attack:** At 3rd level, the air lord masters the ability to make a devastating aerial strike against ground targets. The air lord's mount is considered to have the Flyby Attack feat as long as the air lord uses a full-round action to control the mount's movement.

**Feather Fall:** Air knights learn not only the martial skills necessary to fight in the sky, but also a few of the air queen's magical secrets to help protect themselves and others. At 4th level, an air lord may *cast feather fall* three times per day using his level in this class as his caster level.

**Aerial Awareness:** While airborne, the air knight has an almost intuitive feel for the area around him. He constantly scans in all directions, including up and down, for potential enemies. While airborne, the air lord gains a +2 competence bonus to all Listen checks and a +4 competence bonus to all Spot checks.

**Summon Air Elemental:** Once per week, the air knight may summon a small allied air elemental as per the Summon Monster spell cast by a 8th-level sorcerer. As part of the pact responsible for this order's creation, the queen of elemental air sends her minor courtiers to render aid to powerful air knights.

knowledge to a new generation of captains and admirals. With each passing generation of officers, the best and the brightest returned to pass on their information, leading to a rapid increase in the skill and success of the sky elf fleets. This tradition continues to the present day. To the admirals of the fleet, an appointment to the Aerial War College is an achievement of the highest order.

The sky elf battle captain is a graduate of the prestigious War College. In recent years, the sky elves have taken to allowing mercenary warriors to fight alongside their navy. Thus, the college now takes applicants of any race so long as they have proven their strength of morals and their skill in battle. Battle captains are master tacticians who inspire their crew to great deeds and handle their ships with great skill and ease. A sky elf Battlehawk at the hands of a battle captain moves with sleek, tight precision that belies its bulky, awkward appearance.

**Hit Die: d8**  
**Requirements**

To become a battle captain, a character must fulfill all the following criteria:

**Diplomacy:** 6 ranks

**Profession (sailor):** 8 ranks

**Feats:** Leadership, Sky Captain

**Special:** Gain admittance to the sky elf Aerial War College by defeating a superior force in battle while at the command of a sky ship.

**Class Skills**

The battle captain class skills (and the key ability for each) are Balance (Dex), Climb (Str), Craft (Int), Diplomacy (Cha), Innuendo (Wis), Intuit Direction (Wis), Profession (Wis), Ride (Dex), Speak Language, Spot (Wis), Use Rope (Dex), and Wilderness Lore (Wis).

Kill Points at Each Level: 4 + Int modifier.

## Sky Elf Battle Captain

### Sky Elf Battle Captain

Level	Attack	Fort	Ref	Wil	Special
1	+0	+0	+2	+2	Freebooter, skilled captain
2	+1	+0	+3	+3	Inspiring leader
3	+2	+1	+3	+3	Artful dodger
4	+3	+1	+4	+4	Sky master
5	+3	+1	+4	+4	Master strategist

ship and start bossing around the crew.

The sky elf government pays the crew's wages. If the battle captain loses his ship, he must wait 1d6 months to receive a replacement. He automatically gains new crew each time he docks at a sky elf settlement staffed by ships from the sky elf navy.

The battle captain is responsible for the well being of his ship and crew. If he mistreats them, abuses them, or needlessly risks them for personal gain, the sky elf navy may court marshal him. At the GM's option, a foolish battle captain may be imprisoned or executed for treason.

**Skilled Captain:** Under the battle captain's watchful eye and steady leadership, his crew works with increased efficiency. Increase the maneuverability rating of a ship he captains by one class. This effect remains so long as the battle captain is aboard the ship and alive.

**Inspiring Leader:** Any member of the battle captain's crew who can draw a clear line of sight to him gains a 44 morale bonus on all saves against fear and fear-based effects. In addition, the bonus provided by the Sky Captain feat increases to +2.

**Artful Dodger:** The battle captain's combat experience allows him to judge his enemies' attacks and set his crew to making evasive maneuvers. Any ship under the battle captain's command gains a +2 dodge bonus to AC so long as it is capable of movement.

**Sky Master:** The battle captain is an expert at judging the wind and positioning his ship. He gains a +4 bonus to initiative when in command of a ship and increases his ship's base speed by 25%.

**Master Strategist:** At 5th level the battle captain is a supreme tactician and commander. In battle, he may use a standard action to study a single opponent and hold his move-equivalent action. When that opponent takes



his action, the sky captain may then use his move-equivalent action to maneuver his ship after the opponent declares and targets all of his attacks but before determining damage. Thus, a battle captain could move his ship behind cover after his enemy has decided to fire upon him but before rolling to hit. If as a result of this move the battle captain's ship gains the benefits of cover or concealment, apply those modifiers to the attacks. If the ship was the target of an area of effect attack but moved out of it, the ship avoids the attack and takes no damage. When using this ability, the sky captain's initiative does not change.

The new feats presented here are designed for use in aerial campaigns. Feats with the fighter keyword listed next to their name may be chosen with the fighter class's bonus feats.

As a rule of thumb, only characters who grew up in an aerial realm or have extensive experience living in the air may take these feats.

## AERIALIST [FIGHTER, GENERAL]

You have trained with a wide range of flying creatures. Your experience traveling by air has given you an innate sense for updrafts, shifts in the wind, thermals, and other changes in the ebb and flow of the air. These two factors in combination make you an excellent pilot.

**Prerequisite:** Ride (any flying creature).

**Benefit:** When using your Ride skill to control a flying mount, you count your skill ranks with any flying creature as applying to all flying creatures.

**Normal:** When using Ride with a creature you have not trained to guide and control, you suffer a -2 or -5 penalty to your ranks in that skill.

## AGILE FLIER [FIGHTER, GENERAL]

You are a skilled aerialist capable of performing tight turns and other aerial feats that others of your race cannot normally complete.

**Prerequisite:** Ability to fly via natural or magical means.

**Benefit:** Increase your flying maneuverability by one rank. For example, a creature rated as a good flier becomes a perfect one with this feat. A perfect flier gains no benefit from taking this feat.

**Normal:** A creature's flying maneuverability cannot be modified.

**Special:** A creature with this feat that uses a magic item to fly, such as *wings of flying*, improves the maneuverability granted by the item by one rank.

The bonus granted by this feat does not extend to flying mounts or magic items that must be ridden, such as a *carpet of flying*. The Ace Pilot feat applies to such instances.

You may only gain this feat once. You may not take it multiple times to increase your maneuverability by more than one rank.

## AIR COMBAT ACE [FIGHTER, GENERAL]

You are a master of the skies. The air is your home element, and you fight best on the back of a flying beast or when winging through the air. You baffle attackers with

the ease with which you evade their attacks.

**Prerequisite:** Mounted Combat, 13+ ranks in Ride (any flying creature)

**Benefit:** Under your guidance, your mount nimbly dodges area of effect attacks. If you spend a full round action preparing to maneuver, you may immediately move after determining the extent of an area of effect. You may take no other action that round, though your mount is allowed a standard action before or after the move.

## FLYBY ATTACK [FIGHTER, GENERAL]

You are skilled in swooping through the air to attack your enemies.

**Prerequisite:** Fly speed, base attack bonus 4+.

**Benefit:** When flying, the creature can take a move action (including a dive) and another partial action at any point during the move. The creature cannot take a second move action during a round when it makes a flyby attack.

**Normal:** Without this feat, the creature takes a standard action either before or after its move.

**Special:** This feat is slightly modified from its original version. A base attack bonus prerequisite was added to make it suitable for flying PCs. You may not use this feat if you fly by riding a mount.

## HAWKEYED [GENERAL]

You have exceptionally keen eyesight, allowing you to spot tiny details at a great distance.

**Prerequisite:** Alertness.

**Benefit:** When using the Spot skill, reduce any penalties for looking at an object in the distance by 5. When using missile weapons, reduce the penalty to hit based on your target's range by 2.

**Normal:** You suffer a -1 penalty to Spot checks for every 10-foot increment in distance between you and a hidden object. Ranged attacks suffer a -2 penalty per range increment.

**Special:** This feat does not provide a bonus. It only reduces a penalty. For example, when studying an object 30 feet away you do not suffer a penalty for that distance. Reducing the -3 penalty by 5 changes it into a 0 penalty, not a +2 bonus.



## MERCHANT GUILDSMAN [GENERAL]

You are a member of a prestigious trading company or merchants' guild. You have a finger on the market's pulse. With your business connections, you can buy and sell items at excellent prices.

**Prerequisite:** Diplomacy skill.

**Benefit:** Reduce price of items you purchase by 5%.

**SKILLED PILOT [FIGHTER, GENERAL]**

You are a skilled pilot capable of handling flying beasts such as griffons or pegasi with ease. Under your control, such creatures perform much better than normal.

**Prerequisite: Aerialist**

**Benefit:** Increase your flying mount's maneuverability by one rank. For example, a griffon normally has a maneuverability of average. While under your control, it gains good maneuverability.

**Normal:** A creature's flying maneuverability cannot be modified.

**Special:** You may only gain this feat once. You may not take it multiple times to increase your maneuverability by more than one rank.

**SKY CAPTAIN [GENERAL]**

You have commanded ships in the past and know how to get the most out of a crew without pushing them too hard. Under your watchful eye, a sky ship operates smoothly and efficiently.

**Prerequisite: Leadership**

**Benefit:** While you act as a commander of a ship, NPC crew members gain a +i morale bonus to Initiative, skill checks, and attack rolls. You must be identified as the ship's captain and accepted by the crew. You could not simply start barking orders in the middle of battle while traveling aboard a ship. The crew must recognize your authority and obey your commands.

**Special:** This feat also applies to seagoing crews under your command.

**SKY LORD'S BLESSING [GENERAL]**

The lords of cloud and air have a particular love or affection for you. They take active steps to help preserve your life. While their methods are limited, they can spell the difference between life or death on the skyways.

**Prerequisite: Sky Lord's Luck**

**Benefit:** Once per day you may *cast feather fall* as a divine spell with a caster level equal to your hit dice.

**Special:** You may take this feat only once. You may not take it multiple times to gain more than *one feather fall* per day.

**SKY LORD'S LUCK [GENERAL]**

Your good luck is renowned amongst the crew of the sky ships that sail the air knes. Whenever danger comes calling, you always seem to get your head under cover just in the nick of time.

**Benefit:** Once per week, you gain a +5 bonus to any saving throw.

**Special:** You must elect to use this feat before making your roll or learning the save's DC. You may take this feat only once

**SKY SHIPWRIGHT [ITEM CREATION]**

Your studies of magic allow you to design and direct the construction of a sky ship, a great flying vessel.

**Prerequisite:** Arcane caster level 10+

**Benefit:** You may create sky ships. Consult the rules in the Sky Ships chapter for full details on this process.

**STEADY FEET [GENERAL]**

You are exceptionally difficult to knock over or topple. You are good at keeping your feet beneath you and maintaining your balance.

**Benefit:** You gain a +2 bonus to Balance checks. In addition, you gain a +2 bonus to grapple checks when others try to grapple or grab you. You gain a +2 stability bonus to resist trip attacks and bull rushes.

**Special:** The grapple check bonus provided by this feat applies only to checks made when others attempt to grapple you. You do not gain it when you initiate the grapple attack.

**TALON ATTACK [FIGHTER, GENERAL]**

You have learned to use your talons in addition to your normal melee attacks. Avians are fierce fighters and many learn to slash foes with their claws in addition to using their swords and axes.

**Prerequisite: Avians only.**

**Benefit:** When using the full-attack action, you may make an additional attack with your talons with a -5 penalty using your highest base attack bonus. You may only use this feat while flying.

**THUNDERBOLT [FIGHTER, GENERAL]**

You have learned to maximize the benefit of gaining an altitude advantage against an enemy.

**Prerequisite: Natural ability to fly.**

**Benefit:** When using the charge action, if you begin your charge more than 20 ft. above your enemy and make your entire charge move by flying you deal double damage on a successful attack. This damage multiplier stacks with any provided by critical hits or other feats.

**Special:** You gain this bonus damage only if you are capable of flying via wings or a magic item. If you must ride a creature, item, or other craft, you do not gain the damage multiplier.

## New Uses for Old feats

A few of the core feats relating to using and controlling mounts need some clarifications when used in an aerial campaign.

**Mounted Combat:** This feat works as normal with flying mounts.

**Mounted Archery:** While the feat text specifically mentions horseback its benefits apply to all mounts, including flying ones.

**Ride-By Attack:** You may use this feat as described when riding a flying creature.

**Spirited Charge:** The bonus damage from this feat applies when you use the charge action while riding a flying creature.

**Trample:** A flying mount may not use this feat unless it is walking on the ground or other solid surface.

Combat in the air is a nasty, brutish, and short affair. One devastating hit can send a combatant tumbling from the sky to meet his end. A single, telling blow that would only stagger a warrior on the ground can be the strike that ends an aerial battle.

These rules expand the options available to aerial combatants and also provide guidelines for using standard combat actions in aerial combat. You should be familiar with the standard rules for aerial movement, as these rules use them as the basic foundation for maneuver and combat.

## Aerial Initiative

Initiative works in aerial combat much the same way as it does in standard combat, except for one important difference. Flying creatures with an intelligence of 8 or more roll initiative and take all their actions separately from their rider. Otherwise, the rider rolls initiative both for himself and his mount. If the rider chooses to allow his mount to fly without direction, the mount moves on its initiative count and the rider may use his actions as normal. Otherwise, a rider must use a move-equivalent action to direct his mount as normal. In this case, the mount delays its action to the rider's count or moves on the rider's initiative, as appropriate.

## Facing

Unlike in standard combat, in air combat the direction in which a flying creature points is often extremely important. It determines which direction it must move and dictates its options for maneuvers for flyers with average, poor, or clumsy maneuverability. A flying creature can only attack a creature in its front arc. A creature's front arc extends in a straight line to the right and left of its current position and all areas extending out from that line in the direction of the creature's current facing. The remaining area behind the creature is its rear arc. These fliers cannot simply turn around to confront an enemy that approaches from the rear, as per the standard d10 flight maneuverability rules.

Creatures with perfect and good flight maneuverability may hover in place. These creatures have neither a front or rear arc. Much like ground combatants they can respond to threats and direct their attacks in any direction. A creature that attacks an enemy while in its rear arc is considered to have flanked its target. Flying creatures with levels in barbarian or rogue gain the benefit of their uncanny dodge ability when attacked from their rear arc in aerial combat. These nimble fliers are capable of tracking opponents in their rear arc and responding to their attacks.

## Abstract Movement

The aerial movement rules work best with miniatures and a battle mat. However, if you prefer to game without these tools you may prefer to use an abstract system of determining each creature's relative position. Each flying creature makes a Dexterity check or its rider makes a Ride check at the start of each round. These checks are modified as per the table below:

Maneuverability	Modifier
Perfect	+8
Good	+4
Average	+0
Poor	-4
Clumsy	-8

When a creature takes its action, it may choose to gain the benefit of attacking from the rear arc of any opponent who rolled lower on its Dexterity or Ride check.

While this rule removes some of the realism and tactical options from aerial combat, it does allow you to quickly resolve combats in the sky without ignoring the rather large advantage a highly agile flyer has over a ponderous opponent. Aerial combat is much more focussed on movement and maneuvering than ground fighting. Many creatures must move a minimum distance every round in order to remain aloft, making battles in the sky a much more fluid affair.

## Aerial Combat Options

This section covers modifications to the standard d10 special attack and damage modes. If an attack mode is not mentioned here, assume that it works without modification in air combat.

**Subdual Damage:** Subdual damage works as per the standard d10 rules. A staggered creature must use its partial action to move. Otherwise, it begins to fall from the sky (see Crashing, below). Obviously, an unconscious creature crashes to the ground.

**Aid Another:** In addition to making an attack roll against AC 10, a flying creature may attempt to buzz around an opponent, distracting it and disrupting its concentration. To do this, the attacking flyer makes a Dex check (DC 10) or its rider may attempt a Ride check (DC 10) to gain the benefits of this action. This form of aid another is only effective against creatures with average, poor, or clumsy maneuverability. Only creatures with perfect or good maneuverability may attempt an aid another action in this manner. Other fliers are simply too unwieldy to attempt it.

**Bull Rush:** While on the ground a bull rush is an

attempt to push back an opponent, in the air it is much riskier, and more lethal, attack. The bull rushing creature rams its target, attempting to knock it from the sky. Use the rules for initiating a bull rush as normal. If the attacker beats the defender, both the attacker and defender take one die of damage for every full 10 ft. of movement that the attacker normally has for flying. The die type of this attack is determined from the table below;

Attacker is:	Dfndr's Dmg	Atkr's Dmg
3 or more sizes smaller	1 point	d10
1 or 2 sizes smaller	d4	d8
Same size as defender	d6	d6
1 or 2 sizes larger	d8	d4
3 or more sizes larger	d10	1

If a creature takes damage from a bull rush, whether it is the attacker or defender, it must make a Reflex save (DC 15) to avoid crashing. If the attacker and defender are not the same size, the larger of the two gains a +4 bonus to this save for each size increment larger than its opponent.

If the attacker fails to beat the defender, continue the attacker's movement forward as normal. The defender dodged above or below the attacker.

**Grapple:** While it may seem odd, grappling is a good way to knock an opponent from the sky. The grappling rules work as normal, with one exception. If the attacker manages to grapple its opponent, any combatant that cannot hover in place (maneuverability average or worse) crashes to the ground. If both combatants can hover, resolve the grapple as normal. If only one can hover, the hovering grappler may choose to hold the non-hovering flyer aloft if it can bear the load of carrying it. Otherwise, the non-hovering grappler crashes to the ground if it loses the grapple.

**overrun:** This combat option is not available in aerial combat. A flying creature can simply adjust its altitude to fly over or below an opponent.

**Trip Attack:** Trip attacks work much differently in the air. Rather than knock an opponent over, a trip attack unbalances a target and ruins its movement. On a successful trip attack, the target's movement is disturbed as he fights to regain his bearings. He counts as one maneuverability class worse on his next round of movement. Multiple trips do not stack. A clumsy creature that is tripped loses half its speed on its next action.

## Attacks of Opportunity

While ground-based creatures maintain their relative position long enough for both to make attacks of opportunity, flying creatures soar and swoop through the air, constantly shifting positions. The abstract nature of d10 combat makes it impossible to fully capture the constant shifts and motions of aerial combatants. Attacks of opportunity are not used in aerial combat. Optionally, if for all intents and purposes a group of aerial creatures

can fight as if they were on the ground (perhaps they are! all hovering in place or are under the effects of levitate), then use attacks of opportunity as normal.

## Crashing

All creatures that lose the ability to fly immediately plummet to the ground. A falling creature accelerates at a rate of 10 feet per second. Thus, a creature falls 10 feet the first second, 20 feet the second, 30 feet the third second, and so on. To keep things simple, assume that the terminal velocity for all falling creatures is 120 feet per second. At this point, the creature stops accelerating.

Once a falling creature hits the ground, it takes 1d points of damage for every 10 feet it fell. While falling, a creature that still possesses the ability to fly, such as a creature knocked from the air by a bull rush attack, may make a Reflex save (DC 20) to pull out of the dive. If the creature is being used as a mount, the rider may make a Ride check (DC 20) in place of the mount's Reflex check.

Creatures with perfect maneuverability may automatically break out of a fall if they are conscious and still able to fly. Those with good maneuverability gain a +5 bonus to their save.

## Altitude

As combatants swoop and soar in the sky, they change their altitude and attack each other from above and below. Unlike ground battles, air combats are fought in a fully three-dimensional environment. This aspect of battles in the air can cause a lot of headaches for determining ranges between two fighters. There are a few different ways you can adjudicate this.

The first and easiest method is to ignore up and down movement. Simply fight battles on a two-dimensional grid as normal. Allow creatures to fly over each other while moving. If a character or creature flies straight up or down, note the distance between the flier and the level plane represented by the combat map. For example, if a creature flies 50 feet below the battle, note that down. Any creature shooting at a creature that has flown up or down uses the greater of the range between the two figures on the flat plane or the distance between the creature and the two-dimensional plane of the battle. While this is far from realistic, it is a simple way to quickly account for vertical movement.

Alternatively if you have a calculator and you know how to use it, you can call on the trusty Pythagorean theorem. (Yes kids, RPGs can be educational.) According to our man Pythagoras, we can figure out the diagonal leg of a right triangle by squaring the distance of the other two sides, adding them together, and taking the square root of the sum. To apply this to aerial combat, square the distance between two figures on the two-dimensional

plane of the battle, square the distance from the plane to the target, add those two values together, and take the square root. That is the actual range between the targets.

If that above paragraph made no sense or you are allergic to calculators, use the first, simpler version.

A third alternative is to use two battle maps when running an aerial combat. Lay out your combat grid as normal. This represents the horizontal plane in the fight. Your second map represents a vertical grid. By placing one piece for each flier on the two grids, you can easily keep track of their relative positions in both dimensions. To determine the range between two targets, simply count off the squares between them on the map where the two figures are furthest from each other.

On your vertical map, draw a line across the map around its center that indicates the horizontal position of

your vertical grid. The horizontal distance between two figures is represented by their placement relative to the horizontal line representing your first battle mat. To indicate altitude, place figures relative to the horizontal line you drew. Figures above it soar above the horizontal map. Figures below it fly beneath it. To easily determine range, look at both maps and use the greater of the two ranges shown between two figures. Again, the range is not completely accurate, but it should satisfy most players who would like to account for vertical movement without using a calculator. If you want exact precision for combat ranges, you're welcome to talk to my man Pythagoras. Just don't forget your calculator. While the math may seem intimidating, any simple calculator can handle the math with ease and the precise calculations make vertical movement a bit more important.

## Sky Ships

With the high level of magic found in many fantasy RPG campaigns, enchanted vehicles designed to soar through the air are not beyond the realm of possibility. After all, what use are cloud kingdoms, sky realms, and other areas high above the earth if adventurers have no means of traveling to them? Magic such as fly and similar spells is too limited to make travel simple for characters. Furthermore, without some form of reliable transportation the sky kingdoms would lack the ability to carry on any meaningful trade or migrations. Thus, sky ships represent the most common method for non-flying creatures to take to the air.

Sky ships were invented by the sky elves with the aid of their deity Laelus. When the elves first took to the sky, Laelus gave them five giant flying ships as a gift. After using them to find their homes in the sky, he bid the elves to disassemble the vessels in order to learn the secrets of their manufacture. Since then, the elves have mimicked Laelus's designs but have never duplicated them. Over the years, the secret of the sky ships' manufacture has spread to other races. Avians, arachnids, and even some human kingdoms now boast small fleets of these flying ships.

### In your Campaign

Sky ships are an artifact of high fantasy worlds. If magic is common in your game (particularly powerful spells, archmages, and ancient artifacts), sky ships should fit into the general feel of the game. A few wizards know how to construct them and most commoners have seen one soaring across the sky at some point in their lives. In lower magic campaigns where powerful wizards are rare and magic is a wondrous rarity, sky ships are rarely encountered on the surface. The sky elves use and maintain them, but the cost and time needed to manufacture them prompts them to use them for

only the most important tasks. Of course, cloud kingdoms and other aspects of an aerial realm fall firmly in the high fantasy camp. As discussed in chapter 1, if you plan to use cloud realms in a low fantasy game you need to include some explanations as to why cloud kingdoms tend to have more magic than ground ones.

### Sky Ships: An Overview

Sky ships are treated much like a flying monster or other large creature in these rules. They have an armor class, hit points, speed, and maneuverability. A sky ship is described by the following statistics:

**Armor Class:** As with player characters and monsters, a ship's armor class represents its level of protection against attacks. Since ships are so large, they all automatically suffer a -5 size penalty to AC. In addition, a ship's base size modifies its AC. Small ships gain a +1 size bonus to AC, Medium-size ones a +0 bonus, Large ones a -1 size penalty, Huge ones a -2 size penalty, Gargantuan ones a -4 size penalty, and Colossal ones a -8 size penalty. Add this specific size penalty to a sky ship's inherent -5 size penalty to determine its final AC. For example, a normal small ship is AC 6. It suffers a -5 penalty for being a ship but gains a +1 size bonus for being Small, for a total -4 size penalty to AC. A ship's AC may never be less than 1. However, if a ship gains the benefits of cover or some sort of protective magic add the full size penalty to its AC before adding any bonuses. For example, a Huge ship suffers a -5 AC modifier for being a ship a -8 size penalty to AC. Its AC is 1, even though its penalties add up to -13. However, a +3 AC bonus does not give it an AC of 4. The total penalties



(-13) plus the bonus (+3) total to -10.

**Hit Dice:** Much like monsters and characters, ships have hit dice to represent how much punishment they can absorb before being destroyed. A ship's hit die type is always a d10 and it always gains 5.5 hit points per die. Round down any decimals when determining its hit points. A ship's hit dice are determined by its size, as per the table below.

**Hardness:** The material used to construct a ship determines how durable it is. A ship gains a hardness rating equal to the hardness of the material used to build it, with some modifiers. Small ships receive half their material's hardness, rounded down. Small ships have thinner hulls than other ship types. Gargantuan ships have a hardness equal to 1.5 times the material hardness while Colossal ones have a hardness equal to twice their material's. These ships have extremely thick, durable hulls that can absorb crushing blows with ease.

**Base Speed:** A ship's base speed is determined by its size. This speed may be increased by adding to the ship's total gold piece price. See *Designing Ships*, below. A ship flies 4.5 miles per hour for every 20 feet of its speed.

**Base Maneuver:** Just like flying creatures, ships are rated for their maneuverability in the air. A ship's base maneuver may be altered by increasing the ship's gold piece cost. See *Designing Ships*, below.

**Hard Points:** When outfitted for war, a ship can carry a certain number of weapons determined by its size. The hard points listing details the maximum number and type of weapons a ship may carry.

**Crew:** A ship needs sailors to keep it flying smoothly. The crew listing details how many sailors a ship needs. A ship may carry a number of non-sailor passengers up to the size of its crew.

**Cargo:** Sky ships must carry their own supplies, and most haul goods between markets. A ship may carry cargo weighing up to the listed value in pounds or tons.

**Abilities:** While a ship's ability scores do not normally come into play, you may need to use them when adjudicating the effects of spells or other events. A ship's Strength and Constitution equal twice its hit dice. Use its captain's Dexterity and saving throws. See the *Combat* section below for more information

on how a captain commands a ship and affects its handling.

Ship Size	Hit Dice	Hardness	Base Speed	Base Maneuver
Small	1-2	1/2 material	120 feet	Perfect
Medium-size	3-8	as material	80 feet	Good
Large	9-2.5	as material	60 feet	Average
Huge	26-40	as material	40 feet	Poor
Gargantuan	41-60	1 .5x material	20 feet	Clumsy
Colossal	61+	2x material	10 feet	None

Ship Size	Hard Points	Crew	Cargo
Small	None	1	250lbs
Medium-size	1 ballista	12	1000lbs
Large	2 ballistae, 1 catapult	48	5 tons
Huge	4 ballistae, 2 catapults	100	25 tons
Gargantuan	8 ballistae, 4 catapults	200	100 tons
Colossal	16 ballistae, 8 catapults	350	400 tons

Ship Size	Width	Length	Height
Small	5 feet	10 feet	top deck
Medium-size	10 feet	30 feet	2 decks
Large	20 feet	60 feet	3 decks
Huge	40 feet	120 feet	4 decks
Gargantuan	80 feet	240 feet	5 decks
Colossal	120 feet	360 feet	6 decks

## Combat

Travel through the aerial realm is a dangerous proposition. The creatures that dwell there are stronger, more vicious, and more predatory than ones commonly found on land. Combat between a sky ship and a marauding creature or pirate fleet is an almost inevitable eventuality.

In battle, one member of the crew must be designated as the captain. The ship moves on the captain's initiative. In addition, when the ship must make a saving throw or skill check, use the captain's skills or saves.

**Attacks from Below:** Sky ships resemble sailing ships in general design. When attacked from below, they normally have little recourse in terms of weapons and counterattacks. However, some newer designs incorporate weapons turrets in their bellies.

**Combat Scale:** If you use miniatures and a combat map to keep track of battles, ships can pose a slight problem in terms of scale. They are generally large enough to take up the entire space represented by a map that uses 5 ft. squares. To counter this, consider scaling the map up so that each square on the mat is 20 ft. across. What you lose in fine detail you gain in usability. When ships close or a melee erupts, use a smaller map with a 5 ft. scale to represent the action or zoom in on one smaller section of the battlefield.

## Actions

On the captain's initiative, he may use the following actions to command the ship. At least half the crew must be alive and capable of carrying out commands to complete these actions. Otherwise, the ship either hovers in place or continues forward at its minimum forward movement rate.



Unless otherwise noted, the following guidelines use the aerial combat rules presented in this book as a base reference.

**Movement:** As a move-equivalent action, the captain may move the ship at up to its speed, using its maneuverability to determine how it may move and at what speed. Ships may "run" if they move straight ahead without making any turns. A ship may also take a double move, maneuvering as normal. Air ships are controlled by a turning wheel and two levers, one that controls its upward or downward angle and a second that determines its speed.

As a default, air ships use sails to supplement their speed when traveling long distances but rely primarily on magical power for propulsion in combat. Some rely more heavily on the wind, however, at least for part of their propulsion. If this is the case, a ship moves 50% faster when it moves with the wind at its back. The ship moves at its normal speed when it moves perpendicular to the wind and at half speed when it moves against it.

**Evasive Maneuvers:** If the captain uses a move-equivalent action to move the ship, he may then use his standard action to attempt to evade enemy attacks. When the captain takes evasive maneuvers, the ship gains an AC bonus based on its maneuverability:

Maneuver	AC
Perfect	+8
Good	+4
Average	+2
Poor	+1
Clumsy	+1

**Ramming Attack:** To make a ramming strike, the attacking ship must move into a space occupied by the

target. The attacking ship's captain then makes an attack using his full base attack bonus modified by Dexterity against the target's AC. If a ship collides with a solid object at any point during its move, it immediately resolves a ramming attack against whatever it hit.

Damage from a ramming attack is determined by the size of the ramming ship. In addition, when a ship rams a target it also takes damage based on the size of the object it struck. The ship that was rammed takes full damage based on the size of the attacking ship. The attacker takes half the ramming damage normally dealt by the defending ship.

On a missed ram, the defender may opt for the attacker to move either above or below his ship.

On a successful ram, the attacking ship either smashes through its target or becomes caught on it. If the ram attack destroys the defender, the attacker moves straight forward at its normal speed. If the defender survives, the two ships are now tangled together.

Each round, each ship's captain may attempt to break free by making a successful Profession (sailor) check (DC 20) or remain stuck in place. If a ship has a minimum forward distance, the larger of the two continues to move forward at that speed, carrying the smaller ship with it. If both are the same size, the faster moving ship or the ramming ship moves and drags the other. If a ship breaks free, it may move as normal.

Optionally, ramming attacks may include the attacking and defending ship's relative direction of movement. If the ships hit head on, the defending ship deals full rather than half damage. If the attacker and defender are both moving in the same direction and the attacker hits the defender from behind, the defender takes half normal ramming damage and the attacker takes a quarter of the ramming damage dealt by the defender rather than half.

As an additional option, you may include the ships' speeds when calculating damage. A ship deals an additional d8 damage for every full 20 feet of its speed. However, a ship may never more than double the dice it uses for damage due to its speed. For example, a Small ship never deals more than 2d8 damage even if it moves at 60 feet when it hits its target. Regardless of how far the ship actually travels before hitting its target, the attacking captain selects his ship's current speed for purposes of determining ramming damage. However, the ramming ship's speed must always be fast enough to reach its target. For example, a pirate ship with a maximum speed of 50 feet is 30 feet away from its target. It may opt to move at a speed from 30 to 50 feet when making its ramming attack.

The attacker suffers an additional d8 damage for every 20 feet of the defender's speed. The defender may never deal more than double its base ramming damage due to speed. This damage is still halved, as normal (or otherwise modified if you also use the optional rules for relative direction.)

Ship Size	Ram Dmg.	Ship Size	Ram
Small	2d8	Huge	16d8
Medium-size	4d8	Gargantuan	32d8
Large	8d8	Colossal	64d8

**Attacks:** Most ships are outfitted with ballistae, catapults, and other weapons. Each weapon is assigned a firing arc, either rear or forward. Weapons may only fire into the ship's arc they are assigned to. The captain does not normally control a ship's weapon. Instead, the crew controls and fires them. As the crew takes casualties, the captain may assign sailors to one weapon or another to keep them fully manned.

When using catapults, one of those weapons per firing arc may opt to make a ranging attack. Based on the result of that attack, the other catapult crews may adjust their shots. To make a ranging attack, one catapult makes a normal attack against a target. However, if the strike hits the catapult deals no damage. Instead, it grants a +4 competence bonus to hit for all other catapults that fire into its arc that target the same ship or monster it aimed for. On a miss, the catapult grants no bonus or penalty to its allies. Only one catapult per arc per round may attempt this ranging attack.

## Destroying Ships

When a ship is reduced to 0 or fewer hit points, it immediately begins to break into pieces. Each round, it loses 1 additional hit point. At -10 hit points it crumples apart and is destroyed.

## fire

Ships take fire damage as normal and may be set aflame. If a ship is set on fire, one crewman may use a full-round action to extinguish the flames in a 5 foot-by-5 foot area. If the flames continue to burn, there is a chance they spread. There is a 5% per every burning 5-foot square area that the flames spread. Check against this percentage each round. If the flames do consume more of the ship, a number of 5-foot square areas equal to half the total area in flames, rounding up, also catch fire. These newly ignited areas must be adjacent to areas that were previously in flames. The ship takes 1d6 damage for each 5-foot square area that is on fire.

For example, a sky elf war wizard flies aboard a pirate sky ship and drops a vial of alchemist's fire upon it. This causes a single 5-foot square area to catch fire. The ship takes 1d6 damage each round that fire burns. Each round, there is a 5% chance that the flames spread to an additional 5-foot square area. If this happens, the ship now takes 1d6 damage per round from the flames and there is a 10% chance that the fire spreads.

Note that only spells and effects that are specified as igniting a target and causing additional damage from burning may set a ship on fire. Spells such as *fireball* do not set their targets on fire after dealing their damage.

## Ship's Crew

The captain may opt to either have his crew take an action immediately after his action or he may roll one



initiative for the entire crew. The crew may attack, man the ship, operate shipboard weapons, and so forth. A number of sailors equal to at least half the minimum crew size must tend to the ship just to keep it moving. The rest may fight or operate the ship's weapons.

## Spells and Ships

Ships count as inanimate for most spell effects. Not surprisingly, they are immune to mind-influencing effects, poison, disease, and similar effects. Subdual damage, ability damage, and energy drain have no effect on them. All other spells deal damage to them as normal. Generally speaking, spells can deal damage to ships but cannot alter their abilities, hinder them, or improve their performance.

## Repairing Ships

To repair a ship, calculate its cost per hit point by dividing its gp value by its maximum hit points. To repair the ship, you must make a Craft (woodworking) or Craft (shipbuilding) check to repair a ship. The gp value of your work is converted into the equivalent number of hit points to see how much you repair in a given day or week. Up to up to 4 repairmen may work on the ship each day for every 10 hit dice it has or fraction thereof.

## Designing Ships

To design a ship, follow these basic steps. When determining a ship's market price, you multiply its price factor by 800 gp.

1. Choose a ship size and hit dice. A ship has 5.5 hit points per hit die, rounded down. A ship's base price factor equal its normal hit dice.

2. Determine the ship's speed and maneuverability. Look up the design's base speed and maneuverability on the tables above. You may increase a ship's speed by 20 feet or improve its maneuverability by one class by adding its base price factor to its current price factor. A ship may not have a speed greater than 200 feet, nor may it improve its maneuverability by more than two categories.

For example, a 10 hit die ship has a base price factor of 10. For every 20-foot increase added to its base speed, increase its price factor by 10. For every maneuverability category it improves, its price factor increases by 10. Thus, a 10 HD ship with 40 added to its base speed has a price factor of 30 (its base price factor of 10 plus 10 for the first bonus 20 feet of speed and another 10 for the second 20 feet increase.)

You may opt to reduce a ship's base speed or its maneuverability class. For every 20-foot or one category reduction, reduce the ship's price factor by one-fifth of its base price factor. A ship may not reduce its price factor by more than half its base price factor in this manner.

3. Compute the ship's base price by multiplying its price factor by 800 gp.

4. Choose a building material. A ship may be made from metal or wood. Wooden ships cost the base price determined in step 3 and have a base hardness of 5. Metal ones cost four times the price computed in step 3 and have a base hardness of 10.

5. Add weapons. A ship may have a number of weapons listed under the hard points for its size. Up to half the maximum number of weapons of a given type (rounded up) may be mounted in a given arc. One weapon for every full ten hit dice the ship has may be mounted on the ship's belly, allowing it to respond to attacks from below. Weapons cost their listed market price. Add the total cost for the weapons to the ship's base price.

6. Design a ship layout. A sky ship must have the minimum dimensions listed for its size, and it may be no larger than the next highest size class.

A character with the Sky Shipwright feat may design and build a sky ship. He uses the design rules listed here and pays 75% of the final price in material cost and labor. It is assumed that the character pays a bit more than normal to build a custom ship. If he opts to direct the construction of an established design, such as one listed here or one the CM determines is common to the area, he pays half the design's listed price in gp. A ship takes one full week to construct for every 1000 gp or fraction thereof it costs to construct.

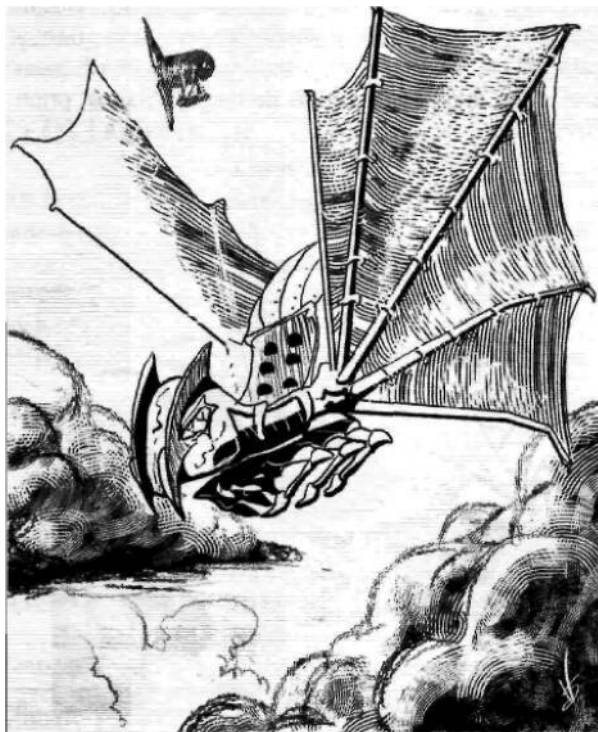
## Sample Designs

The following sky ships are all commonly found flying the air lanes.

### Spinner

The favored ship of the foul arachial raiders, the Spinner is a small, sleek vessel that looks something like a winged spider built from wood and metal. The Spinner's "legs" serve as landing gear, and the arachial commonly use it to land aboard larger ships to launch boarding actions.

**Spinner:** Medium-Size Sky Ship; HD 8; hp 44; AC 5 (ship -5); Hardness 5; Speed 120 ft.; Maneuver Perfect; Crew 12; Dimensions 10 ft. by 30 ft., 2 decks; Cargo 1000 IDS.; Weapons ballista (forward arc), ramming attack (4d8 damage); Market price 25,600 gp.



A fast but unwieldy ship, the Javelin is commonly used by independent captains, privateers, and pirates. They are cheap, easy to maintain, and commonly sold in isolated ports beyond the reach of the sky elf navy.

**Javelin:** Large Sky Ship; HD 20; hp no, AC 4 (ship -5, size -1); Hardness 5; Speed 100 ft.; Maneuver Poor; Crew 48; Dimensions 20 ft. by 60 ft., 3 decks; Cargo 5 tons; Weapons ballista (forward arc), ballista (rear arc), heavy catapult (forward arc), ramming attack (8d8 damage); Market price 33,800 gp.

### Scow

Slow and ponderous, the scow is a common ship of merchants and traders. Scows rely on other ships for defense. When traveling through dangerous areas, they only rarely venture forth without a few Javelins or a Warhawk watching over them.

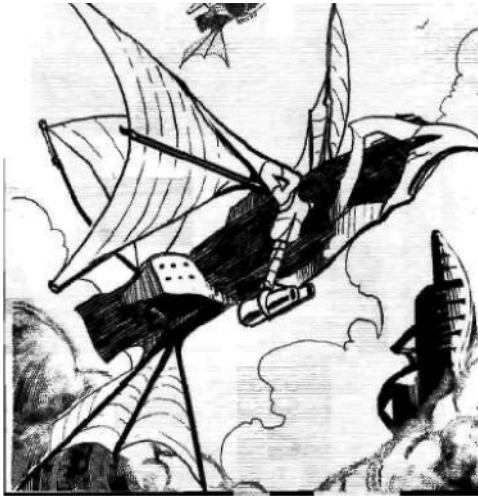
**Scow:** Huge Sky Ship; HD 35; hp 192; AC 3

(ship -5, size -2); Hardness 5; Speed 80 ft.; Maneuver Clumsy; Crew 100; Dimensions 40 ft. by 120 ft., 4 decks; Cargo 25 tons; Weapons ramming attack (16d8 damage); Market price 56,000 gp.

### Sky elf Warhawk

The undisputed king of the sky elf air lanes, the Warhawk is a mammoth warship that serves as the elf navy's ship of the line. A squadron of five Warhawks can send most monsters and enemy formations scurrying in fear.

**Warhawk:** Gargantuan Sky Ship; HD 50; hp 275; AC 1 (ship -5, size -4); Hardness 7; Speed 80 ft.; Maneuver Average; Crew 200; Dimensions 80 ft. by 240 ft., 5 decks; Cargo 100 tons; Weapons ballista X4 (forward arc), ballista X4 (rear arc), heavy catapult X2 (forward arc), heavy catapult X2 (rear arc), ramming attack (32d8 damage); Market price 207,200 gp.



## Crews

Sky ship crews can be broken down into three basic types: poor, average, and elite.

A poor crew is comprised of 90% 1st-level commoners and 10% 1st-level experts. All have the Profession (sailor) skill with the maximum ranks for their level. Each member of a poor quality crew expects 1 copper piece per day in wages.

An average crew is 50% 1st-level commoners, 40% 1st-level experts, and 10% 2nd-level experts. All have the maximum ranks allowable in Profession (sailor). Each member of an average quality crew expects 5 cp in wages per day.

An elite crew is 40% 1st-level experts, 30% 2nd-level experts, 20% 1st-level warriors, and 10% 3rd-level experts. All crewman max out their Profession (sailor) skills and all the experts have the feat Skill Focus (Profession (sailor)). Each member of an elite crew expects 1 sp in wages per day.

# New Monsters

## ARACHIAL

<b>Hit Dice</b>	Medium-Size Humanoid 2d8-2(6hp)
<b>Initiative:</b>	+1 (Dex)
<b>Speed:</b>	30 ft.
<b>AC:</b>	15 (+1 Dex, +2 large wooden shield, +2 natural)
<b>Attack:</b>	Rapier +2 melee (1d6), light crossbow +2 ranged (1d8)
<b>Face/Reach:</b>	5 ft. by 5 ft/5 ft
<b>Special Qualities</b>	Wall crawling, webs
<b>Saves:</b>	Fort +1, Ref +1, Will -1
<b>Abilities;</b>	Str 10, Dex 13, Con 9, Int 12, Wis 8, Cha 10
<b>Skills:</b>	Climb +4, Craft (weaver) Intimidate +4
<b>Feats</b>	Weapon Finesse (rapier)
<b>Climate/Terrain:</b>	Any aerial
<b>Organization:</b>	Mob (2-16), raiding party (8-32 plus 2 3rd-level lieutenants, 1 level commander), colony 400 plus 12 3rd-level 6 6th-level commanders, 3 level marshals, 1 15th-level king
<b>Challenge Rating:</b>	
<b>Treasure:</b>	Standard
<b>Alignment:</b>	Usually lawful evil
<b>Advancement:</b>	By character class

The vicious arachial are the primary threat to the sky elves, avians, and other races that inhabit the upper realms of the air. These marauding spider creatures raid settlements and take captives in order to feed off their blood and other life fluids.

An arachial is a great spider beast with legs that are slightly longer in proportion than those of a giant spider. These allow it to walk higher off the ground. Arachial lack mandibles. Instead they have a wide, toothy mouth. Their front two legs are actually long, black-furred humanoid arms that allow them to wield weapons, forge tools, and work magic. Their hands are round disks set at the end of their arms with eight fingers radiating outward. Elder arachial have short, tough beards that hang from their chins. Males and females are indistinguishable.

### Combat

Arachial rely on ambushes, assassination, and other indirect attacks to destroy their enemies. They use their webbing to construct hiding spots and rely on their ability to scale sheer surfaces to attack from unexpected directions. Arachial love to crawl up the hull of a sky ship, swarming from beneath while a diversionary force approaches the target from above.

**Wall Crawling (Ex):** Arachial have small hooks

and suckers on their feet, allowing them to walk across sheer surfaces with ease. Treat an arachial as if it was continually under the effects of a *spider climb* spell. The arachial may climb so long as at least four of his legs are free. A character can pull the spider creature from the wall with a Strength check (DC 20 + 1 per HD of the arachial).

**Webs (Ex):** All arachial can produce light, sticky webbing. Three times per day, an arachial may cast a web at an opponent in order to entangle and trap him. This web attack has a maximum range of 50 feet and a range increment of 10 feet. It is effective against targets the same size or smaller than the arachial. Treat this attack as one made with a net. The web anchors in place, allowing no movement. To escape from an arachial's web, a victim must make an Escape Artist check (DC 20) or break the web with a Strength check (DC 26).

## AVIAN

Hit Dice	Medium-Size Humanoid 1d8(4hp)
Initiative:	+0
Speed:	30 ft, fly 80 ft. (average)
AC:	13(+3studdedleatherarmor)
Attacks:	Greatsword+3 melee (1d12+1), javelin+1 ranged (1d6+1)
Face/Reach:	5 ft. by 5 ft/5 ft.
Special Attacks:	Grasping attack
Saves:	Fort+2, Ref+0, Will+0 Str 13, Dex 10, Con n, Int9, Wis11, Cha8
SkiEs:	Handle Animal +4, Intimidate +3
Feats:	Weapon Focus (greatsword)
Climate/Terrain:	Mountain peaks, any aerial
Organization:	Solitary, flock (6-24 plus 2 4th-level champions and 1 Sth-level warleader), clan (18-124 plus 4 4th-level champions, 2 Sth-level warleaders, and 1 I2th-level headsmen)
Challenge Rating:	1A
Treasure:	Standard
Alignment	Usually chaotic neutral
Advancement:	By character ckss

Avians are wild, impulsive barbarians of the sky. They fly in great flocks organized into clans, each of which follows a pattern of migration that may take them several years to complete. Other avian clans establish permanent settlements at the uppermost reaches of mountain peaks, building permanent nests from which they conduct trade with dwarves and other races and launch raids on their hated enemies the arachials.

Avians look like a cross between a human, ore, and I bird. They have flat, elongated noses similar to an ores but their hairless bodies resemble a human's. Colorfully feathered wings sprout from their backs and extend several feet above their heads. Rather than feet, avians have powerfully built, wickedly sharp talons.

## Combat

In battle, avians charge headlong into the fray. They love to gain altitude above their enemies then swoop down to attack. Avians rarely stop to consider tactics or battle plans, relying on a powerful charge to break their enemies and scatter them to the winds. When attacking targets on the ground, they love to pluck their enemies from the earth, carry them into the air, then drop them to their deaths.

**Grasping Attack (Ex):** On a successful grapple check, an avian may grab and carry aloft an unwilling target. The avian may drop his victim as a move-equivalent action. While being carried, the avian's victim suffers a -4 penalty to his Dexterity. If he attacks the avian carrying him, the avian counts as having lost his Dexterity bonus to AC even if a class ability or magic item makes this impossible.

## CLOUD LURKER

Hit Dice:	Large Aberration 4d8+12(30 hp)
Initiative:	+5 (+1 Dex, +4 Improved Initiative)
Speed:	10 ft., fly 60 ft. (average)
AC:	16(+1Dex, +6natural, -1 size)
Attacks:	2 tentacle slaps +7 (1d8+4), bite +2melee (1d6+4)
Face/Reach:	5 ft. by 5 ft./15 ft.
Special Attacks:	Improved grab, squeeze
Special Qualities:	Obscuring mist
Saves:	Fort+4, Ref+2, Will+5
Abilities:	Str 18, Dex 12, Con 17, Int12, Wis13, Cha10
Skills:	Hide +8, Listen +9, Spot +9, WildernessLore+8
Feats:	Blind Fight, Improved Initiative
Climate/Terrain:	Any aerial
Organization:	Solitary, pod (2-7)
Challenge Rating:	4
Treasure:	Standard
Alignment:	Usually neutral evil
Advancement:	5-16 HD (Huge);7-32 HD (Gargantuan)

The cloud lurker is an intelligent, vicious predator that hides within natural clouds and uses its long, scaled tentacles to grab passing creatures and drag them to its fanged maw.

The cloud lurker is a scaly, lizard-like creature. Its spherical body is covered with mottled blue and white scales. Two long, winding tentacles extend from its sides, both of which have the same coloration as the main body. Its circular, yellow eyes peer over a fanged maw positioned vertically between its eyes.

## Combat

Cloud lurkers are common predators in the upper atmosphere. They hide within the outer edges of clouds, keeping a keen eye out for approaching sky ships, birds,

or other potential prey. When a creature draws near the lurker lashes out with its tentacles, hoping to snare and devour prey before it can offer much resistance. Cloud lurkers are notoriously greedy and have been known to congregate in pods in order to attack merchant ships. They maintain lairs in caves and air pockets within cloud isknds. There, they pile coins, items, and other trinkets from their victims. These creatures' vanity drives them to wear whatever rings, jewelry, or other items they find suitable to their strange forms.

**Improve Grab (Ex):** To use this ability, the cloud lurker must hit with one of its tentacle attacks against a creature of Medium-size or smaller. If it gets a hold, it squeezes.

**Squeeze (Ex):** A cloud lurker that gets a hold on a Medium-size or smaller creature automatically deals damage from one of its tentacles and uses its bite at a +7 attack bonus

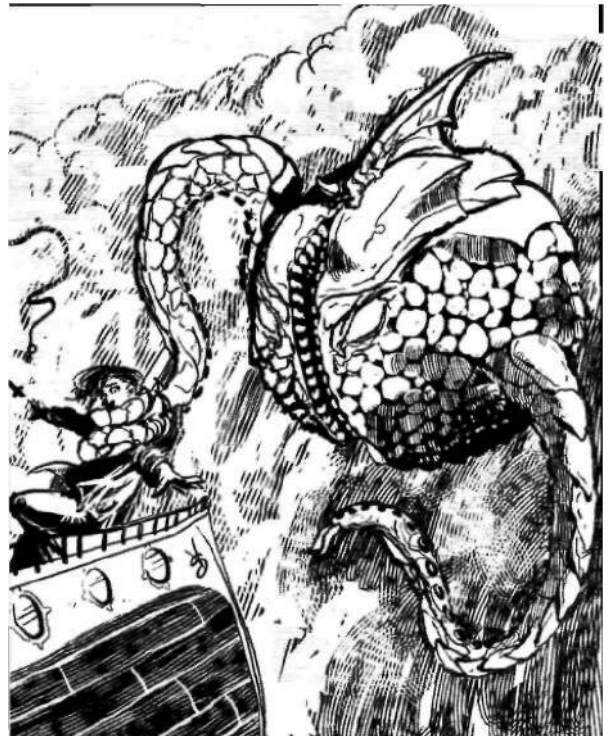
**Obscuring Mist (Su):** Three times per day, the cloud lurker may use *obscuring mist* as a free action. Treat this as the spell cast by a sorcerer whose caster level equals the lurker's hit dice

**ELF,SKY**

	Medium-Size Humanoid (Elf)
Hit Dice:	1d8(4hp)
Initiative:	+i(Dex)
Speed:	20ft,base 30ft.
AC:	16(+1Dex,+5chainmail)
Attacks:	Longspear +1 melee (1d8), long-bow+3ranged(1d8)
Face/Reach:	5 ft. by 5 ft/5 ft.
Special Qualities:	Elven traits
Saves:	Fort+2, Ref+1,Will+0
Abilities:	Str 10, Dex 13, Con 10, Int 11,Wis11,Cha9
Skills:	Listen+4,Ride+5,Spot+4
Feats:	Weapon Focus (longbow)
Climate/Terrain:	Any aerial
Organization:	Company (2-4), squad (1 1-20 plus 2 3rd-level sergeants and 1 leader of 3rd-6th level), or band (30-100 plus 20% noncombatants plus 1 3rd-level sergeant per 10 adults, 5 5th-level lieutenants, and 3 7th-level captains)
Challenge Rating:	1/2
Treasure:	Standard
Alignment:	Usually lawful good
Advancement:	By character class

Sky elves are an offshoot of the elven race that dwells amongst the clouds. Over the centuries, they have established the most powerful and secure kingdoms and realms of the skies.

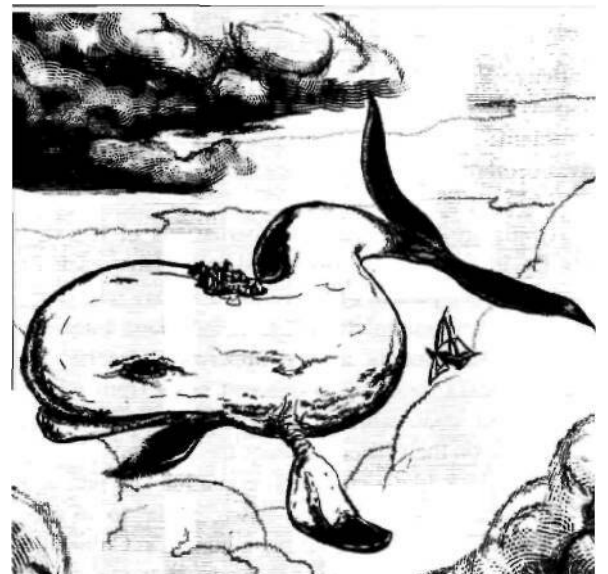
Sky elves look much like half-elves. The royal elven houses that initially migrated to the cloud realms were amongst the most warlike and aggressive of the elf clans. Centuries of combat against dragons, griffons, and other



aerial marauders have left the sky elves much more warlike and physically tougher than their earthbound kin.

**Combat**

Sky elves never rush into a fight. They are thorough planners and cautious fighters. Their settlements are in constant threat of destruction at the hands of rogue elementals, rampaging dragons, and other aerial threats. They fight in close ranks, using their longspears to set as many of their warriors as possible against the larger creatures they fight. As with surface elves, the sky elves are expert archers who rely on accurate missile fire to defeat opponents before they can come close enough to deal serious damage to a settlement or ship.



## LEVIATHAN

	Colossal Magical Beast
Hit Dice:	32d 10+288 (464 hp)
Initiative:	-1(Dex)
Speed:	Fly 20 ft. (clumsy)
AC:	14 (-8 size, -i Dex, +13 natural)
Attacks:	+40bite(4d20+i6)
Face/Reach:	60 ft. by 120 ft/15 ft.
Special Attacks:	Improved Grab, Swallow whole
Special Qualities:	Supernatural buoyancy, spell resistance 25, gate
Saves:	Fort+25, Ref+17, Will+14
Abilities:	Str43, Dex 8, Con 28, Int6, Wis18, Cha12
Skills	Listen +17, Sense Motive +14, Spot+17, Wilderness Lore+15
Feats:	Alertness, Cleave, Endurance, Great Cleave, Improved Bull Rush, Power Attack, Sunder
Climate/Terrain:	Any aerial
Organization:	Solitary or pod (2-5)
Challenge Rating	14
Treasure:	None
Alignment:	Alwaysneutral

Commonly known as sky whales, the monstrous leviathans are the undisputed kings of the air lanes. These great flying beasts measure over 100 feet in length, though luckily for the denizens of the sky they are peaceful, gentle creatures that spend much of their time in a deep hibernation. Leviathans are natives of the elemental plane of air forced to travel to the prime plane in search of food and water. Leviathans drift through the air, drawing energy from the sun, absorbing water from the air to sustain themselves. These beasts rarely make any sudden moves. The food and energy they collect goes towards sustaining their life systems and leaves little excess for any sudden motions. Leviathans remain within a sleep-like state unless attacked, at which point they roar into action using their great jaws to crush and swallow attackers. Only a fool attacks a leviathan, and as these creatures rarely make any sudden moves humanoid sometimes establish settlements upon their backs. Powerful druids sometimes form an alliance with a leviathan and direct the creature to carry the druid and his community.

### Combat

In battle, leviathans rely on their great bulk and powerful bite to defeat enemies. However, few creatures bother attacking leviathans. These peaceful creatures do not gather treasure and their flesh is unpalatable. Their bones are highly magical and can float through the air, but they are too dense to make use of in constructing sky ships.

**Supernatural Buoyancy (Su):** As magical creatures from the elemental plane of air, leviathans are capable of holding their great bulk aloft and directing their movement through the pure force of the elemental magic

at suffuses their forms. This energy is focused in the creature's skeleton. When a leviathan dies, its bones continue to float through the air for decades afterward.

**Gate (Su):** Once per day a leviathan may open a gate to the elemental plane of air or to the prime plane, depending on its current location.

**Improved Grab (Ex):** To use this ability, the leviathan must hit with its bite attack. If it gets hold, it may attempt to swallow the opponent.

**Swallow Whole (Ex):** A leviathan can attempt to swallow a Gargantuan or smaller creature by making a successful grapple check. A leviathan can use its Cleave or Great Cleave feat to bite, grab, and swallow an opponent.

A swallowed creature takes 2d20+i6 points of crushing damage and 16 points of acid damage per round in the leviathan's gizzard. A swallowed creature can cut its way out by using claws or a Small or Tiny slashing weapon to deal 50 points of damage to the gizzard (AC 15). Once the creature exits, muscular contractions and swelling make the exit unusable. Other creatures must cut their way out on their own. Several creatures may work together to cut their way out. The leviathan's gullet is large enough that Medium-size or smaller creatures may work together in order to hack their way out. If a group works together to exit, one creature may make attacks while the rest use the aid another action to improve his attack roll. Once the opening is made, the attacking creature and all those aiding him may escape.

## SKY SERPENT

	Huge Magical Beast
Hit Dice	10d10+50(105 hp)
Initiative:	+1 (Dex)
Speed:	Fly 100 ft. (good)
AC:	15 (+i Dex, +6 natural, -2 size)
Attacks: i	Tail+18melee(1d6+8), Bite+13 melee (2d8+8)
Face/Reach:	10ft by 20ft/10ft.
Special Attacks:	Improved grab, constrict
Saves:	Fort+12, Ref+8, Will+4
Abilities:	Str26, Dex 12, Con 20, Int4, Wis12, Cha6 Move Silently+11, Spot+8
Climate/Terrain:	Any aerial
Organization:	Solitary, flight (2-4), swarm (5-20)
Challenge Rating:	7
Treasure:	None
Alignment:	Neutral
Advancement:	11-16 HD (Huge); 17-32 HD (Gargantuan)

These sleek, serpentine marauders are wondrous to behold as they soar through the sky but terrible enemies when they are aroused or hungry. A sky serpent is a 20 foot long, snake-like creature with a tall, frilled crest that runs down its back. Sages theorize that this crest allows it to soar through the air. Lacking wings or other visible means to fly, the creature merely sways its body in a rhythmic manner to keep itself aloft.



### Combat

Sky serpents use relatively simple tactics to defeat their prey. They gain as much altitude as possible then strike from above, relying on their bite to and tail attack to grab, crush, and devour prey. Large swarms of sky serpents have been known to attack leviathans, but these monsters prefer to stalk large birds, rocs, and other, less dangerous prey.

**Improved Grab (Ex):** To use this ability, the sky serpent must hit with its tail attack. If it gets hold, it may constrict its

**Constrict (Ex):** A sky serpent may crush a grappled opponent in its scaly coils. A grappled creature of size Large or smaller takes  $1d6+8$  points of damage per round. In addition, the serpent uses its bite attack. A sky serpent may constrict one foe at a time. While constricting, it may not use its tail attack and gains its full attack bonus with its bite (+18).

### THUNDERCLOUD

	Huge Elemental (Air, Water)
Hit Dice:	12d8+60(ii4hp)
Initiative:	+6 (+2 Dex, +4 Improvec Initiative)
Speed:	fly 120ft. (perfect)
AC:	18 (+2Dex, +8natural, -2size)
Attacks:	Skm +16 melee (2d6+)
Face/Reach:	10ft. by 20ft./io ft.
Special Attacks:	Lightning bolts, thunder slam
Special Qualities:	Darkvision 60ft., elemental
Saves:	Fort +13, Ref+10, Will +i
Abilities:	Str 24, Dex 14, Con 20, Int6, Wis4, Chaio
Skills:	Listen +12, Spot +12, Wilderness Lore+11
Feats:	Improved Initiative
Climate/Terrain:	Any aerial
Organization:	Solitary, swarm (2-12)
Challenge Rating:	7
Treasure:	None
Alignment:	Chaotic neutral
Advancement:	13-16 HD (Huge); 17-24 HD (Gargantuan)

Thunder clouds are small, dark masses of elemental material that flash with lightning bolts and rumble with long, rolling bursts of thunder. On their native plane, they are treated much like how humans treat bears, wolverines, and other dangerous predators. Air elementals avoid them, as thunder clouds are vicious, animal-like creatures who love to smite creatures with lightning and blast them with thunder. Careful travelers give these



creatures a wide berth, but their tendency to be attracted to large fields of magical energy such as those associated with a sky ship make them a frequent danger on the sky ways

### Combat

Thunder clouds are ornery, angry creatures who attack with little rhyme or reason. Sages theorize that the electrical and sonic energy they contain causes growing discomfort for them, prompting them to see targets to channel their pain and anger. In battle, a thunder cloud unleashes the fury of the elemental energies it contains. It prefers to blast

away at the largest enemies it faces using its lightning bolts and thunder bursts. After exhausting its use of these abilities, it floats away to recharge its energies.

**Lightning Bolt (Su):** A thunder cloud may cast a *lightning bolt* as an 8th-level sorcerer once every  $4d4+i$  rounds. The thunder cloud may use this attack five times per day.

**Thunder Slam (Su):** The thunder cloud can cause a tremendous clap of thunder, stunning its opponents and dealing sonic damage. It may cast *sound burst* as an 8th-level sorcerer every  $4d4$  rounds. The thunder cloud may use this attack five times per day.

**Elemental:** Immune to poison, sleep, paralysis, and stunning. Not subject to critical hits.



## WINGED CREATURE (TEMPLATE)

Winged creatures dwell on the elemental plane of air and in the upper reaches of the sky. They resemble creatures found on the material plane and generally look like a humanoid creature that has grown wings.

The winged template is designed as a quick and easy way to import monsters to the aerial setting. Winged trolls, ogres, giants, and other monsters can provide adversaries for adventurers who travel the skies.

### Creating a Winged Creature

"Winged" is a template that may be added to any aberration, animal, beast, construct, giant, humanoid, magical beast, monstrous humanoid, or undead that cannot fly. Beasts or animals that receive this template are counted as magical beasts. Otherwise, monsters retain their base type.

A winged creature uses the base creature's statistics, special attacks, and other features except as noted below.

**Speed:** A winged creature gains the ability to fly. Its flying speed equals twice its unencumbered land speed. A creature's maneuverability is determined by its Dexterity score, as shown below. Note that most flying creatures do not exhibit the relationship between Dexterity and maneuverability mapped below. Instead, this represents a rough estimate of how the base creature's grace and flexibility translates into its ease in flying.

Dexterity Score	Maneuverability
1-7	Clumsy
8-13	Poor
14-19	Average
20-29	Good
30+	Perfect

**Saves:** As base creature.

**Abilities:** As base creature.

**Skills:** As base creature.

**Feats:** As base creature, though many winged creatures substitute their pre-selected feats for ones that increase their flying ability (such as Agile Flier).

**Climate/Terrain:** A winged creature may be found in the upper cloud realms in addition to its listed habitats.

**Challenge Rating:** As base creature +i.

## SAMPLE WINGED CREATURE: WINGED LION

	Large Magical Beast
Hit Dice:	
Initiative:	+3 (Dex)
Speed:	40 ft., fly 80 ft. (average)
AC:	15 (-1 size, +3 Dex, +3 natural)
Attacks:	2 claws +7 melee (1d4+5), bite +2 melee (1d8+2)
Face/Reach:	5 ft. by 10 ft./5 ft.
Special Attacks:	Pounce, improved grab, rake 1d4+2
Special Qualities:	Scent
Saves:	Fort+6, Ref+7, WiE+2

Abilities:	Str2i, Dex 17, Con 15, Int2, Wis2, Cha6
Skills:	Balance +7, Hide +4*, Jump +5, Listen +5, Move Silently +11, Spot+5
Feats:	None
Climate/Terrain:	Warm plains, aerial realms
Organization:	Solitary, pair, pride (6-10)
Challenge Rating:	4
Treasure:	None
Alignment:	Always neutral
Advancement:	6-8 HD (Large)

### Combat

**Pounce (Ex):** If a winged lion leaps upon a foe during the first round of combat, it can make a full attack even if it has already taken a move action.

**Improved Grab (Ex):** To use this ability, the winged lion must hit with its bite. If it gets a hold, it can

**Rake (Ex):** A winged lion that grabs a creature can make two rake attacks at +7 to hit for 1d4+2 damage each. The winged lion may also use these attacks if it uses its pounce ability.

**Skills:** Winged lions receive a +4 racial bonus to Balance, Hide, and Move Silently checks.

## OTHER MONSTERS OF THE SKIES

The following flying monsters all make excellent choices as inhabitants of an aerial realm or cloud mass. Obviously, not all the monsters here are suitable for use as enemies. However, the CR ratings do give a good idea of creatures that can make for good roleplaying and negotiation encounters. In essence, this list includes every monster that can fly or would logically be found amongst the clouds.

Notice that few low-CR creatures have the ability to fly. Since player characters do not normally gain the ability to fly until 5th level when a wizard gains access to *fly*, aerial monsters pose a dangerous threat to earth-bound characters. In an aerial setting, you may optionally reduce the CR of a flying creature by 1 if its base CR is 5 or lower.

In addition to the monsters listed here, dragons of all type are suitable monsters for an aerial adventure. In addition, almost any sort of monsters may be encountered on the solid surface of a cloud realm.

**CR less than 1:** Bat, eagle, giant bee, owl, raven, stirge.

**CR 1:** Air elemental (small), pseudodragon, sprite (grig).

**CR 2:** Giant preying mantis, hippogriff imp, lantern archon, vargouille.

**CR 3:** Air elemental (medium), air mephit, arrowhawk (juvenile), cockatrice, dust mephit, earth mephit, fire mephit, giant eagle, giant owl, giant wasp, ice mephit, magma mephit, ooze mephit, pegasus, quasit, salt mephit, shadow, steam mephit, water mephit.

**CR 4:** Gargoyle, genie (janni), griffon, harpy, sprite

(pixie).

**CR 5:** Air elemental (large), arrowhawk (adult), genie (djinni), hieracosphinx, manticore, rast, ravid, spider eater, wraith.

**CR 6:** Belker, will-o'-wisp, wyvern.

**CR 7:** Air elemental (huge), chimera, criosphinx, dragonne, erinyes, invisible stalker, lillend, spectre.

**CR 8:** Arrowhawk (elder), genie (efreeti), gynosphinx, lammasu, ogre mage.

**CR 9:** Air elemental (greater), androsphinx, avoral, roc, succubus, yrthak.

**CR 10:** Cornugon, couatl.

**CR n:** Air elemental (elder), cloud giant.

**CR 13:** Beholder, ghaele, vrock.

**CR 14:** Astral deva, nightwing, trumpet archon.

**CR 16:** Nalfeshnee, pit fiend, planetar.

**CR 18:** Balor.

**CR 19:** Solar.