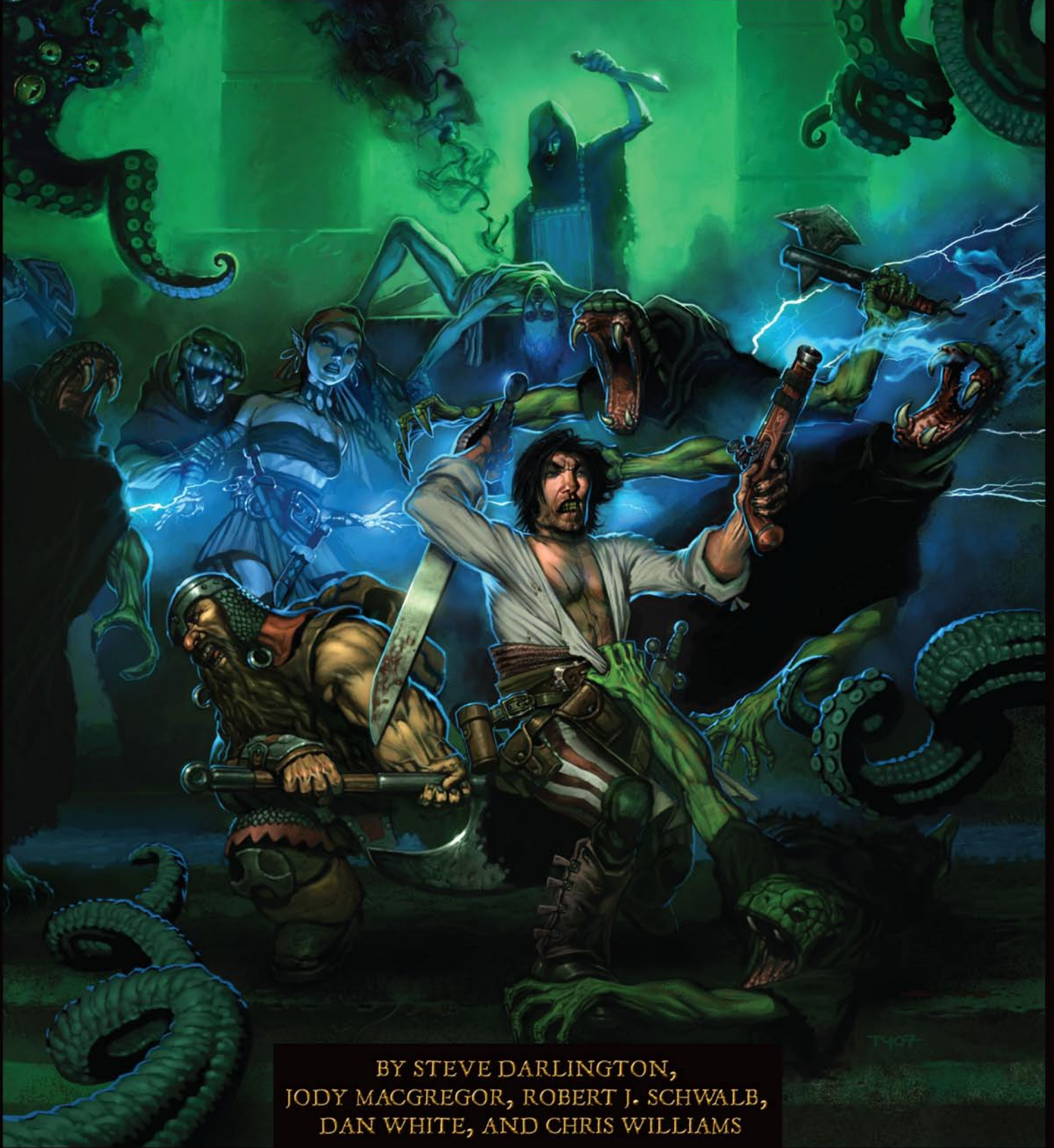


GULTS OF FREEPORT

SINISTER SECRETS OF THE CITY OF ADVENTURE



BY STEVE DARLINGTON,
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GULTS OF FREEPORT

SINISTER SECRETS OF THE CITY OF ADVENTURE

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~ TABLE OF CONTENTS ~

Introduction	3
Chapter I: The Brotherhood of the Yellow Sign	5
The Unspeakable One.....	5
Cult History.....	7
Organization.....	11
<i>Regina Meyer, High Priestess</i>	14
<i>Andwad Foustaff, Deacon</i>	16
<i>Sempbi Tiersten, Deacon</i>	17
<i>U'Rahn, Deacon</i>	18
The Saffron House	19
Using the Brotherhood of the Yellow Sign.....	23
Chapter II: The Priesthood of Yig.....	27
Yig	27
Cult History.....	28
Organization.....	30
<i>K'Stallo, Hierophant of Yig</i>	34
<i>Tlother, High Priest of Yig</i>	34
<i>K'San, Seneschal of the Temple</i>	36
<i>Nyssal, Keeper of the Archives</i>	37
<i>K'tKah, The First Reborn</i>	38
<i>F'ness, Faithful Servant of the Priesthood</i>	39
New Temple of Yig	40
Using the Priesthood of Yig.....	42
Chapter III: The Lost Souls of Yarash.....	45
Yarash.....	45
Cult History.....	47
Organization.....	49
<i>Lexington Fillory</i>	51
<i>Gummer Ghurtz</i>	52
<i>Captain Silas Gantry</i>	53
<i>The Dragon</i>	54
<i>Felder Michaelmas</i>	55
The Temple of Yarash	56
Using the Lost Souls	58
Chapter IV: The Esoteric order of Starry Wisdom...60	60
The Crawling Chaos	60
Cult History.....	62
Organization	63
<i>High Wizard Tarmon and Lord Defender Thorgrim</i> ..	66
<i>Lord Entertainer Upjohn Drowne</i>	66
<i>Lord Recorder Kenneth Regrant</i>	68
<i>Lord Wanderer Enochia Bowstring</i>	68
<i>Orrin Feeney, Lord Teacher</i>	70
<i>Edwina Lilybridge, Lord Researcher</i>	71
The Wizards' Guildhouse	71
Using the Esoteric Order	73
Chapter V: Scions of the Destroyer.....	75
Abaddon the Destroyer.....	75
Cult History.....	77
Organization.....	77
<i>Father Cadiccen, Cult Leader of the Scions</i>	81
<i>Hannibal, Chief Reaper</i>	82
<i>Lamarak Blacktusk</i>	83
<i>Turk Silverskin</i>	84
<i>"Matches"</i>	85
Reapers' Hall	86
Using the Scions of the Destroyer	89
Chapter VI: The Charnel Children.....91	91
The Charnel God.....	91
Cult History.....	93
Organization.....	94
<i>Euglenus Cleaves</i>	97
<i>"Slim" William the Pleaser</i>	99
<i>"Sly" Simon Midwich, First Eater</i>	100
<i>"Horrible" Lucinda Penmark, Second Eater</i>	100
<i>"Gross" Billy Eggbert</i>	101
The Cleaves Home	102
Using the Charnel Children	104
Chapter VII: The Society of the Velvet Whip..... 106	106
Lowyatar: The Bringer of Painful Delights	106
Cult History.....	108
Organization.....	109
<i>Leanna St-Martin</i>	113
<i>Gulimar Do'ana, Dark Elf</i>	115
<i>Brother Remigio</i>	116
<i>Lady Elise Grossette</i>	117
<i>Typical Cultist</i>	118
The Crimson Weal.....	118
Using the Society of the Velvet Whip	121
Chapter VIII: The Obsidian Brotherhood	123
The Wanderer	123
Cult History.....	125
Organization.....	126
<i>Xyrades, Leader of the Obsidian Brotherhood</i>	129
<i>Gallus Vickers</i>	130
<i>Torvey the Flea</i>	131
<i>Hobson, the Silver Shrike</i>	132
<i>Joseph "Blackjack" Simonen</i>	133
Base of Operations	133
Using the Obsidian Brotherhood.....	136
Maps	138
Index.....	141

INTRODUCTION

Freeport is a literal crossroads of the known world, and as such it sees people drawn from all corners, bringing with them a dizzying array of beliefs, cultures, and myths. Add to this Freeport's storied history and its foundation on top of the lost and sundered Valossan Empire, and it becomes a veritable hotbed of occult activity. While the city makes a great effort to contain and eradicate subversive religions within its walls, its greatest threat is the flippant cosmopolitan nature of its people, for Freeporters don't judge, don't question, and are content to go about their lives in ignorance of the sinister activities of their neighbors. So long as no one's hurt, who cares what or whom a person worships? But as shown by the scandalous events of Milton Drac and the Brotherhood of the Yellow Sign a few years back, this unwillingness to investigate subversive cults and sects can—and often does—have disastrous consequences. And unless the authorities act with force, the events of the past may very well return with a vengeance. And so it falls to a brave few to seek

out the corruption, expose the wickedness, and bring these foul villains to justice, a task best suited to the likes of heroes, adventurers, and the occasional band of fools that find themselves in the middle of a sticky situation.

USING THIS BOOK

Eight malevolent organizations receive unprecedented and lavish detail in this sourcebook. Each entry provides an exhaustive look at the god, force, or entity around which the cult forms, as well as the cult's history, symbols, and all the other pertinent details you need to introduce

this material into your game. Following this foundation is a look at the cult itself, the cult leader, his or her lieutenants and important servants, their descriptions, histories, personalities, and so on. Following these entries, the chapter provides a snapshot of the cult's base of operations, offering a room-by-room breakdown of the place, likely inhabitants, and broad descriptions of their contents. Finally, each section includes a campaign outline that gives you a detailed breakdown of a campaign featuring the cult. You can use this information to construct your own campaigns, derive inspiration for building adventures, or to give you an idea of the cult in action.

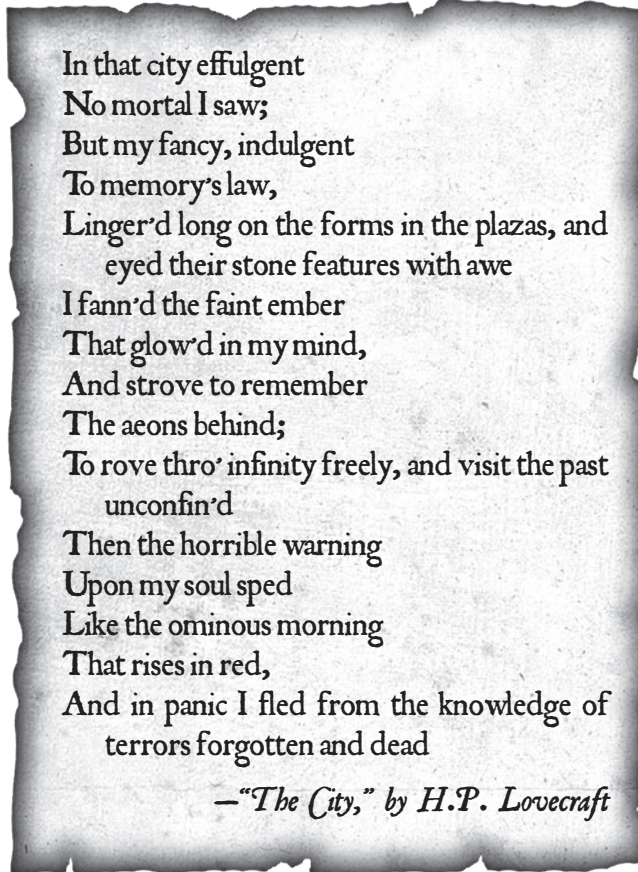
Like *The Pirate's Guide to Freeport, Cults* dispenses with statistics and game rules to make this sourcebook a perfect accessory for any game system you like. Characters, where mentioned, include a brief summary of their relative power, noting them as apprentices, journeymen, or masters, and offers a suitable racial choice if indeed you use such things in your games. Be sure to check out www.greenronin.com

for information on character statistics for every game system for which Freeport is adapted.

The cults described in this sourcebook include all of the following.

THE BROTHERHOOD OF THE YELLOW SIGN

One of the most infamous cults to plague the City of Adventure, the Brotherhood has long worked against the leaders of the city, sowing chaos and destruction in their mad plan to conjure forth the dread King in Yellow



Canine Grabber? Lost Dog Returns With Human Arm!

~ *The Shipping News*

and unravel all of Yig's works. Believed extinct, or nearly so, this chapter shows that the Brotherhood and their ceaseless plotting are not yet done and that dreadful deeds are in the works once more.

THE PRIESTHOOD OF YIG

Since the time of Milton Drac—and perhaps even before that—the serpent people have been drawn to Freeport, lured by the promise of ancient relics from their destroyed civilization, their lost kin rumored to lurk in the tunnels beneath the city, and the promise of Yig's return. Slowly, the serpent people have grown in number and confidence as the ancient temple and key artifacts have been restored to them. Now, they stand at the precipice of a new age and with it a return of their people to an older time, when the serpent people ruled the known world.

THE LOST SOULS OF YARASH

Many cults have simple goals, but few match the simplicity of those pursued by the bloodthirsty Lost Souls of Yarash. Sworn to bloodlust, they prowl the seas in search of fresh victims to send screaming to their wicked master. Equally drawn to wiping out the cult of Harrimast, the Lost Souls infiltrate Freeport and work to bring down their enemy priests and thus usher Freeport into a newer and bloodier age.

THE ESOTERIC ORDER OF STARRY WISDOM

The city of Freeport's Guild of Wizards conceals much from the city and suspicions seem to be all anyone can ever dredge up about this powerful organization. Secrecy is key, for behind the Guildhouse's eldritch walls lurks a sinister cult dedicated to an ancient and unknowable god dubbed the Crawling Chaos. To what end these elite wizards work in their ancient service to this maddening entity, none can say, but any who would serve such an abomination must be driven by madness and depravity.

THE SCIONS OF THE DESTROYER

Working within the temple of the War God, this cult of demon-worshippers readies the world for the imminent arrival of the Lord of Locusts, whose appearance heralds an unrivaled apocalypse of fire and death. In the vain hopes of being spared, these villains pave the way of their master with cobbles of blood and bone, despair and chaos.

THE GHARNEL CHILDREN

Haunting Freeport's streets are a band of ravenous children who, at their leader's insistence, sample the forbidden morsels of human flesh to transform themselves into horrible abominations that hunger for the hot blood of the living. Serving a despicable god of destruction and appetite, these diminutive servants represent one of Freeport's most awful threats.

THE SOCIETY OF THE VELVET WHIP

A disturbing cult works their wickedness in Freeport, gathering to engage in horrific acts of cruelty and disturbing excess. Devoted to an alien god drawn to this world during the cataclysm that shattered the Valossan Empire, its servants are obsessed with spreading their goddess's message throughout the world, whether people wish to hear of it or not.

THE OBSIDIAN BROTHERHOOD

This nefarious and disturbing group works to unlock the secrets of an ancient primordial being known only as the Wanderer. Through an analysis of the shards of its slumbering form, the cultists unlock the mysteries of the multiverse, learning of other realities as well as the means to reach them. Aside from the unsavory practices required for attaining this lore, what few of the cultists realize is that their deranged master yearns to awaken this thing and when he does, Freeport, the world, and possibly all of reality may die.

- CHAPTER I -

THE BROTHERHOOD OF THE YELLOW SIGN

One of the oldest cults to harass Freeport, and predating the city's founding by over a thousand years, is the Brotherhood of the Yellow Sign. Spawned from the whims and dark purpose of the Unspeakable One, an elder god of such power and wickedness that to speak his name invites disaster, its members are uniformly committed to mad goals that always end in utter annihilation. Subversive and with members drawn from nearly every level of Freeport society, the Brotherhood works in secret, holding clandestine meetings in cellars, hidden rooms, or deep beneath the city in the fetid tunnels of Underside. They are a force to be feared and no one treats the shattered remnants of this ancient and manipulative cult lightly.

The Brotherhood of the Yellow Sign suffered a terrible setback in recent years, leaving those servants of the Unspeakable One scattered and confused. Most cultists have tried, with mixed success, to escape their vows of service and embark on new lives free from the madness of their past. However, a few have refused to set aside their old loyalties and strive to rebuild that which was lost. Considering the scattered and loose structure of this cult, much of the information in these pages paint this organization in broad strokes, alluding to some of the new forces in Freeport that work to rebuild what they lost with the fall of Milton Drac.

THE UNSPEAKABLE ONE

Many occultists believe the Unspeakable One manifests in the night sky as a sickly yellow star, shining at its brightest in the first hours of dusk and just before dawn. Detractors explain this is just another lamp in the

heavens, but those who live in Freeport and walk the line between madness and sanity recall when the lighthouse was ignited and the Yellow Sign shone terribly in the sky, for the yellow star blossomed with horrid light, igniting the firmament with its awful splendor.

The Unspeakable One has many names: the King in Yellow, He Who is Not to be Named, Assatur, but none inspire the same sort of terror as Hastur, for even its merest whisper can summon his attention. Ancient beyond belief, older even than the gods commonly worshipped by honest men, he—if such a gender could ever be applied to such a being—is a Primal God, much like Yig and the other beings

that unconsciously formed the world. Where Yig sought to create, the Unspeakable One craved destruction. As these idiot gods spawned new worlds, the Unspeakable One destroyed them in a never-ending cycle of birth, death, and rebirth.

Perhaps this would have been the fate of uncountable races and worlds had Yig not tricked his ancient enemy. He distracted his foe by offering him creations of lesser gods. While the Unspeakable One gorged itself on lesser fare, Yig snatched pieces of worlds from other realities that interested him, infusing these lands and seas into himself, knitting them together in a queer and unsettling patchwork creation that eventually became the primordial world from which the current World of Freeport evolved. But when the Unspeakable One realized what Yig had wrought, he was enraged, for the chaos of pre-creation was ruined by Yig's imposed will. Worse, the feeble mortal creations that inhabited this place bowed and scraped before the snake-god's might, offering up sacrifices and prayers to what they believed was their maker. This gave Yig incredible strength

“They think they have destroyed us, driven us out of their wretched city, but they’re wrong. The history of Brotherhood is marked with many setbacks, but each time, it emerges stronger and closer to the King in Yellow than before. Take heart friends, our time is at hand.”

—Regina Meyer, High Cultist of the Unspeakable One



and in one titanic battle, Yig cast down his foe, thrusting him from reality seemingly for all time.

He Who is Not to be Named would not go quietly, for even though defeated, his hunger for destruction would not abate. To prevent his being swallowed up by the void between worlds, the Unspeakable One turned his considerable might toward a task wholly unsuited to his nature: He created. From his random diseased thoughts, he spawned an incomprehensible city whose size and scope dwarfed entire worlds. Anchoring this realm to one of Yig's many scales, Assatur ensured that his will would remain in his enemy's endless multiverse and through this city, the Unspeakable One could spread destruction and devour the creations of his ancient nemesis until he could finally unravel all reality and restore the original balance once more.

DOGMA

Although the Unspeakable One impossibly retains a place in the reality spawned by Yig's stirring, it is a tenuous one, one that keeps this ancient malevolent force weak and in agony from the contradiction of its existence. The Unspeakable One has the power to influence minds, to manifest in small ways on his own, but relies on mortal servants to do his bidding and spread the yellow sickness throughout the many worlds that touch Yig's slumbering

form. It is only when the Unspeakable One's servants gather and perform their disturbing rituals that the Unspeakable One can come forth more fully, when the barriers between his city that is himself and the mortal world become thin, allowing the Unspeakable One's creations to slip free and spread horror throughout the lands of men, and conversely allow the Unspeakable One's most dedicated servants to set forth on the final journey into the great dissolver.

To the lucid and sane, the Unspeakable One offers no reward, no justification for such service. Indeed, the very thought of the fate awaiting those who serve the Unspeakable One is enough to unhinge the most courageous of men. Cultists of the Unspeakable One are drawn to this service for a variety of reasons—boredom, madness, ambition—but all are united in a common purpose: They seek to free their master and cast down the monolithic structures of civilization and restore the world and all reality to its most primal state. Whether this is achieved by performing some terrifying incantation or by a personal journey to find the city of the King in Yellow, the motive is always the same.

RITES AND RITUALS

A cult of the Unspeakable One gathers for many of the same reasons that those of legitimate religions congregate:

education, guidance, encouragement, and to share in the experience (and horrors) of serving the Unspeakable One. Such meetings do not occur at a set time or date, but erratically, usually in response to a new threat, so that they may exchange ideas on how to deal with their enemy. In most cases, these meetings serve as vehicles for conspiracy, to formulate the next stage of the cult's plans to infect their community with madness.

A gathering always begins with an invocation to the master. The cultists don yellow hooded robes and stand beneath the Yellow Sign, intoning strange phrases in an otherworldly tongue, repeating the words with escalating speed and intensity. As the words run together, the glyph shines with unholy light, suffusing the chamber with the pestilential ochre glow and causing the cultists to hallucinate, experiencing phantom sensations of the flesh and hearing the booming sounds of weird laughter. Those truly blessed by the Unspeakable One actually see the world through their master's saffron lens, witnessing crawling yellow maggots, flesh rotting and sloughing from the frames of their companions, and blood and filthy excretions oozing from the walls to drip and puddle onto the floor. To hasten the visions, most cultists use chemicals such as abyss dust, opium, and toxic mushrooms.

On evenings of the new moon, Yig's hated eye closes and allows the yellow star to shine in all its malevolent glow. While the effects of this intense star are not universal throughout the World of Freeport, each month on this day the Unspeakable One grows stronger and sends his influence across the lands and seas. Animals grow frightened, panicked, while humans and humanoids experience a nagging sense of dread, as if some doom hung over their heads and hearts. These nights are sacred to the Unspeakable One's cultists and they are most likely to hold their despicable ceremonies in the fell glow of that unruly star.

If the nights of the new moon were not bad enough, the most sacred nights to the King in Yellow are those of the lunar eclipse, which many believe is when the Unspeakable One exerts his will over Yig and spreads his presence throughout the world. Truly, these are strange nights, for an unusually high number of murders, thefts, and assaults, as well as even stranger, supernatural phenomena may occur. Even when the cultists have nothing planned in particular, they still gather in a secluded place where the heavens are visible. There, they participate in a disgusting orgy that culminates with the murder of one of their members. The corpse is then violated, while the head cultist infuses the remains with unholy energy. The members then cut apart the animated flesh and devour the twitching chunks as a sort of sacrament.

GULT HISTORY

There has always been a cult of the Unspeakable One. When the Primal God Yig awakened the serpent people on the island-continent of Valossa, the King in Yellow began work at once to corrupt these creatures and make them his own with promises of power, of riches, of forbidden knowledge. It was no quick victory, however, for in those earliest of days, the serpent people loved and honored Yig, giving their lives to their creator. But some succumbed, and like a cancer, they poisoned the world.

As the oldest histories record, the cult grew and thrived among the ignorant serpent people, for they were blinded by their achievements. They had attained much, spreading their empire throughout the world. They had nothing to fear of an upstart cult of misanthropes and the deluded: They were harmless. Their inaction and arrogance gave the meager cult the foothold it needed and in time, its influence grew, rivaling the great church of Yig. When priests of the serpent-god realized the threat, it was too late, for the Brotherhood of the Yellow Sign, as they had come to be called, gathered to perform a terrifying ritual, tearing a hole in reality to welcome the Unspeakable One himself into the mortal world. The results of this catastrophe are well documented elsewhere, but suffice it to say, the Valossan Empire died and plummeted to the murky depths of the seas.

Such a calamity did much to diminish the influence of Yig, but those who survived thought the threat of the Unspeakable One was past. Yig's hold on the mortal world had weakened, allowing new gods to rise from the ashes of the old and new peoples to dwell upon the new lands risen from the seas. The Unspeakable One wanted more and set upon the feeble minds of the new races, polluting their souls and bending them to his will. The Brotherhood of the Yellow Sign was reborn.

A NEW DAWN

The Brotherhood would re-emerge from time to time over the centuries, revealing its hand in countless plots and intrigues the world over. Each time though, their efforts were thwarted, their damage contained. Yet this cult infested civilization, and no amount of culling could stanch the flow of corruption that welled from the hidden cultists. Thus the Brotherhood grew, thrived, and hatched even more daring attempts to release their master from his prison.

Freeport's founding offered the Brotherhood a more stable base of power, for it had a reputation for welcoming the cast-offs, the exiles, and dispossessed. People from

all over the Continent sought refuge in this fledgling community, and because the city founders were pirates by trade and uncaring of whom they allowed into their community so long as they followed the code, all manner of unsavory sorts could begin new lives there. Among these early immigrants were a few loyal cultists of the Unspeakable One. Fleeing persecution, they insinuated themselves among the other refugees and found the tiny outpost very much to their liking. It didn't take them long to realize that beneath their feet lay vast stores of treasures, ancient relics harkening to the time when their fell master first slipped his bonds. For centuries, the small but persistent Brotherhood worked to learn, expand, and survive.

The character of Freeport gradually changed as the Brotherhood found ways to infiltrate the city's leaders and society. Cultists set sail as pirates, working alongside others to sack and plunder ships, to capture victims to sacrifice in secret to their awful god. The Brotherhood commandeered entire vessels, exploring the seas in search of more treasures to aid them in their larger goals, and while they worked, Freeport grew in size, stature, and notoriety, until nearly 700 years later, the Brotherhood was ready to act.

The Brotherhood had mapped the tunnels beneath the city, but they lacked the manpower to reach the farthest depths. The degenerate serpent people were aggressive, and while they could be controlled, they were unreliable at best since these bestial creatures could turn against their masters with no warning. The trouble with the degenerates was not their human masters, but the inhuman imposters that seeded their ranks.

For many years, the old servants of the Unspeakable One—serpent people—came to Freeport when rumor of ruins and lost civilizations filtered out of the Serpent's Teeth and across the Continent. They assumed human form and infiltrated the city, and eventually the active Brotherhood, worming their way to the highest ranking positions in the organization and weeding out the weak and ineffectual. The degenerates sensed their presence and were disturbed by the incongruities between sight and smell, which caused the frequent outbreaks of violence. Eventually, the serpent person cultists revealed their true forms to their human counterparts, sending some over the brink into inescapable insanity. But for most, the serpent people appeared as divine servants of their dark master, confirming their beliefs and assuring them of the rightness of their path. Freed to walk the Underside in their natural forms, they set out to recruit the degenerates in earnest, building a small army of monstrous beings to use against the decadent city above and bring it crashing to its knees.

THE DRAC ERA

While the Brotherhood had grandiose plans of releasing their master from his prison and remaking the world in its own image, they were largely disorganized and prone to in-fighting. As the years marched on, they struggled but could not make any real progress since the city, for all its decadence, would never bow to such a god. The only way to loose their master was to bind humanity with the shackles of insanity. Such an act would surely be sufficient to allow the Unspeakable One to remake the world in his own image. However, as worship of the Unspeakable One was not something any nation endorsed, the cult needed some significant catalyst, some way to convert the most influential people to their faith.

The solution, in the minds of the cultists, was to take over Freeport and make it their city, from which they would launch their unholy crusade. They knew Freeport would never willingly submit to their rule, even if they managed to destroy the Sea Lord and Captains' Council and somehow come up with enough soldiers to enforce their rule. No, what they needed was to seize the government from within and luckily, the person they thought they needed was already in power: Marten Drac.

The Sea Lord at this time was a despicable wretch, a ruthless cutthroat who rose to power through bribery. He seemed the obvious choice to be their pawn: He had the proper mix of wickedness, greed, and corruption to serve their purposes. Strangely though, he proved resistant to their overtures. Whether he was too arrogant, stupid, or self-confident, he would not become their pawn. Oh, he took their money, their drugs, and their courtesans; he just never followed through on his promises.

As frustrating as Marten proved, the Brotherhood was utterly unprepared for his replacement Anton Drac. When the Brotherhood sent representatives to make the same offer they made to Marten, Anton had them executed on the spot. This was more than the cult could stand. To make matters worse, only a Drac could become Sea Lord thanks to Marten's greed, meaning unless the Brotherhood could find a more pliable Drac to replace the virtuous Anton, their planning would be for naught.

ENTER MILTON DRAC

The Unspeakable One rewards patience. The needed servant was revealed to another cult operating in the city of Newtown on the Continent. The cult thrived after the city was sacked by the Azhar, allowing the cultists to move into high ranking positions as the city rebuilt. There, in the battle-scarred metropolis, was a distant

cousin of the Drac family, a man named Milton. This Drac had already dabbled in the writings of the Yellow Sign, supposing himself an amateur occultist. While young and a bit naïve, he was just what the Brotherhood needed and when word reached the cult in Freeport, they sent for the young man with promises of great power and prestige, offering him the seat of the Sea Lord if he wanted it.

Want it he did. Milton Drac slipped into the city unseen a month later. At first, he was a dutiful minion, listening in rapt attention to the cult's plans. He agreed to anything they asked and without complaint. It seemed the cult had its Drac and so they made arrangements to eliminate the Sea Lord. The Brotherhood could not use an outside agent, lest their secrecy become compromised. So they used one of their own, equipping the assassin with a potent bow and an enchanted arrow certain to slay whomever it struck.

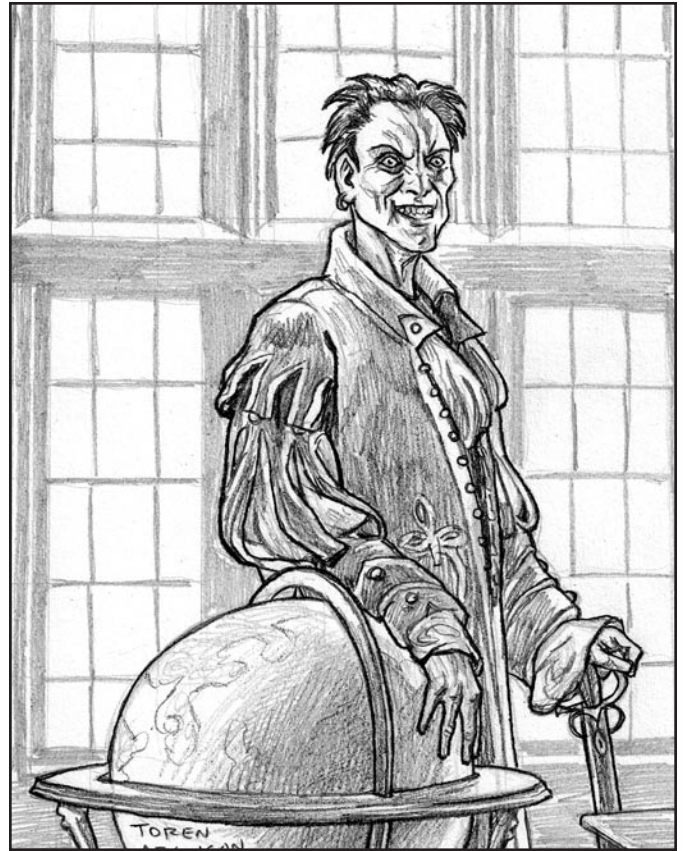
The situation in Freeport was difficult. War on the Continent involved the City of Adventure, with the city's fleet selling its service to Continental Kingdoms in exchange for vast sums of gold. Anton Drac thought to profit from the turmoil, and committed the entire city to the war effort. Anton's plans were accepted, but approval was not universal. Many felt Freeport had no business in involving itself in the affairs of the Continent, but those who had recently left their homelands believed a change could come out of the conflict and give them the chance to return to the lands of their birth. The conflicting views made the city ripe for a change.

The moment came when Anton was inspecting Freeport's fleet. He made his rounds on the wharfs, talking to ship captains and their crews, when a yellow-fledged arrow flew out from a nearby building, striking the Sea Lord and killing him instantly. The assassin, a cultist, was rounded up by his fellows and promptly killed. As they had conspired, Milton came forward and with the Brotherhood's pressure on the Captains' Council, they authenticated his lineage and named him the new Sea Lord.

Things, however, didn't work out exactly as planned. Once Milton Drac became the Sea Lord, his relationship with the Brotherhood underwent a profound change. Instead of the puppet they thought they had installed, he revealed himself to be clever, dangerous, and independent. Threatening to expose the Brotherhood to the Sea Lord's Guard, he cowed them into following his orders, and with his conspirators in hand, Drac began his short and disastrous regime.

MILTON'S FOLLY

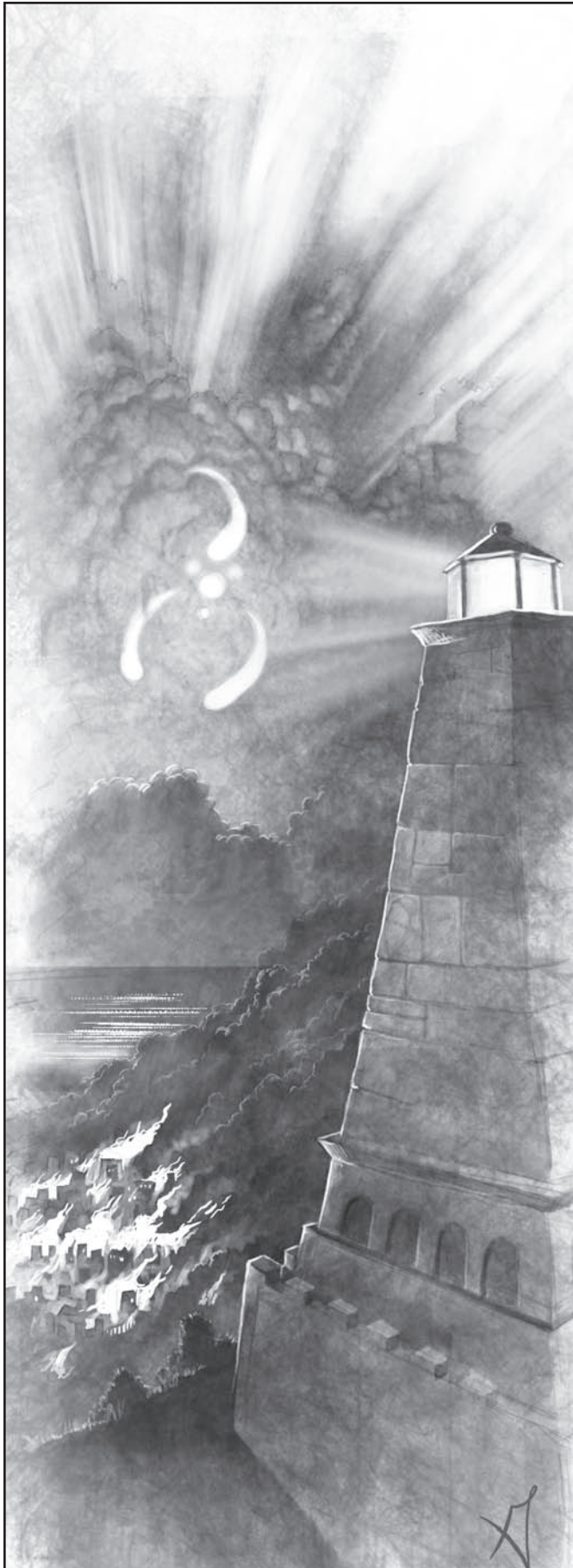
Milton Drac agreed that the Unspeakable One must be freed from his prison, and he also believed that the dark



god would give his followers incredible power as a reward for their service. Milton did not, however, want to share that power. He wasn't satisfied with just ruling Freeport; he wanted to spread madness to the world. To this end, he would build a grand lighthouse, a veritable wonder of the world, and with its beacon, he would shine the Yellow Sign into the heavens and drive mad all who beheld it.

There were flaws in his plan, of course. He hadn't a penny to invest in the construction, for all of Freeport's monies were earmarked for the war effort. He also lacked the support of the Council, whose members were all pursuing their own agendas. Milton was not one to give up easily, though, and he immediately cancelled all military aid to Continental nations, declaring the city would no remain neutral in the war. He then announced the construction of the Lighthouse, declaring it would force the world to take notice of Freeport and make the city-state the preeminent center of trade in the known world. What Drac really promised was money, lots of it, and any reservations the Freeporters had about the sudden withdrawal of the warships fell quiet when they thought of the promised gold falling into their hands.

To deal with the Council, Drac first used his popularity with the people. Those councilors who refused to cooperate were quietly murdered and replaced with serpent people imposters. With heavy bribes, blackmail, and threats, he



pulled the rest in line and construction on the Lighthouse began right away.

THE BROTHERHOOD'S FALL

Construction of the Lighthouse did not proceed as quickly or as cheaply as many people in Freeport had hoped. It seemed like a great waste of money, and as the project languished, Drac's support faltered. Freeporters called the Lighthouse "Milton's Folly," and the Council grumbled about the expenditures, complaining that the city was on the brink of economic collapse. On top of that, the nations of the Continent who hired Freeport warships and lost them practically in mid-battle decried Freeport as a city of traitors, leading to reprisals in the form of sabotage, smear campaigns, and rising tariffs on Freeport's exports, all of which slowed progress even more. Even with all the problems looming over Milton's Folly, it steadily marched closer and closer to completion and Drac's plan might have succeeded had it not been for the worry of a priest for his friend.

As described in Green Ronin's *Freeport Trilogy*, Drac's plan ultimately failed and was exposed by a band of courageous adventures. Drac met his end within his Lighthouse, slain by the just swords and spells of a small group of heroes. And with his fall, Freeport learned the extent of the cult's infiltration and set out to purge the city of anyone connected to Milton Drac. The Sea Lord's Guard, under the command of Commissioner Xander Williams swept through the city's underworld, rooted out nearly every cultist, and put them to the sword. Those who survived did so by fleeing or by burying themselves deep inside the tunnels beneath the city. It seemed Freeport had overcome the machinations of the vile cult, and could look toward the future confident that old evils lay buried for good.

THE BROTHERHOOD TODAY

Scattered, dead, and nearly broken, the Brotherhood is thought extinct, but as history has proven, this cult is tenacious and the will of the Unspeakable One cannot be refused for long. The Sea Lord's Guard did its best to destroy the relics and temples left by the Brotherhood, but they couldn't get them all, and many of their artifacts await discovery still. Some have been found, and work their corruption on the minds of those incautious fools with the misfortune to stumble across them. Not all of the cult members perished in the purging and some now live double lives, doing their best to forget their past allegiances or awaiting the emergence of the Yellow Sign to call them to service once more.

ORGANIZATION

The Brotherhood of the Yellow Sign in Freeport lacks much in the way of cohesive organization. The principle leaders were all slain or driven out of the city, leaving the cultists who escaped Freeport's wrath to wait and wonder what they should do next. After five years, though, the Brotherhood is beginning to flourish, even if it's only in isolated pockets.

MEMBERSHIP

The Brotherhood of the Yellow Sign is small and tight-knit. In the past, it was fractured with factions and infighting, but the new Brotherhood, or rather the cult that claims the title, has few ambitions aside from seeing the city in which their hideous master dwells. It is this sort of fanaticism that makes the Brotherhood so dangerous, for they are of a single-minded purpose and those who do not cleave to their goals are eliminated.

SYMBOLS AND SIGNS

For obvious reasons, the Brotherhood does not worship the King in Yellow openly; the cultists gather in the darkest places, sequestered behind a façade of normalcy, where they perform unholy rites to invoke their god and behold his magnificence in all his mind-shattering glory. Their gatherings always, however, occur under the baleful Yellow Sign, for it is through this image that the cultists know their master.

The Yellow Sign, as it is known, is a strange device, a disturbing symbol vaguely shaped like a three pointed star whose wavy "rays" emanate from a central point. It is always inscribed in yellow ink and when infused with the blessing of the dark god, it glows with sinister malevolence. Even the most mundane inscriptions of the sign can inspire feelings of uneasiness and disgust, while potent imprints can drive people mad with but a glance.

STRUCTURE

For a group devoted to madness, decay, and annihilation, the Brotherhood of the Yellow Sign is highly organized, with each member's role clear and their purpose meticulously defined. Having had centuries to refine their strategies, the modern Brotherhood has outgrown the wanton destruction and reckless caprice of its past to better achieve its objectives and evade the constant danger of self-destruction. This trend toward efficiency enabled Milton Drac to achieve as much as he did, while also

allowing the core of the cult to survive in the aftermath of the purge that followed his fall. In fact, it is only because of the persistent efforts of the Captains' Council and their illicit operatives that the cult is as scattered as it is.

The catastrophic losses that followed on the heels of Drac's death have left the Brotherhood spread throughout the city, torn into small islands of isolated cells and individuals. Many have tried to set aside their past loyalties and forge on to live normal lives as productive citizens, but each knows that one day, perhaps soon, they could be called back to service and bend their knees and rend their minds to serve their insane god. Such individuals, while often slightly disturbed, are indistinguishable from other Freeporters, who may themselves be more than a little off after the various hardships the city has endured. These "former" cultists go to great lengths to conceal their histories, killing if they must to survive in a city hostile to their kind. Occasionally, they slip or a witness comes forward to identify them, at which point the jig is up – even five years later, confirmed members of the Brotherhood of the Yellow Sign are executed, and quickly.

Where pockets of cultists still exist, they are rigorous in maintaining their covers, but still loyal to the same insane principals that attracted them to serve the Unspeakable One in the first place. Few groups are survivors from Milton Drac's reign, for most were hunted down and killed by Asha Sante (see *Pirate's Guide to Freeport* page 182) and her allies under orders from the late Commissioner Xander Williams. Instead, most of these groups are new, recently drawn to the service of the King in Yellow by means of stumbling across potent signs, foul artifacts, or the mad ravings of older or dead members. There is no telling exactly who or what has come into the Unspeakable One's fold, for his reach is long indeed, attracting even the likes of the Sea Lord's cousin and his Rakeshames.

When the cult was still a cohesive force, it benefited from a rigid hierarchy. At the top of the organization stood the high priest who was in turn supported by a council of at least five deacons. Each deacon controlled between one and five cells, dubbed congregations, who were kept ignorant of other active cells in the city to protect themselves from complete exposure. The various cells could recruit new members, but no cell could have more than five members. If a cell exceeded this number, the deacon would divide the cell and transfer control over the new cell to another deacon, promoting a competent cultist to this rank when necessary. Advancement in the Brotherhood was bloody and dangerous, with a lesser member murdering a higher member and taking his place. Deacons and cell leaders often watched and eliminated overly ambitious cultists out of self-preservation.

Captains' Council Blocks Plan to Tear Down Old Slaughterhouse

~ *The Shipping News*

The Brotherhood also employed a number of other agents who, while serving the cult, were not official members. The amount of information these agents held about their masters varied, but most times, they were kept ignorant of the Brotherhood's true allegiance and goals, often masquerading as a wealthy secret society, trade consortium, and so on. Those agents that proved themselves and their loyalties were eventually offered a place in a cell. If they refused, they found a sudden and painful end.

GOALS AND MOTIVES

The Brotherhood of the Yellow Sign in many ways regards itself as an authentic religion, a group devoted to the understanding of and service to the divine. For these servants, the Unspeakable One is akin to any other god worshipped in the World of Freeport, and within him lays the answers to all the questions of mortality, giving his servants a purpose and place, and explanation for their

existence and objectives his servants must achieve to earn their master's favor. What few cultists admit or even recognize is their master is fathomless evil, and entity seeking to destroy and consume creation. By serving the King in Yellow, these misguided servants actually hasten their own end.

The Brotherhood does well to conceal its purpose from its younger and less entrenched minions lest they panic and flee. The Brotherhood conceals themselves behind a façade of intellectual exploration of metaphysics. Only when the minds of the new recruits have begun to erode, twisted by lies and half-truths, are they ushered into the deeper mysteries of the cult.

Truly, the Brotherhood works to bring forth their god and master. Only then can he reshape the mortal world into a vision of his own making, which would be its utter consumption and relocation of all life to his maddening realm beyond the reaches of time and space. What prevents them are the barriers that keep the Unspeakable One sealed away from the mortal world, and so the Brotherhood steadily works to dissolve these safeguards and loosen the eldritch bonds that deny their master his goal. Such efforts may be mundane, such as spreading confusion and suffering, instilling madness and despair in ordinary folks, to the more monstrous, including profane rituals to summon forth twisted entities from their master's realm or conjure the King in Yellow's essence into a waiting vessel.

RECRUITMENT

Traditionally, the Brotherhood recruited from the middle and upper class, for the main barrier to understanding the mysteries of the King in Yellow has been the ability to read. Only the educated seem susceptible to the allure of the Unspeakable One, for those with a deeper understanding of the universe can embrace and comprehend the higher concepts espoused by the cult. Those with an interest in the occult or who explore the dangerous fringes of contemporary philosophical thought are the ones who might set aside their morality to look upon the Yellow Sign and behold its wonder.

Of course, the Brotherhood is also attractive to those who crave power. For some, membership in the cult is not so much about religion, but rather it is an opportunity,



a chance to forge partnerships, gain allies, and be a part of something bigger. The contacts and resources available to the Brotherhood are often just the sorts of assets an ambitious merchant might wish to utilize in his bid to expand his personal empire. The cult becomes nothing more than an eccentric group of scholars and mystics, an expedient means to a desired end. This sort of “cultist” is whom the Brotherhood blames for the disastrous failure of the Lighthouse, and thus the cultists are more selective about whom they allow to join.

Instead, the Brotherhood looks for young minds, specifically students from the Freeport Institute. Having a few cultists on staff as faculty allows the Brotherhood, such as it is, to screen for viable candidates and gradually induct them into their organization. Students, especially those of a philosophical bent, are the ideal for they have the ability to question the world and understand the promises the Unspeakable One offers.

Even when presented with a viable candidate, the Brotherhood is slow to welcome the new member fully into their ranks. They may spend weeks carefully corrupting his mind and exposing him to subtle horrors to ensure the proper amount of madness to make the addition more amenable to the deeper mysteries. There is no specific time table; a candidate may wait for years before being welcomed into a cell, and many would-be cultists collapse under the mental strain imposed on them by regular viewings of empowered signs and readings of insane tracts given to them by their so-called allies. Only when they have proved their worth and intellect are they allowed into the cell and permitted to participate in the rituals.

ALLIES

The Brotherhood of the Yellow Sign has few allies left in the city. Freeporters remember well the villainy of Milton Drac and are quick to spit or make a sign against evil whenever they hear his name. Such hostility is yet one more barrier to the Brotherhood regaining a place in the city, and it will take many years and many subtle adjustments of historical texts for these attitudes to change.

Despite the fear and loathing expressed toward the Brotherhood, the cultists employ minions who do their work from behind a carefully placed mask. Cultists conceal their motives behind a web of lies and half-truths, manipulating the innocent and not-so-innocent into unknowingly furthering their cause. The Brotherhood has never been choosy about what sorts of agents they use, and they recruit equally from beggars to influential nobles all the way up to the Captains’ Council itself.

MENDOR MAEORGAN

Mendor Maeorgan, formerly the leader of the Joy Boys and current head of the Rakeshames, is thoroughly in the thrall of the Unspeakable One. When he found the Jaundiced Altar, he fell victim to its allure and is now the living embodiment of the Unspeakable One’s ill-will. For now, Mendor seems content to control his servants and test the limits of his newfound power, but it’s just a matter of time before the sinister urgings of the vile ichor propels him to take a more direct role in the future of the Brotherhood, and through them, the future of Freeport itself. For more information on this character, see *Pirate’s Guide to Freeport* page 191.

To gain access to these tools, the Brotherhood knows just how to get leverage. Whether it’s bribes, extortion, or threats to loved ones, these cultists can make a convincing argument to ensure they get what they want and that they aren’t double-crossed in the process.

ENEMIES

Of all the sinister organizations claiming Freeport as their home, none elicit the same degree of vigilance and opposition than the Brotherhood of the Yellow Sign. Even after a few years, most Freeporters recall the efforts of Milton Drac to sacrifice the city to the Unspeakable One, and the madness and deviance embraced by followers of this cult are enough to keep the Watch on the lookout for new pockets of cultists.

It’s a wonder then that the Brotherhood has a foothold at all in the city. The truth is that the Brotherhood is evasive, cunning, and utterly irrepressible. Through liberal use of bribes and extortion, most cultists have had success at deflecting unwanted attention from the authorities, ensuring that most efforts against them are token at best. And the most horrible truth of the matter is this: If every last member of the Brotherhood in Freeport were slain, the corrupting influence of the artifacts and sigils left in the vast labyrinth underground the city would start working on the minds of those unfortunate to stumble upon them, and a new Brotherhood of the Yellow Sign would soon spring up, just as dangerous as before.

A few people are not deterred in their fight against the Brotherhood. Shortly after Drac’s fall, the then-Commissioner of the Sea Lord’s Guard, with funding

secured from Elise Grosette, an influential member of the Captains' Council, formed a secret task force designed to sniff out subversive activity and destroy it. Asha Sante headed up the small crew, and had a few early successes. Unfortunately, the Commissioner was murdered and her ally on the Captains' Council was kidnapped and effectively removed from power. Without official support, the squad was betrayed and defeated, its members slain except for Sante herself. Despite her lack of support, Asha is still a vigilant opponent of the Brotherhood of the Yellow Sign and she wages a private war against those small pockets of cult activity.

The Brotherhood finds few friends in other cults that flourish in Freeport. The Esoteric Order of Starry Wisdom has little interest in seeing the Brotherhood regain its place in Freeport's underworld, and the death cult that seems to be spreading in Bloodsalt and Scurvytown takes special pleasure in hunting down and killing members of their rival organizations. Perhaps the biggest opponent the Brotherhood faces, though, is in the Syndicate. Finn detests the Brotherhood and his minions are instructed to keep their ear to the ground for any sign of their reemergence. The madness the Brotherhood spreads is bad for business.

REGINA MEYER, HIGH PRIESTESS

"It pains me that Miss Meyer chose not to continue her studies here at the Institute. She was my most promising student and I had planned to invite her to join the faculty when she completed her course work. An excellent speaker, skilled debater, and possessed of a sharp mind, she would have done well here. But one day, she simply stopped coming to lectures. I was quite concerned naturally, and even considered approaching the Watch about her disappearance, but before I had the opportunity to report my suspicions, I spied her emerging from the Lucky Lady. I knew that she, like so many other students, had fallen in with a poor community and that the damage was done. The Lady's reputation is well known around the Institute, and the ravages of whatever mind-altering substance she was taking was clear in her eyes. Why, she didn't even recognize me. Me! Her mentor! Well, there's nothing for it. Many students have succumbed to the temptations. She was not the first and certainly won't be the last."

—Professor Mandarus Whitmire

In spite of her young age and recent conversion to the Unspeakable One, Regina Meyer (*female human journeyman*) commands the Brotherhood of the Yellow Sign, or at least the largest group claiming the name. There are others who would contest her claim, but none of them have the numbers or the support that this charismatic and dangerous young woman enjoys. Many independent groups are coming around, and many believe it's just a matter of time before the other influential members set aside their egos and join forces with this new and reinvigorated cult.

BACKGROUND

A native to Freeport, Regina Meyer is the only child of Saul and Anita Meyer, a pair of middle class chandlers that managed to avoid the poverty of Drac's End and Scurvytown, but have not found a place in the Merchant District. The Meyers run a small but successful shop just off the Field of Honor. The Meyers worked hard and saved every penny for their daughter's education because, like many in the city, they believed their child would go farther than they went, and that she would find a better life and place in this bustling city. Hence, when she came of age, they opted to send her to the Freeport Institute rather than just marry her off to some lesser merchant prince.

Regina took pride in her parents' sacrifices and vowed she would succeed and live up to their high expectations. With zeal, she threw herself into her studies, devouring old scrolls and ancient manuscripts, particularly ones dealing with ancient cultures and beliefs. Her dedication impressed her professors and it wasn't long before she received special dispensation to examine the private repository in the Temple of the Knowledge God. What Regina found there astounded her, for in those moldy texts she learned the history of the Serpent's Teeth and the ancient Valossan Empire. She spent more and more time in the Temple to learn all she could of this ancient civilization and its people, and it wasn't long before her regular visits drew the attention of one of the temple's priests, an attractive young man named Trent.

The young priest was new to the temple, no more than an acolyte himself, but he was not all that he seemed to be. Bright and a quick study, he was never satisfied with the lore taught to him by his superiors, and he grew terribly bored. To fill the void, he would slip into the High Priest's library and examine the forbidden tomes contained therein. What he found was the usual sorts of filthy books, illustrated with lewd pictures and vile diagrams, but one volume captured his attention for it had the most curious sigil emblazoned on its cover. It seemed to pick up the light, sparkling and shining yellow even in the deepest

gloom. He stole the book and hid it in his cell, where he would study the symbol into the deep hours of the night, but too afraid to undo the thick cord that held the covers closed.

The only thing that rivaled Trent's infatuation with the symbol was this unconsciously pretty young woman who made regular trips to the temple's repository. He found excuses to be in the same room with her, to talk with her, and help her in her research. He wanted more from the relationship and indeed he tried to advance their friendship to something more, but his efforts were always rebuffed. It struck him Regina might be interested in his secret book, since he suspected its origin dated back to the era she was most interested in. Perhaps if he let her examine it, she would be grateful enough to reciprocate his advances. His hopes blossomed when her eyes lit up upon mentioning it and she asked to see it right away. Since he was not allowed to bring guests into his cell, nor could he risk walking around the temple with such a tome, he suggested he meet her at the Lucky Lady, where he would rent a room so they could explore it together without unwanted attention. To his shock, she agreed.

A few days later, the two met at the inn. It was clear she wasn't interested in his advances, being more concerned with the strange book. She ignored his wandering hands and his fumbled kisses as she, with great care, turned the vellum pages, her eyes sweeping over each page, devouring the words with an unhealthy zeal. Trent gave up on his attempts to seduce her, and fell asleep on the straw-filled mattress, while Regina continued her single-minded study of his find. Two hours later, he awoke, and she was gone as was the book. He could say nothing about the theft since doing so would land him in all sorts of trouble. Frightened, angry, and not a little hurt, he left, disowning the whole affair.

While her would-be lover slept, Regina had found her destiny, for within those pages were all the secrets she was meant to find. In the light of the gently throbbing sigil that shined from every page, she studied, learned, and her mind awakened to greater possibilities. When she had finished with the book, she knew her old life was behind her. She abandoned the Freeport Institute, severed ties to her family, and fled into Freeport's seedy underworld, where she has spent the last year building the foundation of what she hopes will be a new era for the Brotherhood of the Yellow Sign.

PERSONALITY

Regina appears lucid in ordinary conversation. She is quiet, calm, and speaks in a measured voice. Not prone to sudden outbursts or unexpected violence, she is the epitome of calculation, considering all of her options before acting.



Her apparent evenness, however, conceals the burgeoning madness that swells within her. Not content with the first manuscript Trent gave her, she's put a considerable amount of effort in acquiring other forbidden tomes. Each long night spent examining those studied words, deluded anecdotes, and cribbed ravings, she's slipped a bit further into the well of insanity, until now, she is beset with appalling visions of the King in Yellow. Walls bleed ochre sap clotted with crimson maggots. Things move beneath the flesh of those she encounters. The sky writhes with a riot of colors. Hallucinations, all—and she realizes this—but she believes these experiences with the strange indicate a proximity to unlocking the deeper mysteries of the cosmos.

APPEARANCE

Regina was an attractive, if a bit on the intellectual side, woman and many men spent long nights thinking of ways to snatch her attention and, with a bit of luck, her affection. Her time as a cultist of the Unspeakable One has left its mark, and though she retains the perfect nose, dark intelligent eyes, and slightly curving smile, her body and face have many scars. Also, those near her sense a wrongness they can't place or identify. She has long brown hair that she keeps back with a simple clasp of ornate design that hides subtle symbols of her vile master. When

not presiding over the gatherings of her cult, she wears simple garb, usually a long dress of a somber hue, with nondescript shoes, and the usual sorts of accoutrements one would expect of a Freeport woman. One thing of note is that the fingertips of her right hand are stained black.

ANDWAD FOUSTAFF, DEACON

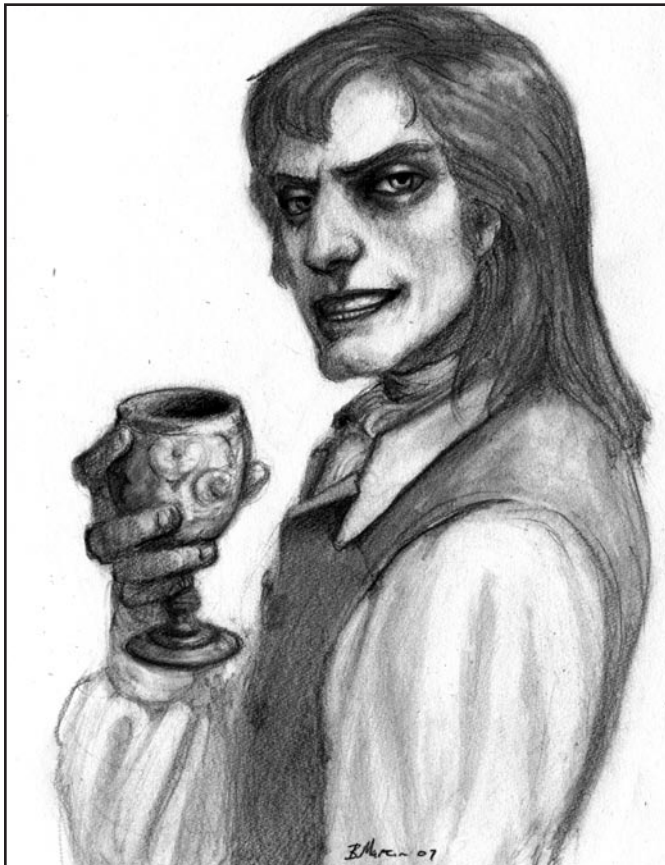
“A right bastard that one. If it wouldn’t land me in the Hulks, I’d cut his smile right from his face.”

—Evan Randolph, Gambler and Cutthroat

The right-hand man in Regina’s Brotherhood of the Yellow Sign is Andwad Foustaff (*male human journeyman*). A man blessed with a considerable fortune and a great many contacts throughout Freeport and beyond, he’s deemed untouchable. It’s not that he cuts an impressive figure, but rather that he has enough friends in the right places to ensure any who dares cross him will find a messy end. His resources make Foustaff an invaluable component in Meyer’s cult and one she’s loathe to lose, even if she doesn’t fully trust him.

BACKGROUND

The Unspeakable One is nothing new to Andwad Foustaff. A repellent man of no morals, he began his



descent into wickedness when he was a boy, when he stabbed his sister to death in a failed attempt to conjure up a demon in his father’s laboratory. He was sent away to live in a temple of the God of Vengeance in Silverus, but the harsh instruction did little to curb his appetite for the forbidden. There, in the hallowed halls of this temple, he started a small cult, recruiting other students from the disaffected, the hated, and the social outcasts. Swearing themselves to the Prince of Passion they explored deviant behavior, abducting local villagers and torturing them in the bowels of the fortified church. This continued until Foustaff was discovered, and the entire cult was sentenced to be burned as devil-worshippers. Foustaff escaped this fate by seducing one of the priests and slipping out while his fellows screamed for mercy, even as the flames licked up from the pyres to cook their young, tender flesh.

Freed from the stifling temple, the world and all its filthy secrets lay at Foustaff’s feet. His cunning ensured he would not go hungry for long and soon after his exile, he found himself drifting from city to city, rubbing elbows with the elite, whether merchants or nobles. Through it all his interest in the occult deepened, and while he enjoyed some success in a smattering of lesser groups, it wasn’t until he learned of the Brotherhood of the Yellow Sign in Freeport that he found the true power promised by the pantheon of mad and cast-off deities. He abandoned the Continent and made for Freeport. There, he hoped, he would find the tatters of the failed cult and torture them to tease out their secrets. To say he was disappointed by what he found is an understatement. The Brotherhood was in tatters; if any of its leadership survived they laid low, buried deep within the city’s teeming population.

Foustaff was patient, however, and though frustrated by the setback, he believed it only a minor one. He bided his time in the Merchant District, finding much success there as a socialite, particularly among the high-class young men and women, whom he found were more than a little malleable when it came to the carnal pleasures. Even though he was neither rich nor particularly well-born, he connived and seduced his way to a comfortable position among Freeport’s elite, while always watching for signs of the Brotherhood. An ordinary man might be content with this decadent life, but Foustaff sensed real power in the Unspeakable One and the King in Yellow flitted through his dreams, tantalizing him with foul promises of physical pleasure, earthly riches, and power, endless power, if he would just serve.

It took several years, but Andwad found the Brotherhood in the most unlikely and unassuming place—Regina Meyer. The young woman seemed nothing special at first, but she commanded great magic and a deep understanding

of the Unspeakable One, something Foustaff could sense immediately upon stumbling into her at the Scholar's Quill. At that chance meeting, his purpose was revealed in a single exchange and from that day on, he has served as Regina's second.

PERSONALITY

Andwad Foustaff is corrupt, utterly obsessed with fulfilling his desires, no matter the cost. When he sees a woman he wants, he takes her. When he happens upon a smart suit, he takes it. Drink, food, people, baubles, it doesn't matter. They are his, even if they don't quite realize it yet. He masks this unappealing trait behind his good looks and quick wit. He has impeccable manners and a considerable understanding of courtly etiquette learned from his wanderings on the Continent. So infectious is Foustaff's personality that those who befriend him have a deep desire to shower the man with gifts and ensure he is well off.

APPEARANCE

One cannot deny Andwad is an attractive man, but his good looks do not hold up to scrutiny. His swarthy skin is smooth, without a scar, but darkens near his eyes and mouth. His broad smile and perfect rows of white teeth may be sufficient to send a flighty noblewoman's heart a fluttering, but in truth, it is the grin of a predator. Even his seemingly fit body, hidden well beneath his clothing, is false, with loose skin hanging from his arms, waist, and legs, looking like a smaller man in the flesh of someone much larger. Foustaff wears whatever is in the current fashion, supplied, of course, by his socialite and lover of the hour.

SEMPHI TIERSTEN, DEAGON

“Service to the King in Yellow poses far greater dangers than the enemies you gain. Careless exploration into the Unspeakable One's nature can confuse the mind and befuddle the spirit. Not long after the body responds to the strangeness of the affliction and the weight of corruption can manifest in insightfully ways, as we can clearly see in Semphi's awakened form.”

—Regina Meyer

As the eldest cultist in the most active branch of the Brotherhood of the Yellow Sign, Semphi Tiersten (*female “human” journeyman*) stands as Regina's closet advisor, whispering with fetid breath the will of their master. Her great experience and long service to the Unspeakable One

might be enough for her to replace the cult leader, but for now, she seems content in her lesser role.

BACKGROUND

Semphi Tiersten has lived in Freeport for nearly 70 years, and for five decades of that time, she has been one of the Unspeakable One's most constant servants. Having climbed the ranks of the Brotherhood, she served as one of the inner circle, but her reckless and overeager explorations into the deranged writings of mad prophets and despicable occultists weighed heavily on her, driving her mad and afflicting her body with a cornucopia of ailments. By the time Milton Drac came to the city and set the Brotherhood on its path to self-destruction, Tiersten was so profoundly altered she could not leave her sweaty lair deep in the Underside.

Her inability to escape the confines of her prison likely saved her life. While the Sea Lord's Guard crusaded to cleanse the city of the last pockets of the Brotherhood, Semphi languished alone, nearly forgotten, buried alive in the bowels of the city. She subsisted on rats and other vermin, coupled horrifically with those degenerate serpent people that regarded her bloated and tumescent form as divine. While consumed by her insanity and surrounded with real and imagined horrors, she somehow became less than human, mutating into the horror she is today.

Semphi's story should have ended there, but Regina, in her occasional explorations of the Underside, stumbled upon this abomination. When she pushed through the sticky strands that protected Semphi's nest, she took in this horror in all of its wretchedness. At the same time, Semphi, who knew someone approached, felt the unholy spirit enter her flesh and used her mouth to speak. The King in Yellow blurted out a great torrent of slobber, bestowing his distasteful blessings onto Meyer, naming her his chosen vessel. When the awful presence left, Regina was moved to destroy the thing, but her hand was stayed when she heard the terrible sobs emanating from the heap of glistening flesh. Compassion didn't lead Regina to spare this thing's life, but rather the recognition that such a creature may prove useful given her strange form and easy connection to their joint master.

So it was that Regina and her fledgling cult undertook the daunting task of moving the gelatinous bulk of Semphi Tiersten through the tunnels beneath the city to their hidden redoubt. They extracted her from the tunnels and placed her in the cellar of an old house they claimed in Drac's End to serve as their temple. There, Semphi, grateful to be of use once more, ejaculates unsettling phrases and whispers lewd advice into the ears of those who listen.

PERSONALITY

Little remains of Semphi's humanity; her monstrous appearance reflects the unstable and wicked mind lurking somewhere within her bulk. She is lascivious, possessed with an insatiable sexual appetite that only the most deluded and mad lovers can sate. She is also cruel and cunning, using her odd abilities to manipulate lesser cultists to do as she wills, usually to their own detriment. Regina tolerates this horror's excesses, for the occasional inspiration evoked from her often confusing and nonsensical words have proved invaluable to the cult's growth and survival in Freeport.

APPEARANCE

Words cannot do justice to thing that was once Semphi Tiersten, and little remains to suggest she was ever human. Most of her body looks like a slimy mountain of veined flesh. Sores and corruption bloom in her crevices, leaking a rancid slime that washes the pimply skin of her bloated form. Like a bubo, her small head peers over the mound of her skin, her mouth wide and drooling, eyes bloody and wandering. No hair tops her scalp and her nose rotted away long ago, leaving behind a sucking hole crusted with mucus. Sprouting from her bulk are two emaciated arms and legs, useless appendages nearly black with corruption.



U'RAHN, DEAGON

"The mistress teaches us that the first mortals to embrace the wonders of the Unspeakable One were the serpent people and she reminds us we should take pride in the august presence of such creatures among our kind. I may have to accept U'Rahn among us, but this does not mean I have to like it."

—Anonymous Cultist

The Brotherhood of the Yellow Sign has long been affiliated with the serpent people and Regina's cult is no exception. U'Rahn is currently the only serpent person allied with Regina. Their size and influence in the city is too small to attract more of these mysterious people. The cult places a great deal of hope in U'Rahn, for they believe through him, they can swell their ranks with more of his kind, even if they are degenerates. Even savages have their purposes.

BACKGROUND

U'Rahn came to Freeport with many of the other serpent people who aimed to recover their lost kin. A devoted follower of K'Stallo, U'Rahn shared his leader's vision and believed the degenerates could be reformed and taught to abandon their savage ways and embrace the wisdom of Yig. Tragically, on one expedition, U'Rahn became separated from the rest of his team and was abducted by a group of particularly corrupt degenerates that worshipped an aspect of the Unspeakable One. To U'Rahn's horror, he was dragged before a great altar of an abomination that seemed made equally of flesh and stone. His slitted eyes widened as the thing spoke in a deep and shuddering voice, filling his head with visions of ultimate destruction and the unraveling of all things. It was too much and his mind broke.

When he came to days or perhaps weeks later, he was changed. No longer did he look upon Yig with love and adoration; he saw his former god as a dead thing, a weakened and ineffectual relic of the past. And of his kin, K'Stallo was the greatest perpetrator of the lie, spreading falsehoods among their people. U'Rahn came to suspect his former mentor had ulterior motives about recovering their degenerate kin. Since his fellows likely believed him dead, he vowed he would not return to them until he was ready to kill them all.

He haunted Drac's End and the northern edge of the Eastern District for a time, but he finally heard about Regina and her small following. Humans, being the weak creatures they are, would be perfect tools for U'Rahn to

exploit, and perhaps could help him build an army to destroy those serpent people that still bent their knee to the serpent god. Given the mystique surrounding the Valossans, it took little effort for U'Rahn to join. He merely had to reveal himself and Regina Meyer welcomed him into their circle.

PERSONALITY

U'Rahn is arrogant and has a malicious streak that makes dealing with him difficult. He has little use for serpent people and less for humans and other weak races. To him, Regina and her lackeys are a means to an end and nothing more, even though the cult leader has taught him much about the secrets of the King in Yellow, revealing more and more that confirms his own suspicions. U'Rahn is content to let the woman lead for now, but there will soon come a time when he can no longer contain his hatred for K'Stallo and when that day arrives, he will kill Regina and claim the cult for himself.

APPEARANCE

Like other serpent people, U'Rahn can hide his true appearance by changing his form into a human or some other race. He prefers to wear the skin of an androgynous young man, completely hairless and with startling yellow eyes. When walking the city streets, he dons soft red robes festooned with holy symbols and icons of various benevolent deities.

THE SAFFRON HOUSE

Regina's Brotherhood operates out of an old, dilapidated house that somehow survived the catastrophe of the Great Green Fire that swept through much of Drac's End. Situated a few blocks east of the Freeport Institute, it squats between the ruined shell of another burned out house and an abandoned slaughterhouse built after the original owners abandoned the house. The Saffron House has two stories and might be an impressive piece of architecture if it was placed in just about anywhere else in the city. The wooden exterior walls are blackened with soot, marred with graffiti, and infested with dark mold. Wooden shingles cover most of the roof, but gaps and holes appear throughout. A single crooked chimney runs up the side of the house, leaning when it rises above the roof.

FEATURES AND DEFENSES

The house occupied by the cultists is unassuming and rundown, but in spite of its innocent appearance, it is well-protected and fortified. Three cultists cover the ground

floor and another three guard the upper floor. These cultists wander through the house irregularly, taking the time to peer through gaps in the boarded up windows to watch for suspicious passers-by. In addition to the three cultists on the ground floor, there's another one assigned to the back door and one to the front door. The cultist guards wear some form of light armor, usually leathers, and are armed with swords and crossbows.

During the day, the cultists douse the lanterns, so all locations are lit by whatever light that leaks through the boards covering the windows. At night, the cultist carry lights about as they make their rounds. There's always a lantern burning in **Room 12**. Otherwise, the place is dark.

The outer walls are made from sturdy wood planking and, as mentioned, all of the windows are covered with boards fitted so that there are 2-inch gaps at eye level to give those inside a view to the outside. External doors are all locked with quality locks, and legitimate entrance is gained by a special knock. Only Regina and her lieutenants have keys. Interior doors are not locked unless otherwise mentioned in the text.

The ceilings are all 11-feet tall.

KEY LOCATIONS

All of the following locations can be found in the Saffron House.

GROUND FLOOR

Years ago, this house was quite fine and home to a well-to-do family, who eventually abandoned the place when the neighborhood declined. On the ground floor, there's little left to suggest the splendor of the place, with nearly all the finery scavenged by squatters ages ago. Still, a few relics suggest this place was once exquisite.

1. STOOP

Three steps lead up to a porch covered by a sagging roof just barely supported by two rotting pillars. A sturdy wooden door, clearly new and fitted with five sturdy locks, allows access to the house. The boards out front squeak awfully and a bloated wasp nest hangs in the far back corner away from the door. Anyone who spends time here sees the wasps are quite strange, having ochre bodies, red wings, and unnervingly long black stingers.

2. HALL

A crooked staircase with a broken railing dominates the center of this hall. Each step is bowed and rusty nails poke up from the corners. The rotten remains of carpet still cover some of the steps. The ceiling opens up to the

upper level to a railed balcony encircling three of the room's four sides. To the right of the stairs is an old door, blackened with filth and hanging by a single hinge. To the left is another door, painted black and peeling. The smell of decay and mildew hang heavy in the air.

3. CLOAK ROOM

This is a simple closet once used to hold cloaks, coats, and boots. While it still serves in this capacity, it also holds a fat barrel filled with crossbow bolts. Scratch marks can be found on the door frame as if someone was measuring a child's height. A thorough search of this dark and musty room reveals, just above the door, an iron key hanging from a hook. This spare key opens the front and back doors.

4. SITTING ROOM

The walls of this side room are filled with floor to ceiling windows, but instead of holding glass, they are covered by the ubiquitous wooden boards. Broken glass litters the floor and crunches underfoot. A three-legged wooden stool sits near one of the windows. An old upholstered chair lies on its side. It's stained with blood and excrement. Close inspection of the chair reveals worn spots on the handles, suggesting someone was tied to the chair at some point. Suspicious stains darken the old floorboards as well.

5. OFFICE

What was once a fine office is now a moldering pile of rubbish. The teak desk still stands in the center of the room and a torn and tattered chair sits in front of it. Piled on top are a couple of fat candles burned halfway down and a jumble of old books and stained papers. Examining the documents reveals the ravings of a lunatic, containing mad diatribes about Freeport, its rulers, and the people living in the city. The books cover a dizzying assortment of topics, ranging from botany to astronomy, magical treatises to a catalogue of occult essays regarding lost or dead gods. Regina Meyer spends a fair amount of time in this room reading by candlelight to learn the deeper mysteries of the Unspeakable One.

6. LIVING ROOM

This large room is bare. What's left of the carpet has been ripped up and shoved against the far wall, revealing blackened boards covered in glyphs and sigils drawn with white chalk. A few melted candles stick up in random places from the floor. The wallpaper hangs in tatters from the walls. The northeast corner of the ceiling is particularly dark with mold.

7. GAME ROOM

A billiards table occupies the center of this room. The walls, once painted green, are now covered in profane graffiti, filthy pictures, and pocked with holes. A rack against the wall holds cues and cracked billiard balls lie scattered on the floor. In the far corner, there is an impressive pile of dung.

8. FEMALE SERVANTS' QUARTERS

Nine beds lay stacked on top of one another against the west wall of this foul-smelling room. A pale pink carpet lies on the floor, but it's alive with maggots. The air is heavy with moisture and decay and the formerly white paint on the walls has split and curled, flakes of it covering the floor.

9. WASH ROOM

This is a profoundly disturbing chamber: it contains a bench with a hole in the center. The hole has been covered up with wooden planks nailed in place. A big bucket sits on the floor in front of the bench. It's filled to the brim with foul water and solids. Any commotion in this chamber draws the attention of something horrible lurking beneath the bench and it soon after pounds on the planks imprisoning it.

10. DINING ROOM

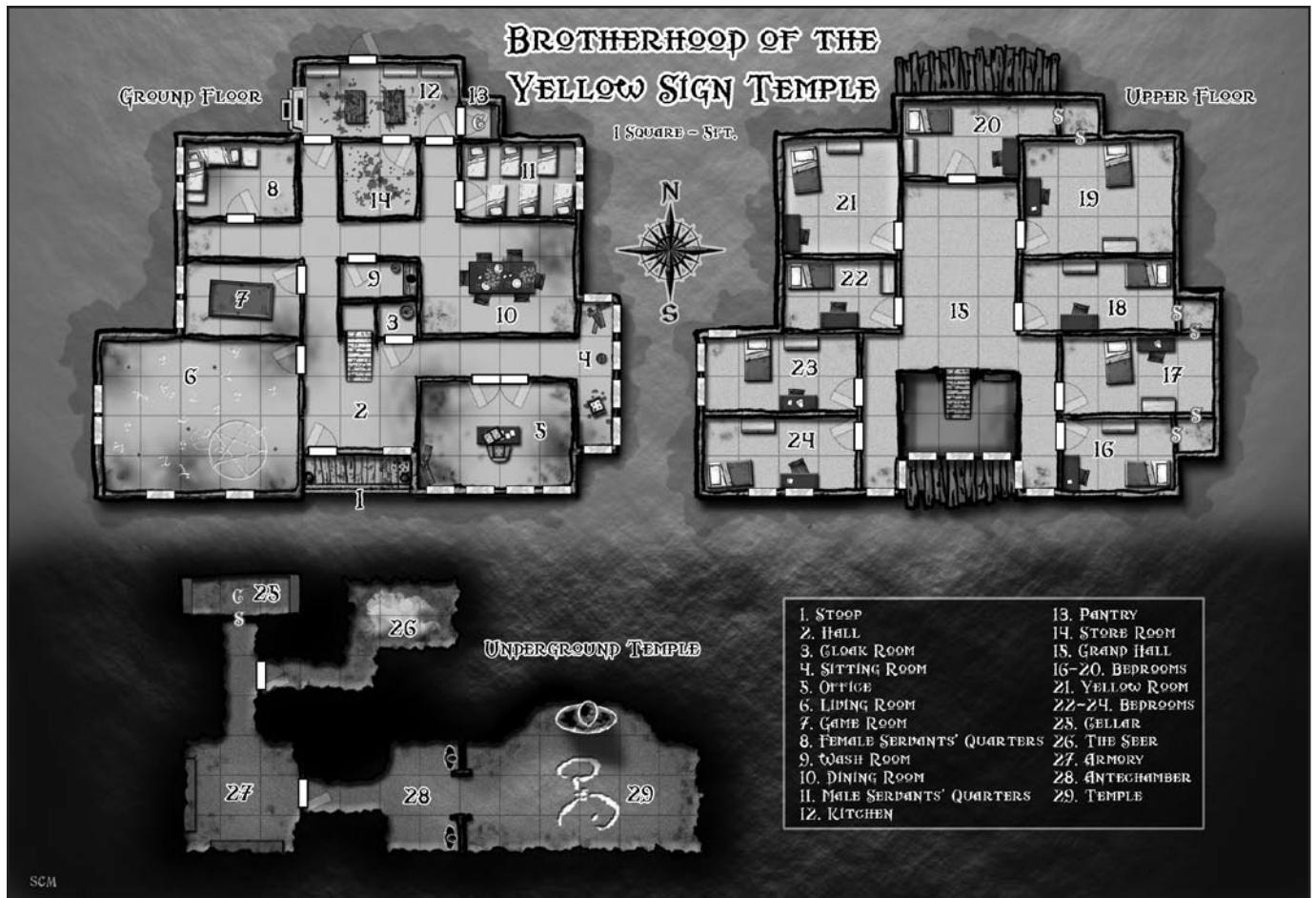
A large oak table and matching chairs fills the center of this room. Piled on the table is a heap of trenchers and cutlery, mounds of moldy food, and suspicious lumps of disgusting slime that spill from the table and gather on the rumpled gray rug that lies on the floor. A bloated cultist's corpse rots on the floor in the southeast corner. Rats have chewed away his face, the flesh of his hands, and the softer flesh of his body.

11. MALE SERVANTS' QUARTERS

This chamber houses six filthy beds and is where the less sane cultists of both genders sleep, play, and rut. Chamber pots sit around, some full, some overflowing, others tipped over on their sides. Clumps of old stained rags litter the floor and the cast off bones of some meal sit scattered about on the floor in the center of the room. The cultists have taken to expressing their thoughts and artistic talents by drawing on the walls with chalk. Weird images, profane and pornographic sketches, and simple graffiti give the room startling color.

12. KITCHEN

If the other rooms weren't appalling, this foul chamber certainly is. Bloody chunks of meat, crawling with flies,



hang from hook chains set in the ceiling. Two tables, laden with viscera and crowded with cleavers and hammers, are the source of this kitchen's stench. The floor is a morass of congealed blood and bits of flesh and bone form islands in the muck. Counters, equally filthy, run along the far wall, but a cabinet holds edible dried and canned fruits and vegetables. A well-used hearth fills out the western wall space and inside hangs a metal hook for boiling stew.

A locked steel door marred with bloody hand prints opens up into a weed-filled back yard. There's a door on the southern wall and another door on the east wall. These doors are equally stained. The door that leads back to the hall has a crude sketch of an upside down and torn book, a blasphemous rejection of the God of Knowledge.

13. PANTRY

The pantry has shelves laden with canned goods, sacks of dried meats, fruit, and the usual sorts of foodstuffs one expects to find in such a place. Hidden in the floor is a well-concealed trapdoor that leads into the cellar.

14. STORE ROOM

A metal door bars entry to this chamber. Once opened, it reveals a cold storage chamber in which hang sides of

crudely butchered meat hanging from hooks. Much of the meat still has faces, hides, and viscera, frozen in a single block of disgusting flesh. Frozen pools of blood spot the floor. The cult sometimes places their prisoners in this room.

UPPER FLOOR

The upper floor contains the sleeping quarters for the more lucid cultists. Unlike the ground floor, these rooms are in better condition.

15. GRAND HALL

The staircase opens onto a grand hall lined with doors. Most of the doors are cracked if not opened all the way. A filthy brown carpet covers the floor here and in places, it is black with suspicious fluids. Debris and rubbish including old papers, bones, and a few scraps of maggot infested food have been ground into the floor.

16-20. BEDROOMS

These are all ordinary bedrooms. They contain a single modest-sized bed, wardrobe, chamber pot, desk, and chair. Fat candles can illuminate the rooms, but are rarely lit. Curtains yellowed from tobacco smoke and general filth hang in front of the windows.

Secret doors offer access to neighboring rooms, which the cultists use to make nocturnal visits on visitors, captives, and even their fellow cultists for dark and often violent purposes.

21. YELLOW ROOM

Few cultists dare enter this chamber. At a glance, it looks like the other bedchambers, except its walls are papered in a peculiar yellow print. The images and figures in the walls seem to shift and writhe, moving in the periphery of one's vision. The longer a person spends in this chamber the more profound the movements, until startling visions of an impossible city begin to coalesce in the very walls. No one is quite sure what this all means, but the cultists are confident the Unspeakable One's presence can be strongly felt here. In fact, Regina occasionally slips inside to consider the visions produced by the walls, but usually retreats before the sights tax her sanity too greatly.

22-24. BEDROOMS

These chambers are identical to the other bedrooms, but they do not have secret doors. These rooms are the most likely to be inhabited.

CELLAR AND TEMPLE

Beneath the old house is a small cellar. Soon after Regina and her minions took over the place, they excavated a short series of tunnels and rooms to serve as their temple. This is a queer environment, with scratching sounds coming from the shadows, the occasional glimpse of scuttling movement, and an odd, repellent odor wafting from the cloying blackness.

25. CELLAR

The main cellar seems innocent enough except for the infestation of diseased rats. These rodents have patchy fur and running sores and those who are not part of the cult and who are brought down here tend to sicken and die soon after they suffer a bite from one of these pervasive pests. The walls here hold shelves clogged with dust, cobwebs, and the occasional dusty jar of some noxious fluid. The floor is earthen as are the walls, and hairy ochre roots break from the walls to caress those who pass by too closely. A concealed door on the south wall leads to a short hallway that opens onto a larger chamber to the south. A wooden door on the east wall offers access to **Room 26.**

26. THE SEER

This chamber of horrors is the lair of Semphi Tiersten. She rests her massive bloated form on a cushion of dead lovers, her runny fluids mingling with the slick decay of

those crushed beneath her. A strange ropy fungus covers the walls, glistening with pale slime that drips from its rubbery flesh and gathers in foul stinking pools on the floor. The seer is rarely alone for her sexual appetites are quite strong.

27. ARMORY

The armory serves double duty as a storage chamber for the cult's arms as well as standing as a guard post to protect the temple. At any given time, there are as many as six cultists who pass the time playing *Roger the Cabin Boy*—a popular drinking variant of the card game *Walk the Plank*—drinking, or torturing captured rats. The cult stores a dozen swords, maces, morningstars, a few pistols, crossbows, and a barrel of powder here, but they are careless and most of the weapons are rusting or broken. A crude wooden door on the east wall opens onto a short hallway that leads to the antechamber.

28. ANTECHAMBER

Two statues flank an archway that leads to the temple proper. Carved from supernaturally-treated sulfur, they fill this room with a profound stink. Puddles of noxious slime cover the floor and the walls are thick with yellow veins that pulse with disturbing force. There are always at least two guards here, but these are raving fanatics. They wear black leather costumes that cover their bodies entirely except for a breathing slit just above their mouths. Awfully, the leather coverings bristle with sharp barbs designed to catch and tear the flesh of their opponents in close combat. Armed with cruel scourges, they are quick to maim, attacking anyone they do not recognize.

29. TEMPLE

The final chamber in this house of horrors is the temple itself. Any of the principal characters that lead the cult, except for the seer, can be found here, sometimes prostrate before the idol of the Unspeakable One, others leading or participating in vile ceremonies celebrating the excesses of their dark god. Towering over the room, at about the center of the north wall is the massive idol of the King in Yellow. It has a vaguely human shape, but it seems wrapped in gauze. Peering out between the gaps in the stone bindings are eyes and tongues and fingers, the sight of which is altogether unsettling. Inscribed on the floor in gold is the yellow sign itself and it shines with a malevolent light, casting weird shadows on the ceiling. The air is heavy with the stink of rot and dung, barely masked by the pungent incense. Remnants of past sacrifice have been shoved to the corners, keeping the center of the floor free of debris.

USING THE BROTHERHOOD OF THE YELLOW SIGN

Regina's Brotherhood is ambitious, but Regina herself is far more measured in her approach and tempers her religious fervor with tactical expertise and caution. Rather than move aggressively, Regina cultivates her organization, slowly recruiting and training new members to place them in positions of power throughout the city. Drawing heavily from the Freeport Institute, her allies have the benefits of an excellent education as well as useful connections ranging from the lowliest scum in Freeport's many dives to the Captains' Council itself.

Although she's enjoyed great success in building her organization, she recognizes she lacks a rallying point, a physical thing to unify the other pockets of the Unspeakable One's servants and bring them into her fold. Many of these lax (and sometimes not-so-lax) servants have lost hope and faith in the King of Yellow, some of whom have even gone so far as to try to put their shady pasts behind them. Regina believes if she could prove to these servants their master has not abandoned them, she could rebuild the Brotherhood of the Yellow Sign into something greater than it ever was before and through her strict leadership, she could avoid the perils that have plagued the organization since its birth.

The trouble, though, is that most of the Brotherhood's relics were lost or destroyed after Drac's fall, and locating the few surviving pieces is a task made nearly insurmountable by the vigilant forces arrayed against her. But Regina's perseverance has paid off, for the Oracle in the cellar of her house has spoken of such a device, an item of great power and imbued with the Unspeakable One's malignant will. This item is the Jaundiced Altar and—against all odds—it remains somewhere in Freeport.

Upon learning of this magnificent relic, Regina dispatched her minions to track it down, find the owner, and report back to her. Her minions have spread throughout the city and after many false leads and dead ends, one name bubbled up to the surface—Mendor Maeorgan, malcontent and leader of the Rakeshames. Knowing the man by reputation and confirming her suspicions with rumors of his strange behavior, Regina knew he held the item she coveted and now spares no

expense, no resource, and no cultist toward acquiring the Jaundiced Altar, even if it means plunging Freeport into a bloody secret war.

BEGINNER ADVENTURE

The campaign begins, as many do, innocuously enough with a missing young man in the Merchant District. As this district is fast becoming the battleground between the Rakeshames and the Brotherhood of the Yellow Sign, all manner of strangeness has been afoot, with weird sightings, unexplained phenomena, and bloody murders. With the power concentrated in this wealthy quarter, it doesn't take long for the Watch to step up their patrols to figure out what exactly is going on, but no matter who they rough up, who they question, or where they raid, they cannot find any clues. Things take a turn for the worse when the son of a middle tier merchant prince of House Terivand goes missing.

Jonas Terivand, like many of his peers, was an idle youth, uninterested in continuing the family business, but more than happy to spend his father's coin on debauchery. While in no way the worst of his group, he spent time in shady circles with disreputable men in even more disreputable taverns. The Terivand patriarch believed his son would grow out of his irresponsibility, for, indeed, he himself eventually did and went on to great success, and so he tolerated his son's excesses. His mild disgust and disappointment though changed to fear when his son vanished. Paul Terivand, Jonas's father, waited a few days, but there was no sign of his boy. He made a few discrete inquiries and turned up nothing. Panic set in and he spread around a lot of money, but to no avail. Finally, he posted a huge reward for any information about his son, and soon after, an endless series of con-men and scam artists turned out to sell their "information" creating more confusion than good.

One of Terivand's agents eventually approaches the player characters—they have a real or rumored reputation as "fixers." The man offers to make them wealthy if they can bring back the man's son or his body. He has little information except for a description and a list of names covering the people with whom Jonas spent the most time.

Armed with the meager clues, the PCs can hit the streets and find this young man. After a few encounters

Underside Claims Six Watchmen, Four Fingers Recovered

~ *The Shipping News*

interviewing or interrogating Jonas's friends, the characters learn the missing young man had of late been obsessed with a young woman named Vikki Tarjay, and rumor holds he was to meet her the night he disappeared. Further investigation confirms this fact, and the last person to see him alive claims he mentioned he was heading out for a tryst with his love.

Vikki Tarjay is not a good girl. The black sheep daughter of a powerful merchant family, she has long been a source of embarrassment and frustration for her parents, going all the way back to her days as a member of the Daughters of the Guild. Never content with her status, she turned to thievery and spent nearly all of her time shirking her responsibilities to spent time with her "friends" in the worst dives Freeport has to offer. Of late, she's been seen with a new gang known as the Rakeshames, a fringe criminal group led by the Sea Lord's cousin, Mendor Maeorgan.

Securing an interview with Tarjay is tough, since the young woman does and says what she pleases. When word reaches her about some outsiders are asking questions about her, she sends out a group of Rakeshame thugs to deal with the pesky adventurers. A nasty fight in an alley may well take care of the characters or at least put them off her tail, but if not, Tarjay relents and agrees to meet with them—in a place of her choosing of course.

At the meeting, a filthy little watering hole on the

edge of Drac's End, she answers the characters questions, claiming she didn't see Jonas that night, but admits she was to meet him. She says he never showed up, so she figured he wound up somewhere else. Pushing her achieves little, and she ends the interview soon after.

Tarjay is clearly hiding something. She did, in fact, meet up with Jonas that night. He asked for her hand in marriage and she laughed in his face. She left, but he followed after her, tears in his eyes. When she arrived at the Maeorgan Manor, where she spends most of her time, she passed the hours drinking and mocking Jonas. The young man, who was out in front of the window saw and heard everything and was about to flee when Mendor came upon him, took him for a spy, and snapped his neck. He dragged the corpse into the house and told Vikki to clean up the mess. Tarjay was appalled, but did as she was ordered, hiding the body in the Underside until she could find a better place.

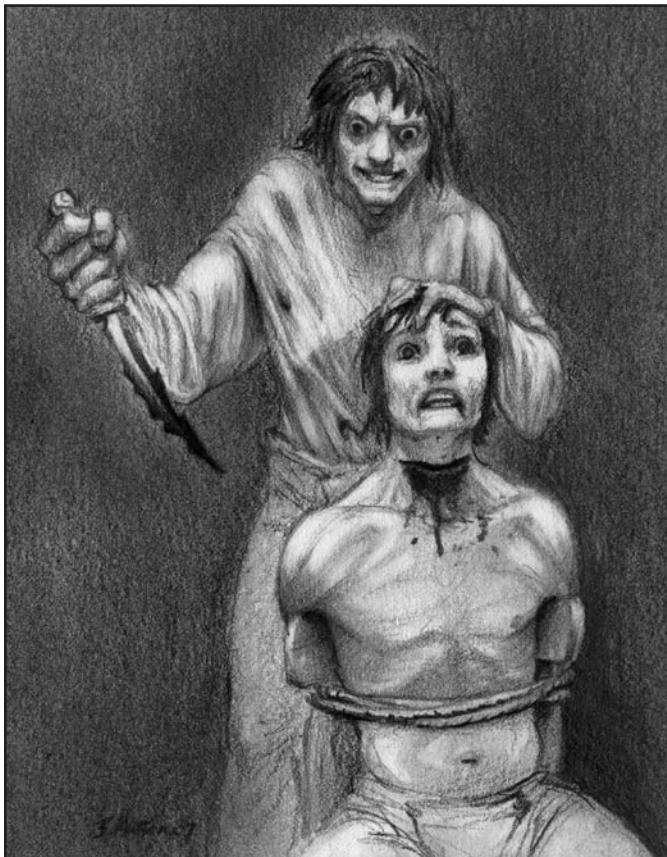
If the characters follow Tarjay, she heads for the place where she hid the body. Afraid she'll be caught, she moves quickly into the waiting trap set by cultists of the Unspeakable One. Unbeknownst to her, Regina wants to kidnap this young woman so U'Rahn can impersonate her and infiltrate the Rakeshames. So when Vikki gets to the Underside, a dozen cultists set upon her. The characters, who should be nearby, may join the fight if they wish, but Vikki uses their arrival to make a hasty getaway. If not, U'Rahn succeeds and drags off an unconscious Tarjay.

Regardless of the battle's outcome, the cultists have no issue with the PCs and so once Tarjay escapes or is in hand they flee. Searching the area turns up the broken body of the missing young man, as well as a strange amulet dropped by one of the cultists. The amulet bears a strange device—the Yellow Sign. Who, exactly, are these cultists, and what they want with Tarjay, and whether or not they are involved with Jonas's death are all hooks for further inquiries into this strange case.

EXPERIENCED ADVENTURE

In the weeks after the Tarjay debacle, the Brotherhood and the Rakeshames fought an underground war, with each side ambushing the other. The bodies start to mount, and there's no end in sight. Frustrated by her inability to infiltrate Mendor's organization, Regina decided to bide her time finding out more about the Jaundiced Altar. Unable to access the repository in the Temple of the Knowledge God, she turned to young Trent, hoping to seduce the young man and make him her creature.

Trent was suspicious at first, especially given her ragged appearance and her unusual, almost insane, mannerisms—



she had a tendency to scratch the back of her hands and utter little moans between sentences—but he still found her alluring. She promised to be with him if he would just do one small task for her. She needed a book: *The Golden Manuscript*. Trent knew this book well; it had a sinister reputation and was well-guarded. When he tried to refuse, Regina kissed him, stroked him, teased him, and whispered graphic promises of the pleasures she would heap upon his young flesh. He could do nothing but nod his assent.

Trent returned to the temple and worked quickly to track down the book. His eagerness, however, proved his downfall, for he was careless and his desperation to acquire the tome came to the attention of the high priest himself. Egil clapped the young man in chains and interrogated him for long hours until Trent finally revealed what was truly going on, including Regina, her promises, and his past assistance. Egil left the young man locked in his cell, while the high priest considered the implications of this development. As he contemplated his fears though, Andwad and U'Rahn broke into the temple, tortured Trent for the location of the manuscript, then killed him, stole the book, and fled into the night.

A servant discovered the body and informed the high priest, who knew this was much more than an idle interest in a forbidden tome, but rather the re-awakening of his oldest enemy—the Brotherhood of the Yellow Sign. Egil can't reveal the severity of the problem, nor reveal the loss of the *Golden Manuscript*, however, because it would weaken his position in the temple and give traction to a rival sect that has caused him endless trouble. Returning to his roots, he called upon his old friend Lucius to find trusted agents to assist. Egil explained the matter to Lucius in full and underscored the need for secrecy. Egil reveals the gravest danger is that inside this book is not only a cipher of the ancient Valossan language, but also the coordinates of a remote island where it is believed the foul will of the Unspeakable One is closest to the world. Lucius agrees and sets out to find suitable mercenaries—the PCs. Once he finds them, he reveals the facts of the case, and gives the characters the name and a description of the book, but conceals, for now, the existence of the Brotherhood. The price is right, so the player characters should agree.

The investigation proceeds at whatever pace the players wish since much of it involves finding out just who this Regina woman is and what she's up to. The player characters should learn much of Regina's past and her surprising fall, her predilection for wallowing in Freeport's seedy underworld, and the names and faces of the people with whom she most often associates. Even with these successes, the party has little luck in finding the woman.

To throw the characters off her trail, she gives Andwad a false copy and instructs him to arrange for the book to make its way to the Municipal Auction House. The book travels through a number of innocent hands until it reaches the Auction House. Lucius learns of the upcoming sale and with the PCs in tow, they head off to bid on the book. They pay a high price only to find the book is not what it seems to be.

The characters may continue their pursuit of Regina if they wish, but she digs in and effectively disappears for now, cutting off ties until she can emerge again. Alternatively, the player characters can track down where the book came from, which leads them on a merry chase through the city only to find the “original owner,” Andwad, booked passage on a ship bound for a destination unknown.

Lucius and Egil, who should be drawn out into the open by now, are certain Regina was on board that ship and even go so far as to say she is a serpent person, given her elusiveness. Egil reveals he has a second copy of the manuscript and asks the PCs to follow after the vessel and destroy the cultists before they get whatever it is they're after.

Assuming the PCs agree, they must brave the terrifying seas, enter uncharted waters, and find this mysterious island. There, they must attend to the horrors of the place, find Andwad and his cronies, and destroy them.

ADVANCED ADVENTURE

While the PCs spend a month or so sailing back to Freeport, U'Rahn successfully infiltrates the Rakeshames, posing as a minor noble with a cruel streak. Inside the gang, he snoops around looking for any sign of the Jaundiced Altar. He gets close, catching a glimpse of it, but before he can reach it, Mendor Maeorgan shows up. Interested in this overly curious man, he takes his time and tortures the serpent person, learning the creature's true form and purpose in the process.

Intrigued by Regina, he decides to free U'Rahn, who's utterly insane by now, and instructs him to carry a message to his mistress. The message arranges a meeting and calls for a peace between the rivals, and perhaps even an alliance. They are to meet at Milton's Folly in two weeks.

U'Rahn struggles to find Regina, but he is too hurt, too tired to make it. Posing as an injured girl, he holes up in a Docks tavern, where the proprietor takes pity on him and tries to nurse him back to health. Ever wicked, U'Rahn seduces the man, bending his mind and heart to become his creature, not for any real purpose other than to make this man suffer for being human, to make him pay for

Four Charred Corpses Uncovered in Smoking Old City Ruin

~ *The Shipping News*

his kindness. For the next few days, the innkeeper begins murdering his guests, one by one, each night.

It is at this time when the PCs return to Freeport, empty handed, and probably in search of a warm bed and meal. They happen on this very inn. There, they find things a bit strange and the innkeeper stranger. U'Rahn recognizes the characters, so he makes ready to slip away, but before he does, he pushes the innkeeper to do one more act that will drive the man to suicide. He commands his slave to kill his own daughter. The innkeeper tries to resist, but cannot and does the grisly deed while U'Rahn slips away into the night. Once freed of the compulsion, the innkeeper realizes what he has become and tries to burn his building down, with the characters still inside.

The PCs likely wake up and find the proprietor cradling the head of his murdered child, while flames lick at him from all around. If they put out the fire or otherwise save the man, he reveals the sordid story, including the wicked guest who bewitched him. The characters may pursue, and if they do, they find no sign of the fleeing girl, but they do find a series of strange crimes, each committed by a different person. Following the random acts of violence, they come upon the cult headquarters, just missing Regina who received the message and made haste to the Docks to acquire a ship to reach Milton's Folly. The PCs are faced with the full strength of the Brotherhood and must fight their way through the chambers of horror to find the hidden temple within.

From the survivors or Regina's papers where she left the note, the player characters learn she fled to Milton's Folly. All clues point to the infamous lighthouse, and so the PCs may follow after, report to Egil, or both. Regardless of what they choose, they are ready for the endgame.

ENDGAME ADVENTURE

Regina arrives at the island, where she meets Mendor. It's clear he has the power of the Unspeakable One flowing through his veins, so Regina sets aside her plans to kill him

and instead agrees to the alliance. She fears the PCs may be close behind, so Mendor leaves behind a few Rakeshames for the PCs to deal with, as the pair heads back to the city.

The PCs, likely armed with information about Regina's whereabouts may head for the Lighthouse or may wait for her return on the Docks. In either case, both are well protected and anticipate the PCs next step. While the characters fight with the cultists at the Docks or the Rakeshames at the Lighthouse, Mendor pilots his vessel to the wharfs at the Merchant District, where he and Regina disembark and hurry to his hideout.

Eventually, the PCs should piece together—either when Regina never shows back up at the Docks or from Rakeshames at the Lighthouse—that Regina is with Mendor Maeorgan and they head for his place in the Merchant District. The characters may have had cause to find this place before, but if not, finding it is easy and they merely need to get in touch with any of their contacts in the city.

While the characters race to catch up with the cult leader and the corrupted noble, the pair reaches the house and heads directly for the Jaundiced Altar, where Regina is taken aback by its raw malevolence. For the first time since vowing service to the Unspeakable One, she experiences doubt. It is of no matter, though, since Mendor smashes her face into the altar, painting it with her blood. As she lays dying on the floor, the relic shines with unholy power, filling Mendor with a flood of the Unspeakable One's will until it erases his mind and fills him with the essence of the King in Yellow. So, when the characters come upon the scene, they find Mendor transformed, an abomination cloaked in human flesh. They must stop him before the awakened god can ravage the world with its entropic power, if they can stand against him and horrid bursting tumors that spawn new horrors conceived from the depths of this mad god's mind. Will the player characters succeed? Can they stop Mendor? Is this the end of Freeport? The Brotherhood? The universe?

- CHAPTER II -

THE PRIESTHOOD OF YIG

The Serpent's Teeth have known pirates for centuries, but the islands are far older than that. When the elves were still learning how to make bows and arrows, the great serpent person empire of Valossa stretched for ten thousand miles in every direction. Their towers reached the heavens, their science and magic knew no bounds, and through it all they were guided by their deep and fervent faith in Yig. When the Brotherhood

of the Yellow Sign summoned the Unspeakable One in the heart of Valossa, the cataclysm destroyed the empire and sent Yig into a torpor. But Yig is not gone, and neither are his children. Yig slumbers but may yet wake. His children build and plan, and they will not stop until their empire is raised once more. First and foremost, they must raise again his great capital back to the surface. This will destroy the city that lies above it, but no matter—it is only a small city, and is home to naught but pirates.

YIG

THE GREAT SERPENT, THE ETERNAL EYE

Yig is an old god, perhaps one of the oldest, certainly as ancient as the Unspeakable One, and formed in the same primal chaos that gave that twisted daemon its birth. Yig has existed longer than time, and seen a thousand ages rise and fall, on a thousand planes. That he chose this one as special to him is a great blessing, perhaps the greatest of all.

Yig is a god of awesome power, his long existence fueled by forces beyond the understanding of any mortals. According to the ancient lore of the serpent people, he is the world-devourer and the life-giver, maker of the rivers, raiser of the mountains, and swallower of the seas. He is the snake that encircles creation, his scales shining to make the stars, and his burning eyes the golden sun and the silvered moon.

Yig is eternal, the serpent people say, and likewise his will is unyielding and his justice inescapable. Yig remembers all that he has seen, and he sees all that is done. He never forgets

those who prove themselves faithful servants; likewise, those who turn away from him will never again gain his mercy. Yig is not petty, but he is strict and exact and he knows neither mercy nor clemency. His will must be done, and he tolerates

no distractions, nor false or competing gods.

Despite his absolute strictures, Yig is not a very demanding god. As long as due respect and obedience is paid, he cares little about the day-to-day actions

of mortal creatures. Yig demands worship and deference, but he has little preference in how those are provided. Likewise, he cares little for the fates of mortals or works of individuals—he thinks bigger than that. He grants boons to those who serve him greatly, and punishes those who act against him, but if a few wander from the path and lose his blessing, so be it. He is content for his empire and children to worship him as a whole, and for his cult to grow ever more powerful and glorious.

Or so it was. Everything changed when the Unspeakable One was summoned at the very heart of the Lands of Yig. The Valossan Empire fell and Yig's physical form was entombed beneath its ruins. Since that time Yig has not spoken directly to his children. The surviving serpent people have interpreted this in many ways. Some say that this silence is Yig's punishment of the serpent people for failing him and allowing the Unspeakable One to wreak such destruction on his lands. Other serpent people say that it was they who turned their back on Yig and if they worship and exalt him across the Lands of Yig once again the great god will return from beyond and take again his rightful place at the center of his realm. There are signs that Yig is stirring and the young races of the world must be wary. If his vast and ancient eyes do turn their attention back to his lost empire and if he wills it to be raised, there is no force that can stand against him.

DOGMA

Yig believes in self-sacrifice, in the subservience of all that is worldly and personal in favor of his will and his word.

“Yig is an old god. Yig is a great god. Yig is vast. Yig is strong. Yig remembers. Yig never forgets. Yig is always with us. And Yig will see us restored.”

—K Stallo, Hierophant of Yig

Concerns of individual glory and unaided achievement must be removed, for nothing is done without the blessing of Yig, and all things are done to glorify his name. Those who are most fervent in their worship will even lose a sense of their individuality, becoming in both thought and deed nothing more than the will of Yig made flesh. What is his will is what must be done, and what is done can only be his will.

Yig's will is manifold and often complex, but there are key facets that he places highest, and charges his servants never to forget. First of all, they must know that they—the serpent people—are his chosen children, and that all others are beneath them. Just so, his Empire must be exalted above all others, and his name and his name only may be worshipped. Nothing may be higher than Yig—no god, no value, no ruler, no goal and no society. Those that do not have ears to hear or minds to understand this will be made to hear and understand—or they will be enslaved or destroyed.

Yig also places a very high value on knowledge and magic. Although he is the alpha and the omega of the universe, he still charges his faithful to always work to understand and master that universe beyond simple faith in his nature. Scholars, be they arcane, scientific or theological, are especially blessed by Yig. Artisans and architects too are sacred to him, and these will often try to outdo each other in creating the most beautiful totems and temples to their great God.

Yig is also the god of all serpents, not just the serpent people, and all the reptiles of the land and sea are under his protection, unless the life of a serpent person would be the price of sparing them. Even then, Yig is not always merciful, for who can know which serpent is special to him? Perhaps the cobra is more important to his plans than are you; perhaps it is his will that he live and you die. The faithful serpent person can never be sure, and so he takes care to preserve all of Yig's children.

RITES AND RITUALS

With such a small church, and so much of their lore lost, Yig's Priesthood has few formal rites and rituals, but those they do have are taken very seriously. The serpent people gather every morning at dawn and every evening at dusk for a ceremony of worship, during which offerings are made to Yig, such as craftworks, food, and precious metals. Attendees offer thanks to Yig for giving them strength for another day or night, and pledge to dedicate the coming period to his works.

Once a year, on the anniversary of the release of the temple from its stasis (see below), the worship ceremony is performed with much greater pomp and circumstance,

around a huge fire. As thanks to Yig, each priest must shed blood into the sacred bowl, which is then emptied into the flames. Bloodletting is considered an important symbol of a priest's total submission to the will of Yig. When a new priest joins the church, he must endure the Mouth of the Serpent. He extends his hand into the open mouth of a massive iron statue of the snake god; unable to see what lies within, they are told only that Yig's judgment is in there, and they must have faith in it. A hidden blade then slices their palm taking their first blood pledge.

Records show that originally this was done with snakes inside the statue, with Yig's grace being shown if they did not bite and poison the aspirant. Other rituals also involve snakes as a way of proving faithfulness or innocence. One rarely used ritual to test if a subject is honorable is to place him in a pit of sea-snakes or with one giant anaconda for an entire hour. If the subject lived, Yig had given him his blessing, and he may be trusted by the Priesthood.

CULT HISTORY

The history of the Priesthood of Yig is also the history of the Empire of the serpent people, and has five distinct ages. The first age was the Golden Age of the Empire, when the serpent people ruled all the world and what lesser races existed were their slaves. Faith in Yig was strong, and his children were blessed as a result. The ancient Temple of Yig lying beneath the island of A'Val was built in this period, in a time even the elves call pre-history. Ruins and fragments remain from this age, and the serpent people's records of it would provide a treasure-trove to any scholar keen to understand the very beginnings of their world.

After this Golden Age came the Age of the Pestilence, when a terrible famine stalked the Empire, and brought it low. Faith in Yig wavered as the Empire suffered loss after loss, and the land was choked with the dead. The wisest priests could not see how to regain the favor of Yig, the leaders lost control over their lands, and the Empire descended into chaos and strife. However, there was one who remained faithful, a true child of Yig known as Niaggio. He went on a quest to prove his faith to Yig, and returned with a perfect jade statue of his god. The statue cured the plague of any who touched it. Upon this miracle, the faith was built anew and the Empire returned to its glory.

The Third Age of the Empire, the Age of Beauty, saw a return in some ways to the achievements of the Golden Age. However, the darkness of the famine times lurked in the shadows. The dark faiths and heresies that had arisen in that fearful time were not destroyed, and they grew despite the renewed prosperity. The greatest works of magic, art, and poetry of the Empire typically date from this era, for many sought to copy the wonder of the Jade

Serpent statue Niaggo had found, or to follow Niaggo in quests of faith and knowledge. Yet at the same time, those who studied were often corrupted by the knowledge they gained, as the word of the Unspeakable One would not die. In their quest for knowledge, many children of Yig sold their souls to that dark god, and Yig was not slow to punish them.

The Fourth Age is now known as the Age of Punishment. Yig's wrath was known when he abandoned them to their fate: the Unspeakable One was raised and he did his worst to faithful and unfaithful alike. The arrival of the demon destroyed the Empire, sundered its lands, buried its buildings, and exterminated all but a remnant of a remnant of its people. Most of those who did survive went mad from the destruction and the terrible curse of the Yellow Sign. Seemingly abandoned by Yig, they de-evolved into primitive, animalistic creatures that could not know the true wonder of Yig and lived only to kill and destroy. These primitives survived beneath the ground, under the new countries and cities that had been born upon the world above. They dwelled under Freeport in particular, for they had some deep, all but lost memory of the sacred nature of what had once existed there, and sought to be close to Yig even though they did not know why.

They were not the only serpent people to survive the cataclysm, however. A few scholars and priests survived,

spared the punishment of Yig and the madness of the Unspeakable One. As the centuries wore on, many died out, as did most of the lore and history of their great Empire. Those who survived stayed hidden and isolated, clinging to the vestiges of the old ways, and dreaming of another, a Fifth Age, an Age of Redemption—and Return.

Then a wandering human named Lucius came upon K'Stallo, a wise scholar and faithful priest of Yig, and he spoke of all the things he had seen—of the primitives under Freeport, and of the artifacts of their culture in the surrounding seas, and of other serpent people he had met who had also kept the old ways. Intrigued, K'Stallo followed Lucius back to Freeport and began to study the city and what lay beneath it. First, he took the form of an attendant at the Temple of Knowledge, then the master, so as to gather as much lore as he could. He learned of the whereabouts of other true serpent people, and sent word for them to join him. They each took human form and moved through the city, seeking echoes of their lost Empire.

They soon discovered that although the worship of Yig had all but vanished, worship of their ancient enemy, the Unspeakable One, had not abated. His hideous presence had fallen upon degenerate serpent people and true serpent people alike, as well as humans and other denizens



The Prophecy of the First Reborn
Yig's wrath will not eternal lie
We shall rise again unto the sky
And the one that will herald our new dawn
Is the first of our blood to be reborn
He Is The First Reborn

So reads the last canto of the Ssythkin Tapestry, an extensive work of poetry composed at the height of the Third Age. The writer, Ssythka, was considered by many to be mad, if not blasphemous, but the early parts of the Tapestry are such a vibrant and accurate account of history that this artifact was not destroyed. After the desolation, the later sections of the Tapestry proved horrifyingly prophetic, and the last four lines struck a chord with those scholars who have remembered it over the millennia. When K'Stallo heard of the egg in the temple, he immediately recalled the ancient prophecy, and told T'lother and the other priests of his thoughts. T'lother prayed long and hard to Yig and returned convinced the entity in the egg is indeed the First Reborn. The only mystery that remained was when this messianic figure would lead them to their returned glory—and how he would do so.

of Freeport. So great was the danger of the humans calling up the same dark god that led to the destruction of their entire Empire, K'Stallo revealed himself to members of the temple and a group of heroes who aided the temple. The actions of these folk prevented the summoning and destroyed the Brotherhood of the Yellow Sign once again, for which K'Stallo was deeply grateful.

In the process, these heroes discovered the great temple of Yig deep under the ocean, lost to serpent people and human lore alike. Inside were trapped shades, enduring two millennia of suffering in stasis, cursed by Yig to live on in mind but not body so they might contemplate their mistake. When the adventurers reclaimed Niaggo's Jade Serpent from that place, the spirits were freed and the temple was cleansed of its dark past, yet also preserved the magic that prevented the sea above it from flooding in. This act restored to the Priesthood countless lost relics and books of lore, and many saw this as a sign that the Fifth Age had finally begun. This was only strengthened by the adventurers discovering a single, healthy egg, ready to hatch. The First Reborn had arrived (see sidebar) and the Age of Redemption had arrived.

But in this time of new beginnings, a great confusion

hangs over the Priesthood, one that has placed it on the verge of a terrible schism. K'Stallo is a stout follower of the Hitthkai, a dogma that sees Yig primarily as the father of wisdom and knowledge, the search for truth and personal enlightenment, and the soaring soul of the culture and art of the Empire. Those of the Hitthkai believe in spreading the truth of Yig, but primarily through education and example. However, there are many who point to the dangers of too much knowledge, and to the fact that the humans above have already proven vulnerable to the Unspeakable One. The only option is to take up the aspect of Yig the Destroyer, use force to subjugate these foolish lesser races once more, and rule them with an iron fist. Followers of this belief—the Sskethvai faction—grow in numbers and in impatience. They bristle at K'Stallo's refusal to act against the threat of the Unspeakable One the Freeporters so blatantly represent (pointing to Drac's lighthouse as evidence that things have come too close once already). K'Stallo will soon have no choice but to appease this desire of his followers—or stand aside as their leader.

ORGANIZATION

In ancient times, the Priesthood was bound by a multitude of laws and formalities. Today, many of these have been lost and forgotten. Others have simply proved unnecessary as the membership of the Priesthood is now less than ten. However, what laws and traditions do remain are upheld with great ceremony, for to do any less would be an insult to Yig.

MEMBERSHIP

In order to be a member of the Priesthood of Yig, one must first be a civilized (or “true”) serpent man. The gender there is specific: only male serpent people may enter the Priesthood, although females are perfectly welcome to join the church as secular followers of the faith. It would not be impossible for a non-serpent person to join the Priesthood if he performed an act of devotion to Yig that was truly epic. However, his induction would involve attunement to various serpent artifacts, the process of which would slowly turn the new priest into a serpent person like his brethren.

Those who ascend to the higher levels of the Priesthood must be dutiful and humble in their worship and intense in their dedication to scholarship and wisdom. However, with so few in the Priesthood, these conditions are likely to fall by the wayside, and a desperate situation or a power play could easily bring a charismatic leader to the top position, regardless of his fitness for the job.

SYMBOLS AND SIGNS

The chief symbol of Yig is, of course, a snake's head. Also used is a coiled snake or a crawling snake, but these are less frequent. The head is usually depicted with an open mouth, bared fangs, and hungry tongue, ready to strike at or swallow those with whom Yig is displeased. His eyes are large and predatory and are usually marked with jewels. The scales are often also made from semi-precious materials such as polished bronze, obsidian, or jade. Jade is both hard to find and hard to carve, but it is considered the pre-eminent substance for crafting images of Yig, with emerald being a close second.

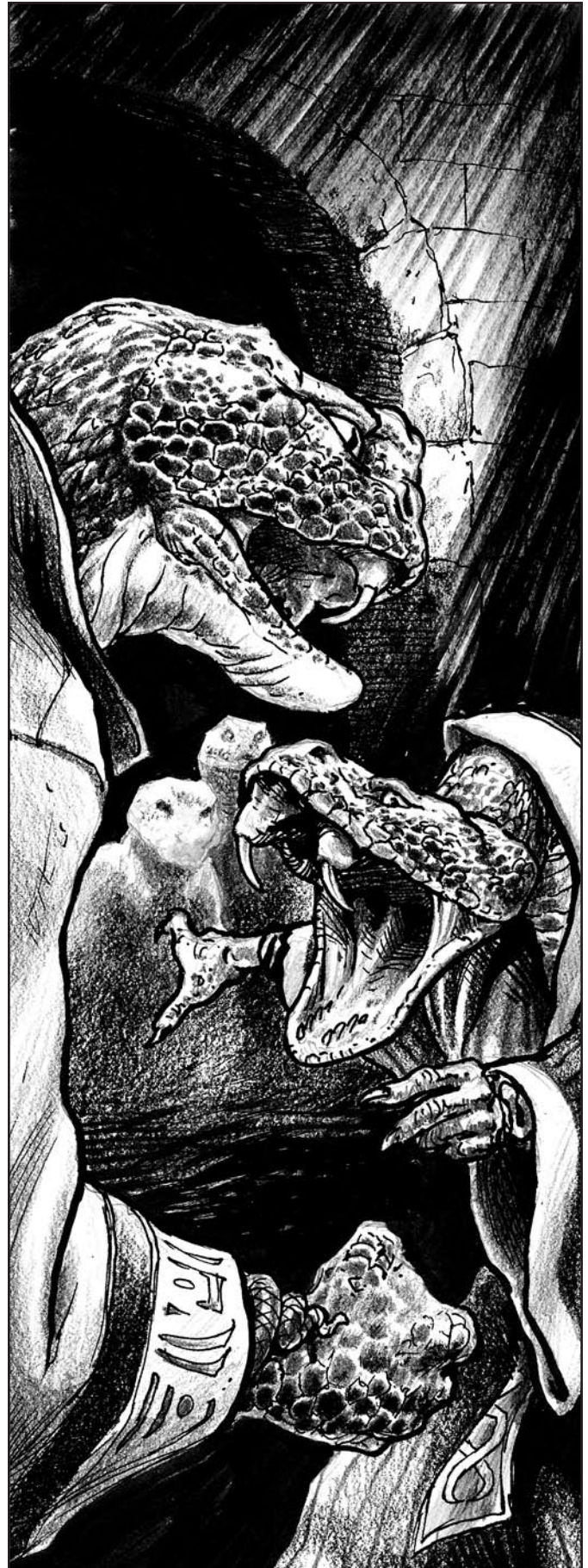
Green is the sacred color of Yig, with orange, brown, or gold usually featured as a contrast or relief color. These colors are most often associated with Yig's gleaming eyes, although occasionally one eye will be silver to represent the moon (the gleaming golden eye being the sun). Those of the Priesthood wear ochre robes with a deep emerald silk trim. Serpent people blood is also green, and is mixed with seaweed dyes to create a sacred ink. This is used to write lore and prayers on sacred scrolls or in ancient tomes, and to decorate robes and sculptures of the faith. Yellow, the color of the Unspeakable One, is anathema to the Priesthood and is never used.

When offering greeting or respect to a fellow holy person or other worthy, the priests will touch their wrists together in front of their chest, bending their fingers around to make their claws meet. This oval shape is an approximation of a snake's head.

STRUCTURE

With so few members, the cult has little internal structure. At its head is K'Stallo as Hierophant. Below him are three High Priests. They advise the Hierophant on the running of the Priesthood, and only one of them may move up into that exalted position. Beneath them are the priests. Various other titles have been handed out to the small collegiate, such as Keeper of the Archives, Master Lore-Gatherer and Great Seer. K'Stallo believes very strongly in reminding his underlings of how special they are, and how important they are in re-establishing the Empire and the cult.

However, as mentioned, K'Stallo presides over a house divided. His foremost advisor, High Priest T'lothar is an ardent follower of the Sskethvai faction, and he has many supporters. Few of the others truly support K'Stallo's philosophy; rather they simply stand with him due to his position and the formalities of their hierarchy. With so few members, any significantly striking gesture would be



WHERE'S THE EGG?

If you have played through the original *Freeport Trilogy*, your players may have stumbled upon the egg in the Hatchery of the lost Temple of Yig. The egg was preserved by the same stasis that held the temple, and is perfectly healthy. If it is brought near the Jade Serpent statue, it hatches in mere minutes. Otherwise, it hatches after about a month in a warm, dry place. The eggshell is leathery and soft rather than brittle, and the egg can incubate perfectly well in an old chest, or an adventurer's backpack. Note also that serpent people are not born as mewling babes: Although not fully grown, they have all their physical features (including claws and fangs), and their minds are mature and hungry for the hunt. Pity the poor adventurer who finds a three-foot-tall serpent person bursting from his backpack, hungry, angry, and very confused!

If they did not bring the egg out themselves, T'lother eventually finds it and hatches it himself, assuming no narrative device puts it in the players' hands before he can accomplish this. If the players reveal to any of the Priesthood that they have either the egg or the newborn serpent person, the Priesthood asks very nicely if they can raise the child themselves. If they are turned down, they ask much less nicely, and then resort to violence. Even the most peace-loving serpent person will not bear the insult of one of their ancient children being raised by outsiders, and this is doubly true once they realize the child is the First Reborn. Of course, if the first thing the newborn sees is the PCs, and they treat him well (perhaps like a son?), he might have his own ideas about where he wants to live.

all it would take for T'lother to win over the traditionalists and seize control. In the meantime, T'lother is not above working around K'Stallo's weaknesses (as he sees them).

Beneath the official priests are the dozen or so remaining civilized serpent people in Freeport who are not members of the Priesthood, but count themselves among the faithful of the cult. These include females, servants, scribes, spies, and a few newly arrived scholars who have responded to K'Stallo's summons. Technically, the degenerate serpent people are also members of the cult, but opinion is divided on their theological status. As serpent people, they are the chosen of Yig, but their degenerate nature, many argue, means they have been abandoned by their god (and consumed by the Unspeakable One) for their sins. Some take this logic to the extreme and conclude that the degenerates must be annihilated for the Empire to grow strong again. K'Stallo and others believe the degenerates can be redeemed and that doing so may in fact be a key element of reviving the empire.

GOALS AND MOTIVES

The Priesthood of Yig wants nothing more than to elevate the name of Yig, and bring his glory to all the races of the world. The priests are divided, however, on the best way to do this.

Even the peaceful K'Stallo and his fellow Hitthkai realize humans and their gods represent a major obstacle to the return of their great Empire. K'Stallo's time among the humans has caused him to have great sympathy with

their race, so he continues to hope there is a peaceful way to resolve this issue. Given time, the serpent people can rebuild their numbers underground and slowly reestablish their temples. Eventually, the surface world will not be able to ignore their presence, and they will be free to expand and spread their faith without fear of imminent destruction. The true wonder of Yig would ensure the Empire would soon dominate the world again, winning hearts and minds without the need for bloodshed.

However, those of the Sskethvai faction see this as both ridiculously optimistic and far too slow a timetable. The great temple has been cleansed, the First Reborn is come—clearly the signs point to the time of the serpent people having arrived. The children of Yig were not meant to cower beneath the earth, but to rule over it, and to continue to hide is an insult to Yig and the great history of the serpent people. Of course, the Sskethvai are not foolish—they are aware of their small numbers and how easily a concentrated attack by the surface races could obliterate any perceived threat from below.

The solution for the Sskethvai is domination through infiltration. The shape-changing gift of the serpent people allows them to move completely undetected through the city of Freeport, and manipulate its politics. It worked very well—almost devastatingly so—for those accursed renegades who followed the Unspeakable One, so there is no reason the same approach cannot work for the true children of Yig.

The current aim of the Sskethvai and Hitthkai alike is to ascend as many of their agents as possible into the

upper echelons of Freeport politics, and onto the Captains' Council. Soon enough, one of their priests will be elected Sea Lord and be able to pass rulings permitting the serpent people to co-exist in the city, build their temples in the Temple District, and start negotiating total control over the city. At the same time, the humans can be bound to serve the serpent people's wishes with or without their knowledge. The pirates of Freeport can easily be convinced to root out the worshippers of the Unspeakable One, destroy the dangerous degenerate serpent people, and to wage war on any other enemies the serpent people (or at least, the Sskethvai) deem a threat. They are, after all, amoral pirates, and will do anything for enough gold or if their tyrannical Sea Lord orders it. Freeport, if properly used, is not so much an impediment to the return of the serpent people as the first army of their new Empire.

RECRUITMENT

The serpent people are few, and are desperate to increase their numbers. However, they are also keen to avoid the mistakes of the past, and do not wish their sacred Priesthood and reborn Empire to be sullied by anything less than the truly faithful. They especially do not want any worshippers of the Unspeakable One to once again infiltrate their society. Their solution to this problem is to actively seek more believers for their congregation, but to be extremely strict in who is permitted to ascend to the official Priesthood.

To achieve the first goal, they have sent messages, envoys, and magical summons out across the world, seeking all civilized serpent people and urging them to return to Freeport and help rebuild. So far, responses have been very few but each year there are a few more. Nobody is really sure how many of the race survived the cataclysm, but in the two millennia since that time, even a remnant of a remnant can breed exponentially. The trickle may very soon become a rush—or even a flood.

The new arrivals are usually confused and ignorant regarding their history and culture, and are easily indoctrinated into the worship of Yig, keen as they are to re-learn the old ways. They are eager to participate in rituals and services, and adorn themselves with symbols of their God. Whether they absorb the true meaning of their faith and what it means to follow it is another matter.

They have all, however, lived a life full of fear, confusion, isolation, and the risk of extermination, and until now have never known a real home. Regardless of how well they understand their new world and new faith, new arrivals feel an instant kinship with it, act boldly to advance its goals, and fight to the death to protect its survival. There



are perhaps a dozen so far in the tunnels along with the handful of priests, but they are all passionate and desperate, with nothing to lose. It would take an army to exterminate such a fanatical group, and the invaders would lose countless good men in those dark tunnels.

ALLIES

The serpent people are secretive and isolationist. It's both in their nature and a good survival tactic. What's more, their greater goal is to dominate every other race in the known world. Therefore, few of their allies know their true plans or who they are really assisting. Instead, the serpent people make unwitting allies of the surface races, turning them to their purpose without their knowledge.

The typical strategy is for a serpent person to assume the identity of a human (the most common race in Freeport). They usually take the role of a recently deceased, highly placed, and influential individual whose death has not become known. If such a person is not readily available, many serpent people are not shy about finding a suitable candidate and helping things along. Alternatively, they can "arrive" in Freeport in a persona created from whole cloth—the serpent people have sufficient riches to create wealthy merchant identities.

After a few months of impersonation, they can identify which of their servants can be trusted, and reveal their true

Justifiable Xenophobia? Foreigners Bring Plague to the Dock

~ *The Shipping News*

nature to them. With their help, they begin plotting to raise their political influence even further, either by ascending the ranks on the island themselves, or by gaining leverage over higher-placed individuals. Freeport is full of secrets, and blackmail is not hard to arrange, especially since the serpent person's requests rarely appear objectionable. In fact, the serpent people's goals are so often so inoffensive no pressure is needed to bring them about.

What is more, some humans sell their services to the serpent people willingly. Even with only relics and fragments remaining, the knowledge and lore of the serpent Empire is vast and unique, and there are many who gladly trade their allegiance for access to this. Others are easily convinced the serpent people are the true masters of the world, and readily betray their own race to ensure a place in the reborn Empire, and these types can coerce others to follow their example.

Through these methods, many people across the city of Freeport have come to give aid and support to the Priesthood of Yig, and T'lother's army on the surface is getting closer and closer to reality.

ENEMIES

The serpent people are unique in that they know exactly what the wrath of the Unspeakable One can do, and have lived to tell the tale. They will never make that mistake again. They seek out every hint of worship of this mad god, every mention of his name, every rumor of his supporters, and destroy the source with abject hatred and almost depraved zeal.

In truth, they are perhaps more afraid of their nightmarish memories of the Unspeakable One and its cult than they are of the reality. It has also become an issue of pride and duty—to honor Yig and build the temple anew, the Unspeakable One can never even be spoken of. This has created a powerful taboo and a deep paranoia, causing some serpent people to act wildly and dangerously. Should a serpent person be found to be a cultist, for example, he would just as likely be torn to pieces on the spot as given any sort of trial—and the priest who invited the creature into the temple might take his own life in penance and shame.

Despite their over-whelming hatred of the Unspeakable One's mortal minions, the serpent people still find time

for other hatreds. Over the centuries, pirates have been chiefly responsible for robbing, defiling, and destroying their ancient tombs and temples, stealing or smashing sacred artifacts simply for the gold or jewels within. As a result, they have an instant dislike of those of a strong piratical nature. They prefer scholars, priests, and warriors, and have no problem with merchant sailors, but gruff old sea-dogs with peg-legs and parrots immediately earn their scorn. Any worshipper of Harrimast or Yarash (they recognize no difference between the two) is strongly distrusted in any dealings. To them, pirates are usually unprincipled, money-grubbing thieves who have no understanding of the nobleness of their faith, nor of such things as sacrifice, honor, or service to something greater. Given Freeport's population, it is not a belief likely to be dispelled any time soon.

This has prejudiced them against the inhabitants of Freeport, as has the fact that their great Temple lies partially beneath the island on which it sits. Although K'Stallo and others have good relationships with various individuals and organizations of Freeport, deep down almost all of them still share a feeling of disapproval and disgust toward the city. There may be some good people, but the town will always be a pirate town, without honor or morality or any greater purpose, and even those of the Hitthkai will not shed a tear if it is torn down to aid the Empire's rise.

K'STALLO, HIEROPHANT OF YIG

K'Stallo is described in full detail in *Pirate's Guide to Freeport* page 187.

T'LOTHER, HIGH PRIEST OF YIG

"The eyes of Yig are upon us all. Will you wither in his sight?"

~ *T'lother, High Priest of Yig*

Technically, K'Stallo is the leader of the Priesthood of Yig, but it is anyone's guess how long he shall remain so. Both Sskethvai and Hitthkai alike are dissatisfied with K'Stallo's *laissez faire* approach to the rebirth of the Empire, and are acutely aware K'Stallo is the Hierophant almost solely because of timing: he arrived in Freeport

first. Meanwhile, all who look upon T'lother (*male serpent person master*) are instantly struck by his powerful conviction, his deep faith, and his bold vision for the future. T'lother burns brightly with the fire of Yig, and all can see that if the Empire is to rise again, it will be because of serpent people such as him. The only question is how long before what everyone can see becomes the way things truly are.

BACKGROUND

At first, T'lother did not understand his gift. He was told what all civilized serpent people were told when they were raised: Yig had abandoned them, their Empire was destroyed, and their race was dying out. And yet he could hear the Word of Yig in his head, and saw visions of the Empire reborn—visions he knew were glimpses of the future, not fancies of the past. With the visions came power, too, and he rose quickly through the Priesthood, always exceeding his teachers, and performing fresh miracles—but none would believe him that the Age of Redemption was close.

Then there came the night that the great lost temple was freed from its curse. A thousand miles away, ten miles under the ground, T'lother dreamed of the events as they happened, and Yig told him it was the beginning. T'lother raced to Freeport, praising his lord with every step. That was five years ago now. Five years of waiting. Five years of listening to K'Stallo talking about *"continuing to study what was lost"* and *"laying the road for the clutches to come."* Although T'lother acknowledges K'Stallo has both a natural gift and years of experience when it comes to dealing with humans, and has seniority of the position, he has now lost all respect for his master. To T'lother's eyes, K'Stallo sees only what could be, what might be, at best, what will be. He does not see what is, right now, and what certainly shall be tomorrow. T'lother does not make that mistake.

He knows his people are few, but he also knows that they are powerful, in faith, in magic, and in strength of arms. He knows Yig is with them, and their actions blessed in his eyes. He knows with faith, there is nothing they cannot accomplish, and K'Stallo's hesitancy is sapping that faith from his brethren. The First Reborn has come, the temple has been reclaimed, so the time for rebirth is now. Not a generation from now, not next year, not tomorrow. Now.

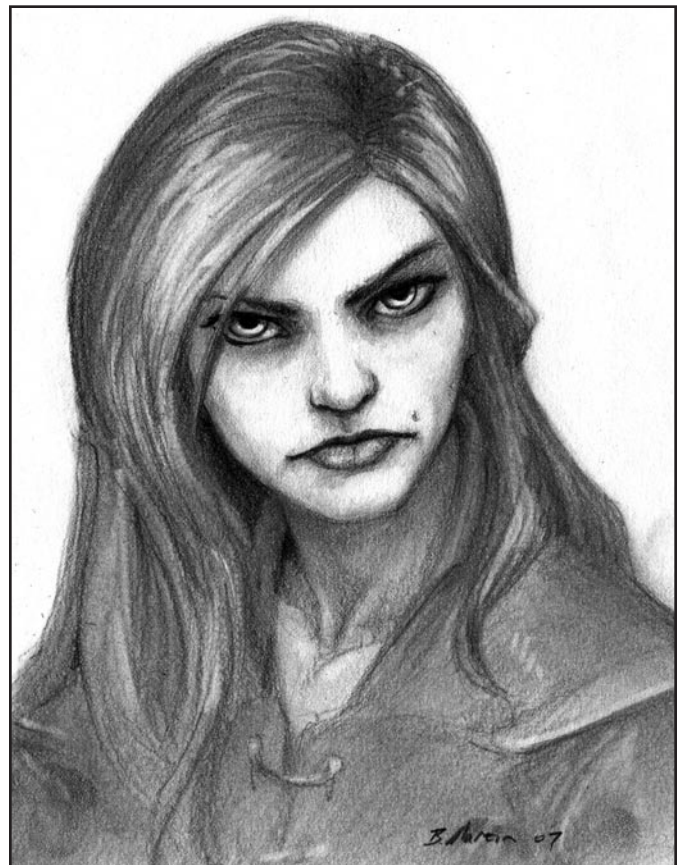
T'lother believes the first step is to eliminate the degenerate serpent people. He believes their nature is due to an inescapable taint placed upon them by the Unspeakable One. If the Empire is to thrive again, it must never repeat the mistakes of the past, and must expunge all hints of their terrible transgression. The first

step must be the total annihilation of the degenerates, for they are part of that past sin. In this regard, T'lother is supported by most of his fellow priests. What's more, he is aware this goal is very much to the benefit of the surface dwellers of Freeport, who continue to suffer attacks from these underground dwellers. Not to mention the threat to serpent people and Freeporters alike should these degenerates once again come under the sway of the Unspeakable One or his cult.

T'lother is just bursting with ideas to make this happen, and to make the reborn Empire a reality. Every day he has more ideas and more dreams of Yig's will, and this only heightens his frustration that he is not in power. But he waits with all the patience he can muster. He is building support among his fellow priests, developing alliances with human agents, and seeking control over the politics of Freeport. The moment he has the authority, he will work with the humans to exterminate the bestial serpent people and use that as the first step to return the Valossan Empire to the surface. All he needs is the first step. All he needs is a sign.

PERSONALITY

T'lother is, for a person of faith, surprisingly practical, and for one of such obvious leadership qualities, surprisingly humble. Although he has a powerful and



personal connection with Yig, he never considers himself above anyone else. If anything, he feels the eyes of Yig upon him more than others and must work even harder as a result. His practicality also means he has no great interest in the letter of his faith's laws, and is a far weaker scholar than K'Stallo. He would rather simply do things than discuss them, and he often circumvents K'Stallo's authority by simply not asking permission so he can go ahead unhindered. His lack of scholarship is perhaps the last thing—apart from the sacred protocol of the Priesthood itself—that prevents T'lother's ascension to the top position. With each passing day, this frustrates him more and more, because his god is beating on his heart like a drum, and the new Empire cannot wait any longer.

APPEARANCE

T'lother is a tall serpent person, with emerald scales and flashing golden eyes. He often shuns the full robes of the Priesthood, going about with his chest bare and his arms free, all the better to work for his god. When he changes into human form, he prefers to appear as Bertralla Duskany, a successful merchant from the mainland. Bertralla is a tall and lithe woman with the body of a swordfighter. She is known across Freeport for her dazzling golden eyes and her lustrous red hair. She prefers to dress in simple, well-tailored greens. T'lother is aware of the effect his appearance has on male humans, but to him, each human gender is as bizarre as the other so he does not consider playing upon his looks to be unnatural.

K'SAN, SENESCHAL OF THE TEMPLE

"I'd keep your eye on that one with the eye patch. He has a lean and hungry look—like his bones 'ave already been done over by the vultures, yet he lived to tell the tale."

—Captain Lydon to K'Stallo

Every great man needs a great assistant. K'San (*male serpent person journeyman*) has seen the greatness in T'lother, and he intends to be his assistant. He plans to accompany that most worthy priest on every step of his escalation to greatness, and his revival of the Empire. K'San also intends to do whatever he can to make sure both of these things happen—partly to satisfy his ambition, and partly to satisfy his thirst for revenge.

BACKGROUND

When K'San was a youngling, a traveling wizard discovered his clutch's hiding place. The wizard quickly

realized the serpent people were an ancient race, and they and their lair must contain countless secrets of the past. He came back with a dozen warriors. They killed most of them, and brought the survivors—the younglings—back to the wizard's tower for further study. K'San will not speak of what transpired next, but he learned very soon the true depths of human cruelty.

Eventually, he escaped, and in the wizard's notes discovered mention of other sightings of his race in Freeport. With nowhere else to go, he headed there and discovered many of his kind. They taught him the full history of his people, and the one called T'lother told him about the return of the Empire. At this, K'San's eyes glazed over with desire, for in such a return he saw his chance for bloody vengeance.

K'San immediately devoted himself to the faith with a fiery passion, studying lore under K'Stallo and hearing the words of Yig from T'lother. He rose rapidly through the church and soon became a fervent follower of Sskethvai. To K'San, Yig is first and always the Avenger, destroyer of all those who sully his name. First to die will be the degenerate serpent people, and he is always willing to egg on T'lother towards that destruction. Next will be the humans and the other sentient races, for they have no respect for their true masters, have long killed their betters, and have forgotten their place. K'San means to teach them their place through extermination, until they too know what it is to be reduced to nothing but a scattered, terrified remnant.

K'San is no fool, of course—he is, in fact, extremely cunning and manipulative—and he knows a few dozen serpent people have no chance against Freeport, let alone the entire human world. He seeks this destruction by first controlling, then enslaving, the humans. He does not mind waiting—as long as the process has begun, and he can personally hurt some humans along the way. T'lother's passion for raising the Empire back to glory immediately has earned him K'San's total and complete support, and whenever T'lother falters, K'San is there, whispering in his ear, supporting his will to power, and urging him onto the greatness he is sure he can achieve. Together, they are a powerhouse of conviction and determination, and there is perhaps nothing their joint faith cannot endure, and nothing their joint passion cannot make real.

PERSONALITY

K'San is a deeply suspicious individual. The torture he suffered left him with precious little in his soul besides a desire to hurt others in a similar fashion, and deep down, he believes everyone else feels the same way. It is therefore vital to him that he is always in a position of strength and

everyone else is on the defensive. That way, he can never be made a victim again, which is the one thing he truly fears. If ever captured by humans again, he would become hysterical with fear and probably try to kill himself. On the other hand, if he was ever put in a position of power over human prisoners—his greatest desire—he would inflict such tortures upon them as to drive men mad just to hear them. For now, he consoles himself with suggesting plans to T’lother and K’Stallo involving much more death and suffering upon humans, and waits for his moment to flex his coils, and begin his delicious revenge.

APPEARANCE

K’San’s flesh echoes the damage done to his soul. He is stooped, scarred, and has a patch over the shattered wreck that was once his left eye. His dark brown scales reflect little light, and he easily blends in with the stone walls of the undercity. He walks with a shuffling, sideways motion due to a permanently fractured pelvis. There is no physical explanation for him always talking in a whisper; he does that as a reflex, because he is afraid that others might be listening.

NYSSAL, KEEPER OF THE ARCHIVES

“Ancient ruins aren’t exactly my area, I’m afraid. You should try my charming new colleague across the hall—he’s the expert!”

—Professor Mandarus Whitmire, Freeport Institute

Nyssal (*male serpent person journeyman*) is a faithful son of Yig, but his true religion is deceit. To him, deception is as natural as breathing and more exquisite than the finest wine. With K’Stallo’s retirement from the Temple of Knowledge, he is the serpent person who spends the most time in human form, living on the surface as Professor Nismann Shrechtter, master of ancient history at the Freeport Institute.

BACKGROUND

Nyssal was born with a silver tongue, something he learned to use and love from the moment he could talk. In another age, he might have been a great actor, or a phenomenal confidence trickster. As it was, he became a scholar, using his shape-changing gift to move beyond his clutch-brothers and learn everything he could of the world around him and the people in it. The more he knew, after all, the better he could deceive and the more he could manipulate. He ended up in academia partly because he wished to know more about his people, but mostly because it was the best position for convincing



wealthy nobles to give him vast amounts of money for doing nothing at all.

When the Temple was cleansed, Nyssal’s curiosity got the better of him, and upon his arrival in Freeport, he saw a chance to put his skills to a greater purpose. He immediately copied K’Stallo’s example and took human form to learn more of the lost Valossan Empire. He chose the form of Professor Nismann Shrechtter, visiting expert on archaeology, and K’Stallo’s position in the Temple ensured he would find work at the Institute. His knowledge of the snakemen made it easy for him to impress his fellows with his revolutionary discoveries, and within a few years of his arrival he was considered one of the Institute’s greatest minds. Professor Whitmire (see *The Pirate’s Guide*) in particular both likes and respects Shrechtter, and always directs those curious about the origins of Freeport to his worthy colleague. Shrechtter in turn is always keen to hire adventurers to explore lost ruins or bring back ancient artifacts, and is known to pay handsomely for help, thanks to the fortune he inherited on the mainland.

Shrechtter is popular with the students as well, although those who get too close often find him uncomfortably over-friendly towards the most handsome of his male undergraduates. Of course, Nyssal has no real taste for such things, but created the faux penchant for boys

because he knows that people rarely keep looking for a second secret once they uncover the first. Layers upon layers, wheels within wheels—such is the way of Nyssal’s serpentine mind.

Nyssal also proclaims great loyalty to K’Stallo, his fellow scholar, while whispering the opposite in the ear of T’lother. Nyssal does not care which is ruling the Priesthood, and happily take orders from either, so long as he gets to deceive people. He particularly enjoys T’lother’s plan to trick the humans into slaughtering the degenerates, and has already written an essay on the subject entitled “The Threat From Below.” He plans to present it to the Captains’ Council very soon.

PERSONALITY

Nyssal literally cannot help but deceive. It is an unconscious habit. He even lies about trivial matters, such as what he is drinking in a bar, or the day of the week. When caught out, he smiles and his grey eyes twinkle, causing many to see him as a wily trickster. In truth, he is a consummate sensualist, and spends most of his life indulging wildly in his passions, in both serpent and human form. That his chief passions are deception, betrayal, and manipulation is simply a happy coincidence for the Priesthood.



APPEARANCE

Nyssal literally has a silver tongue and silver eyes to match. His scales are a shimmering golden brown, and he moves even more sinuously than most of his race. In human form, he resembles a grey haired man of rather indeterminate age: lithe, well-dressed, and still handsome. He is soft voiced but very convivial, and extremely tactile—he likes to touch every person he meets, if only for a moment.

K'T'KAH, THE FIRST REBORN

“He is young, so he is often unwise. He is young, so he is always bold.”

— T’lother

The First Reborn, the Scion of Old and New, the Child of Ancient Glory: this is K’t’Kah (*male serpent person journeyman*). The prophecies are very clear; there is no doubt of his significance. He is the one spoken of, the one who will lead the serpent Empire back to glory. But before a boy can be a king, he must first be a man.

BACKGROUND

From the very moment he was hatched, K’t’Kah was told of his destiny. Serpent people are born highly developed, the equivalent of a teenaged human child, so he had no problem understanding what he was taught. Over the last five years, he has heard little else. However, at the same time he has been told that his time has not yet come, and the building will be slow. This has naturally made him very frustrated, and like T’lother, he is becoming more and more impatient for the revolution—and the bloodletting—to begin.

In the meantime, he trains vigorously. A natural athlete, he has a warrior’s instincts and a godly physique, which he hones with vigorous martial arts training. He also trains his mind, although in that regard he is far less gifted, and he finds his endless lessons in history and theology a frustrating distraction from more interesting pursuits. Such pursuits include more than just the martial; like any youngling, K’t’Kah has an eye for the females of the species—and indeed, other species if it comes to that. No suitably attractive female is safe from his advances, and he is quite prepared to use his epic destiny as courting material.

When not training or courting, he prefers to be at the head of any mission. So much so K’Stallo and T’lother have manufactured quests for him to undertake to keep him busy, going off in search of lost temples or ancient artifacts of the Empire. In this capacity, he often finds

himself in league with adventurers, and has learned to respect those wandering types. However, he will not hesitate to cut them down if that is the order he is given—or if he decides to stop taking orders altogether.

PERSONALITY

K't'Kah believes in bold gestures and bold deeds. He never does anything by halves, and he is entirely fearless in danger. He is the first to swing into combat whatever the odds, assured that he can cut down his enemies—and frequently, he is right. However, anyone who spends any time with him off the battlefield, or asks him about his Empire and his destiny will see that there are cracks behind the bravado. Deep down, K't'Kah has no idea what he is doing and is terrified that he is doing it wrong.

APPEARANCE

K't'Kah rarely takes human form, as he considers it demeaning and inappropriate, but when he is forced to do so he appears as a human some seven feet tall, with rippling muscles and tanned, hairless skin. Dark brown eyes burn in a serious and handsome face under a flow of striking silver hair. In serpent form, he is equally muscular and enormous, towering above his fellow serpent people. His scales are a shining silver and his eyes almost pitch black apart from red motes which flare when he smiles.

J'NESS, FAITHFUL SERVANT OF THE PRIESTHOOD

As a female, J'ness (*female serpent person apprentice*) has no chance of entering the priesthood, but she has no great desire to do so. Instead, she finds her own ways to be useful to her god and her Empire, free from the burden of great responsibility and hard decisions. Like so many of her brethren, she lies hidden, waiting, watching, seeing everything—and ever ready to strike.

BACKGROUND

J'ness is a new arrival to the city of adventure, but her passion for her new home is very strong. She is a great student of the lost lore of the Empire, and devout follower of Yig. As soon as she heard of the possibility of the return of the Empire and the need to infiltrate the surface-world, she begged to be a part of it. She turned out to be an exemplary spy: diligent, dutiful and completely above suspicion.

She was raised by an artisan and had a gift for it, so it was natural to use this as her cover. Above the sewers, she is Spinning Jessie, of Spinning Serpent Woodcrafts and

ABOUT K'T'KAH

This write up assumes the hatchling from the lost temple was raised by his own people. If the PCs found the egg, hatched it and found a way to raise the scion without the knowledge or interference of the Priesthood, his personality will be determined by how they choose to raise him.

Ornaments. This craft store in the Merchant District is new, but rapidly becoming famous for its fine work. Many a retired captain brings in a treasured relic from a ship they served on to be shaped and shined, while proud merchants who have hardly ever touched the sea will have her craft stylized ship's wheels and bowsprits for their parlors. She finishes everything with fretwork of her signature, a stylized snake. Her snakes and other designs also appear in the shop-sign, the counter, the lintel over the door, and even the handles of her saws, rasps and planes. Some might consider this a terribly foolish display of her true allegiance, but J'ness enjoys hiding in plain sight.

What's more, her shop has such a homey, twee atmosphere that nobody is likely to suspect it of anything. If anyone asks, she explains she's loved snakes ever since she was a little girl. She is so disarmingly unthreatening that the rich men who come there never fail to tell the smiling Miss Jessie about their latest successful business venture, or when their next ship will come in. And whenever T'lother gives the word, J'ness will begin adding the slow-acting contact poison to the rubbing alcohol she recommends all her customers use on their shiny new woodcrafts.

PERSONALITY

J'ness is a life-long student: She studies everything with unblinking eyes and an open mind, seeing all and remembering everything, yet always keen to know more. She watched her master work wood and stone and immediately learned how to copy him. When she came to Freeport, she immediately devoured the lore of her people and devoted herself to their future. When she is not in her shop, quietly listening to the upper crust of Freeport, she is sitting at the knee of T'lother, K'Stallo, or Nyssal, quietly listening to the legends of the Empire, and the sacred word of Yig.

APPEARANCE

In serpent form, J'ness has coppery scales, almost orange in parts, to match her wide, amber eyes that seem to burn

with her fiery passion for knowledge. In human form, she appears as a middle-aged but still attractive woman with a wide smile and a freckled face. Her brown curls are normally full of sawdust, and she typically has a pencil behind her ear.

NEW TEMPLE OF YIG

Freeport is far from the only civilization that has been built on the island of A'val. Beneath the city streets, tunnels run deeper and further than anyone might imagine. Not even the serpent people know them all, for they were only the first to build there and new riddles were added by each new inhabitant. They do know the tunnels better than any other race, however, and the underground has always been their home. So it is that, for the moment, the underneath of Freeport belongs to them.

Their ancient temple has been released from its curse, and tunnels made from its location out at sea back to the undercity beneath Freeport, but that sacred space has not been reclaimed for worship. Historical recovery is still going on, and many believe the building too fresh with horror or too tainted with regret to bring back into the fold. Instead, the Priesthood has built a new temple, for a new age—although it is far from grandiose, and many wonder when a temple will be created that truly fits the blessed children of Yig. Perhaps, if the old temple could be raised above the sea, it would be reclaimed. Others would rather wait until the surface was once again under their control before building upon it.

FEATURES AND DEFENSES

The temple currently being used is about 20 feet below the level of the sewers. Journeying from the surface takes almost half an hour—for a running man who knows all the shortcuts. Finding the area is difficult without a guide, and impossible without an extremely good map. At this low level, the tunnels are no longer rough-cut stone or dirt-covered rat-holes; they are made from limestone and granite, and are perfectly smooth thanks to the serpent people's magic. In the sacred places, the stone actually shines, and veins of precious metals spark from deep beneath the surface. The ceilings are high, more than 12 feet in places, and a combination of glowstones and reflective mirrors keep the large areas surprisingly well lit, and warm.

The entrances to the tunnels are all over Freeport, even where there are no sewers below. The serpent people often need to move quickly and quietly across the city, and there are several cellars and basements that are abandoned or unlikely to be occupied where they might make their appearance. Low in numbers, secrecy is their

greatest defense, so every serpent person is well versed on the fastest way to the undercity from any street corner in Freeport. If spotted and pursued, they can slip into the darkness and lose all but the most dogged tracker in the maze-like tunnels. Even then, the serpent people are ready to deter any attackers that find them; they value their privacy greatly, for they know it may be their only chance of survival.

Even so, this temple is disconnected and distant from the living quarters of the Priesthood and their faithful. They come to the temple morning and night, and an open market operates in the front area between services for those who remain. There is also an area for weapons training and sports, a library, a museum, and smaller churches for those who wish to worship privately. In short, it is a recreational area. To be safe, it is kept separate from where the serpent people sleep, and there are other places too where they can fight, plan, experiment, hold off an army, or mete out justice. However, any adventurers coming down into the tunnels will most likely be brought here, to the meeting place, at least at first.

Although it is an area of community and entertainment, it is far from defenseless. There is only one obvious way in, and that is barred with heavy gates, while very well hidden secret doors lead to emergency exits in case the gates do not hold. Privacy may be the serpents' greatest weapon, but it is far from their only one, and anyone who tries to take them by force will find they have steel and tricks aplenty.

KEY LOCATIONS

All of the following locations can be found in the New Temple of Yig.

1. GATES

These two entranceways are beautifully carved with symbols of Yig on all sides. To the faithful, they provide a sense of awe and solemnity. They are not merely decorative, however: a thin steel portcullis hangs above each one. Once dropped, wide trapdoors can be opened in the front of each of them, dropping attackers 30 feet down onto sharp spikes.

2. THE AGORA

Before and after the morning and evening services, the faithful gather here to discuss the events of the day, and the past and future of the Empire. At least, some of them discuss such things. Others prefer to brag about battle-scars, seduce females and gossip about the Priesthood, as is the normal discourse of public spaces. A fountain in the center provides fresh water for all visitors, and there are



raised areas where individuals may speak from, or display works of art. The space was designed for the future: it could easily hold a hundred people under its huge frescoed ceiling, and at the moment often seems empty with only the two dozen at most who can be found here.

3. THE TRAINING AREA

In the ancient times of the First Age, it is said every serpent person was a warrior. Some of the new generation take that to heart and love nothing more than a sparring session or a wrestling match to prove their strength against their brethren. The center of this area is sunken, making a make-shift arena, while the walls are an extensive armory of spears, swords, shields, and pikes. Should warning come of an attack, these weapons can be easily taken up and used to defend the narrow gates.

4. THE LIBRARY

While many serpent people regard Yig as a god of destruction, all recognize this elder god's influence over magic and learning. Thus, his followers are expected to revere all intellectual pursuits. This well-adorned library is the center of such efforts. Most of the Yigian tomes here were penned by K'Stallo himself, or are otherwise modern. The few ancient tomes (including the Ssythkin

Tapestry) are sequestered away in the Museum where they can be admired without being damaged. Academic and wizard characters searching this library will be impressed at what K'Stallo has written and at what he has gathered—the non-Yigian books come from all over the world and contain a great deal of powerful magic and ancient lore.

5. THE TEMPLE

Like all temples to Yig, this is a circular area with a high marble altar at the far end. The altar is carved with serpents and a black marble bowl sits on top of it. Above the altar a massive statue of Yig rises, his eyes staring out at his children, his jaws open with promise. Pillows and cushions cover the floor for the faithful to sit on, cross-legged. There is an aura of peace here, and the church has known little rhetoric and no violence—as yet. Smaller side temples are found around the circle for those who wish to worship more privately. A small but efficient chimney in the ceiling allows fires to be lit in a central pit without choking the congregation.

6. THE MUSEUM

Even as a new era begins, the past has never been more important. This small room gathers the artifacts of the

First, Second, and Third Ages that have been recovered or preserved. Small plinths have been set up to hold each treasure, and great care is taken to protect them from harm while also allowing the faithful to see the glory of the Empire that was. If the Jade Serpent is in the hands of the Priesthood, it has a place of pride here. The Priesthood will pay highly for anything they can include in this collection.

7. MEETING CHAMBER

This small side room is dominated by a long, low table crafted from onyx. The table is long enough so all of the Priesthood may sit around it on the cushions provided. It is here that the future of the Empire is planned, and the decisions of the day, both great and small, are made. It is here and only here K'Stallo retains any true authority over his underlings, for he has both wisdom and a flair for commanding the table.

8. THE VESTRY

This small chamber is reserved for the High Priests and the Hierophant to prepare for the services. Their full robes are hung here when they are not presiding over a ceremony, as are the few paraphernalia the cult uses for special ceremonies. These include the curved blades for bloodletting and the statues used on the annual bonfire night. Due to the large amount of amber, silver, jade, and



other precious stones that are part of the full priestly regalia, a thief ransacking this room would come away very wealthy indeed.

9. THE HIGH TEMPLE

There are times when the Priesthood needs to convene a service for its members alone, rather than their non-ordained faithful. There are also times when the High Priests need to pray together, or when the great seer T'lothar needs to go into a deep trance to better hear the word of Yig. In such cases the High Temple is used. It is much smaller than the main temple but follows a very similar layout. Here the statue of Yig winds its great body around the room three times, and the great head rises up and out of the wall at a sharp angle so that it completely dominates the room, its dark eyes staring with a chill malice at any who would dare approach without sufficient reverence. None but the extremely faithful can withstand the oppressive atmosphere of this place, but then again, none but the extremely faithful are permitted to enter.

USING THE PRIESTHOOD OF YIG

Most of the cults detailed in this book are openly and obviously hostile to the goals of the characters and the human race in general. The Priesthood is not. That makes them interesting.

Depending on your characters' previous adventures in Freeport, they may already have a relationship with K'Stallo and the Priesthood, and recognize they are not an insane or entirely destructive group. Even the more expansionistic of the Priesthood have no great hatred for humans (apart from K'San), and appreciate they share common goals. This means there are plenty of reasons for the characters to become firm allies, and even friends with the Priesthood, before their intractable goals come to a head and the characters must choose where their loyalties lie. Suddenly, the standard cult tales of horror and adventure become rife with opportunities for personal drama and difficult choices.

The other aspect that sets the Priesthood apart is they are alien and inhuman in their practices and beliefs. That makes them both more interesting and more frightening. At the same time, their goals are perfectly natural and one humans easily recognize in themselves: they are wise, studious, faithful, and humble, and have sworn their lives to a relatively generous god. The only issue is whom that god considers his chosen children. Likewise, the serpent people just want to restore their Empire to its old glory

Shadowmen Strike! A New Menace? Sergeant T'lother Tells All!

— *The Shipping News*

and return to their old ways. Such a noble and epic goal rings with the power of history and the tide of the ages, and thus gains a horrible sense of possibility. Everyone is well aware that in nature, new species continually displace old ones. With their god and his prophecies behind them, who can argue against their new age returning? Such an implacable, irrevocable doom will drive heroes to risk everything to stop it—even as they respect those who are trying to bring it about.

Here is one possible way that doom might come to pass:

BEGINNER ADVENTURE

The word on the street is that the Sewer Guard are desperate for numbers. Each patrol has lost half or more of its men, and only a madman would sign on to go down and find out why. So the Sea Lord offers an enormous cash prize for any party who will do just that. If this doesn't entice the characters, they can probably be arrested and sent to the Sewer Guard as punishment.

Down in the dark it soon becomes obvious that there are tunnels beneath the man-made sewers, and there is something slithering through them. What's more, there are other things stalking the adventurers, and there may also be rival humans as well, keen to steal the bounty.

Soon enough, they discover the frothing degenerate serpent people in their den, where they have taken to a new diet of fresh human flesh. This hunting party alone will give the adventurers trouble, but on their heels is the rest of their number, for whom the hunting party was gathering food. The heroes need allies, and it turns out the group stalking them is a party of civilized serpent people who worship Yig. With the aid of their allies' magic and knowledge of the tunnels, both groups might just get away, and the beginnings of a warrior-bond may be forged.

EXPERIENCED ADVENTURE

When a member of the Captain's Council comes home one day, he finds a serpent person robbing his house. The serpent person kills the politician as he flees, but not before the servants and several people in the street see him. He disappears into the sewers and is lost. However, the dead man was very powerful and so are his friends

and relatives, and they besiege the Sea Lord and demand she deliver justice. She remembers the last group she sent down into the sewers and asks them to go down there again.

This time the heroes come bearing the olive branch of peace, seeking the release of the serpent person criminal to suffer surface justice. To do this they will have to enter the inner sanctum of the serpent people and discover much about their culture, their history, and their beliefs. Great diplomacy will be called for as the serpent people do not trust surface judgment, but if the adventurers watch their words and make oaths on the prisoner's safety, the Priesthood will be inclined to acquiesce to their request. They will send T'lother with them to ensure the oaths are kept and the trial is fair.

However, once the adventurers return to the surface they are met by an angry mob ready to hand out street justice. Making sure their captive lives to stand trial will be much harder than they thought. More strangely, once the trial begins, the criminal seems to be unable to recall anything he did. This is because the serpent person who carried out the theft and murder was coerced into doing so by T'lother as a means of beginning negotiations with the surface world, and he has since wiped his memory. Meanwhile the witnesses can't really be sure they saw the prisoner in the dock or the snake-man who stands near him, because they all seem to look alike. Without evidence or a confession, the fair case the adventurers promised may end in an acquittal—something the dead man's allies will never let stand.

ADVANCED ADVENTURE

Now with an established connection to the adventurers and some contact with the Captains' Council, T'lother comes to them with a request: to escort him to deliver a warning to the Sea Lord himself. He has evidence the degenerate serpent people have once again fallen to the depravations of the Unspeakable One. What's more, there is further evidence that the cult priests who have seduced them have already made allegiances with other forces keen to bring about the destruction of Freeport (you can use whomever that might be in your game). He strongly suggests an army be gathered to cleanse the tunnels. He can provide guidance, leadership and magical support, but



he has but a dozen faithful sons, not nearly enough to complete the task.

If the Sea Lord declines, T'lother stages a few killings on the streets by "degenerate" serpent people while the serpent people who have replaced members of the Captains' Council work to change her mind. T'lother also tries to convince the characters of the danger: if the Sea Lord will not act, perhaps they can take their own lead and form a private army. T'lother offers the temple's wealth (a vast amount) to pay the men who join up very handsomely indeed. Whatever it takes, T'lother soon has his army of men.

Early battles in the tunnels go well, but then there is a massive counter-attack by the enraged degenerate serpent people, and the humans are trapped and unable to outflank. At the same time, men start dropping to the ground before a blade even hits them, poisoned by their own water flasks. Sounding a retreat, the characters discover their serpent people allies launching spells at the human troops, and, if they survive that, they discover snake

venom in the water-wagons—that could only have come from one source. The small group of survivors now find themselves trapped between the regrouping barbarous serpent people behind them, and the traitorous Yigians ahead. And to get through the latter, they may have to kill their friends.

ENDGAME ADVENTURE

The characters now know they have been betrayed and the serpent people are their enemies. The danger of the degenerates turning to the Unspeakable One gave T'lother the pretext to remove K'Stallo from his pre-eminent position and he has begun his plan to reinstate the Empire. Aware that the surface has discovered his plans, he has taken his congregation and hidden them elsewhere, far beneath the waves. When the characters return to the temple they visited previously, they find no one. But T'lother expected them to die in the battle, and had to leave in a hurry—going through his research reveals a valuable clue to his destination.

T'lother has discovered something called the Crown of Yig, a coronet that enables the wearer to bind all serpent people in unwavering allegiance. With such a device, the degenerate serpent people would come under the sway of the Priesthood, and with most of the city's fighters destroyed in the previous war, this new army would easily be able to seize the streets above. T'lother hates to use the degenerate serpent people so much, but at least these actions will thin down their tainted numbers.

The only way to save Freeport is to beat T'lother, K'San, and K't'Kah in the race to find the artifact—and the serpent people already have a good start and a complete map. Being behind does give them a trail to follow, however: a trail that leads far across the ocean and into the darkest and deepest caves. If they work hard and fast, the heroes might catch up in time to stop the serpent people from claiming the crown; but to do so they will have to defeat the mighty warrior that is the First Reborn and the magic of an individual who is bursting with the will of Yig himself—in an ancient temple rippling with Yig's godly power. Can the heroes defeat the will of a god, and the power of his most chosen servants? The survival of Freeport depends on the answer.

- CHAPTER III -

THE LOST SOULS OF YARASH

The Lost Souls of Yarash are the curse of the seas. They live only for slaughter, to amass ever higher the pile of corpses they have made, to harvest ever more souls with each foe felled by their blood-soaked blades. They know no mercy and give no quarter. They know no joy but the joy of killing, no sweetness like the agonized screams of their prey and have mastered no skill so much as combat, no art so well as torture. They follow no code, recognize no power, and fear no god—except their own.

YARASH

THE BLOODY ONE, THE GREAT MUTINEER

Yarash was once first mate to Harrimast, God of Pirates (see *Pirate's Guide to Freeport* page 42), but he has always been far more than just that.

Yarash was a terrible undead force long before Harrimast the man was ever born. Ages ago, in times lost, Yarash may have once been a man, but the oldest legends describe him as nothing more than darkness and rotting flesh. When his own men left the great captain Harrimast for dead, Yarash's shade called him back to life and whispered to him of sweet revenge. And when Harrimast sailed once again upon the tide, leaving a bloody swath in his wake, it was Yarash who stood beside him and smiled.

In the beginning, Yarash was loyal and true, and he cared not for the captain's chair. He preferred to be Harrimast's chief bladesman. When the time came for slaughter, he led the troops at the forefront, and killed with fury and relish for his captain. When the time came for punishment, he saved the captain's arm, whipping unruly crewmen until their flesh hung in strips. When the time came for torture, he let his captain tend to the maps and compasses while he did his dark work, breaking bones and crushing wills.

But there is no shame so terrible as to be a loyal servant to a weak captain. Yarash's loyalty soon became a curse, as Harrimast proved repeatedly that he was too weak to lead a ship of pirates. He was burdened with a far too tender heart, and a fool's sense of propriety. He wanted pirates to be romantic fops, popinjays of the sea. And for his dream, his men were sacrificed, great booty lost, and the pride of the pirate name made a joke.

Mutiny was the only option.

Harrimast was cunning, however—it was his sole virtue as a captain—and he foiled Yarash's mutiny before it could truly begin. Still unable to see what had driven his loyal mate to act against him, and seeking petty humiliation of his one-time friend, Harrimast locked Yarash in a cell of barnacles and bones and cast him to the bottom of the ocean for a hundred years. Now doubly betrayed, Yarash knew there was only one thing to do: free himself, raise an army of pirates—true pirates—and slaughter Harrimast and all who followed him. Until he could lead them himself, however, he reached out as best he could, to the dreams of men with souls like his. There he spoke of his rage and his betrayal. There he whispered of blood and slaughter. There he built his crew, ready and waiting for the day when he would finally be free.

Yarash's form of choice reflects his undead nature and his terrible imprisonment. He appears as a gigantic skeletal figure, with bones as black as pitch and a skull crowned with horns. He can have anywhere from a half-dozen to a score of arms, which seem to extend forever, each ending in a lobster-like pincer, slick with fresh blood. His eye sockets are filled with two burning red gems, and his feet are cloven hooves. He is dressed as if fresh from a watery grave, his long buccaneer's coat rotten and half-eaten by the things below, and his bones hanging with seaweed and barnacles. He reeks of Hell itself and his fleshless lips curl with a hunger for blood—blood his servants are only too willing to provide.

“Kill, boys, kill. Kill them all. Slit their throats, slice their bellies, spill their blood. Kill! Kill! Kill!”

—Gummer Ghurtz



DOGMA

Yarash defines himself as the opposite of Harrimast and dedicates himself to the destruction of his nemesis. Likewise, his followers are charged to be everything Harrimast's faithful are not, and to destroy his church and his memory. In particular, Yarash despises Harrimast's legacy: the image of the romantic, even noble pirate, the fool who gives quarter and parley, prefers the chase to the slaughter, and makes sport and repartee instead of slitting throats. In Yarash's eyes, such behavior has caused the world to stop fearing pirates, and that is the worst thing of all.

Yarash charges his followers to not only destroy Harrimast's faithful, but to tear down their image: to make people afraid of pirates through terrible counter-example. They are to never give quarter, to kill without thought and without let-up, to even cast aside lust for gold or women in favor of blood and murder. The kill is far richer than any chase, blood far better than booty, and mercy is only for the weak. Yarash believes in brute force, fresh blood, and endless killing. No parley entered into, no death forestalled, no execution delayed.

If a problem can be solved with murder or sheer brute force, it must be, first, second, and always. If it cannot be solved with force, you're not using enough of it. The

only exception to this rule is when you need information or wish to spread more fear; in the former case (and whenever else it might prove amusing), it is permitted to torture the subject first, then either kill them or convert them. In the latter, one half-mad survivor sent back to civilization to spread panic is permissible.

As a lesser goal, Yarash considers Freeport to be an abomination to the true nature of piracy, and thus it must be utterly destroyed.

RITEs AND RITUALS

Yarash is also known as The Bloody One, and the rites and rituals of his servants are, unsurprisingly, slick with gore. When a pirate prepares to fight his first battle for the Lost Souls, his forearm is cut open and blood squeezed out down the arm onto his weapon. This is to ensure that no matter what, his blade is bloody as Yarash demands. And if the blood of other men does not quickly take its place, then Yarash is more than happy to take that of his weaker followers.

Of course, this is only done after a person has proved himself worthy of joining the Lost Souls. On some ships, being bloodthirsty is enough, but on others, various rituals are employed to test their mettle. One more common rite requires the aspirant to slaughter a living victim in cold

blood, and then hold aloft his innards. The priest of Yarash or captain of the ship will then ask the killer, *“Do you have the stomach for all the Bloody Ones’ slaughter?”* The new initiate replies, *“Aye, I have the stomach,”* while squeezing the warm guts until they run through his fingers. Other captains and priests prefer just a simple oath to feed the ocean with blood for his thirst, while others will take any man jack who cries *“aye”* when asked if he is for their bloody cause.

The servants of Yarash love the night, for it hides their murderous deeds. They even attack ships at sea at night, not caring they are as likely to kill their fellows as they are their enemies. The Lost Souls often pray or swear an oath to their god as the sun goes down. They do not ask for his help, for Yarash helps no one, but promise Him they will make merry with the blood of men tonight, and pledge every drop they spill to his endless thirst.

The strangest of Yarash’s rites is the practice of automatic writing. When his servants work themselves into a great frenzy or are particularly vicious in their slaughter or defilement, sometimes Yarash takes over their waking form. Blank-eyed, they kill without thought and then make strange words, signs, and portents, cutting them into wooden walls, or daubing them in fresh blood. Sometimes, the messages are sensible to the writer and others; other times they appear mindless and insane. None can say which is the more terrifying.

GUILT HISTORY

The Lost Souls were born from Yarash’s rage. Some twenty-score years ago, he was happy to be Harrimast’s first mate and serve the interests of that god, for piracy held enough slaughter for him. But the deeds of the gods echo across the world of men, and soon enough, the races of the world worshipped these figures: the noble, romantic pirates worshipped Harrimast, while those who craved blood and brutality worshipped Yarash, his first mate and swordsman. Harrimast was horrified by this, for in his eyes Yarash was not at all true to the piratical spirit. Yarash, on the other hand, knew his followers saw what He did, that Harrimast had no idea what it was to be a true pirate, and had to be destroyed.

But Yarash was betrayed by his master and condemned to a watery prison. There, He called out to the world through the dreams of men. Alone, in their dark bunks, He whispered to them from inside their heads, calling to them to destroy Harrimast and his false pirates, and to teach the world to fear them anew. So it was that the worship of Yarash became more than just a casual affectation for the vicious and the bloodthirsty. It became a promise, a pledge, a dark calling; there became a reason and a rage behind their violent ways.

Those who heard and believed were scattered across the seas of the world, not knowing of any others who heard the call. They formed their own crews in isolation and began to kill and plunder in their god’s name. Soon enough, legends spread across the sea of crews who gave no quarter and spared no soul, who sailed under the flag of a marred skull and crossbones. They talked of the mad dwarf captain who made repairs to his ship from the bones of his victims, and of Bloody Kate, who ate the heart of every man she killed.

After a hundred years of torment, Harrimast released Yarash, who crawled back to his captain, begging for mercy and swearing his allegiance once again. This was a deceit, of course, and he began immediately to plot his revenge. The first step in his plan to destroy Harrimast and his followers was the destruction of Freeport.

Yarash clothed himself in the shape of a man, and visited the dreams of five Freeport captains personally. At first, they resisted him, but when Freeport was betrayed by Drac’s sell-out to the other nations after the Great Raid, they gave their souls eagerly to Yarash rather than face death or prison. They became his “Full-Fathom Five,” and to each one he gave a powerful artifact, each of which contained some of his essence. They were a sextant, a ship’s bell, a spyglass, a hook, and a pistol. Armed with these and Yarash’s necromantic magic, these five powerful captains and their armies of zombie sailors waged war on the mainland nations, knowing this would provoke them to destroy Freeport once and for all.

The plan nearly succeeded, but the Five were betrayed from within and cast beyond Hell’s Triangle, a place no ship can reach. There they prayed to Yarash again, but Harrimast answered. He showed them their god, wrapped in chains, and then he tore his traitorous first mate to pieces. Then he cursed the remaining four to remain beyond the Triangle, and gave them back their trinkets. Harrimast knew all five of them together could be used to raise Yarash from beyond, but he enjoyed the irony that the four captains would never unite enough to accomplish the task, and would instead destroy themselves fighting over them.

Harrimast’s sense of humor left a dangerous legacy, however, for Yarash was not dead. Soulless and bodiless, he wandered in dark places and strange planes, knowing only madness and emptiness, and the still-burning need for revenge. And still he could call out, across time and space, and speak to men of blood and death. Despite the efforts of the leaders of Freeport, the legend of Yarash would not die. Still men heard the whispers; still men dreamed of slaughter. And most of all, they heard the promise of his return, of the secret lost beyond the Triangle, and of the glory and untold riches for the one who set Him free.



Yarash's power was almost extinguished when Harrimast destroyed him, and the rulers of Freeport expunged all mention of Yarash and the Full-Fathom Five from the history books to prevent any return. Thus, it took a long time—150 years—for the will of Yarash to seduce men anew. But nothing inspires like a quest and a mystery, and eventually the cult grew again, centered now around this myth of the Five and fostered by the treasure hunters of Freeport. Soon enough, the faithful reemerged on the sea, but for the most part, they kept their colors hidden, for the faithful of Harrimast hunted them fiercely. Gangs formed in Freeport, inspired by the mystery of the treasure and of the tales of these brutal cultists, fed along by the stories of Gummer Ghurtz (see entry) and battered into an organization by the sea captain Silas Gantry. Gantry ensured all servants of Yarash found ships to work their bloody deeds upon, and that those in port kept their heads down.

To help keep the cultists in line, he recruited William “Billy Bones” Crimshavy. Crimshavy was a mad cannibal pirate and long-time priest of Yarash. At sea, he was too violent and erratic to rise to captain as he so dearly desired, so being placed in charge of the cult was a dream come true. Bones beat and bullied his followers into blind obedience, and behind him, they were a brutal and dangerous force. When word came there was a way to breach Hell's Triangle and regain the artifacts of the five, Gantry charged Bones and his men with the task. They would have succeeded had not Bones and his men been killed by some treasure-seeking adventurers.

Gantry had a back-up plan, however, and also had the Lost Souls locate the Horn of the Deep, a magical item that could summon the mighty kraken known as the Son of Yarash. As the kraken harvested the souls of hapless sailors during a sea battle near Freeport, Yarash came ever closer to escaping his prison. This plan also almost succeeded, and an avatar of Yarash did appear in the chaos, but at the last moment, Freeport's heroes struck down this horror.

This event however has had a terrible legacy, for it has once again reminded the world of this dark and hungry god and the cult that worships him. And it is belief upon which Yarash thrives. Now, once again, every pirate who loves bloodshed over booty, every thug who finds the thrill of killing growing with each cutlass-thrust, every madman who wants to lose his pain in an ocean of bloodshed—now, all these and more have a god to pray to, a cause to follow, and an oath to pledge. And the more of them there are the stronger Yarash becomes. He will be back, and He will make good on all his promises: Freeport will burn, Harrimast will be destroyed, and the seas will be his and his alone.

ORGANIZATION

Powered by mad dreams, the Lost Souls neither have nor need much organization. Any man who swears himself to The Bloody One may wear his colors and kill in his name, and be assured of a warm welcome from his depraved brothers, wherever he may find them.

MEMBERSHIP

Almost all of the Lost Souls are pirates to begin with, or at least a marine on a ship of war. The Bloody One is rarely talked of on dry land, and rare are the landlubbers who have the stomach to serve him well. However, many souls on land dream of being murderous pirates. The romantic piratical image is everywhere, and there are many who see behind it a chance not just for freedom and adventure, but also for rape, murder, and pillage, without the consequences that accompany it on land. Yarash calls to these, bringing out their inner pirate. Those who murder and rape already will also hear the call of Yarash, knowing the law will rarely follow them over the seas.

But there is no man more suited to Yarash's purpose, and more passionately called to his cause, than the poor, drunken, scurvy-ridden pirate. These loyal salts are always close to death and close to the sea; they know blood and they know sails, and there is nothing else Yarash needs in a follower.

SYMBOLS AND SIGNS

There are two chief symbols of Yarash. The first is a serrated lobster claw, dripping with blood, like the hands of the god himself. The second is a skull and crossbones, only made more potent with some addition or mark. Sometimes this is an aspect of disfigurement, such as a missing eye, lost tooth, a smashed nose or horns on the skull. Others simply add more bones beneath, to illustrate Yarash's endless thirst for death. Still others add five stars above, in honor of his fabled lieutenants, the Full-Fathom Five.

Five is a holy number to the Lost Souls: secret knocks or whistles will be five beats or notes, five scores cut into a yardarm or a man's flesh is a secret indication that the cult lies near. Five fingers make a fist to hold a cutlass, and that is enough to murder the world.

STRUCTURE

The worship of Yarash is mostly found at sea, and out there, there is no need for structure to the cult: a ship has its own system of rule, from captain down to cabin boy,

and the cult would never interfere with that. However, a captain's authority, and that of any other post, is only respected as long as he can keep it. Yarash smiles on those who murder their way to the top, not only because it sates his bloodlust, but because it also guarantees that the captain will be the meanest and bloodthirstiest of the lot. It also means that a ship of Lost Souls is constantly undergoing shifts in power, and it takes truly terrible (in the best sense of the word) captains to last more than a few months at their post, and to keep their crew from wiping themselves out while at sea.

Even the captain has to sleep sometime, however, and ultimately the only way to guarantee his men don't slit his throat is for the captain to ensure they never want for other people to kill. So a ship of Lost Souls never passes up a chance to attack, even if their ship is crippled or their men half dead, for every day they don't shed innocent blood is another day for them to grow listless and turn upon themselves.

Ships sometimes have priests of the Bloody One on board, but they still rank below the captain, and act only as advisors. A priest who claims he knows better how to be a pirate than his captain does is not long for this world.

On land, things are very different, for there are more laws than just the law of the sea. Worship of Yarash must be confined to his hidden temples, and most of his slaughter is focused on acts of violence against Harrimast and other gods. In this world, the chief priests hold sway, and the power of one's faith and connection to their god has far more currency than it does at sea. Power is also far more than physical, for even in a relatively lawless place like Freeport, wholesale slaughter does not go unnoticed. The leaders of the Lost Souls on land need to have sufficient political power to protect their members from the prying eyes and sharpened blades of other powers, be they legal, religious, or criminal. Said figures also have the power to not protect people, should they prove to be too much trouble. This means that Lost Souls on land must show much more restraint than they would on the open sea, but this has the happy effect of keeping most of them on ship, where they can do the most damage, spread the most fear, and be the safest from reprisal.

GOALS AND MOTIVES

The long-term goals of the Lost Souls are simple and broad: destroy all followers of Harrimast, and make people fear pirates again. These are not goals that require a great deal of thought or planning, nor do they have any clear end-point. The Lost Souls plan to go on killing for all eternity.

Intrepid Found With Slaughtered Crew: Sea Devils to Blame?

— *The Shipping News*

There are more specific goals, however. Some are dreamed up by Yarash himself and sent out to his followers; others are the invention of the more creative and cunning Lost Souls. Perhaps the most common of these is the summoning of the Son of Yarash, the terrible monster of the deep that owes its loyalty to the Bloody One. There are many legends told of rituals and rites that will call forth this immense kraken. Most famous is the Horn of The Deep. If the correct invocation is spoken and this ancient silvered ship's horn blown three times over blood-soaked waters, the kraken will rise. This was the method used to bring the kraken into Freeport's harbor a few years ago. The Horn was lost that day, but must still lie beneath the bay, waiting to be found. The kraken itself was also driven back by some mad adventurers, but everyone knows the beast is as immortal as its god.

Other rituals focus on aiding Yarash in his return to this plane. Again, such a manifestation was foiled recently, but Yarash is never far away, and his rage at his imprisonment does not abate. There are also plans to pursue great acts

of slaughter and death—acts so massive they cannot be prevented or punished by the law or soldiers. Sometimes these acts form part of a ritual to summon Yarash, while other times it is simply to feed his hunger and show him his Lost Souls remain faithful. These plans may involve magic or political manipulation, but may just as often involve nothing more complex than a coordinated massacre.

There is also the goal of destroying Freeport. Currently, Lexington Fillory is developing a grand plan to this end. The first step in this plan is to have every ship of Lost Souls fly the flag of Freeport, focus their attacks on ships from the Continent (if not in mainland harbors themselves), and always leave a man alive after the attacks. Soon enough, Fillory figures, the nations of the Continent will conclude that uniting to wipe out Freeport is the only way to stop the slaughter of their citizens. Without Freeport, the romantic pirate has no haven, and Yarash's power will grow immensely.

The great loss of life suffered in the harbor when the kraken woke means that cult membership is currently greatly diminished, especially among those who made regular contact with Freeport. Likewise, the defeat of their god caused many of those with weak faith to abandon the religion altogether. Therefore, the cult is now devoted to increasing its membership as rapidly as possible, and to increase the cult's visibility. The world must not forget that the Lost Souls remain, cutlasses at the ready, always hungry for blood. The symbol of Yarash is being carved on the walls of Freeport and onto the sides of ships in the harbor, and the Bloody One's name is whispered along the docks. Many of those who do these things are caught and harshly punished, but the message still gets through: Yarash is gone but not forgotten, and his faithful are beaten but far from vanquished. And their revenge will come.

RECRUITMENT

Yarash recruits by promise and by horror. The former is the simplest and the most productive, and is all too common among pirate crews. When the rum is short, and the wind pinches, when the bosun is hard as nails and the captain tighter than a mermaid's underwear, when prize is scarce and women scarcer, when death



at sea or the hangman's rope seems all too near, when whispers of mutiny are heard, *there* is the greatest recruiting ground for Yarash and his Lost Souls. Below decks, the glory and freedom of serving the Bloody One are championed, and the pirates come to Him in scores. Whenever the foolish Harrimasters or law-abiding supers are out of earshot, their goody-two-shoes manner is mocked viciously, their cowardice exposed and their weaknesses made clear. After a month of bad luck, one loud-mouthed Lost Soul can turn an entire ship to his dark cult.

The taverns and docks of Freeport are also fertile places to recruit fresh killers. When posts on a ship are hard to find, and money is short and rents high, and murder and crime abounds on the streets, who would balk at an offer of service for any man strong enough to wield a sword and brave enough to kill when he's told? Few ask questions until it is too late, and then even fewer care. When a man has ended up in the dregs of Freeport, murder is no great horror to him, and a captain slightly more bloodthirsty than necessary is no great burden. There is freedom in unrestrained, unquestioning slaughter, and there are vast numbers who welcome it. To add a tattoo or pray to some distant god beneath the sea is a small price to pay for that, and though the dangers are many, they are far preferable to sitting in a tavern, or worse, the Hulks.

Such recruiting can be dangerous, of course, for the cult is illegal and extremely taboo. Sometimes, therefore, the men of Yarash simply tell stories of their dread pirate god and his happy crews. Ghost stories and legends are not a crime—in fact, they are often a sailor's only solace on a long night's watch—and those whose eyes glisten at the bloody details and the promise of freedom can be whispered to later, in private, of their chance to live the tales for real.

Yarash's men also recruit through horror, when it seems amusing. Those few they capture alive are sent below to receive "special attention." Those that survive these terrible tortures typically lose their minds and swear allegiance to anything offered to them. Other captives are tied up and forced to watch their crewmen and loved ones being butchered in front of them. They are told they have a choice: join the killing, or join the screaming victims. Many true hearts have faltered at such a terrible test, much to the amusement of the butchers. Little pleases them more than a man of Harrimast, or of a lawful navy or a saintly god who trades his measly, pathetic beliefs for their life of chaos and carnage. The Souls believe that, deep down, every man lives for blood, battle, and booty; they just cannot admit it. The Lost Souls help their victims to embrace who they truly are, and to celebrate their dark souls.

ALLIES

The followers of Yarash barely even trust their own brethren, so have few allies in Freeport and none on the ocean. Many individual cultists are also affiliated with or known to Mazin slavers and the criminal empire of Finn. Finn considers them mostly harmless, since those who tend to follow the Bloody One are too violent to make good thieves, and are no risk to him if they get caught.

Since Fillory took over the cult in the city, he has encouraged his faithful to make new allies, through money or blackmail, to ensure that recruiting can be done with a minimum of interference. So far, this has been confined to a few men in the watch, whom Fillory pays well to look the other way. He also has a standing arrangement with the wardens of the Tombs regarding prisoner recruiting. For a small amount of money, they don't mind at all that they have fewer mouths to feed than it says in their books, and don't ask what Fillory does with those men he leaves with each month.

ENEMIES

The Lost Souls have only one particular enemy: the servants of that weak and foolish captain, Harrimast. The only time they will take any preference in their killing and destruction is to target his worshippers or their works. For the rest, they care only about killing, and care not if their victim is of any particular race, creed, belief, or affiliation.

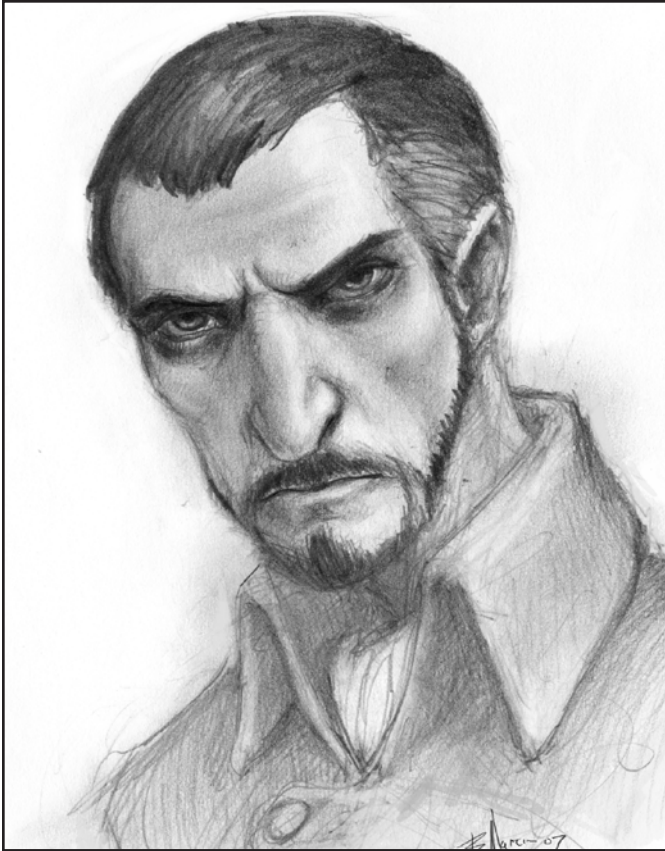
In return, the followers of Harrimast are particularly concerned with stamping out this cult to their god's once-trusted first mate. However, as so much work was done to remove all mention of Yarash and his Full-Fathom Five from both history and legend (see *Black Sails Over Freeport*), there are in fact very few Harrimasters who know of the demon, or any details beyond his name and the basics of his legend. Although they are aware that his faithful played a part in what happened in the harbor, most Harrimasters know nothing of the Lost Souls and would be surprised indeed to learn of the strength and power of this cult, and just how many sailors join its crew each passing year.

LEXINGTON FILLORY

"My father is an incredible man. A visionary."

—*Julia Fillory*

Master Lexington Fillory (*male human master*) is living proof that the insane need be neither irrational nor foolish. This wealthy merchant is accepted into the



highest echelons of Freeport society, and uses his power and connections to improve the cult's fortunes. He has no choice, for Yarash screams in his head every night, and the demon will not be silenced.

BACKGROUND

Fillory is the second son of the leader of a large merchant house on the Continent, and came to Freeport to make his own fortune. He initially plied the seas, honing his skill with swordplay and shipmanship, and then turned his share of the booty to establishing his own trade company in spices and exotic foods. He would have continued out his life as yet another of Freeport's unscrupulous merchants had not Yarash chosen him for a very sacred duty.

For the last year, he has walked and talked and written in his sleep, waking to discover his bedclothes torn to shreds, his pets and servants murdered and every surface of his room covered in dark, blasphemous writings. Confused and afraid, he began copying these rantings into his diary; soon enough the diary was filled each night instead of the walls. As his madness rose, he covered more and more pages with words, sketches and diagrams, often drawn in his own blood. Fillory has now completed three whole volumes of what will be, he believes, a five-book cycle that will form the Black Bible of Yarash.

Fillory knows, however, that it is not enough to simply be Yarash's mouthpiece: as his chief prophet, he has to

get the message to all his damned servants. When the Son was vanquished and the avatar of Yarash dispelled, Fillory knew it was his time to act, that his message would contain the secret to Yarash's last and final revenge. He walked the streets of Freeport, seeking out all those who had given their souls to the Bloody One, for he somehow already knew their names and faces. He murdered or betrayed those who would not listen to him, and with the vacuum of power left by the death of Billy Bones it was not long before he was in command of the entire cult.

He built a new temple beneath the docks of Scurvytown, and with the help of his faithful daughter, Julia, he has brought real organization to the cult. He holds regular ceremonies where he preaches his latest visions and many who listen feel Yarash come upon them. They fall into fugue states much like Fillory's, writing out their own dark imprecations on the wooden pews or the slate boards provided. In this temple, these murderous pirates can also hide from the law, and get notice of any posts on ships, letting them return to the sea and their bloody work as soon as possible.

PERSONALITY

Fillory is a passionate man, held in the terrible, all-consuming fire of belief. He is also handsome and well spoken. The combined effect makes him incredibly persuasive and commanding. Not only can he easily persuade a room full of lawless scum to swear their lives to a new god, but he has convinced many legitimate authorities to come under his control as well. Most disturbing of all is the sway he has over his beautiful daughter, who is completely convinced of her father's divine status and the importance of his holy message, and in her ardent devotion has shared both his murderous rituals, and his bed.

APPEARANCE

Fillory is a man of some years, with the first hint of grey dusting the dark black hair by his temples, and those in his well-trimmed beard. He is still fit and athletic, however, and remains an excellent duelist. He always dresses handsomely, but without undue affectation; appropriate for his standing but never ostentatious. The only outward signs of his corrupted soul are his hands—always ink-stained, bruised and scabbed from his nighttime efforts—and his hollow, empty eyes.

GUMMER GHURTZ

"Oh, Gummer, wot horrible stories are ye tellin' these boys now?"

—*Fat Alice, Proprietor of the Bugbear's Head*

Gummer Ghurtz (*male dwarf journeyman*) is a storyteller extraordinaire. He's also a recruiter extraordinaire, with a long history of bringing countless blood-hungry bastards into the Lost Souls, and sending them off to do their worst. Although Lexington may have the vision, Gummer has kept the cult alive from long before the time of Billy Bones and Silas Gantry, and likely will continue to do so for many years to come.

BACKGROUND

Some men acquire madness slowly, some have madness thrust upon them, but Ghardrun Ghurtz was born mad. They say he bit the teats off his own mother when he was just a few days old, and slit his sister's throat with a spare compass at the age of three. Whatever the truth, Ghurtz cannot remember a time when he didn't love the taste of blood, and he still drinks it every day, usually stirred through a warm cup of dark rum. Nor can he remember a time when he could not hear his god in his head, urging him on to bloodier and bloodier deeds.

Indeed, Ghurtz was born during Yarash's original imprisonment, and is one of his first and oldest followers. For almost two hundred years, Ghurtz plied the sea for blood and booty. He is perhaps the very first to teach the world to fear the Bloody One's name.

Eventually, however, old age took its toll and for the last score of years, Ghurtz has found a home in the taverns of Freeport, telling stories for liquor money to anyone who'll listen—hence his nickname. However, these stories have a darker purpose hidden behind them, and in the late hours, when the tavern is almost empty, Ghurtz takes his most devoted listeners into a back room and tells them of his own adventures at sea (when he needed “a bilge pump for the blood”), and dares the youths to go out and try to best his gruesome achievements. He then directs them to Gantry or Fillory, or to the beachside temple to learn more.

PERSONALITY

Ghurtz is mad, but quietly so; indeed, when not telling stories with great bluster and embellishment, he sits somber and still, never saying a word. He keeps exactly the same manner when he kills, which is extremely disturbing for those who witness it. He is also patient and methodical, and can time his blows as well as he times the climaxes of his stories. Ghurtz disapproves of Fillory because he is always in such a flap: he hears the voice of the Bloody One every day, too, but he is not running around screaming about it like Fillory.

APPEARANCE

Ghurtz is a seemingly ancient dwarf, his hair long since departed and his gray beard so extensive he keeps

it tucked into his boots. He wears sailor's garb from 50 years ago and a tight woolen beanie that make him look like nothing but an old fool, whose stories people assume (or hope) are all tall tales. Every time his tankard arrives, he takes an ancient silver flask from his vest and tops up his mug with his own black concoction, and whispers the same promise to all who are listening: “*Everything I say is true.*” The nature of his special brew is oft speculated, but none have guessed that it is human blood—with a dash of rum to keep it sweet.

CAPTAIN SILAS GANTRY

“Sometimes it seems like every young tar on the docks these days learned the ropes from Captain Gantry. Freeport warn't be much of a port without him”

— *Pious Pete, Freeport Guide*

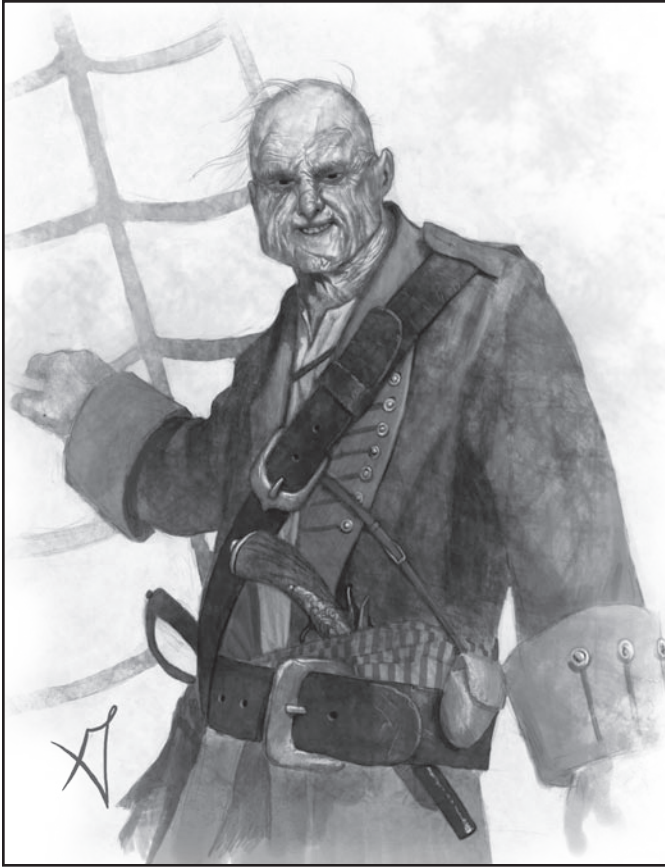
Silas Gantry (*male human journeyman*) doesn't look like a cultist. He looks exactly like your typical Freeport captain: gruff, haggard, and missing a leg. Too old for great adventure, he makes a living teaching young boys how to sail a ship, and every one of them would die to protect their avuncular first captain, which is exactly how Silas likes it, for it is a perfect disguise for his real, darker goals.

BACKGROUND

Silas Gantry began as a good, honest sailor in the Hexworth Navy, sailing out from the Continent in search of adventure. What he found was a harsh, brutal life of indentured servitude, under a captain who grew madder and more sadistic by the day. Finally, after two hundred days on the open sea and with supplies exhausted, a mutiny occurred. Ever the man of action, Gantry was at the forefront.

But there is only one penalty for mutiny, and that is the noose. Gantry turned to piracy to escape this fate, but a few years later, found himself once again under a lunatic captain, this one furious in his lust for suffering—the suffering of his own crew, in fact, up to the point that he preferred to do all flogging with his own hand, and licked the bloody fibers afterwards. Again, as the years wore on, things only got worse, and Gantry riled to see the captain use the so-called Pirate's Code as an excuse for cowardice and self-interest, and the chain of command as an excuse to beat good men to their death for carnal gratification. This time, Gantry led the mutiny himself.

As a pirate captain, he was respected and famed, though he never gathered a great fortune. When a falling mast



took his leg, he retired to Freeport, but in his years at sea, he had discovered the legend of Yarash, and seen many parallels with his own story. As time and tide wore him down, his rage against cruel and useless captains became a hatred for all who mastered a ship through anything but the will of their crew. Soon enough, he extended this to despise all who claimed their title by an order of law, or station, or birthright, rather than strength, and courage, and hard work. Slowly, he gave himself over to the Bloody One, whom he calls the Great Mutineer, and lost his rage in the glory of slaughter.

Silas makes a living taking aspirant sailors on their first few voyages, where he watches for those who most relish the bloodletting of combat. These he brings back for more voyagers, and eventually shares with them dark tales and darker secrets. Half of those who sign on with him leave his service a devout follower of Yarash, and it was because of him that so many of his men were installed on ships at the summoning of the kraken last year.

A great many of his boys died that day, but the blood pleased Yarash anyway. And there are more where they came from. Oh yes, there are always more.

PERSONALITY

Silas has worn a false face for more than a dozen years now, and has almost acquired a split personality. To most

of the world, he is a weather-beaten, craggy old ex-pirate, tough as nails but with a heart of gold. To those he initiates into his cult, he is a furious butcher of men, who teaches them to kill without cessation or remorse. Silas is torn in his thoughts, too: on one hand, he is protective of his charges, and wants them to excel in their bloody deeds against toff captains. On the other hand, all blood pleases Yarash, and no life matters to him over another. One day, Silas is going to snap, and his avuncular side may vanish forever.

APPEARANCE

Few denizens of Freeport are as weather-beaten as Captain Gantry. He has stared into the storm so much his skin looks like a wind-eroded cliff, with wrinkles and scars so deep and a jaw so square he could be carved from stone. His blue eyes burn with defiance, his last whiffs of gray hair refuse to fall out, and his peg leg has never slowed him down one bit.

THE \

“Beware the Dragon’s claws”

—*Graffito in Scurvytown*

This enormous half-orc captain (*male half-dragon half-orc journeyman*) has made a name for himself as a bloodthirsty, fearsome pirate alone. That he is also a devout and obsessive worshipper of The Bloody One only adds to his legend, and his ferocity.

BACKGROUND

Even for a half-orc, the creature was ugly—nothing but skin and bone, and with horrible protruding ridges down his spine that made him seem more lizard than orc. His mother abandoned him on the muddy streets of Freeport, unable to look upon his misshapen form. He was taken in by a tannery, where he worked as a forced laborer. He was sold to a press gang when he was too large to crawl under the drying racks. They worked him on the oars and sails for another ten years, and then he was strong enough. Strong enough to break his chains and kill every man on the ship bar his fellow prisoners.

That skeleton crew sailed back to Freeport, where the half-orc tracked down his old master and every foreman who had ever beaten him, and tore them apart. Last of all, he found his mother and tore out her throat with his own hands. To escape reparations, he went back to the sea, but was at a loss at what to do next. That night he dreamed of the Bloody One, and had a new mission: for every day he had been captive—the first 17 years of his life—he would

take a life, one per day. That was five years ago, and he claims to have never missed a day since.

Somewhere along the way, he became fully aware of Yarash, and realized he had been chosen and trained to be his agent on earth. He made his pledge again, this time pledging a life ended per day not just for his pain, but to sate his lord below. He makes the same promise every morning, to himself and to his crew, for if they do not pull hard to find fresh meat, he will take his toll from them.

PERSONALITY

The Dragon is obsessive and sometimes crazed, but he is no fool. He is in fact cunning as a snake, a wise captain, and a tactical genius, able to bring down ships and crews far larger than his own. Despite his threats, he is also a fairly generous and even jolly captain, happy to take pleasure when he finds it and to let his men do the same. Most of his crew are fiercely loyal to him and enjoy the challenge of paying the toll. It is a promise that has made them and their ship, the *Last Breath*, legendary; some of the crew (and those who hear the stories) even believe the *Breath* is a ship out of Hell itself, cutting down the weak until their master comes to winnow the stalks in far greater volume.

The Dragon's only weakness is his consuming obsession to take at least one life per day. Again, he is not stupid: their attacks always end with as many prisoners as possible, so he may fulfill his bargain, and rarely does he have to take his price from his men. However, if the *Breath* was becalmed or trapped somehow, he would whittle his crew down to nothing, and then likely take his own life. Until someone finds a way to trap the Dragon, however, he remains a terror of the sea.

APPEARANCE

Although he was born nothing but a bag of bones, the Dragon grew up. Now he is seven feet tall and bulging with muscle. Still his strange bones stand out: his eyebrow ridges flare outwards, his shoulder blades seem to spike into pins for absent wings, and down his back runs a line of hard protruding spines. When he smiles, which he does often, his large canines flash like a sparking fuse across the darkness of his face. He has the tattoo of the bloody claw across his chest, burned in deeply with acid so the scarred flesh bubbles around it.

FELDER MICHAELMAS

Felder (male human apprentice) likes killing people. Sometimes, it's the only way he can get them to shut up. He's a natural recruit for the Lost Souls, and thrives in his new-found niche.

BACKGROUND

Felder learned from a very early age that the best way to stop the other kids from picking on him was to bash their skulls in with a handy paving stone. He wasn't much older when a similar violent crime gave him the choice of a prison or a press gang. It wasn't much longer after that he took a gaff hook to the skull of a bosun who wouldn't stop yelling at him on the Freeport docks. He crushed the skulls of two watchmen before he ended up in the Tombs, due to hang for murder. Before his sentence could be meted out, however, he was visited by Fillory, who arranged for his freedom. Fillory took him to the beachside temple and told him about this god of killing people, and Felder was instantly convinced it was the religion for him. He got the tattoo the next day, and is now looking for the first ship that will have him.

PERSONALITY

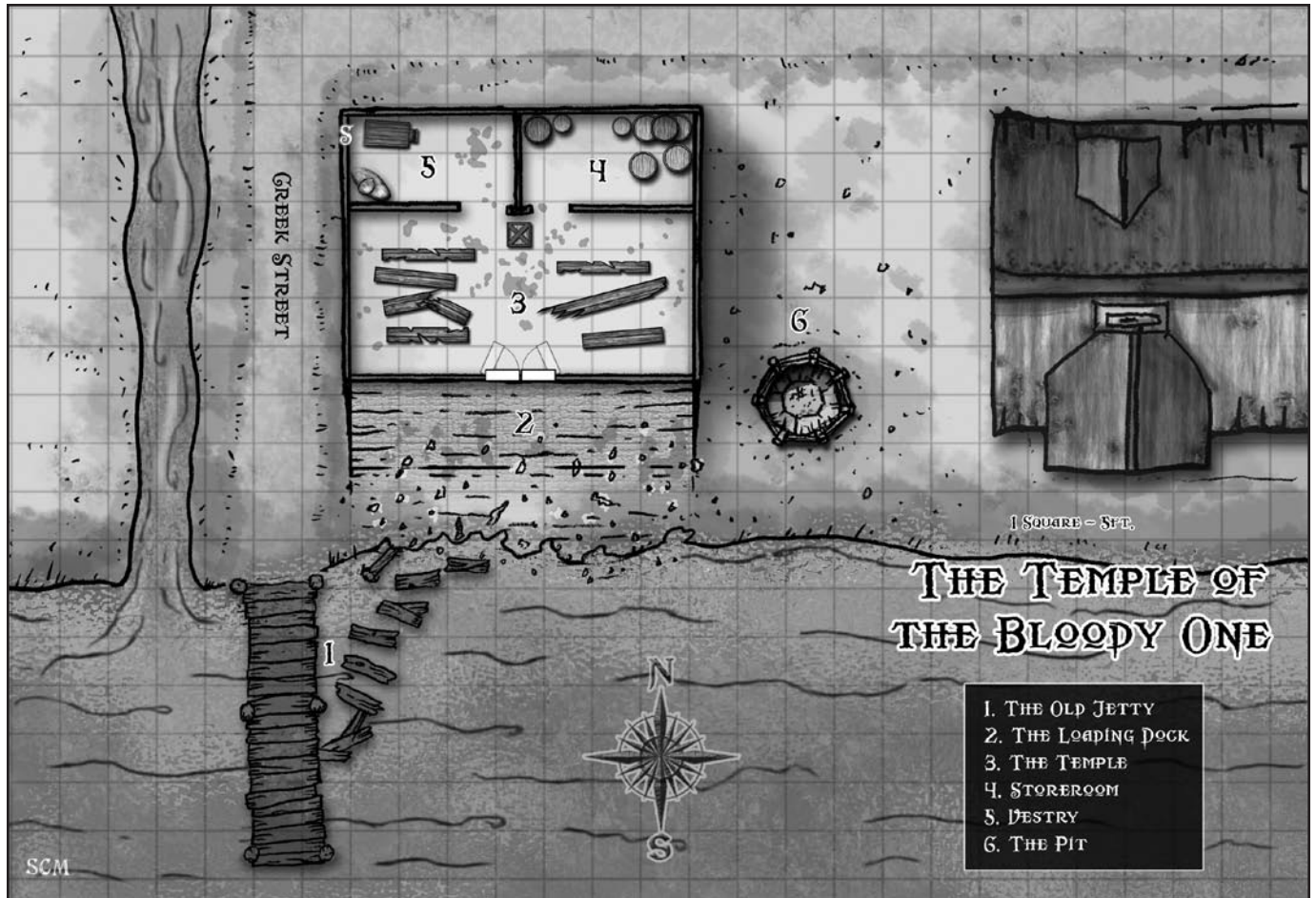
Felder is an idiot, but he is still dangerous. He enjoys killing people—they go all funny-looking and fall down, with bits of them hanging out. The fact that he enjoys this makes him actually very popular on any ship, for every man is keen to stand next to (and slightly behind) the idiot who leaps into the fray. Leave the killing to Felder they say. Of course, his bloodthirstiness can get him into trouble, for he knows no restraint: he's just the kind of person to ignore any adventurer who is shouting that they need to take the enemy alive.

APPEARANCE

Tall and thin with a big round head Felder resembles nothing so much as a giant spoon. That head is split by a wide, idiotic smile and dotted with the shining eyes of a happy simpleton, staring out from ragged, straw-colored hair.

Brutal Docks Killing Reveals More Watch Incompetence

~ *The Shipping News*



THE TEMPLE OF YARASH

Fifty years ago, the jetty on Creek Street was opposite an old fish store. When the jetty collapsed, the shop closed; another jetty was built and the store taken apart for supplies by the ever-enterprising Scurvytown folk. However, those who know the way can swing off the new jetty, wade through the brackish water and up the moldy planks until they find themselves in the old salt cellar that sat beneath the store above. It isn't much of a dark temple, but it is invisible unless you know it's there. What's more, it floods at high tide, removing all traces of dark rituals and the bloody scrawl of their god's will, and letting the sea take back the dead whose blood they used.

FEATURES AND DEFENSES

The salt cellar is little more than a slick muddy dock and a few rooms but it does not need to be anything else. As a cult, the Lost Souls place very little emphasis on ritual and even less on ceremonies and meetings. They always prefer deeds to words, and want their agents out in the world, on the open sea, where they regularly shed blood for their lord. What worship ceremonies they do hold are

typically nothing but a quick prayer at dusk or bloody acts of torture and depravity, and neither need a sacred space to occur. Any grand plans they have can be whispered over a mug of ale in the dark corner of a tavern or in the deep bilges of a ship. They do enjoy defiling other sacred spaces, but after one such attack and marking ceremony, they move on.

The cellar is the first regular meeting place they have had in years, apart from Billy Bones' private drinking room at the Heave Ho. It functions primarily as a halfway house for new recruits, fresh from the streets or prisons. Here, Fillory can perform a brief ceremony, filling his new initiates with the spirit of the Bloody One and showing them the terrible powers their dark god can grant. He can also whip attendees up into a blood fury, with sacrifices performed on the old wooden floor, and death battles in the pit outside (see below). Finally, he can instruct his men in the need for secrecy while in town, and assign them to ships or duties, with Gantry or other captains.

As it sits entirely under a dock, this small, 20-yard square cellar is only illuminated by what slivers of light break through the new jetty and reflect off the lapping ocean. Fillory uses magic to illuminate the chamber when he conducts services, or candles. Should anyone try to enter

from the ocean, they are easily heard and the lights can be instantly extinguished. It is then a simple matter for the attendees to dive into the sea and swim away. The smell of rotting fish, decayed wood, and green slime can also disorient any invaders. Of course, flight is only a course of action if the group is badly outnumbered or outgunned; in most cases, the faithful will grab their swords and butcher anyone coming up the beach uninvited.

The site also has plenty of supernatural defenses. The entire cellar exudes a malignant aura, and anyone who steps within feels a terrible chill in their bones, as if consumed by inexplicable terror. Once inside the blood-stained room, they are much more vulnerable to fear and other mental effects. With luck, there will be a few left stunned or incapacitated from Fillory's magic so that the Lost Souls can have some fun...

KEY LOCATIONS

All of the locations can be found in and around the Temple of Yarash.

1. THE OLD JETTY

The old jetty sits just below the surface of the lapping water (at low tide, anyway), trapping seaweed, wave foam, and flotsam from both the sea and the open sewer that runs into it nearby. The planks are rotten and few can support weight, forcing those approaching to wade gingerly around the random scattering. The planks that have sunk are covered in razor sharp oysters, as are the rocks below, but the real danger are the magical defenses.

Each cross plank is decorated with a dark glyph. Two of these are magical. The first sprays a trespasser with a foul spell that causes the victim to become overwhelmed with a blinding sickness. The second summons a small pack of very angry octopi. Their stunning tentacles often provide the Lost Souls with live subjects for later enjoyments. The password for the glyphs is simply, "Blood." As nobody but Fillory knows which of the symbols are magical, anyone approaching must call out "blood" repeatedly as they approach. This gets them in just the right mood for a communion with their bloody lord.

2. THE LOADING DOCK

Laid across the muddy beach is an old wooden docking ramp. The sea has made it slick to climb, and it too is covered in oysters and seaweed, along with green slime, violet fungi, and other unnatural growths, ready to latch onto any who fall. This gives a natural advantage to those waiting at the top with cutlasses, although many of the Souls are so bloodthirsty they won't wait for their fresh meat to get that far. When a meeting is called, Fillory

throws a knotted rope to help his flock up.

3. THE TEMPLE

"Temple" is being generous for this space. A box at the front forms the pulpit, while old masts and ship's planks scattered on the floor serve as makeshift pews. The smell of rotting fish and salt pervades this area; kegs of rum are usually tapped to combat this sensation. A center aisle allows people to come and go, and is also the space used for butchering sacrifices so new Souls may make their pledge. Despite the high tide completely filling this space each day, the bloodstains on the walls and floor are now so deep they can never be erased.

4. STOREROOM

The temple slopes upwards, so the barrels at the top of this stack do not go completely under and are tarred inside to prevent leaks. In them are extra weapons, spare candles, pewter mugs, tattoo kits, a brass statue of the Bloody One, and what little other paraphernalia the cult uses. The other barrels are kegs of old rum. There are cracks wide enough in the adjoining wall for people in this room to shoot spells and arrows into the temple.

5. DESTROY

It is here that Fillory and Gummer prepare themselves to speak to their converts. Fillory also uses it as a personal temple, a duplicate of the one he has in his home. It contains another brass statue of their god and a rickety old table. There is a secret door in the west wall—the bricks turn to reveal a muddy passage into the "creek" next door, providing a very quick escape route.

6. THE PIT

A century ago, a ship was beached by the old jetty and eventually cracked in half and was mostly swallowed by the sand. Fillory had his men dig out the sand and line the un-wooded edges with more planks, and seal the bottom with wood and tar. The result is a jury-rigged, slick-edged wooden pit, some five feet across and 15 feet deep—although as it fills at high tide, it is becoming shallower with each day's sand deposits, not to mention the growing piles of bones. Sometimes two of the faithful are thrown in to settle differences or provide a good show, other times a new initiate will face a prisoner to prove he has the skill and the stomach to join, but the favorite game is to throw two prisoners in with heavy weights on their feet, when the tide is about waist high. The deal is simple: stay where you are and be drowned by the crashing waves, or pick up a sword, kill your friend and the appreciative crowd will toss you the key for your manacles. Those who save their own skin are then recruited into the fold.

USING THE LOST SOULS

What makes the Lost Souls interesting as a cult is that their beliefs are so simple and powerful. Freeport is full of killers, and the sea doubly so; it is but a small step for a man to kill for his captain and a share of booty to killing for the pleasure of his god. Following the edicts of the Bloody One is not at all difficult, and only grows easier with each kill.

The goals of the cult are also simple. Although they may have occasional grand plans, their general aims are basic and ongoing, and as such, irrevocable. All they want to do is cause fear and kill people and until the very last one of them is dead, they will continue to do this, with glee and zeal and fervor. They cannot be defeated; they can only be exterminated. And even death does not frighten them, for their god does not care whose blood he drinks, only that he is sated.

Their relentlessness and lack of basic human empathy make them excellent villains, particularly as “mooks.” They do not need a reason to fight, they only need a place, so any time your campaign needs some action, the Lost Souls can turn up. They are also a visceral enemy, for the PCs need feel no remorse in meeting force with deadly force, for this enemy cannot be redeemed and lives only for slaughter. They are everyone’s foe.

This does not mean they are necessarily mindless cannon-fodder. Indeed, their relentlessness can be very scary if done right: the idea of killing not for any cause but the act itself is a frighteningly nihilistic concept. And the simplicity of their doctrine is what makes their beliefs spread so quickly and be embraced by so many. Anyone who enjoys violence—or has seen so much of it he no longer cares—can be a Lost Soul, and Freeport abounds with such types.

They might even include your PCs.

Generally, though, their random nature make the Lost Souls better side-villains than main villains in a campaign, inserted as a complicating factor rather than as a chief adversary. Likewise, they are better suited as recurring villains rather than as masterminds behind a single, epic plot with Machiavellian twists.

BEGINNER ADVENTURE

A desperate woman contacts the PCs for justice. Her father, a somewhat eccentric inventor and estranged member of the Society of Lobstermen, was discovered murdered in his workshop and his latest invention stolen. The invention is a primitive diving suit, just perfect for a Lost Soul wishing to descend into Freeport harbor and

find the lost Horn of the Deep. The woman suspects a rival inventor who has always been jealous of her father, but he is found to have an alibi.

There aren’t many places to keep a crate containing a large pressurized suit of amour and its attached pumping mechanism, and it has to be used at sea, so it won’t be too hard for the PCs to track down the thieves moving their prize around. The thieves respond with great violence; afterwards they are all found to have the same tattoo of the Bloody Claw, and the crate itself is also decorated with symbols of Yarash. Investigating (perhaps helped by the scholarly daughter, who can be a useful recurring NPC) they discover the legend of the Horn, what happened to it, and a bit of the background on the Lost Souls, whom they will no doubt hear more of in the future.

If they have access to someone with a good memory of the battle with the kraken, they may even be able to hunt for the Horn themselves, with the suit or magic spells. What underwater creatures may be guarding it, and what the other members of the cult will do to get there first, could be the subject of further adventures.

EXPERIENCED ADVENTURE

On a sea journey, on their own ship or as hired crew, the PCs are surprised to hear a violent brawl break out below decks. Much more surprising is that what would normally have just been a fist fight has left a sailor cut to pieces—a sailor who was a good friend of the PCs. The captain puts the PCs in charge with finding and punishing the killer before the deed tears the ship apart.

The investigation isn’t easy: nobody seems to have had any grudge against the dead man, and half the crew seems too terrified to speak. Of course, the killer was a Lost Soul and he struck randomly to fulfill his bloodlust. However, once the PCs discover this, he tells them that half the crew are sworn members of his cult, and if they try to take him down, there will be a mutiny. On the other hand, they could slip off in a lifeboat—or join their ranks. The offer may be slightly tempting if the PCs’ captain has been particularly cruel.

If the characters fight, it will be hard going and require clever tactics and strong leadership to hold the ship against the cultists. However, even if they manage to defeat half a crew’s worth of bloodthirsty killers, they will be left with a skeleton crew to man their (likely damaged) vessel and get her home. They may even be missing a captain, forcing a PC to step into that role. Neither would be a great problem in calm seas and close to home, but they are far distant and the sea is wild and unpredictable; the journey home may prove more deadly than the cultists.

ADVANCED ADVENTURE

When the Dragon captures a ship whose passengers include the young relative of a mainland king, both the king and Freeport put a price on the Dragon's head so high nobody can resist it. But through their underworld contacts, the PCs hear of a trump card: there is a man in prison who was once a member of the Dragon's crew, and knows where he'll be. Unfortunately, he'll only trade this information for his freedom. (He may even have been among the mutineers from the previous tale.)

Assuming the PCs find a way to spring the rat, they must go undercover and get on board a ship run by the Lost Souls. Captain Gantry will help them there, but the characters' cover will prevent them from exposing the captain's crimes. It is a long, dangerous journey to find the Dragon, and the PCs' cover may force them to do dark deeds, or find more and more ways to hide that they aren't doing them.

Of course, the rat can't be trusted. All he really wants is to steal a great magical blade that the Dragon possesses, and he'll turn traitor on the PCs if it gives him any leverage. Even if he doesn't, the PCs will find themselves alone on a ship surrounded by crazed killers, led by an extremely dangerous fanatic with a terrible thirst for blood and an ancient magical blade. It will take more than force to defeat the Dragon, but if they manage it, communications in his chamber will reveal that Gantry reports to Fillory, who, by now, is worming his way into the Captain's Council with a very dark purpose. They have to rush home not to claim their bounty, but to prevent Fillory's terrible plans from coming about.

ENDGAME ADVENTURE

Fillory knows that Freeport will never fall while there are pirates to defend it. They are a roguish, unscrupulous breed but nothing unites them like the city they all call home. It is not enough to raise the anger of the mainland against Freeport. The way to destroy Freeport is to cause the pirates themselves to attack the city.

The prevalence of Lost Soul attacks on mainland ships under the flag of Freeport has severely damaged Freeport's reputation. As such, the Sea Lord has declared that any ship wanting to sail under Freeport's colors must now register every detail of their ship, crew and cargo before setting out, and pay for the privilege, rather than being paid. This not only greatly hampers the privateer industry, it deeply violates the free-wheeling, piratical spirit of Freeport, and the captains were outraged at the announcement. With the encouragement of Gantry,



there was a mass protest, with almost all the ships leaving harbor and creating a blockade to prevent any trade reaching the shore.

With the harbor empty bar a few small ships of the Admiralty (and the "loyal" ships which are in fact crewed solely by Lost Souls), there was nothing to stop Fillory's men towing the hulks into dock, and letting loose every crazed criminal within—criminals who are so very willing to pledge their slaughter to the god who has so kindly provided their freedom. Soon enough, these hundreds of brutal, chaotic killers controlled the city, and too late the pirates discovered they had been tricked. The PCs return just as the blockade realizes they may have to attack Freeport to get it back. It's up to the PCs to convince the captains to hold their attacks, because a single party of men could slip into the city under darkness and cripple its four terrifying siege cannon. That way, the ships can dock safely and every true-hearted son of Freeport can help take back the streets.

Of course, slipping through a town which is now overrun with mad butchers and blowing up four enormous siege cannon without raising the alarm is not going to be easy—nor are Fillory and his men going to give up the streets without a fight, no matter how many are coming for them.

- CHAPTER III -

THE ESOTERIC ORDER OF STARRY WISDOM

Within the Wizards' Guild of Freeport, itself a secretive organization, there hides a branch of the even more clandestine Esoteric Order of Starry Wisdom. This inner circle of the guild is the remnant of a cult based on the worship of the Crawling Chaos, a dark god of sorcery, the underworld, madness, and the night.

The cult's original aim in setting up a branch in Freeport was to recover the Azoth Stone, an artifact holy to the Crawling Chaos believed to be in the possession of the serpent people that was lost when Valossa sank.

Everything changed when the six most senior members of the cult vanished on an expedition in search of that artifact. Tarmon became the High Wizard in the absence of his masters, and he had a very different aim in mind for the Order in Freeport.

Under his rule, they went legit, founded the Wizards' Guild (see *Pirate's Guide to Freeport* page 115), and kept their cultish affiliation secret even from the majority of the wizards who joined the guild. The Esoteric Order still worships the Crawling Chaos, though with varying degrees of devoutness, and they still seek the Starry Wisdom they believe the Azoth Stone symbolized.

The Six, the long-thought-lost expedition who went in search of—and found—the Azoth Stone believe differently. They are possessed of a terrible power that could spell disaster for Freeport...when they return.

THE CRAWLING CHAOS

The Crawling Chaos is a mystery among the gods, at once distant and uncaring of those he affects, yet oddly personal in his interactions with mortals, willing at times

to take a physical form and walk the world spreading the chaos that is his namesake.

The Crawling Chaos is an embodiment of the uncaring randomness of the universe, and therefore a difficult god to worship. The rewards he offers, however, counterbalance this difficulty. As a traveler of the black gulfs between worlds, his practical knowledge of the universe is limitless. At times, he can be convinced to make gifts of this knowledge to those who serve him well. At other times, he ignores them or punishes them for their devotion.

Capriciousness given form is the nature of the Crawling

Chaos. Unlike many of the darkest gods, of which he is surely one, he appears to have a sense of humor. This is the only possible explanation for some of his more bizarre actions.

Sometimes, when the Crawling Chaos adopts a humanoid form, he walks the land spreading stories of woe, posing as a kind of itinerant prophet

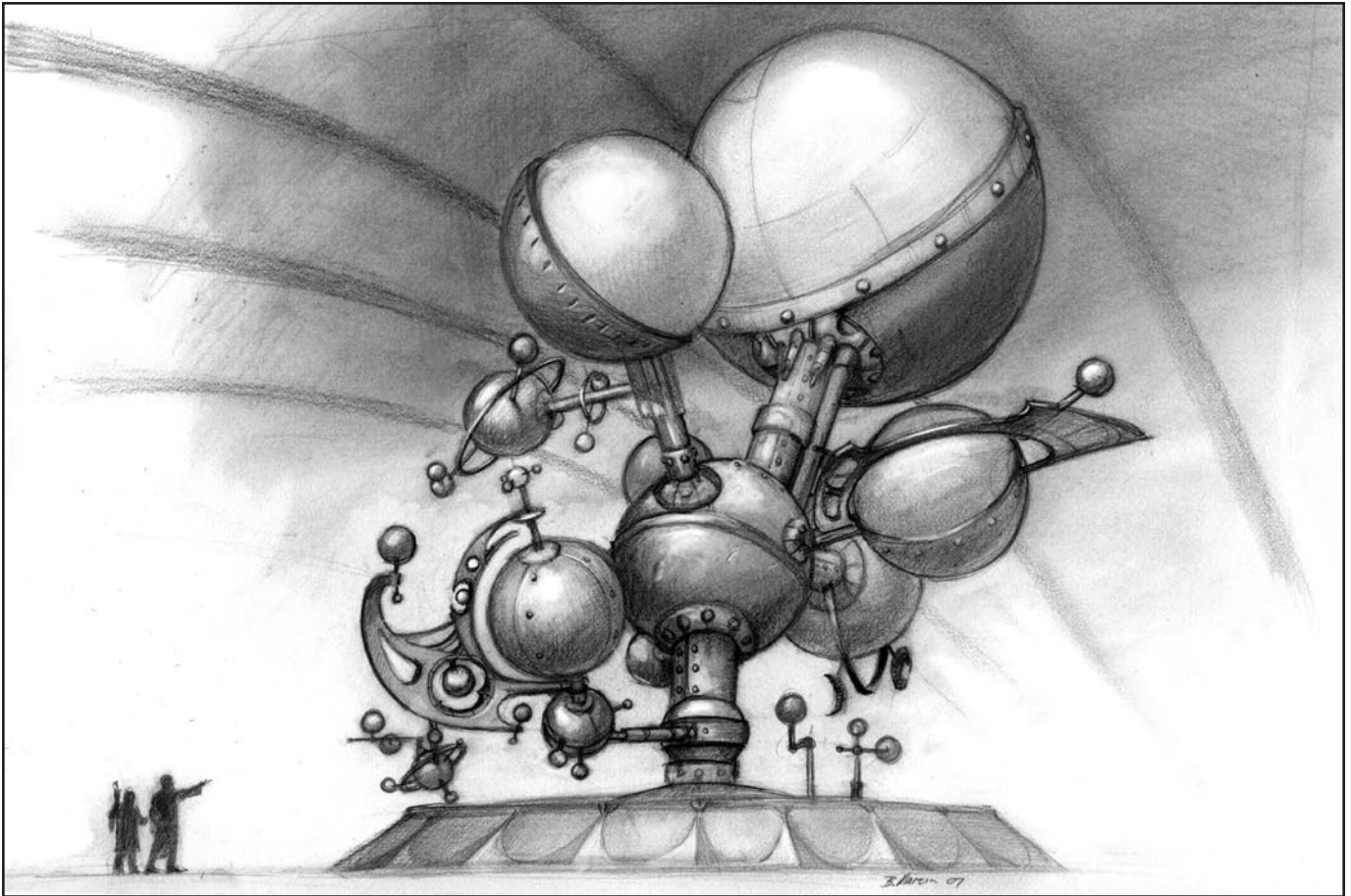
or snake-oil salesman. At other times, he travels for the simple joy of it, as a means of satisfying his limitless curiosity. He has even been known to take unwitting mortals along with him on these journeys over land and sea and through the black gulfs of chaos itself, always with horrible consequences for the poor fools who join him.

His manner of travel is mind-breakingly strange—he merely walks at a slow pace, yet seems to bend the world around him, occasionally appearing to break it, to bring his destination closer. Those who are brought along on such journeys are driven mad by the strangeness of it all.

As a lover of knowledge, the Crawling Chaos is a lover of magic, especially the magic of divination. He uses sorcery to delve into the very nature of things and bend them to his capricious will. Those who serve him best may be rewarded with such magical gifts as are rarely dreamed of by mortals.

“And on the fifth day the old order will return to the unseemly city, bringing fear and panic over the waves with them. The blinded shall not see their demise at the hands of the Six, the arrow unfired shall be fired, the stone unturned shall be turned, and the waters will cover all. Indeed, many things will come to pass.”

—*The Fifth Day Prophecy of the Crawling Chaos*



Making his home in the starry, black gulfs of chaos gives the Crawling Chaos a preference for darkness. He is a patron of all things related to the underworld as well as the night. Creatures of the dark and underground spaces are sometimes associated with him, and dreams, those nightly journeys undertaken by all, are holy to him as well. Where the Crawling Chaos walks, nightmares follow, interrupting the sleep of those whom he travels among with visions of far-off vistas too strange to be comprehended by the sober or the sane.

DOGMA

The Crawling Chaos simultaneously knows all there is to know and yet is contradictorily curious about everything. He is capable of instantaneous travel, but does so by bending reality while seeming to walk at a leisurely crawl. He encourages the use of magic to plumb the deepest secrets of the universe, but rewrites those secrets on a whim. It isn't easy being a follower of the Crawling Chaos.

Much of the dogma of the Crawling Chaos is based on the prophecies and utterances spread during the periods he spent walking the world. He is said to have walked Hamunaptra in ancient times, and is rumored to be active on the Continent today. During such times, wherever he goes

he gives the strange and unsettling speeches on which the Esoteric Order of Starry Wisdom have based their beliefs.

In these speeches, the Crawling Chaos demands outrageous gifts of sacrifice from his followers. He prophesies doom, an end of the world in which he is to play an important role, and his preferred sacrifices resemble the deaths he describes in such prophecies. They are miniature apocalypses of slaughter.

Many of the Esoteric Order's actions are mirrors of those of the Crawling Chaos. Uncertain of how best to please him, over the centuries they have instead sought to imitate him. They embody his curiosity, wanderlust, and mastery of magic in attempts to be more like their unknowable god.

RITES AND RITUALS

The main ritual of the Order to survive under Tarmon is performed very rarely, due to its horrific nature. This, the Ritual of Reward, requires sacrifice on a large scale. Although the human sacrifice practiced by the original Order has been replaced by animal sacrifice, it is nevertheless a disturbing enterprise. Wizards may be accustomed to slitting the odd goat's throat, but the Crawling Chaos requires entire herds of animals die in

his name in orgies of bloodletting set to the tune of his mad prophecies.

For instance, one such prophecy talks of the land sinking beneath the waves while the blind do nothing. The ritual requires the recitation of this prophecy while blindfolded victims are slowly immersed in water. Others require death by flames, strangulation, or the sword. The Crawling Chaos has never been tied down to one description of the end of all things, leading to speculation the world will suffer a multitude of disasters simultaneously, or perhaps die more than once.

As the name suggests, this ritual can attract magical rewards from the Crawling Chaos, but the nature of these rewards is random and sometimes, even if the ritual is performed note-perfectly, non-existent. The Ritual of Reward is unpopular with Freeport's current members of the Order for these reasons.

GULT HISTORY

A campaign of prohibition across many nations of the Continent has made the Esoteric Order of Starry Wisdom shroud their history behind a veil of secrecy. It is known that the first members of the cult were wizards of a desert land who were present when the Crawling Chaos walked among their people, spreading fear and nightmares. Following his footsteps, they tried to interpret his speeches and prophecies. Many went mad, and the Crawling Chaos seemed to favor them. They were the first of the Esoteric Order.

Members of the Esoteric Order traveled far in imitation of their god, spreading his words as they went. Wizards seeking to gain power—and there are always plenty of those—made eager converts, willing to perform any atrocity in the name of personal gain. In some nations, they were the subject of witch hunts, burned out by inquisitors who were horrified by their actions. The Esoteric Order learned secrecy, so when several of their number made their way to Freeport, even in that den of iniquity they kept their nature quiet.

Members of the Order came to Freeport over 150 years ago, during the reign of Sea Lord Cromey, in search of the Azoth Stone. Last seen in the possession of the serpent people of Valossa before it sank, the Azoth Stone grants followers of the Crawling Chaos the ability to peer through all space and time, to scry without limitations, and to plumb the deepest workings of the universe. They could watch stars being born and flickering out, see the hands of the gods at work, even watch their own personal beginnings and endings.

The search was not easy. Maintaining their secrecy, they examined the islands of A'val, Windward, Leeward, and T'wik minutely. They found ruins of the serpent people's

lost Valossa and caches of their artifacts, but never the Azoth Stone. A hundred years passed, and some within the Order grew less devout in their faith. Some left Freeport and some left the Order altogether.

The wizards who remained devoted to their search eventually broadened it to include the oceans. Though they came into conflict with the sea devils and the other beasts of the sea, they discovered remnants of Valossa in a cave beneath the deep waters. The six wizards of the Order who were still convinced the Azoth Stone was worth the risk descended into that cave, and never returned.

For a few years, the Esoteric Order muddled along, leaderless and rudderless, until young Tarmon took over with a scheme that would change them from a hidden secret society to a public and major player in the politics of Freeport. Thirty-odd years ago the Order came out into the open, forming the Wizards' Guild after cutting a series of deals with local officials. As part of these deals, the Wizards' Guild is sworn to defend Freeport when it comes under attack, and they maintain a number of firewarding and cooling enchantments on official buildings and businesses in the city.

The Esoteric Order is now an inner circle within the Wizards' Guild, a secret delineation that marks those with true influence and power. Many of them worship the Crawling Chaos in word but not deed, seeing the Order as similar to the collections of meaningless rituals many of the craft guilds subscribe to; something for the sake of adding a touch of color and ceremony to their meetings, and nothing more. Some, including Tarmon, see the search for the Azoth Stone in terms of metaphor: a spiritual search for knowledge rather than a physical search for a magic rock.

As a political entity, the Wizards' Guild has grown powerful, despite a minor setback after the Great Green Fire when magic was distrusted for a time, which was mostly countered by the use of magic in summoning a storm to finally defeat it. High Wizard Tarmon has become the first wizard to join the Captains' Council, and through the Reclamation Project, the Guild shapes the form and future of Freeport.

Unbeknownst to the tamed Order within the Wizards' Guild, the true and devoted Esoteric Order of Starry Wisdom lives on. The Six, the wizards who traveled to the ocean depths to find the Azoth Stone, survived. They found the Stone and were transformed by it, made into near-immortal servants of the will of the Crawling Chaos. While their counterparts on the surface have focused on gaining political power, the Six have spent decades in study of the Azoth Stone, being subjected to the mad visions it bestows. Now, they are ready to return to Freeport.

They are also entirely insane.

ORGANIZATION

The Esoteric Order now functions as a kind of table of elders within the Wizards' Guild who make all of the organization's important decisions. Although the existence of this Board of Lords is public knowledge, their status as a branch of the Esoteric Order of Starry Wisdom is not.

MEMBERSHIP

Although the Esoteric Order is composed of powerful members of Freeport's Wizards' Guild, potential members have to do more than master magic. There are several frustrated guild members whose abilities should have them sitting on the board, but for the fact that they lack the required traits to join the Order. Either they are too devout in their worship of another god or too virtuous in their nature to pledge allegiance to a dark one, even if in name only. Any group of wizards is an eclectic mix, but the Esoteric Order is by its nature a mix of even stranger individuals.

SYMBOLS AND SIGNS

All board members of the Wizards' Guild incorporate a repeating star motif into their robes. The deeper significance of this symbol is lost on those unaware of the Esoteric Order's existence.

Members of the Esoteric Order practice a secret and complex sign language made of hand gestures. This grew out of a system used by the early wandering preachers of the Crawling Chaos to aid in remembering his strange and lengthy speeches when they spoke in imitation of him. They would make certain passes and finger-signs associated with repeated words, and fellow cultists in the audience would prompt them with these signs if they paused too long. It has evolved over the centuries so that now members may know each other and communicate wordlessly by certain seemingly innocent combinations of gestures. It is not a complete language, however, and some concepts may be difficult to communicate, though it has 12 different signs for subtle variations of the word "doom."

STRUCTURE

At the head of both the Wizards' Guild and the Esoteric Order of Starry Wisdom, Freeport branch, is High Wizard Tarmon. Immediately beneath him and are the six Lords who make up the guild's board: Lord Defender Thorgrim, Lord Entertainer Upjohn Drowne, Lord Researcher Edwina Lilybridge, Lord Wanderer

Enochia Bowstring, Lord Teacher Orrin Feeney, and Lord Recorder Kenneth Regrant.

Lord Defender Thorgrim is second-in-command, taking charge whenever Tarmon is away. The other Lords of the Board are all equally ranked, and all equally irked that a barbarian like Thorgrim outranks *them*. Although he is not the most magically skilled of the Lords, Thorgrim does have the will, experience and brute strength to put the others in their place if need be.

Each of the Lords of the Board has their own sphere of influence within the guild. Lord Defender Thorgrim is master of security and martial matters. Lord Entertainer Upjohn Drowne is master of illusions and entertainments, providing fireworks and shows for the people of Freeport while secretly acting as the guild's chief spy. Lord Researcher Edwina Lilybridge is master of the guild's extensive library and cataloguer of their artifacts and spare pocket dimensions. Lord Wanderer Enochia Bowstring is master of diplomacy and messenger to the wizards of the Continent. Lord Teacher Orrin Feeney is master of apprentices, overseeing their education and housing. Lord Recorder Kenneth Regrant is master of divining and scrying and acts as a seer and early-warning system. New positions can be invented by the High Wizard if a wizard is deemed worthy—the position of Lord Entertainer, for instance, was created especially for Upjohn Drowne.



As there is no way to advance in rank once a wizard joins the board short of disposing of Tarmon or Thorgrim, the only way they have to gain more prestige is to increase their sphere of influence. The Lord Researcher and Lord Recorder, for instance, have squabbled over who has control over what, as their positions overlap. The Lord Entertainer sometimes takes charge of entertaining visiting wizards from other nations, although technically this is part of the Lord Wanderer's remit as chief of diplomacy. These mighty wizards who can bend reality to their will are capable of arguing over the pettiest of distinctions if they see a chance to grab a slightly expanded area of control for themselves.

GOALS AND MOTIVES

Once, the Esoteric Order of Starry Wisdom existed to seek out the Azoth Stone and gain ultimate knowledge of time and space. Though they still seek knowledge, the Azoth Stone has been forgotten by many of them in favor of other ends.

High Wizard Tarmon founded the Wizards' Guild solely as a means of gaining legitimacy and acceptance for his kind, and he thought he had achieved all he needed to when he became a trusted advisor of the Captains' Council. However, he had an epiphany when the danger of Milton Drac and his mad plans were revealed. Here was something

the wizards knew nothing about, something that almost destroyed the city and them with it. What good is knowledge of the foundation of the planes if you don't have enough knowledge of the world around you to survive in it?

Tarmon turned the Esoteric Order into an engine designed to bring him knowledge of Freeport and then use that knowledge for political gain. By becoming a member of the Captains' Council, Tarmon gained influence over the future of the city he hopes to use to prevent anyone as monstrous as Milton Drac from ever achieving power or threatening the city again. Tarmon doesn't do this out of pure altruism, however. He wants to protect Freeport to protect himself, and he thinks that the best way to protect Freeport is to rule it. If events make it necessary, he has plans to make himself Sea Lord so he can guide Freeport through the dangerous waters that lie ahead, ensuring his own safety and that of the organization he has built at the same time.

The Guild's public aim is to gain legitimacy for wizards in Freeport, so that they may be treated fairly and without prejudice by its citizens. Their civic duties, especially the Reclamation Project, are vital tools to this end. By showing how they can help Freeport, the wizards make themselves valuable to it. The Lord Entertainer is an important part of this project, providing entertainments and distractions to convince people of the harmlessness of magic. At the same time, he gathers information useful for the city's protection.

The Lord Wanderer is the last member of the Order to truly believe in their original mandate and to worship the Crawling Chaos in the correct manner. She seeks the Azoth Stone as her forebears did. Since the location of their final journey was never told to the other members, she must seek it as they did, by poring over maps, traveling around the islands, exploring ruins, and conversing with devils.

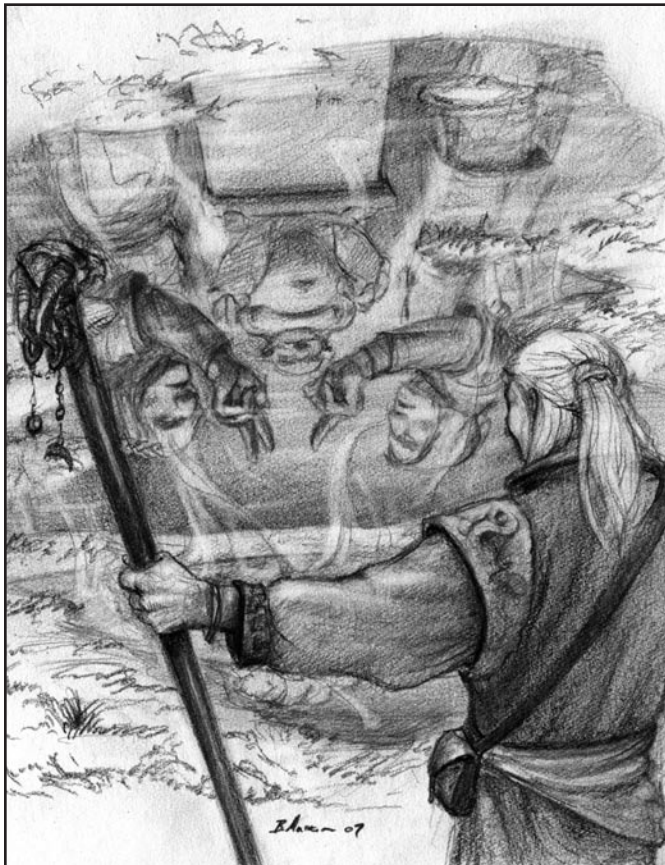
The Lord Researcher's goal is the acquisition of power, pure and simple. She dreams of running the Esoteric Order not as a cult of the Crawling Chaos, but as a cult dedicated to worshipping her.

The Lord Teacher aims to complete his experiments with control of the weather, hoping to make contact with the higher order he believes the Crawling Chaos represents, having seen the patterns within the chaos of storms during a personal epiphany. He strives to recreate that moment, whatever it costs.

The Lord Recorder wishes only to be left to his own devices so that he can watch the world as he scrys it without interruption or interference.

RECRUITMENT

Apprentices can be sponsored into the Wizards' Guild by their parents for a sizeable fee. This is often seen by



the families as a good way to get rid of bookish younger siblings of little use in running a powerful house. The guild also does its civic duty by taking in youngsters who cannot afford the fees if they show the spark of talent. Only after these apprentices serve their terms and become masters can they be considered for a position on the Board of Lords, and the Esoteric Order of Starry Wisdom.

Recruits are chosen from those who serve the Guild well, but from among them those with more than a hint of the suitably odd or uncanny about them. One might say that all wizards possess something of the odd or the uncanny, but there are many among the guild who are simple scholars content to learn and practice without questioning the mechanics behind their magical abilities, and they would make poor recruits for the Esoteric Order.

Others have the strangeness about them that suggests a tendency towards the ways of the Crawling Chaos, a thirst for knowledge that defies morality in its desperate *need* to know more and a restlessness that borders on the lunatic. These traits are not only necessary in a worshipper of the Crawling Chaos, but also in one of Tarmon's board members, who must be driven and determined truth-seekers if they are to plumb the secrets of Freeport and then use them to their advantage.

Chosen recruits are offered a position on the board, such a position being created for them if there is no vacancy, and only if they accept are they told of the existence of the Esoteric Order of Starry Wisdom. Some, like Lord Defender Thorgrim, already knew of the Order and joined the guild specifically to work their way into it. The ability to root out such a secret as the Order's existence is considered a good qualification for joining it. Afterwards, the applicant is put through the initiation ritual.

Within the Wizards' Guildhouse in the Old City are several extradimensional spaces, often used as storage for strange artifacts or even food when the larder is full. One of these pocket worlds is known only to the Esoteric Order of Starry Wisdom. Those who step into this space enter a part of the black gulf of chaos itself.

For their initiation ritual, those wizards who are invited to join the Esoteric Order are brought into this extradimensional space, where they must recite a binding oath of loyalty to the other members of the Order and also the audient void. After the oath, they are left alone in that vortex of the unimaginable, filled with roiling fog

suggestive of horrible shapes, entire worlds of ice and fire or light and darkness, and stars that flicker and gutter like candles in the face of foul winds.

In the early days of the Order, this initiation was intended to give the wizards who underwent it a taste of the madness of their god, but under Tarmon's leadership it has become a test of skill. Wizards who find their way back from the black gulf have proven their puissance; those who never return are judged to have been unworthy of membership.

ALLIES

The outer circle of the Wizards' Guild are loyal to their lords and follow their orders within reason. One goat, yes, but 20 goats and five men? That's plain *weird* and questions would be asked. For this reason, the Esoteric Order prefer not to use members of the Wizards' Guild to do their bidding when their requests are strange. Instead, they use magically summoned or created creatures. A variety of fiends and golems serve this purpose.

During the years when the Esoteric Order searched constantly for the Azoth Stone, they summoned and bound into service many fiends who were reputed to have the power to find lost treasures. Although none of these fiends were able to find the Azoth Stone, or were willing to disclose its location at any rate, some of them remain bound and can be called on to serve the Order if necessary.

Scox is a minor devil who excels at theft. He can steal almost anything, even the senses of a person. He can take not only someone's sight or sense of hearing, but also their ability to understand sensory input. Despite this, when summoned to steal the Azoth Stone, he could not, as it was not in anyone's possession at the time. He appears as a birdlike figure with a long, curved beak.

Infernal President Valac is reputedly able to give hints as to the locations of hidden treasures, but only if you can distract him from his favorite subject: snakes. Valac is obsessed with them, and when summoned in Freeport he ecstatically described the locations of several serpent people ruins, but not the location of the Azoth Stone. Valac appears as an excitable boy with white-feathered wings.

Marquis Kimaris is a fiend who is served by 20 legions. His true form is disguised by the pitch-black armor he wears and he rides a steed of the same hue. As well as being

Ex-Wizards' Guild Apprentice Found Dead In Underside

~ The Shipping News

a deadly combatant, the Marquis Kimaris can temporarily transform those who deal with him into mighty black-armored warriors like himself. He can also give the ability to travel quickly by sea.

King Curson is a fiend who can see into the future and the past. He has a reputation for knowing hidden things, but the secrets he knows must be known by someone living or they aren't real secrets and he cannot tell them. King Curson appears as a lion-headed man, carrying a wand made of writhing vipers.

The Esoteric Order's most powerful ally is also its least trustworthy: the Crawling Chaos himself. Depending on how he chooses to view the legitimacy of the Wizards' Guild and the lackadaisical nature of their worship in recent times, he could just as easily be an enemy.

ENEMIES

Though they don't know it, the Esoteric Order within the Wizards' Guild has a dangerous enemy in the *true* Esoteric Order, or as they call themselves now, the Six. The Six were the original members of the Order who remained true to their quest to find the Azoth Stone, traversed the Typhonian Current, entered the undersea ruins of Valossa, and found it.

When they stared at its shining angles, however, they were lost. The Six have spent decades trapped within the visions of the Azoth Stone, driven mad and twisted by what it showed them. Their bodies have transformed into dark and stretched *things*, as have their minds.

Unable to control the visions of infinite vistas depicted in the Azoth Stone, the Six watched as it showed them horror heaped upon horror; worlds ending in fire and the sword, deaths piled up to the sky. Every apocalypse told of in the prophecies of the Crawling Chaos was shown to their transfixed eyes until now it is all they know. The Six have become harbingers of the end of the world who can conceive only of destruction, who seek to put the doomed world out of its misery before it drowns in sorrow.

One by one, five of the Six have wrenched themselves free of the stone's influence, and now they are coming to Freeport. They aim to destroy the unbelievers who have tainted their Order's name, and to destroy their city, then their world, with the merciful swiftness no other world was shown.

The Six, though once they were members of varied races and sexes, have all been transformed into identical forms. They are mottled, wrinkled, and ancient-looking, hairless and shriveled beyond the point of distinguishing characteristics. They are elongated, as if stretched, and their thin bones would probably be unable to support them. However, they are so far gone from the natural their feet no longer touch

the ground. They float a few inches over any surface and can rise to more noticeable heights if they wish.

Another sign of how divorced from the true they have become is the haze. This distortion of perception follows them wherever they go, a slight blurring of the air that resembles the shimmering of heat-haze. This blurring stretches out in a half-mile radius from them wherever they go. The haze makes distances hard to judge and makes the use of missile weapons over any range difficult.

Lesser foes of the Order are the wizards of Freeport who aren't affiliated with the guild, whether because they disagree with its policies or because they failed at the entrance exams. Although they plot against the Guild, they are incapable of uniting to take action. This is partly because they have been infiltrated by the Lord Entertainer, who sabotages their plans from within.

HIGH WIZARD TARMON AND LORD DEFENDER THORGRIM

These characters are described in *The Pirate's Guide to Freeport*. See that book for more details.

LORD ENTERTAINER UPJOHN DROWNE

“What would you like my next trick to be, eh? I can make stars fall from the sky, angels dance with devils, or lions roar from my throat. Only no dragons. I don't do dragons.”

—Upjohn Drowne entertains the children of Freeport

Upjohn Drowne (male gnome journeyman) is a master of the art of illusion that comes so easily to his people. As well as his responsibilities as Lord Entertainer—organizing parties, fundraisers, fireworks displays, and so on—he has a secret duty as Tarmon's chief spy. The shape-shifting gnome maintains a variety of secret identities with access to some of Freeport's various power blocs.

He guards a deeper secret, as well. A loss of control in an illusionist's duel ended in murder, and this motivates him to seek redemption. Only Tarmon knows this secret and uses it to manipulate him.

BACKGROUND

In Upjohn's homeland on the Continent, he was famous as a magical duelist, participating in challenges between wizards in which they would set their illusions as well as their own shape-shifted forms against each other. These duels were strictly codified to prevent fatalities, but in a battle with a romantic rival, Upjohn lost his cool and, taking the form of a dragon, swallowed his opponent whole.

He fled the Continent in disgrace for a place where he would not be recognized in his true form, which he still feels most comfortable in despite his shame. In Freeport he could begin again, and the first step was to register with the Wizards' Guild. They found work for him giving performances, putting on shows for children and illusionary displays in the theater—all part of Tarmon's plan to make people more trusting of magic and magicians.

Tarmon saw something else in Upjohn though, an inner darkness and a drive to improve the world as a compensation for his actions, even at a great cost. This is why he created the position of Lord Entertainer and invited Upjohn to join the Esoteric Order of Starry Wisdom as their spymaster. Upjohn has both the drive and the dissociation from others necessary to make a perfect spy.

Upjohn sees the cult as a necessary bit of ritual nonsense overlaying their most important purpose; protecting the people of Freeport. To that end he has created a set of identities that he wears like changes of clothes, each one designed to gather a certain kind of information or infiltrate a particular organization. These identities are:

Black Elise, a burlesque dancer who performs in the bars of Scurvytown. Elise has many admirers, counting several influential men of the city among their number.

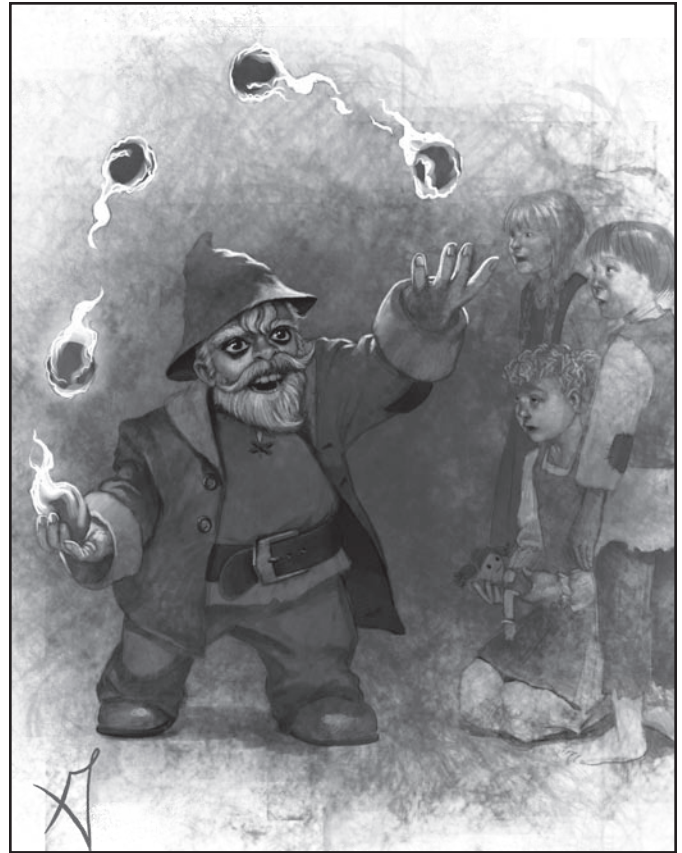
Devin Skaggs, a hobo who haunts the docks. As Skaggs, Upjohn overhears a lot of talk from the beggars, although to keep up this disguise he has to survive on "gutter turkey" and "alleyway nuts" and other euphemisms for food found in piles of rubbish.

Kornelius Jenks, a freelance wizard. As Kornelius, the Lord Entertainer has infiltrated the network of independent magicians in Freeport who secretly work against the Wizards' Guild. Denied membership or unwilling to accept its authority, they plot to discredit the Guild.

Jamie Mckee, a halfling junior member of the Syndicate. Upjohn's progress into the Syndicate has been slow. Although the Esoteric Order would clearly like to keep tabs on an organization as powerful as Finn's Syndicate in the Eastern District, Finn is not an easy halfling to fool. A master of disguise himself, he is wary of spies and slow to trust new recruits.

Numbers Farrzu, a confidence trickster and member in good standing of the Canting Crew. Unlike the Syndicate, Upjohn has found the Crew easily infiltrated. Mister Wednesday is a little too trusting of outsiders, especially those who claim to be from beyond Freeport and therefore uncaring of its local politics.

Theron Dukes, informant to the Freeport Watch. Sometimes the best way to learn about an organization is to see what happens when you teach them something. As a grass for the Watch, Theron passes on information



Upjohn learns from his time among the gangs to see who acts on it and how far the corruption of the Watch spreads. So far the answer seems to be "distressingly far."

PERSONALITY

Upjohn is very good at compartmentalizing his life, a kind of creative self-delusion that is an important trait in a spy. Some of the things he has had to do, both as a member of the Esoteric Order and participant in its rituals, and in his roles within the gangs of Freeport, are of questionable morality. Upjohn sees the bigger picture, however, and puts these breaches of ethics into the carefully separated strongboxes of his individual personas where they won't bother the real him, hidden underneath.

He can move from persona to persona with frightening ease, playing the part of a likeable children's entertainer one moment and a manipulative scam artist or a brutal thug the next. His own personality has long been subsumed and hidden, since the day he let two elements of his life—the romantic strongbox and the duelist strongbox—overlap with disastrous results.

APPEARANCE

Like most gnomes, Upjohn barely scrapes over three feet in height. He plays up the aspects of his appearance that Freeporters find comical, wearing baggy clothes that make him look shrunken and lining his large eyes with

kohl to make them appear even bigger, giving him the appearance of a harmless, clownish figure. Although this is the form he is most comfortable in, he can magically assume the form of any race.

As Black Elise he is a raven-haired beauty; as Devin Skaggs he is a filthy, bearded mutterer; as Kornelius Jenks he is a pale, bald-headed, extravagant old man; as Jamie Mckee he is a round, but muscular, halfling; as Numbers Farrzu he is a dark-skinned, smiling con man; and as Theron Dukes he is a sniveling, scrawny weasel of a figure.

LORD RECORDER KENNETH REGRANT

“I see children dining on human flesh. Beasts rising from the depths of the sea. The six are coming, the Six! Oh, that Mr. Lender on Pike Street is late home from work again. His wife will be cross!”

—The Lord Recorder has difficulty distinguishing between the important and the mundane

No one embodies the new focus of the Esoteric Order like Kenneth Regrant (*male human master*). A young diviner with few equals, he spends much of his time in a trance state in a darkened room, his inner eyes wandering over Freeport and its future to catch glimpses of important information. At these times, his apprentices surround him, taking notes by candlelight, trying to divine meaning from the cryptic utterances he makes while his ethereal eyes wander.

BACKGROUND

Regrant was one of the apprentices taken in by the Wizards' Guild as part of their obligations to the city, one of the few talented children taken from a life on the docks and given a chance at something greater than he would otherwise have known.

Regrant showed an aptitude for divination and was able to see further in both distance and time than were any of his fellow students. An obsessive collector of trivia, he filled notebooks with his observations of lands he had never physically been to, people he had never met, and times he did not exist in.

Tarmon was so impressed when the Lord Teacher brought Regrant to his attention he had the boy specially groomed for his position as Lord Recorder, tutored separately from his fellows, and allowed to indulge in his interests. As a result, Regrant is an unfocussed diviner who receives scattershot impressions from far and wide that he has difficulty controlling. To improve Regrant's abilities, Tarmon had him perform a Ritual of Reward. He found the favor of the Crawling Chaos on his first try, and was granted his unique eyes.

Tarmon uses Regrant as a kind of antenna; the trivial impressions he and his apprentices collect are rarely useful, providing a mosaic of ordinary life in and around Freeport (the closest thing to focus Regrant can muster is this loose geographical restriction). However, whenever supernatural trouble of a large enough scale brews, Regrant cannot help but be drawn to it. The rare times when his chorus of impressions synchronizes are always warnings of dire trouble ahead.

Currently, Regrant's impressions are beginning to line up as he sees something emerging from the deep sea. His apprentices' notes are filled with the one repeated phrase: “The Six. The Six are coming.”

PERSONALITY

Curiosity drives Regrant, but it is unfocused curiosity. He has difficulty focusing on any one thing or person. His attention span is short and he is easily bored. Having his talent come to him so naturally has made him easily frustrated by hard work, and if something does not go his way immediately he grows angry.

Edwina Lilybridge, the Lord Researcher and a skilled diviner in her own right, has recently been the target of his anger for her attempts to encroach on his position and her disruption of his visions. His solitary lifestyle and inwardness has resulted in a distinct lack of the social graces.

APPEARANCE

The Lord Recorder is pale from his time spent in the dark, as befits a follower of the Crawling Chaos, and is prematurely bald. He wears robes in varying shades of blue, decorated with the starry design of the Esoteric Order. He is never seen without a scarf covering his eyes, despite which he sees perfectly.

Underneath that scarf his eyes have grown strange, a gift from the Crawling Chaos. They have refracted and split until they resemble an insect's segmented eyes, allowing him to watch multiple strands of time and place simultaneously. Only his apprentices ever catch a glimpse of his true eyes when he removes the scarf in the dark and enters his receptive trance state.

LORD WANDERER ENOCHIA BOWSTRING

“Oh, look, the moon is covering up the sun. How monumentally dull. Someone get me another drink.”

—The Lord Wanderer witnesses a once-in-a-lifetime celestial event

Enochia Bowstring (*female elf master*) is as well traveled as it's possible to get, and as world-weary as well. As

the Lord Wanderer of the Wizards' Guild, she is their diplomat, a representative to the guilds and other magical organizations of the Continent. She remains carefully neutral in these dealings, not because of her skills at diplomacy, but because she does not care. Living for centuries and seeing too much has filled her with a terrible ennui only the Crawling Chaos has the means to fix.

BACKGROUND

Enochia was born in the elven lands, but now she's a citizen of the world. Possessed by the curse of wanderlust that sometimes takes hold of her people, she spent most of her exceptionally long life traveling and learning about the diverse magical traditions of the nations she visited.

In the Biandier Islands, she met a tribe who had the dubious honor of being visited by the Crawling Chaos in their distant past. His teachings influenced their entire culture, and they believed the further a thing had traveled the more power it had. It was their tradition to pass worthless trinkets from island to island as gifts, believing this would imbue them with more magic as they went.

Enochia learned a lot about the Crawling Chaos from the tribe, and took their teachings to heart. She went from country to country, seeing the world until eventually she had seen so much, there wasn't room in her for anything new. Everywhere she went started to remind her of somewhere else until the joy went out of her wandering, yet she was never able to stay in one place. In all that journeying she never found somewhere she fit.

Even trips taken beyond this world dissatisfied her; the Burning Plain of Never-Kesh is just like the Desert of Izlis only without the pretty sunsets; Floating Hubspine and its bustling streets full of inter-dimensional tourists is just like two Freeports stuck one on top of the other only with clumsier pickpockets and nowhere you can get a decent drink. Black gulfs of chaos? More like black gulfs of *yaawn*.

In Freeport, which she had visited numerous times, Enochia sought out the cultists of the Crawling Chaos. She believes he is the only one who can cure her. By taking her on one of his maddening journeys, he can give her the never-ending parade of novelty and the release from sanity she seeks. She considers herself a true servant of the god and the others merely contemptible dabblers, but her position among them gives her contact with other cultists on the Continent and funds her continuing search for the Crawling Chaos. One day, she knows, he will return as a prophet and take her with him.

In the meantime, she hopes to attract his attention by performing the Ritual of Reward on its largest scale, though she knows Tarmon and the others would frown on it. She has attempted it with the aid of other cults, away from Freeport and the Lord Recorder's scrying gaze, but with



no success so far. The cults she deals with argue about the correct way of performing the ritual, and often fragment and schism or are discovered and arrested. It would take a dire situation to drive her to perform the ritual in Freeport, such as the apparent arrival of the apocalypse, say.

PERSONALITY

Everywhere Enochia traveled, she left a little piece of herself behind until there wasn't enough left of her to even call a person. She has no empathy left at all, and people, like places, only remind her of others. Now, she is bored by everything and everyone.

A thick layer of cynicism and the occasional bitter insult reveals her disconnectedness, and she is only happy when escaping from the tawdry reality she is trapped in. Often she does this with the aid of alcohol; Freeport Sunrises are her preferred drink.

APPEARANCE

The robes Enochia wears are a mish-mash of styles and colors, something that has caught her eye from every culture she's seen. Around her neck is a primitive amulet, a small doll made of dried banana leaves from her time among the Biandier Islanders, a very well-traveled object indeed.

Years of journeying and sun show on her face; it is tanned and weather-beaten. That face is usually twisted in a scowl, and her eyes are bored and distant.

ORRIN FEENEY, LORD TEACHER

“Now, class, who can explain to me Ostranker’s seven ways to differentiate between air elementals of the nimbus pattern and the stratus pattern? Anyone?”

—*The Lord Teacher despairs of teaching them anything important, he really does*

Orrin Feeny (*male human journeyman*) is a master of weather magic as well as the master of apprentices at the Wizards’ Guild. The wizards are allowed to instruct their own apprentices in most things, but the apprentices are also required to attend classes with the Lord Teacher to ensure they do not miss any of the vital basics of magic. Ethics classes are also compulsory.

After the weekly ethics class, Feeny plots to summon freakish weather conditions that could destroy all of Freeport. And they say that teachers aren’t *doers*.

BACKGROUND

Orrin Feeny was a weather wizard who worked for his passage onboard ships inbound and outbound from Freeport. With his mastery of the winds, he was in high demand. While on such a trip, traveling on the ship *Busthuscious Beauty*, Feeny came across a storm the likes



of which he’d never seen. Attempting to calm it with magic, he encountered a resistance he’d never before felt. There was something almost *alive* at the eye of the storm. Sacrificing safety for the sake of curiosity, he allowed the storm to wash over them, at the cost of several of his crewmate’s lives, guiding them into the center of the storm. Gazing upwards into the dark and swirling clouds, Feeny saw something that changed his life.

He won’t speak about whatever it was he encountered, but it changed the way he viewed the world. He realized that fate doesn’t control our destinies, but rather the random stirrings of chaos personified, a mad string-puller with his own plan in mind for us.

Relieved of his position as a weather wizard for gross incompetence, Feeny joined the Wizards’ Guild for employment. His natural aptitude was for teaching, and he became a tutor in the arts of weather wizardry to the Guild’s apprentices. When the former master of apprentices died in a summoning accident, Feeny was offered his position, not because he was the best qualified for it but because he had the spark of madness about him that made him perfect for the Esoteric Order of Starry Wisdom.

Feeny was instrumental in summoning the storm that put out the Great Green Fire. He came close to recreating the primal storm of madness he saw at sea, but not quite. Someday, soon, he hopes to look once more into that maddening eye.

PERSONALITY

Feeny is driven and curious. His curiosity makes him a good teacher, as his depth of knowledge is impressive. He can ramble for hours about any topic that catches his attention, and will if given the chance. Natural phenomena in particular fascinate him and he has traveled far and wide just to visit eclipses, violent storms and other unusual natural events.

His love of such things overshadows any other matters and he will happily risk lives to get closer to phenomena he wants to study. He tends to leave a trail of dead native guides wherever he travels.

APPEARANCE

The Lord Teacher is a figure both wild and woolly. His beard is thick, though braided to stop it from getting in his soup all the time, and the apprentices have many theories about what strange creatures may call its darkest recesses home.

While outdoors, his eyes are almost always cast upwards, which would cause problems on Freeport’s busy streets if the residents had not learned to get out of the way of wizards.

His robes, which are brown, have patches on the elbows, and also stars. Occasionally, especially when he is in a bad

mood, small clouds hover above his head, squalling and threatening rain.

EDWINA LILYBRIDGE, LORD RESEARCHER

The Lord Researcher's job is to catalogue and identify all of the many artifacts and texts owned by the Wizards' Guild. This may make Edwina Lilybridge (*female human journeyman*) a glorified librarian or museum curator, but when the items she curates have the potential to summon the Dukes of Hell and the texts contain the secrets of creation, you can see the position isn't without its perks. This is excellent for Edwina Lilybridge, who seeks to exploit her role for all the power she can.

BACKGROUND

They may have unisex titles in the Wizards' Guild, but make no mistake, Edwina Lilybridge is a proper *lady*. A lady of the Old City Lilybridges, brought up properly, brought up in the traditional family way, knowing the tea-drinking customs of five cultures and how to properly address an archbishop of the Fish God and thirsting for power as if it were more vital to life than water. That is the Lilybridge way.

Too strong-headed and willful, even at an early age, to be married off for political gain, she was offered a choice between religion and magic. She chose magic because it offered a better ladder to climb. After all, even at the head of a church you're still serving a god.

After being apprenticed to the former Lord Researcher, she poisoned him, knowing she was the best qualified to take his place. When she finally ascended to the Board of Lords, she was disappointed to discover they all bowed to a silly old god. Although she recited the vows, she serves the Crawling Chaos in name only. The only thing she really serves is her own self-interest.

PERSONALITY

Greed and treachery are Edwina Lilybridge's defining traits. She is also ruled by an unhealthy quantity of snobbery and superiority. She's hard to be around, so it's fortunate that her position keeps her away from the others and the inevitable conflict that would follow. The Lord Recorder is the current target of her envy; his impressions are catalogued and filed in the library by his apprentices rather than by her. She enjoys reordering them and distributing them wherever she thinks they should go to create confusion. If ever anyone needs something looked up, they need *her*, as her system is unique and arbitrary.

APPEARANCE

Edwina dresses as the queen she would have preferred to be. Her robes are layered with fine furs, at least in winter, and embroidered with the eight-pointed chaos star in gold thread.

Her demeanor is pure haughtiness and her face, though attractive, is distant and emotionless.

THE WIZARDS' GUILDHOUSE

Within the walls of the Old City are the walls of the Wizards' Guild. It is a marble building, blocky and three stories high. The marble of its construction is magically protected so it always remains spotless and white. Those attempting to scrawl political slogans on the building find their words vanishing before they are finished and rubbish thrown at the walls simply slides off.

Two impressive bronze doors covered in mystical symbols open into a spacious atrium that is as far into the building as non-members ever get, no matter what their rank. Beyond this point, the Guildhouse is filled with laboratories, boarding rooms for the apprentices and apartments for the senior members, lecture halls, summoning chambers, the large arcane library, and entrances to extra-dimensional spaces.

FEATURES AND DEFENSES

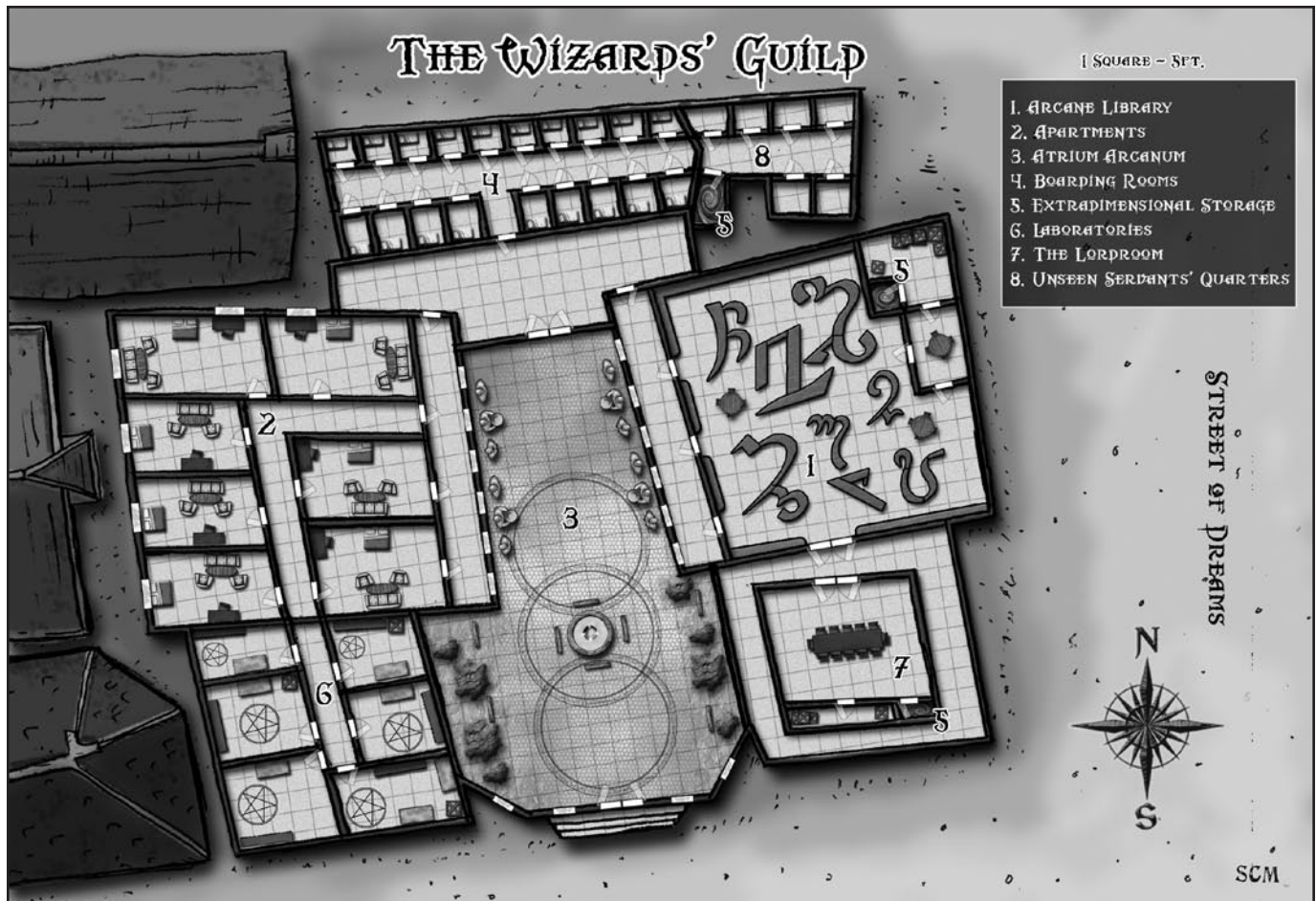
The bending of space required to keep extra-dimensional areas within the walls can confuse and disorient those who are unfamiliar with the building, resulting in doors that appeared distant suddenly looming close and a simple walk across a hallway seeming to take twice as long as it should.

Magical illumination keeps most of the Wizards' Guild well lit at all times and invisible spirits keep the place clean. Unlike in some other guilds, the wizards have to open doors themselves and walk up the stairs instead of using magical transporters. Tarmon considers it important that members keep up at least some physical activity.

The reputation of the wizards is enough to keep most thieves out of the Guildhouse, but that doesn't mean it isn't magically protected. Statues of monsters animate when they detect intruders, gravity reverses along the hallways, door handles swallow the hands that try to turn them, the air is sucked out of rooms, burning djinns bearing wailing scimitars are summoned, and jets of flame that burn only flesh shoot from the walls.

KEY LOCATIONS

The following locations can be found within the Wizards' Guildhouse.



I. ARCANÉ LIBRARY

This enormous repository of books and scrolls is the haunt of the Lord Researcher, Edwina Lilybridge. The shelves are arranged in a pattern that, seen from above, spells out runes to ward against silverfish and bookworms. The thousands of books from which those shelves groan are arranged in a literally arcane system that makes no sense to anyone but the Lord Researcher, which is exactly how she likes it. Apprentices are occasionally sent to help with the filing—Edwina has no apprentice of her own, disliking the idea of competition—but they usually don't last long with this spiteful librarian.

2. APARTMENTS

These apartments belong to the graduate wizards of the guild. They are not small, but almost all of the inhabitants overfill them with magical paraphernalia and bric-a-brac. It is unusual to see a desk that isn't buried under scrolls, grimoires, and assorted papers, and in some rooms it isn't possible to see where someone would actually sleep. It would be a terrible fire hazard if the entire building wasn't protected by fire-proofing spells.

Each of the Lords of the Board has a special apartment, and of course, these apartments are the most spacious

and sumptuously furnished. Each has a window with an adjustable view that can be set to show the true outside or the views from Guildhouses in foreign cities (where they have matching windows).

3. ATRIUM ARCANUM

The magically supported ceiling of this huge space has a rectangular opening to let light in. The atrium reaches to the very top of the building, so the sides of the upper floors have windows into the wizards' apartments and other rooms. The floor is a mosaic of checkered tiles.

Around the atrium is scattered seating, a small garden, and an ornamental fountain as well as statuary. This is the only part of the Guildhouse non-members are allowed into, so it has been made to appear as elegant and impressive as possible. The oddness that those new to the building feel manifests here as a sense that a space this large and open could not possibly fit within these walls.

4. BOARDING ROOMS

These rooms are given over to the apprentices who live on-site at the guild. Not all apprentices live here, but those that do are crammed into tiny, shared rooms regardless of how few of them there are.

5. EXTRA-DIMENSIONAL STORAGE UNIVERSES

There are three of these wardrobe dimensions in the Guildhouse, one in the Arcane Library, which Edwina Lilybridge uses to keep the more dangerous artifacts, one in the Unseen Servants' Quarters used when the larders are full, and one in the Lordroom.

This final portal leads to the black gulfs of chaos, the home of the Crawling Chaos and the location used in the cult's initiation. No member of the Order has ever been able to find the Crawling Chaos within this space, leading to speculation that he is currently incarnate somewhere, possibly on the Continent.

6. LABORATORIES

In these rooms, potions brew, strange weapons hum with new life, devices that should not be whirr and click into place, and things learn to walk that should never have been stitched together at all. Each lab room is fully stocked with common magical ingredients, summoning pentagrams, and tables complete with restraints made of cold iron.

Any card-carrying member of the Wizards' Guild can make use of the facilities in these six laboratories, but competition can be fierce and arguments over who booked Lab Room A when have degenerated into magical duels in the past. Wizards sometimes bring their apprentices here for demonstrations, but otherwise they are restricted to graduate members.

7. THE LORDROOM

This is where the Board of Lords meets to discuss issues affecting both the guild and the cult. The entire room is magically warded to make scrying impossible, as well as damped so no noise made in this room can be heard outside. It is a simple room, containing a long table with 12 chairs, enough for all of the members with room left over for future expansion.

8. UNSEEN SERVANTS' QUARTERS

These rooms are where the invisible spirits who serve the wizards are bound. They can leave these blank and empty rooms only when on cleaning duties. In addition to cleaning, they cook meals and serve them in the nearby dining hall. When young apprentices are being punished, they are forced to stay in the Unseen Servants' Quarters

with the spooky, silent, and invisible spirits, helping to clean the Guildhouse and serve the meals.

USING THE ESOTERIC ORDER

If your party includes wizards, there are two ways they can encounter the Esoteric Order. Wizards joining the guild will be able to enjoy the benefits membership brings, such as lucrative work contracts and access to facilities like the laboratories and arcane library, as well as the prestige and contacts it offers. When they discover the guild is rotten at its core, perhaps even being offered membership in the Order, they will have to balance these personal benefits against the dangers of joining the cult.

To those wizards who aren't able to become members of the guild, the Order is a rumor worth investigating. Perhaps motivated by jealousy as much as virtue, they can seek to prove the existence of a conspiracy within the guild to further their own ends, but to do so they will need evidence. Even for the magically skilled, infiltrating the Guildhouse won't be easy, and will require the services of those of a more larcenous disposition.

Those who aren't wizards may be drawn into the intrigues of the cult while investigating seemingly mundane affairs. When a friend of theirs disappears, they may notice a spate of such unexplained disappearances clustered around certain events of astronomical importance. Further investigation leads to the conclusion that a cabal of sorcerers is performing forbidden rituals within the city, but taking on wizards will be difficult for those who lack magical defenses. Fortunately, such things are available in Freeport for a price, but how reliable such items, especially cut-rate ones, will prove to be is uncertain.

BEGINNER ADVENTURE

Enochia Bowstring needs some unusual components for a spell she's working on. At the moment, she's too busy entertaining a group of diplomats from the Continent to go hunting for them herself, so she hires the PCs. The ingredients can be found in the jungle of A'val—the flowers of a carnivorous plant, the teeth of a certain jungle beast—and they won't be easy to collect. Since there hasn't been a Great Hunt for three years, all kinds of things have grown strong in the jungle.

A Deadly Garden: Man-Eating Plant Found by Partly Eaten Man

~ *The Shipping News*

Conveniently, when danger strikes they have magical assistance in the form of Kornelius Jenks, a freelance wizard. He claims to be collecting ingredients himself, but really he's been following them ever since one of the Lord Recorder's visions showed Enochia preparing for something suspicious.

The ingredients the PCs have been collecting are only needed for one ritual: a summoning of a fiend. Kornelius explains this to the PCs, and then asks for their help. He claims to have long suspected Enochia of devil-worship, but hasn't been able to prove it. He needs the PCs to get that proof by handing over the components to Enochia, then observing her performing the summoning through a scrying ball he presents them with. The ball allows two-way communication, and allows them to keep in touch with the wizard while they perform this dangerous task.

EXPERIENCED ADVENTURE

The PCs hand over the ingredients, collect their reward, and then follow Enochia as they were told. She makes her way to the Docks and onboard a boat, which the PCs have just enough time to stow away on. The boat, a pirate vessel called the *Mermaid's Delight*, heads out to sea to escape the Lord Recorder's vision, but the PCs will still be in contact with Kornelius through the scrying ball.

After they witness her preparations for the summoning, Kornelius tells them he has enough proof to damn her and orders them to disrupt the summoning. That's easy enough to do, either by smudging the magic circle or knocking over her apparatus, but the ritual goes haywire, and instead of summoning the fiend to this plane, it takes the *Mermaid's Delight* and all aboard her to the depths of Hell. Enochia will be so enraged that she attacks at once.

The PCs and the crew find themselves sailing on the Sea of Damned Souls. The scrying ball still works, and Kornelius instructs them on how to perform the ritual that brings them home. However, they may need to go ashore to collect some ingredients, and performing the ritual will be difficult while being raided by cursed Hellish pirates.

When they finally complete the ritual and return to the calmer waters of the real world (a few days' travel away from Freeport), they find that they've brought someone back with them, the fiend known as Scox who was drawn to Enochia's attempted summoning. Scox has no interest in fighting, and flies from the ship to Freeport where he can indulge in his taste for theft. Before he leaves, he can be questioned if the PCs don't attack him on sight. He explains Enochia must have been summoning him because he now

knows the location of the Azoth Stone—her Order used to pester him about it in the old days no end.

ADVANCED ADVENTURE

When the PCs return to Freeport, they discover things have gone badly wrong in their absence. The Six are returning to the city one by one, stalking the streets within their haze, bringing mercifully swift deaths to the doomed mortals they cross.

Kornelius explains to the PCs that the only thing capable of stopping the Six is the very thing sought by Enochia and the Esoteric Order: the Azoth Stone. He knows this because he's a member of the Order. Revealing his true form, Upjohn begs for the PCs' help one more time. The current incarnation of the Esoteric Order can hold back their forebears for a while, but not forever. They need the Azoth Stone to defeat them, and only Scox knows where that is.

Scox, meanwhile, beat the PCs back to Freeport and has been up to his old tricks, amassing a pile of stolen loot from the rich citizens of Freeport. The PCs will need to track him down for questioning; now that the Azoth Stone is in the possession of one of the Six, Scox knows where it is. After Scox is forced to give up the location of the Stone, and the PCs have a full-fledged quest on their hands.

The cave leading to the ruins where the Stone rests is miles out from Freeport and under the sea. To get there they will need magical assistance, which the Wizards' Guild will provide in the form of water-breathing enchantments and such.

ENDGAME ADVENTURE

Getting to the cave is an adventure in itself, as sea devils and the dangerous Typhonian Current have to be negotiated just to get there. Within the caves, magically sealed from the water above, lies the Azoth Stone, guarded by the last of the Six. After it is defeated, the PCs must be careful not to look into the Stone, which could trap them and drive them mad with the visions in its shining angles.

Back in Freeport, the blindfolded Lord Recorder is the only wizard who can be trusted with the Azoth Stone. At the cost of one of his multifaceted eyes, he can refract the Azoth Stone so it shows visions other than the apocalyptic ones it has focused on so far. By making the Stone show life-affirming images, it can be made into a weapon effective against the harbingers of doom that the remaining members of the Six have become. It only remains for the PCs to get the Stone close enough to the immortal, doom-bringing wizards to have an effect on them.

- CHAPTER 17 -

SCIONS OF THE DESTROYER

The fortress-palace Gulthrax falls through the Bottomless Pit in the Abyss, and housed within this appalling and jumbled structure that crawls with filthy locust demons is none other than Abaddon the Destroyer, whose titles include Minister of Death and Havoc, the Bringer of Endings, and Lord of Locusts. And though consigned to fall forever and ever into the depths of the yawning Pit, it is said that it shall one day emerge on the other side and visit calamity and death to the world of mortals the likes of which none have ever seen. No right-thinking mortal would hasten this end, or so many hope and fervently pray, but Abaddon counts alongside his hordes of demons many mortal servants, including vicious killers and cruel arsonists who wage their war against the structures of society to hasten the end of all things. Among these servants, none are as deadly or as close to succeeding as are the Scions of the Destroyer.

ABADDON THE DESTROYER

The Scions revere Abaddon the Destroyer. This Demon Lord rules the layer of the Abyss called the Bottomless Pit, from which numberless hordes of Locust Demons hail. These hideous beings consume the crops of a thousand worlds in readiness for the day when Gulthrax, Abaddon's

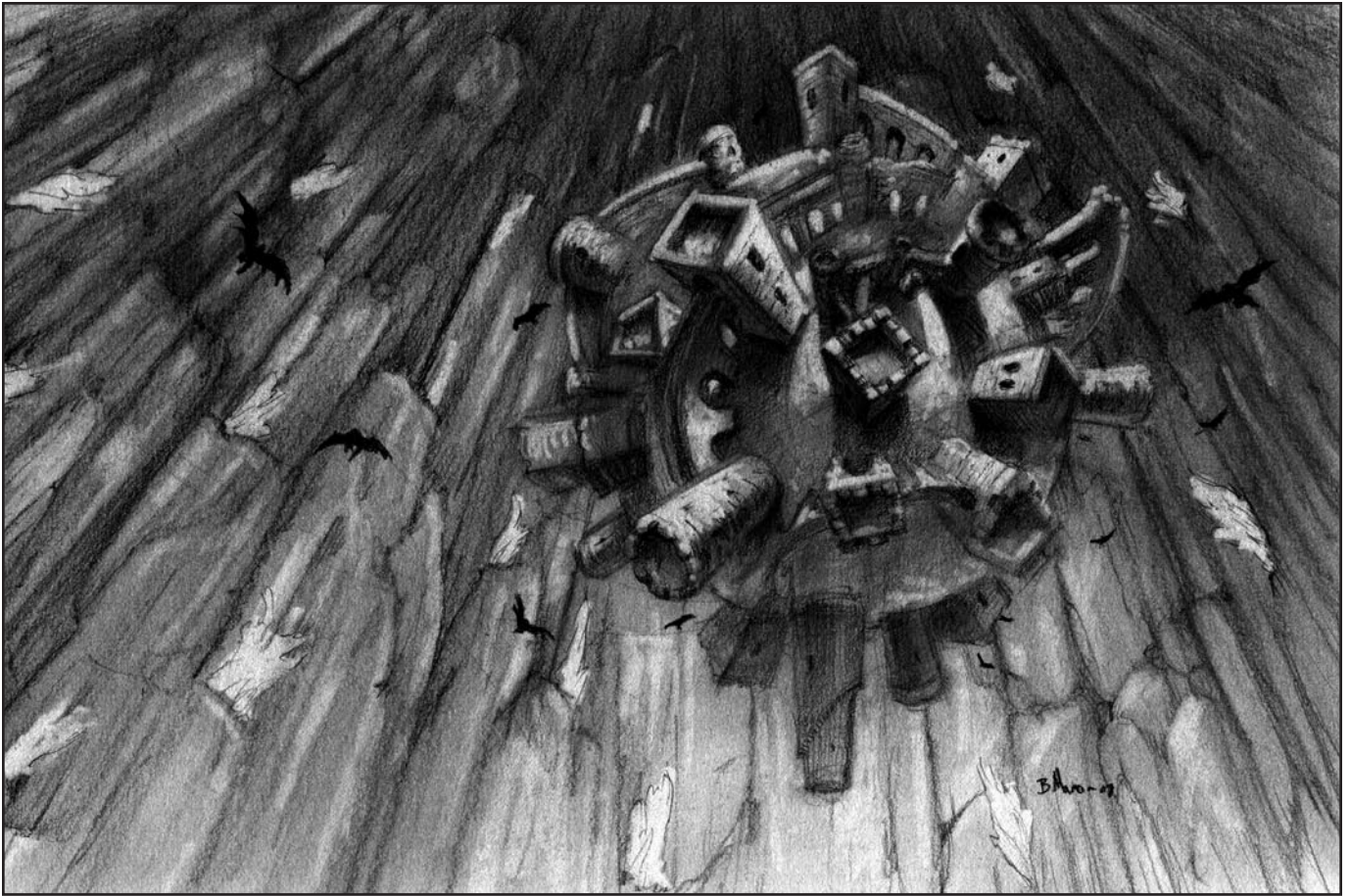
great fortress, finally emerges from the Bottomless Pit to herald the end of all things. Considered ancient, even by the standards of his peers, Abaddon's hand can be felt in famines, wars, natural disasters, and senseless massacres.

Abaddon is an enormous humanoid figure: His feet and paws resemble those of a bear, huge hooked wings curling from his back, scales like a fish covering his body, and the compound eyes of a plague fly peering from a cruel and sadistic visage. When anger or great mirth stirs him, such as overseeing the wholesale destruction of a once great city or seeing his Locust Demons consume the gardens of a peaceful nation, great gashes in his torso reveal a glowing red interior or belch foul plumes of black smoke. His voice causes landslides that bury thousands, the stamp of his foot sends ripples through the earth, toppling great towers and collapsing dams, his breath withers whole forests and renders oceans poisonous to all life, the touch of his great paws annihilates anything living and his speech causes the earth to shriek in pain, an utterance enough to obliterate entire continents. This is as nothing to the clarion call that will one day summon Gulthrax. When the time is ripe, Abaddon shall take his great horn named "Finality" and sound a single note that shall shiver throughout creation, revoking natural laws, breaking covenants, and unraveling order wherever the

"Nature, the cosmos, and all things that live within it exist in a delicate balance with each other. Forces oppose each other constantly without our knowledge. Battles are waged we will never see, let alone comprehend. For every newborn child, there is one that dies at birth, for every victory, there is a defeat, for every sunrise, there is a sunset. Learned men try to understand these balances so we may maintain them and live happily with the constraints that they impose on us. However, there are few learned men, and their actions cannot turn the tide should one force not be opposed; one birth not followed by one death.

"Because man is the fly in the ointment, you see. We are creatures of emotion, not unfeeling logic, therefore, at times, we are moved so much by some piece of happenstance, that we overload the balance and tip the scales too far in one direction. We sow destruction as a result. That anyone would hold this as a dogma is beyond me. That anyone would go even further and seek not only to oppose creation with destruction and seek an end to all things, but also actually be able to recruit people to this cause is demoralizing in the extreme."

—Fercoult Benjanni, Freeport Institute



sound is heard. On this wave of destruction, the great spiked fortress of Gulthrax shall tear through the bounds of reality to hang like a cancerous moon and from which shall fly so many locust demons that they shall consume the sun and blanket the earth with their wickedness.

DOGMA

Abaddon demands that his followers prepare for his coming. They are expected to sow dissent, foment conflict and engage in wanton acts of destruction. Those unable to take up arms must not allow an act of creation to go unopposed. Destroy tenfold what has been built. Buildings must be smashed, works of art spoiled and those that created them must become food for worms. Although followers may own arms, armor, and goods necessary for survival, they may not own anything of material or aesthetic value. If there is no bed, sleep on the floor; if there is a bed, destroy it and he who made it, and *then* sleep on the floor. If you can wreak greater damage by keeping up a civilized veneer, then do so and you will not suffer for it; a thousand dead across a battlefield of three villages is more worthy than the destruction of material things. Fire is good and is a tool of destruction. Use it where you can.

If your station allows it, sow discord among the mighty, so conflict, famine, and misery can strike. Let no prisoner, nor innocent survive a battle. Destroy communities after a successful siege. Burn crops, poison wells, and dash hopes. Do not countenance talks of peace or truce, and sabotage them when it is not within your power to end them.

Spread disease and empower the locust demons wherever they are found, so Abaddon can come forth from his mighty fortress and destroy. Those who have wrought mighty destruction in his name will join him in his fortress as his favored servants, and may bear witness to the end of their world.

RITES AND RITUALS

The Grim Harvest is a Rite employed by the Scions to destroy the bounty of the earth and to cause famine. When harvest time arrives, a group of Scions visit the fields, orchards, and vineyards of Freeport under cover of darkness. They salt the earth and hang freshly slaughtered foxes from overhanging branches or field markers. A short ritual is held over these grim markers—a summoning from the Bottomless Pit. The Scions then move onto the next farm or field. Some fields are stripped bare by hideous locusts summoned by the Rite, and in some rare

cases a locust demon from the Abyss is loosed to plague the area and ravage the innocents.

The cult also employs a Ritual that summons the black soul of Abaddon. Called The Heart of Destruction, this ritual conjures an inky blackness from the Bottomless Pit to consume anything that touches its undulating surface. This ritual is only initiated within the heart of Reapers' Hall's dank catacombs. Cultists form a circle around the edges of a specially prepared summoning circle and chant throughout the night. Once the ritual is completed at dawn, a pulsing orb of the deepest darkness fills the interior of the summoning circle. The cultists then engage in an orgy of destruction, throwing works of art, captured enemies, and anything else they can lay their hands on into the circle—where Abaddon's dark soul feeds greedily.

GULT HISTORY

Abaddon is one of the few demon princes whose appearance in the mortal plane presages a great and final destruction, a time when the gods and their works are thrown down, and when evil shall rule forever after. The finality promised by Abaddon's appearance is unsettling, indeed terrifying to most, but such nihilism has a certain appeal to those deeply disturbed mortals whose thoughts are consumed by hatred. These misguided fools are obsessed with an unreasoning desire to slaughter and sabotage every effort. It is from these rare men and women that the Minister of Death harvests his mortal servants.

As one might expect, the servants of the Destroyer are divisive and confrontational. Consisting largely of madmen and nihilists, they are as likely to turn against one another as they are to set aside their differences and work to bring their master forth from the Abyss. Moreover, the threat posed by these wicked servants is enough to unite other groups against them, and many churches have organized bloody crusades to purge the lands of Abaddon's minions. It is a wonder, then, that this vile demon prince has any servants at all.

When it comes to the servants of Abaddon, then, there are no world-spanning organizations. Most of his minions are loners, exiles, and anarchists, demonologists all who perform unspeakable rituals to garner their sinister master's favor. Where covens do exist, they are small and unstable, usually imploding when the members' plotting and betrayals lead to a short and bloody conflict. Of the active groups dedicated to Abaddon, only the Scions of the Destroyer have anything resembling stability. That is only because their leader, Cadiccen, paid a steep price in blood, exposing expendable servants in the hopes of subverting the priests of Abaddon's long hated foe, the God of War.

The Scions of the Destroyer have existed in some form or fashion in Freeport for centuries, and they believe they were founded, if not before, then at the same time as the temple of the War God, shortly after the city's first founding. The Scions' influence has waxed and waned, many times nearly extinguished by their enemies, only to rise from the ashes to work their wickedness once more. Since the largest threat to the Scions in Freeport has long been the priests of the War God, the cultists have finally set aside their own ambitions and plan to remove this irritating opponent from the battlefield once and for all.

Two years ago, the Scions managed to poison the temple's high priest. In the confusing aftermath, they infiltrated the temple's ranks and began a rash of poisonings that severely weakened the clergy. However, before they could succeed in wiping out the priesthood, the subversives were unmasked and brutally murdered, killed nearly to a man. The man who organized this witch hunt was a visiting war priest named Cadiccen. Seeing through the lies and deceptions, he easily identified the hidden cultists and when found, he dragged them from the ranks and beat them to death with his bare hands. Seen as a hero, a savior who spared the temple from certain annihilation at the hands of their age-old enemies, the War God's priests raised up Cadiccen as their high priest, vowing to follow him into a glorious new future. What the War God's priests did not realize was Cadiccen was in fact a Scion himself, and that the purging of the weaker cultists was just one more subtle step in his plan to usher in the final age of the world.

ORGANIZATION

The Scions are entirely entrenched inside the Temple of the War God (see *Pirate's Guide to Freeport* page 139). Still depleted after Cadiccen's purge, the cult works to subtly convert war priests to the service of Abaddon by manipulating their holy texts and the church's activities in the city, and while they have had some success, few priests of the War God recognize who it is that they serve.

MEMBERSHIP

There are three major divisions to the Scions of the Destroyer, and only one of these groups is aware of whom they serve and the aims they strive to achieve. The core of the cult is made up of Cadiccen and those cultists whom he spared during the great purge that saw his installation as high priest of the War God. These cultists have all sworn service to the Lord of Locusts and live their lives to hastening his escape from the Bottomless Pit to the mortal realm.

War God Vigilantes End Vicious Skullduggers Gang Terror!

— *The Shipping News*

In addition to these core members, the Scions have the unwitting support of the temple of the God of War. These priests are ignorant (willfully or otherwise) of Cadiccen's true nature and purpose, and think him a true vessel of the War God, the chosen mortal instrument through which their violent and tempestuous god works. Those who question or look too closely are removed, accidentally killed in training or quietly and permanently removed from the temple.

The last group is a legion of thugs, brutes, and bravos that stroll through Freeport spreading mayhem wherever they go. A loose-knit gang, they fight and kill because they want to, recognizing no authority and causing endless trouble for the Watch and the Captains' Council. Few of these lowly servants realize they work for Cadiccen, and most see themselves as inheritors of the older Freeport gangs wiped out during the Succession Crisis. Certainly, these "Scions" realize they have benefactors, but most expect their shadowy master is an up-and-coming crime lord who wants a piece of Mister Wednesday or Finn's pie. Only a few of the highest-ranked gang members have any idea that they serve the War God's temple, and fewer still realize there is a more sinister agency at work.

SYMBOLS AND SIGNS

Prior to their infiltration of the War God's temple, the Scions of the Destroyer recognized the locust as their sacred animal, and their lairs were usually crawling with these ravenous vermin. The War God's priests know this icon, however, and using this animal as their sigil would be far too obvious. Instead, Cadiccen has gradually revised the War God's symbol—a brass skull—by adding curving horns and placed gemstones in the eye sockets. The horns symbolize the locusts' antennae, while the gemstones reflect Abaddon's multi-faceted eyes.

Scions of the Destroyer who prowl the streets all have skull tattoos on the left side of their necks. It's usually in black, but red, blue, and even green are common.

STRUCTURE

Until Cadiccen came onto the scene, the Scions were a band of disorganized scum with just enough knowledge of Abaddon to be dangerous. Armed with a long-standing

hatred of the War God, these cultists sought to destroy their enemies even if it meant their own annihilation. Cadiccen appreciated their enthusiasm, but felt the entire effort would jeopardize the larger goals of his master. So he presented himself as a champion of the War God and "cleansed" the temple of those weaker cultists who would prove to be a liability to his grander plan of bringing Abaddon into the mortal world through the City of Adventure.

After the great culling of the cult, Cadiccen was left with a handful of fanatic servants who both worshipped him as the avatar of Abaddon and feared him for his power and willingness to kill even those he counted as his allies. Cadiccen founded the Reapers from those survivors, forming a tight-knit inner circle of cultists who shared his vision and eagerness to speed along Abaddon's journey.

The Reapers would act as advisors if Cadiccen let them, but he's made an example of more than one ambitious cultist who had the gall to offer an alternative course—his screams were heard all over the city. Instead, the Reapers are charged with protecting Cadiccen from his enemies, and acting as go-betweens between him and his foot soldiers on the streets.

In addition to this inner circle, Cadiccen also has the loyalty of the War God's priests. Cadiccen cuts a frightening figure, and many wonder at his revelations about the War God's nature, but few would voice these questions. Was it not he who exposed and destroyed the cultists? Did not he cleanse the house of the War God of all the jackals? Such is the force of Cadiccen's personality and character that he has fooled these priests into becoming his minions. Those who follow Cadiccen's teachings find themselves growing distant from their patron deity, but in his absence are finding a new wellspring of power that echoes the violent teachings of their new high priest.

At the very bottom of the cult are the legions of killers, gang members, and brutes that make up Cadiccen's growing armies. Drawn largely from discontented citizens, mercenaries, madmen, and bullies, they prowl the backalleys of Drac's End, Bloodsalt, and Scurvytown, making trouble for the Watch and the Captains' Council. They use the name Blood Locusts and are fast becoming a feared force in the city, which is exactly as Cadiccen wants it. The more trouble these hapless fools cause, the more

likely the Council is to overlook the subtle but deadly transformation occurring in the War God's temple.

GOALS AND MOTIVES

Few members of the Scions know who it is they serve, for nearly all the lesser members believe they belong to an extremist faction of the War God and that by spreading mayhem, they are honoring the demands of their divine master. Among those who know or suspect the truth, there may be a blind madness that impels them to further the aims of the Lord of Locusts. But for many, it is the terrifying realization that Abaddon will one day come to the mortal plane regardless of anyone's efforts, and when he and his fortress appear, it will herald the unraveling of reality. Rather than be swallowed up by the demon prince and his legions, many of the indoctrinated serve in the hope that they will somehow be spared the agony of Abaddon's arrival and, perhaps, even be elevated as his lieutenants and generals.

For these reasons, the Scions spread as much death and destruction as they can. The foot soldiers in this effort are little more than gangs and they murder, steal, deface, spread lies and partial truths, and sow chaos wherever they go. Meanwhile, the Reapers and other cultists who have a deeper understanding of the Scions purpose encourage these acts, believing that destruction will hasten the Lord of Locust's arrival, easing his release from the Bottomless Pit through the bloody violence of their wicked deeds.

It bears mentioning that some people are just born bad or have a set of principles that don't match what polite society calls "sanity." The Scions attract all manner of madmen, deviants, and hate-mongers, filling the lowest ranks with some of the most dangerous criminals to walk Freeport's streets. These minions care nothing for Abaddon, the God of War, Cadiccen or anyone or anything else. Instead, their affiliation enables them to live out their fantasies, to work wickedness for the sake of venting their unspeakable impulses.

RECRUITMENT

The Scions of the Destroyer are reluctant to add new members to the core organization for the more people they bring into their fold, the greater the chances are for the cult to implode and collapse from infighting and treachery, as has happened to most groups who swear service to the Lord of Locusts. Instead, Cadiccen devotes most of his resources to expanding his presence in the city through street gangs. These are not only his most numerous servants, but his most expendable; For every

thug who dies, it seems there's two more eager to take the wretch's place. Cadiccen never directly involves himself in the recruitment process, leaving it to his Reapers and their minions to fill the ranks.

The most common method for building these teams of foot soldiers is to simply trawl through a poor section of one of the worst districts in the city—Bloodsalt, Scurvytown, and occasionally Drac's End. The recruiters pick a ripe neighborhood and sweep through the place gathering up anyone they deem as being healthy and hungry enough to earn a few coins. The recruits are taken to a remote location, usually buried deep inside the district, where they are fed, bathed, given women, and anything else they need to feel comfortable. The toughs are then sorted, questioned, and tested. Those who pass muster are tattooed and then moved to another section of the city, where they are instructed to simply cause trouble. Those who lack the cruelty, violence, and hatred to serve are killed and dumped into the sewers. New recruits have no idea who they work for, and can't identify their employers since they all wear black executioner hoods, but the steady supply of coin, food, and resources, to say nothing of the license to wreak havoc, are often enough to buy their loyalty. These gangs are famously short-lived anyway, since they are bound to run afoul of one of the crime lords, the Watch, or the Captains' Council themselves.



Those who prove a knack for surviving and a rare viciousness are plucked from their gangs and relocated to the War God's temple in the Temple District. There, they are trained in the fighting arts and are expected to learn. It is not particularly unusual to see new acolytes, since the temple has a history and reputation as being a fine fighting academy. The candidate must prove his worth, and if he falters in his training or proves a lack of talent, he vanishes, usually chopped up and fed to sharks or dumped into the sewers. Should the candidate prove able, he becomes a recruiter and accompanies one of the Reapers on their periodic recruitment ventures.

Over time, these recruits may pick up on their masters' nature and may request entry into the cult itself. Again, those recruiters who prove themselves and start asking questions are brutally tortured, their orifices packed with locusts and sealed shut for a time to determine if their loyalty is genuine. Those who survive the experience with their sanity (somewhat) intact are ushered into the deeper mysteries of Abaddon and are invited into the inner circle to become Reapers. The small number of Reapers in this cult testifies to the arduousness of the advancement and recruitment process, and the inability of many would-be cultists to meet the Scions' strict criteria.

ALLIES

The most important ally that the Scions have is the temple of the War God. Unknowingly (for the most part), these men and women have become pawns in Cadiccen's game. He and his Reapers corrupt the order from within, turning honor to dishonor, self-sacrifice to selfishness, and mercy to wrath. These changes have been noted by some in the city and have caused some concern, but Cadiccen has been able to deflect criticism by stating the order has been forced to increase its vigilance and toughen up its methods because of the infiltration suffered by the church two years ago. Cadiccen concentrates on the most malleable of the temple's warriors, giving them tasks to twist their hearts and minds into those fitting for service to Abaddon. Although he dare not reveal his true loyalty, having groups of priests and warriors carry out some of his dirty work under false pretenses is proving invaluable.

A couple of inmates recently escaped from the Chambers Asylum have been approached on occasion. This pair, who call themselves "Ball and Chain" (*male human journeyman*) are beyond even the leader of the Scions' powers to employ productively. However, they can and do divert attention away from the cult by burning a grain store here and murdering a snooping watchman there. For their part, Ball and Chain have no recollection

of these acts, trapped inside a world inhabited by three headed giants, fire-breathing wyrms and flying, talking heads, that a brush with a hallucinatory drug five years ago has made them endure ever since. These madmen refer to Cadiccen as the "Big-Head" and are mortally afraid of him.

Cadiccen has considered approaching the Blackened Knot (see *Pirate's Guide to Freeport* page 76). Their hatred and willingness to use violence to achieve their ends make them a fitting ally for the Scions, if they can be bent toward Cadiccen's will. Currently, he is working to find some way to prey upon their bigoted nature and use it to secure an alliance.

ENEMIES

Cadiccen's purge of the Scions left a great number of cultists dead or exposed. While this act ensured the cult's survival, it also weakened the cult, if for a time. The fractures sent rippling through the organization created unexpected enemies who work from within and without the organization to see Cadiccen and his cronies destroyed.

If Cadiccen made one error in his daring coup, it was not tying up all the loose ends, in particular those dealing with his predecessor Charles Bonnivile. What Cadiccen didn't know was that Bonnivile had a daughter, one Christine Bonnivile (*female human journeyman*) and captain of the *Dying Sun*. A small-time smuggler from Freeport to Libertyville, she was unaware of the depths of her father's wickedness until his death at the temple. It came as no real surprise, though, for her childhood was one of brutal beatings and deprivation. If he had just been slain and discarded, she might have let the death go. But he wasn't. His corpse was paraded before the city's sneering masses as a traitor and cultist, until he was strung up from the Old City walls as a warning to other subversives of his ilk.

Blood flows thicker than water, and she determined that, monster though he was, her father deserved to be avenged. To this end, she has been plotting against Cadiccen for some time, and has built up a small cadre of informants in the Temple District to inform her of his dealings. Christine pulled off a coup two months ago when she managed to have the emasculated corpse of a piglet smuggled into his room. He has wondered who the perpetrator was ever since, and has bent his powers to discovering the quaint warning's source. Christine is outmatched, but should she find more powerful allies, she may be able to cause real damage to Cadiccen, not to mention uncover the truth about his identity as the new head of the Scions.

The Scions leader also faces competition from within the ranks. Being an orc, Lamarak Blacktusk has a hankering for power, or more precisely, the power Cadiccen currently holds. He believes the time for the Scions to hide behind the skirts of the God of War has passed, and they should take over that temple as their base of operations. Naturally, he thinks he is the only Scion capable of this feat and plots accordingly. See his entry later in this chapter for more details.

FATHER CADICCEN, CULT LEADER OF THE SCIONS

“Aye, he’s a canny one, that Cadiccen. Had to be to uncover the cult of Abaddon that blackened this temple a couple of years ago. Too dever for his own good if you ask me, he’s always coming and going and who knows what he’s up to? Still, at least he got rid of the cultists.”

—Brother Hagar, Acolyte of the God of War

Father Cadiccen (*male human master*) is the leader of both the Scions of the Destroyer and the temple of the Warrior God. Responsible for the uncovering of the Scions a couple of years ago (while being a secret member and betraying his comrades to save himself), he was named high priest of the temple and has begun anew to pervert the faith to the worship of his dark lord, Abaddon. Trusted by the priests who regard him as a champion of the War God, he slowly builds his strength in the city and gradually bends the temple and its priests into his willing tools.

BACKGROUND

Born to a middle class family on the Continent, his family was neither rich nor poor, but comfortable. His father’s success meant Cadiccen wanted for little, and the family spared no expense when it came to his education. They hoped Cadiccen would leave their farming community behind, live a gentleman’s life, and elevate the family to a higher social rank.

His family’s dreams would never bear fruit, though, for Cadiccen was a sullen and cruel child. Never content with tormenting the various birds he caught, he soon turned his attentions to his younger brother. At first, it was vicious insults and beatings, but as Cadiccen grew older, so did the intensity of his attacks on his younger sibling, until on Cadiccen’s 11th birthday, he murdered his brother just to see what happens when a person dies.

Ignoring his brother’s anguished screams, Cadiccen forced

a briar branch down his brother’s throat until his knuckles brushed blue lips. Enraptured by the dimming light in his brother’s eyes, Cadiccen didn’t hear his father’s frantic approach. When the man saw what his son had done, he beat him nearly to death. Unwilling to let the child live, he stuffed the senseless boy into a burlap sack and dumped him into a well, hoping nature would attend to this rotten child. Before the boy drowned, a passing patrol heard Cadiccen’s screams and saved him, arresting his parents and charging them with the death of their youngest son.

His parents executed and facing the rest of his adolescence in an orphanage, Cadiccen fled his village, seeking to make a life for himself in a nearby city. As he traveled across the countryside, a group of rapacious bandits captured him. Cadiccen endured unspeakable cruelties from these hardened and despicable men, but somehow he survived, persevered, growing stronger and becoming filled with hate.

It was during this time that Cadiccen first learned of Abaddon the Destroyer. The bandits, while brigands by trade, were also cultists and devoted followers of the Lord of Locusts. Watching their rituals between his beatings, he saw and learned and finally came to embrace this demon prince in all his wickedness. The boy’s eagerness and fanaticism for their sinister master led the bandits to spare the child and eventually welcome him into their fold.



This reprieve gave the boy the chance he needed to get his revenge, and over the next year, he murdered them all.

Freed from the vicious bandits and schooled in the teachings of the Minister of Death and Havoc, Cadiccen made his way to Silverus, where he founded a small cult in the city to hasten the arrival of his master. For nearly 15 years he worked, expanding his ranks until his group finally attracted the attention of the templars of the War God. The crusaders swept in and butchered the cultists nearly to a man, and it was only through a stroke of luck that Cadiccen escaped. He vowed his revenge as he slipped aboard a merchant ship bound for the Serpent's Teeth.

Cadiccen arrived in Freeport some two years ago and once there, he sought out the temple of the War God with the intent of infiltrating their ranks and destroying them from within. Once he arrived, he was shocked to learn that a local group dedicated to Abaddon had already gained a foothold, but were reckless and risked exposure. Rather than let them destroy themselves, Cadiccen assumed the guise of a war priest and exposed those weak members, killing them all. By doing so, he not only removed the weaker and madder elements within the Scions, but also gained the trust of the War God's servants. As a result of the gambit, he managed to not only take over the surviving Scions of the Destroyer, who were terrified by his bloodthirstiness and viciousness, but also the temple of the War God itself.

PERSONALITY

Beneath his calm, almost serene, exterior is a psychotic. Thoroughly raving, Cadiccen thrives on discord and chaos, working to spread unrest and destruction to quicken his master's arrival. In spite of his brimming insanity, he can control his impulses and hides them well from those around him, only revealing his true nature and purpose to his fellow cultists. When around the priests of the War God, he is quick to spew their sayings and prayers, having quickly learned the temple's dogma and traditions, wearing the mask of a skilled and aggressive warrior and denouncing all followers of Abaddon and other enemies of the faith. Even as he leads the prayers and rituals, he secretly smiles; for through his subtle changes and adjustments to the holy texts, he leads these fools into the waiting arms of his dark master.

Cadiccen serves Abaddon because he truly believes he is the demon prince's mortal tool. He knows none of the Scions will be spared in the apocalypse, but he doesn't care. In fact, part of him suspects that not even he will escape the destruction, but this fact doesn't bother him at all and in fact, it encourages him to work harder, to prove his worth in the dim hope that Abaddon will transform him into one of his demons so that Cadiccen can serve his master for all time.

APPEARANCE

Cadiccen is a powerfully built man in his late thirties. Although not of exceptional height, he emanates an aura of power and natural charisma so that when he enters a room all eyes turn to him. He keeps his skull shaved, but often neglects his cheeks, which are shadowed with stubble. Generally, he wears the red robes of the high priest and wears a morningstar on a weapon belt cinched around his waist. A bronze chain hangs around his neck, proudly displaying the bronze skull of his order. He's been gradually altering the temple's holy symbol to make it resemble the sign of his true master.

HANNIBAL, CHIEF REAPER

"That man is dead inside. Tell him his mother died and you won't see a flicker of emotion, tell him his house burned down and he won't blink. Yet tell him that the world is about to end and you'll see a smile that would shame an angel."

—Dorcus McThane, Acolyte of the War God

Hannibal (*male human journeyman*) is second in command of the Scions and is Father Cadiccen's chief Reaper. He organizes the Reaper's activities, reports any problems, and gathers a close-knit group of admirers within the Temple of the Warrior God. Noted for his calm, detached manner, as well as his ruthless fighting style, Scions and priests alike fear him.

BACKGROUND

Hannibal is a product of war, incest, and plague. He's been bedeviled from birth with chronic bad luck, almost as if he's been marked out for special attention. Born in

Bloody Coup in War God Temple Leaves Dozens Dead!

~ The Shipping News

Scurvytown, 32 years ago to Boris and Matilda Haffenhoff, his early years were a constant struggle to survive. His mother and father (who happened to be brother and sister) faced hostility on a daily basis from disgusted neighbors, faced blackmail attempts and beatings from the gangs that roamed the streets, and got paid unfair wages for the work they completed. It was only the outbreak of plague that saved Hannibal from an early death. The flux spread like wildfire through the district, slaying the old, infirm, and malnourished first, before moving on to the young and fit. Being in the first category, Boris and Matilda died swiftly, leaving an orphaned Hannibal to the tender mercies of his Uncle, Scurble the Unclean, who happened to be a convert to the War God.

During his adolescence, Hannibal saw war, conflict, and the beheading of his Uncle for war crimes. It bred a conviction in him that he was cursed, and that everything he encountered would wither and die or become perverted to some unwholesome end. Instead of running from this perceived fate, Hannibal embraced it, becoming a fierce warrior in his own right and placing little value in his own life or on those around him—after all, what was the point? He languished in the temple ranks, consigned to being a lowly priest for his amoral bent. It wasn't until Cadiccen came and purged the secret cultists that he found an improved place within the temple. Cadiccen recognized his talents and took him under his wing. It was then that Hannibal learned about Abaddon's true nature and the inescapable end of all things. He discarded his allegiance to his weak and petty god and embraced the horrors of Abaddon with an unpleasant zeal. In the two years since, he's managed to outstrip all of his rivals and become a capable and enthusiastic, if somewhat dispassionate, lieutenant.

PERSONALITY

Hannibal has all the personality of a dead fish. He does not feel joy, his pronouncements come in a clipped monotone that give away nothing, and students of body language would be baffled by the apparent control he has over subconscious movement. The fact is that Hannibal is already dead inside; he is just waiting for the body to follow. In the meantime, he means to make the rest of the world suffer as he has. Death is the only thing that brings a smile to his face, something that troubles his friends within the church.

APPEARANCE

Hannibal is a powerfully built man and walks with the swagger of a sailor. Meticulously clean, he keeps his short-cropped hair combed and waxed, his robes pressed and his mail shirt polished to a fine luster. While not unpleasant



to look at, his features betray little to no emotion, and his eyes seem flat and lifeless and he never smiles, frowns, or displays any kind of interest in his surroundings. Instead, he goes about his day with an almost mindless precision that defines his existence. Only ill fortune or death brings animation to his face and reveals a brilliant smile that makes young women weak at the knees.

LAMARAK BLACKTUSK

"I disagree sir, I think that we should attack the monks on the way to the temple. My lads are fed up with burning crops and smashing crockery. We should send a message to those whoresons that we mean business. What use is there in setting fire to their little house? Let's behead them and scatter their limbs to the wind. Let us announce to the frightened little shave-heads that Abaddon is among them."

—Lamarak Blacktusk responding to Hannibal at a Meeting

Lamarak (*male orc journeyman*) chafes under the leadership of Father Cadiccen and believes the Scions should be more direct in their methods. Unhappy that the cult is reduced to cursing crops and creeping around in the



night to set fire to barns, Lamarak wishes to unleash the rivers of blood to herald the arrival of Gulthrax, *now*. He is bloodthirsty in the extreme and fits the archetypal orc to a tee. Because of this, he is becoming popular among the gangs of Bloodsalt, and many suspect he has designs on using these minions to mount a coup within the cult.

BACKGROUND

Lamarak was born in the gutter and stayed there until a Reaping band came to the little sewer he claimed as his own. One of ten children, Lamarak was abandoned, along with his siblings, when his mother succumbed to plague. The young orc family begged and stole in the twisting, smoke shrouded streets of Bloodsalt. One by one, the young orcs fell, one by plague, another in a brawl, two murdered for the rags on their feet. Lamarak was the strongest of the bunch, however, and soon he had killed the rest of his siblings to survive.

Not long afterward, Lamarak was employed by an orc gang leader in one of the endless skirmishes taking place on Bloodsalt's streets. Keen to get into the thug's good graces, Lamarak killed and maimed with abandon until the day was his. The orc rewarded him by knifing him in the back and by throwing him into a well. Bleeding to death and unable to stand due to a broken leg, Lamarak seethed with anger, plotting revenge even as he was

succumbing to his injuries. His curses and prayers must have reached Abaddon's ears, for not long after his fall, a Reaping squad appeared at the lip of the well and pulled him out. They promised to give him food and water and to heal him. All he had to do in repayment was break a few heads and cause some mischief.

Lamarak proved so adept in his chores, if a bit headstrong, that after a few short months Father Cadiccen elevated him to a Reaper, put him in charge of the gangs of Bloodsalt, and indoctrinated him with the credo of Abaddon. Given purpose once more, Lamarak still seeks revenge against the gang leader who betrayed him, but puts the aims of the Scions first. Death and destruction is a fitting end to the city that treated him so badly.

PERSONALITY

Lamarak has the patience of a landslide; once he gets an idea into his head, it rolls downhill without stopping at his brain for directions. Couple this rashness with a hot temper and bloodlust, and you have a dangerous combination. In some ways he makes an excellent Scion—his appetite for destruction is unparalleled. Unfortunately, he is not burdened by much in the way of intelligence, and so his results are generally poor as his impatience gets in the way of effectiveness. His belligerent nature endears him to the orcs and goblins under his command just as it grates with the Scions, in equal measure.

APPEARANCE

Lamarak is impressive in his cured leather armor. At six feet in height and well built, he dominates the other orcs and goblins within the cult by presence alone. He has a craggy face, even for an orc, and the tusks that give him his name are dyed black. This not only adds to his fearsome appearance, but also has the advantage of fouling wounds when he decides to gore with them. The perpetual scowl on his face would make him difficult to read if his actions didn't always give him away. He habitually carries a serrated sword at his belt, which he also covers in pitch.

TURK SILVERSKIN

"Ally himself to a cow, he would, if he thought it would get him somewhere. Ambition isn't the word, nor cruelty neither, more likely jaded. Once you've seen and done exciting things for many years, you kind of miss them when they're gone and will do anything to get that rush of excitement back. Course, I wouldn't know."

—Hannibal, *Chief Reaper of the Scions*

Turk (*male human journeyman*) is an adventurer and thrill-seeker. He has stood on the deck of a burning ship while fighting sea devils. He's witnessed the slaughter of thousands on countless battlefields and held the power of life and death over snuffling infants. Advancing years have seen his opportunities for adrenalin-fuelled exploits dwindle, and he now haunts Freeport, looking for the next cheap thrill and trying to regain the spark of his youth. As the years progress, there is no high or low that Turk will not stoop to in order to regain that spark, making him an ideal convert for the Scions.

BACKGROUND

Stories say that Turk Silverskin was born with a sword in his hand and a devil-may-care smile on his lips. The truth is not far from the legend. Born on the deck of the *Santa Maria*, a pirate ship, some 47 years ago, the circumstances of his childhood forced him to take up arms at an early age (if he wanted to eat, that is), and he proved to be invaluable to the crew once he came of age. A bad storm put an end to Turk's pirating days, however, and he found himself ship-wrecked with four crewmates on a tiny spit of land miles from shore. The crew were an antsy lot, and before long fights and disagreements had whittled the survivors down to one—Turk. A merchantman picked him up several days later, and he fabricated a story about being captured by the pirates and swimming to safety.

The next phase of Turk's life involved much travel, daring exploits, and shifting allegiances. Born to a life of high adventure, he could not put it behind him and contemplate the dull life of a farmer or shopkeeper. To hear Turk tell it, he has been present at most of the events that have shaped Freeport and lands beyond in the last 20 years. This is not far from the truth, at least ten years ago, but advancing age has limited his exploits and increased his frustration, since he turned 40. His exploits since then have been seeking out new drugs to try, new sexual perversions to partake of, and experiencing new highs of any type.

Then, a year ago, Turk met Father Cadiccen in Scurvytown, where the onetime adventurer was sampling the pleasures of a whorehouse. The wonders Cadiccen described to him set his heart aflame once more within his breast, and Turk joined the Scions as a Reaper, inveigling himself into the Temple of the Warrior God. Turk has never seen apocalypse before and wonders what it looks like.

PERSONALITY

Turk Silverskin could have been a great hero if he had chosen a different path. He has big appetites and a lust

for life that is daunting to those who don't know him; he is a larger-than-life figure. Unfortunately, Turk has not chosen the life of the hero, and spends his days feeding his appetites and searching for new experiences. He is genial and gregarious, but will betray his friends in a blink of an eye if a more interesting proposition comes his way. Fortunately for the Scions, the promise of the appearance of Gulthrax keeps Turk loyal.

APPEARANCE

Age has left its mark on Turk. His once fine features are now wrinkled and heading south, his stomach hangs over his belt and his luxurious hair is pure gray. He always wears a sword at his belt and proudly wears his plate mail armor—the silver skin that gives him his name. He tries desperately to move in a way befitting a younger man, but aching joints from a life at sea and long journeys means that a pained grimace sometimes betrays the pain that he feels. He still cuts an impressive figure however, if these telltale signs are missed.

"MATCHES"

"Matches" (*male human apprentice*) is a downtrodden little man who lives in the slums of Scurvytown. An inveterate liar, he drowns his sorrows in flea-ridden grog-shops by day and lights up the night sky with pyrotechnics by night. His favorite haunt is the Warehouse District, as the buildings there sometimes explode spectacularly once lit. He is as adept at breathing fire as he is at setting them, and carries special alcohol for this purpose. He delights in seeing the resulting flames shriveling the hairs of his victims.

BACKGROUND

Born Harold Shelby La Vance III, Matches is an embarrassment to his family. He was cast from the family home after his obsession with fire burned down the servants' quarters, killing three washerwomen in the process. From an early age, Harold used to stare enraptured into the fireplace and chatter incessantly about hooded figures and the fierce faces he saw within their depths. Worried the heir to the family fortune was addled, his father sent the young Harold to be healed at the Chambers Asylum at the age of 12. While there, Harold caused three fires and killed two inmates. Desperate to get rid of the troublesome youth, an asylum administrator with rather dodgy connections sold him to a demonologist. Harold's family learned he had died while undergoing treatment, something they were actually rather relieved to hear.

Mistreated horribly by the cultist, Harold at last escaped his captivity and, his mind long since broken,

returned to the family home where he was greeted rather coolly. Harold once more settled into a life of luxury, but his illness could not be cured. Eventually he could not resist the fire's lure any longer, and once again burned the servant's quarters to the ground.

He was expelled instantly by his father and disinherited. After that, he wandered Scurvytown, setting fires and getting drunk, until he was discovered by a Reaper and joined the Scions.

PERSONALITY

Matches doesn't have much of a personality. He drinks, he loafs, and he sets fires, only really coming alive while watching the dancing flames. It is difficult to conduct a conversation with him under normal circumstances, but tell him to set fire to something and he is all ears.

APPEARANCE

Matches is dirty, grimy, and smells bad. Most of the hair on his face and scalp has long since been scorched away by the fires he sets. He hunches to almost half his real height most of the time, and only meets someone's gaze if they mention his favorite subject.

REAPERS' HALL

The base of the Scions is hidden beneath an abandoned warehouse located in one of the legions of twisting lanes in Scurvytown. Despite Cadiccen being the head of the temple, this was chosen as the base for the cult to distance him from the Scions, hopefully stopping a repeat of the scourge that befell them two years ago. Until the Scions are strong enough to take total possession of the temple, this old warehouse serves as a base of operations. Even the locals fear to come too close to this place, and Hannibal posts recently converted members to guard the approaches in case someone gets too curious for their own good. The homeless who have recently been "Reaped" call this place home until they have been fully indoctrinated. Woe betides anyone who stumbles inside; chilling murals, graffiti and poems bedeck the walls, warning the trespasser of the fate awaiting them.

FEATURES AND DEFENSES

The Reapers' Hall may look to be in bad shape, but it's actually well protected. The only path to the rotting structure (aside from a perilous journey across the rooftops) is through a veritable maze of narrow twisting streets and corridors, all of which are guarded by gang members loyal to the Reapers. Using poisoned blades and darts, they ensure no uninvited guests reach the hidden

base. Frequently, these sentries use a special type of poison to render their victims unconscious, so they can sacrifice their captives to their dark master—or take their time dismembering them in the shadows of their home.

Even if someone reaches the Hall intact, the warehouse is anything but safe. Turk Silverskin placed a number of bear and pit traps among the pack crates and pallets, requiring anyone trying to navigate the crowded building to know the layout intimately. The Reapers all know the pathways, but even their familiarity provides no assurances, and periodically a cunningly hidden trap maims or slays a sentry or even a Reaper.

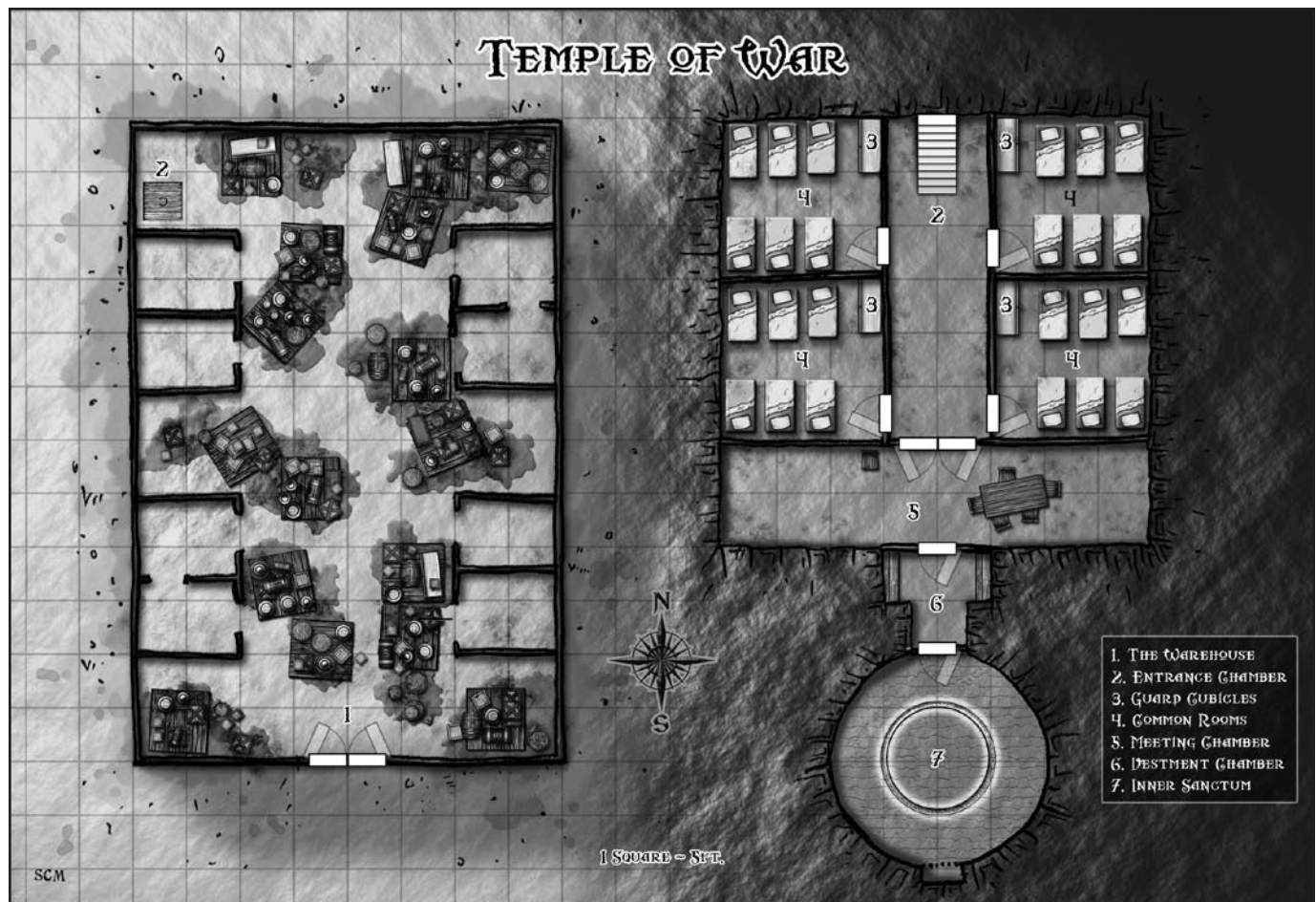
These dregs of society are allowed free rein within the warehouse until attached to a cell within the city, but are warned of the danger of the traps, sometimes leading to an unlucky soul dying messily. Unwary intruders not only have to run the gauntlet of the traps, but also have to fend off the grasping hands of the hungry housed here, possibly leading to an unseemly scum and causing a retreat before the secret entrance to Reapers' Hall is found. No lights beyond those carried by visitors' illuminate the interior of the warehouse, giving the grasping hands and silent traps a nightmare quality to invaders.

A trapdoor hidden at the rear of the warehouse opens onto a stone staircase leading down into the reception area of Reapers' Hall. Simple wooden doors lead from this chamber. Torches set into the stone walls of the complex give ample light for visitors to see the crazy murals and graffiti that cover the walls, depicting scenes of evisceration, destruction, and conflagration. Deftly camouflaged spy holes are concealed within the murals, allowing guards in rooms behind the walls to follow those who enter. These guard stations are only infrequently manned, however, as Father Cadiccen and Hannibal do not have enough trusted Scions at present to keep them constantly manned.

The complex has been worked from the bedrock below Scurvytown and is uniform in dimension. Rooms tend to be of square or circular design, with ceilings ranging from eight to ten feet in height. Niches in the walls provide storage space for the cultists' goods and iron brackets attached to the stone contain pitch-covered torches. The doors are not designed to keep out intruders—the warehouse above serves that function—and are poorly fitting in their frames, allowing drafts to waft around the feet at all times. Where this breeze originates is anyone's guess.

KEY LOCATIONS

All of the following locations can be found in or around the Reaper's Hall.



1. THE WAREHOUSE

The interior of the warehouse is 60 feet long and 40 feet wide. Along the sides of each wall are small office spaces that have long been abandoned by their original owners. These cramped rooms now serve as the temporary homes of the poor souls who have been collected during a Reaping of Scurvytown or Bloodsalt. At most times, between ten and 20 hungry people sleep in these chambers, clutching all of their belongings (which is not a lot).

A small central aisle runs the length of the warehouse, framed to each side by imperfectly stacked crates and pallets, some of which have been rigged to fall on those passing below should they make a misstep. The cluttered floor is also scattered with bear and pit traps, so that invaders who do not know the layout will be slowed down or incapacitated. The route through the warehouse to the trapdoor leading to Reapers' Hall is convoluted and doesn't follow any simple pattern. Only knowledge of the layout allows safe passage. Placed a pace in front of the hidden trap door is a lethal bolt trap. A pressure plate releases a dart from the roof beams that is coated with poison. The dart comes from above, an unexpected direction and so renders shields largely useless.

Once within the warehouse, hungry men and women emerge from the offices to beg for food and water. They know nothing about the cult at this point and are of little help. The confusion and scuffling can certainly set off traps that both parties are unaware of, however.

2. ENTRANCE CHAMBER

Stairs lead down from the trap door to a simple hallway that contains four doors, two to each side, and a large set of double doors facing the entrance. The walls of the chamber are covered in scrawled missives, rough paintings, and murals depicting scenes of a disturbing nature. Close examination of these murals reveals small pinpricks of light emanating from holes in the wall, and a small space beyond. These are the guard cubicles and are only occupied infrequently. If someone is on guard duty, a network of ropes allows a guard spying intruders to alert cultists in adjacent rooms, who pass the message on. If they PCs are spotted, then very quickly the doors open and cultists erupt from them with clubs and curved knives. If at full strength, a dozen cultists attack; however, if the Hall is poorly guarded, then no more than half a dozen Scions emerge.



3. GUARD CUBICLES

In the corner of each chamber is a small cubbyhole hidden by a wardrobe. The wardrobe door leads to a tiny space with room enough only for a tall stool and a small ledge holding a candle. The entrance chamber can be seen through small holes drilled through the walls.

4. COMMON ROOMS

Each of the four single doors leading from the entrance chamber opens on to common rooms kept for visiting Scions, either Reapers or common men being indoctrinated. Six simple cots adorn each chamber and are occupied by two or three cultists at any time. If intruders were spotted and combat occurred in the entrance chamber, then these rooms are empty. If occupied, the cultists fight a holding action while adjoining chambers are warned via the rope system. The cultists do not own any material items beyond simple clothes and clubs and daggers.

5. MEETING CHAMBER

The double doors open onto the Reapers' meeting chamber. Here they discuss matters of import to the cult. A rough-hewn table dominates the room, around which are half a dozen chairs. No adornments hang on the walls or lay on the table's wooden surface. The room

is sterile and depressing. If the Hall is being used, then Hannibal, Turk, and Lamarak can be found here and will mount a spirited defense. Intruders find themselves faced with three formidable warriors, and if Father Cadiccen is here, magic also. Cadiccen retreats to the Temple of the War God if he can, rather than fight to the death. A single door leads from the meeting chamber.

6. DRESSMENT CHAMBER

This small room contains cupboards holding the black cloaks of the Scions, which must be worn before the only other exit from the chamber is taken. Failure to do so results in Abaddon cursing the interloper to know "nothing but dust." The form of this curse is unknown even to Father Cadiccen and was a gift from his master.

7. INNER SANCTUM

This circular chamber is the heart of the complex. Twenty paces from wall to wall in any direction, footsteps echo on the tiled floor. In the center of the chamber is a summoning circle inscribed into the tiles. When Cadiccen is summoning the Heart of Abaddon, it appears contained within the circle, allowing the cultists to throw items or struggling prisoners into the heart to be totally consumed. If the fight goes ill elsewhere, yet the cult still has a chance of victory, Cadiccen retreats

to this chamber and summons the Heart, exhorting his cultists to shove the interlopers into its black depths.

A small alcove in the wall contains a barred cell. At all times there is at least one prisoner held here for sacrifice to the Heart.

USING THE SCIONS OF THE DESTROYER

The Scions of the Destroyer are deranged even by normal cult standards. To want the destruction of everything, and try to facilitate it, requires madness or a desperate spite not commonly found. They find innocent converts among the poor and dispossessed who want to spit in the eye of the world for dealing with them so harshly. From there, the slippery slope beckons, as does megalomania and madness. For these reasons, the Scions are an excellent choice of adversary for characters who are poor or who reside in areas of Freeport that suffer badly from poverty. The lure of exacting revenge is a powerful motivator and one that can be used to introduce the cult. Someone who has been wronged by the PCs (or thinks he has) can reappear as a member of the Scions, perhaps attached to a cell within the city or even as a full Reaper. This former acquaintance can exact revenge against the characters, or simply use them as dupes in the Scions' schemes.

Alternatively, the Scions can be introduced as a means of societal change in Scurvytown and Bloodsalt. The petty vandalism and destruction of property is a leveling of the playing field, and a means by which the poor can elevate themselves. Viewed in this manner, the lower echelons of the cult hierarchy can be viewed somewhat sympathetically, while those leading the Scions are sinister manipulators of a genuine grievance. Lamarak and his orc and goblin followers are a powerful force of nature, some wishing destruction on a cosmic scale, while the majority just want a better place to live and some food in their mouths. A Bloodsalt revolution based on the cult of the Destroyer would be an interesting spin.

BEGINNER ADVENTURE

The PCs are approached by an irate merchant in one of the cheerier taverns in Scurvytown, which is to say, not very cheery. The merchant needs a party of likely lads to

transport a wagon of goods from Otto's Blades & Baldrics (see *Pirate's Guide to Freeport* page 70) to his holding bay in the Warehouse District. He offers payment of 10 lords to each member of the party, payable on delivery. If asked why he is not capable of doing it himself, he replies he has an urgent business meeting elsewhere and will meet them later at the warehouse.

Once the PCs accept the job and load the wagon with goods, they must escort it through town to the warehouse. This being Freeport, of course, it's not that simple. Once the PCs reach a narrow lane in Scurvytown, the axle breaks on the wagon, spilling swords and breastplates all over the road. As if by magic, hordes of unwashed scamps descend on the bounty and run off with it. If they are confronted by violence, they run, but not before a substantial amount of the goods are taken. The PCs are now in a quandary: do they fix the wagon and take the remaining goods to the warehouse as agreed (no doubt getting a scolding), or try to retrieve the goods by chasing the thieves? PCs who turn up at the warehouse without the goods are indeed scolded, and told in no uncertain terms to get the goods back if they want payment or want to work in Freeport again.

The thieves turn out to be a small cell employed by the Scions of the Destroyer to destroy property in Scurvytown. They stay in a tiny hovel hidden in the back roads of the district, and are difficult to follow. However, once confronted, they scatter as quickly as they can. Hidden under a floorboard is a black cloak with a locust embroidered onto the breast that was smuggled from Reapers' Hall by a careless cultist.

EXPERIENCED ADVENTURE

A rash of arson attacks in Freeport spread fear among the populace. A business the PCs own or frequent, or somewhere they are staying, is the victim of one of these attacks. A hunched figure is seen running from the scene. Chasing the little man brings the PCs to a rat-infested dive inhabited by ten men and a couple of orcs that are just as bedraggled as the arsonist. Crying blue murder, the arsonist rouses the inhabitants to assault the characters. A desperate fight ensues in the horribly dirty hovel.

Once they have dispatched the cultists, they discover the arsonist huddled in a corner, jabbering about the "castle

Silence, Insects! Tarmon Denies Magical Cause for Locust Swarms

~ *The Shipping News*

that walks” and “pretty sparks!” The arsonist is “Matches” from the Scions, who was a bit bored and so decided to liven things up. Interrogating the pitiful creature reveals a confusing picture of hidden masses, terrifying cults, screams, and other odd behavior. At last, Matches reaches into his pocket and withdraws a flask of spirits. Allowed to drink it, he then sprays fiery liquid into the faces of the characters and attempts to flee.

Killing Matches or allowing him to escape back to the Scions results in Cadiccen hiring Ball & Chain to kill them and gaining descriptions of the party. The madness continues as these two assassins stalk the PCs, always choosing a time when they are preoccupied to attack. If the party thought Matches was crazy, they are in for a surprise. These two nut-jobs have passed through crazy and are now on another level entirely. A desperate battle ensues and presuming that the party is victorious, they find a letter in Ball’s pocket giving descriptions of the party and orders to kill them. It is signed “The Big Head.”

ADVANCED ADVENTURE

The PCs have been able to piece together some clues as to the identity of the Scions by this time from evidence gathered at the scenes in the first two scenarios. Now the action ramps up, just as the party is getting close to its goal.

Lamarak has at last decided to take the reins of power from Cadiccen. Ensnared at Reapers’ Hall, he gathers his cohorts of orcs and goblins, enacting a largely bloodless coup and bending all of the Reapers, bar Hannibal, to his cause. He starts to make moves within Scurvytown and Bloodsalt, his cultists roaming the streets openly displaying the cult’s device. A bloodbath ensues, with riots, stabbings, murders, and arsons bathing the streets in blood. PCs who hear of this doubtless put two and two together and tackle Lamarak and his Scions.

This adventure is one long skirmish, first through the streets of Scurvytown and Bloodsalt and then, once they have tracked the Scions back to Reapers’ Hall, within the

cult’s headquarters, where they face desperate homeless people and the assembled ranks of the Scions. As far as the characters know, this is the heart of the evil, and once overcome the matter is ended with Lamarak’s defeat. Cadiccen is more cunning than to reveal his hand, however, and does not interfere.

Only on searching the compound once the day is won do the PCs discover the full nature of the threat, and realize Father Cadiccen and the Temple of the War God are now the true heart of the Scions.

ENDGAME ADVENTURE

The city is in uproar after the events in the previous scenario; armed patrols are on every corner, citizens are home before dark falls, and every suspicious look is reported. The PCs can easily be identified as being prominent in the fight that consumed the city, for good or ill, and it is for the latter purpose that Father Cadiccen, Hannibal, and the core of converted warriors from the War God Temple denounce them.

The first that the characters learn of this devious scheme is the arrival of a troop of guards charged with their arrest. Resisting arrest is not a good idea and just reinforces the charges laid against them. They are placed under lock and key in the Fortress of Justice, awaiting a trial. The rope is tied firmly around the characters’ necks, but hope arrives in the form of a recently returned priest of the War God, who was barred from his own temple under fear of death. Hearing of the charges leveled against the PCs, he is willing to aid an escape so they can confront Father Cadiccen and restore the honor of the temple.

What follows is a daring escape from the Fortress of Justice and the Old City, before a climactic showdown with the true leadership of the Scions, and a small group of converted warriors from the church. Defeating the Scions reveals the truth about Father Cadiccen and exonerates the PCs, although they might receive a trifling punishment for their escape from prison (along with the rewards of saving the city).

- CHAPTER IX -

THE CHARNEL CHILDREN

At the Cleaves Home for Foundlings and Wayward Children, the corridors are ruled by Cleaves' favorites, a gang of youths who keep the other children in line with a campaign of bullying. The favorites aren't just a gang of mean kids though; they're a secret society that worships the Charnel God.

Once a month, under the leadership of Euglenus Cleaves, the head of the home, they perform a perverse cannibalistic rite. Afterwards, they are physically transformed into monstrous ghouls and unleashed on Freeport to hunt in the name of their dark god. They are the Charnel Children.

THE CHARNEL GOD

The Charnel God is a truly ancient figure. He is the darkness beyond the campfire that hungers for the heat and substance of life. He is the inner beast driving us to base acts, he is the Eater of the Dead, the All-Consumer whom is said will swallow the world at the end of time. Sometimes he is conflated with the beasts fighting for the right to devour the old world and have their corpse used as the foundation for the new world, as the Serpent God whose teeth form the islands of Aval, Leeward, Windward, and T'wik did.

The few, scattered legends of the Charnel God that exist are often tales of horror told by the worshippers of other gods—stories of a prowling entity lurking in the shadows with his followers, stealing away the dead for their dark rites. Some speak of entire towns turning to his faith during famines and other hard times, engaging first in unnatural practices with the dead, then descending into madness and inhumanity, turning on each other in frenzied orgies of slaughter, heaping high the defiled corpses of the desecrated fallen to honor their blood-drenched god.

A tribal myth tells of a ritual that can be performed by a warrior of the tribe, exchanging his soul along with the life of one of his companions for the strength to face his enemies. The Charnel God transforms the warrior into a fearsome monster capable of defeating stronger men. According to the story, the transformed warrior has to be killed or exiled after the battle because he ever after has a taste for human flesh.

The Charnel God's own worshippers make fewer accounts, for he demands only bodies rather than holy texts or icons. There are few images of the Charnel God, save for a few cave etchings drawn with blood and paintings made by a handful of madmen. These depict him in several different

Henry Hawkins wasn't sure what he'd seen, but whatever it was it scared the brown right out of him. He'd been waiting in the alley for Cheesebuttons Jack to finish pissing when he saw something small and lithe drop from the rooftop into a trash pile. He hadn't got a good look at it, but he could have sworn it was a little man, his gaping mouth full of jagged fangs.

Henry made it three blocks before he stopped running and got his courage back. One drink too many, that was all it was. He'd seen something, but it was probably just a monkey. He shouldn't be afraid of a monkey.

Turning, he made his way back to the alley. Jack would laugh, but he was fall-down drunk and he wouldn't remember it in the morning. In fact, he had fallen down. There he was, slumped on the ground at the back of the alley.

Then the thing, small as a child, looked up from its meal of Jack's flesh with blood still on its fangs.

"Hey mister," the child-thing said. "I'm done playing with this nice man. Do you want to play with us now?"

More of the disconcertingly small figures dropped soundlessly from the rooftops, grinning jagged grins. The darkness closed in and it was all over for Henry Hawkins, bar the screaming.



forms. Sometimes he is shown as a gaping, slaving mouth set in an eyeless head, at other times as a ropy column of flesh-eating worms or a darker shadow among other shadows with coils stretching out into the light.

The only detailed account of the Charnel God comes from copies of the *Ghoul's Manuscript*, an ancient book whose origin is debated by scholars, its spine always made of a literal human spine. According to the *Ghoul's Manuscript*, the Charnel God has always been with us, silently lurking at the heels of more destructive deities like the God of Warriors and the God of Pain, scavenging those they leave behind. He stalks battlefields and plague towns, taking away the dead and all their secrets to his dark and fetid underground tunnels, where he puts them to work digging further intestinal caves that weaken and literally undermine the foundations of the world.

DOGMA

Bestial acts are encouraged by the Charnel God. Giving free reign to the inner beast is seen as a way of achieving closeness to the god that is second only to being devoured by him.

The main act of worship required by the Charnel God is the consumption of the bodies of the dead. By taking the flesh of the holy dead into themselves, his priests pass

the dead on to their deity so he can reconstruct them for his own dark and uncertain ends.

The dead are sacred to followers of the Charnel God in a very different way than they are in other religions. His followers see the burning of bodies as blasphemy, but the consumption of them as holy. Cremation, the reduction of corpses to tasteless, unpalatable ash, is a waste their god despises. In fact, fire has always been the enemy of the shadowy Charnel God, who sucks flames out wherever he finds them to create pleasing darkness.

Not content with waiting for the dead to fall of natural causes, the followers of the Charnel God are encouraged to cannibalize the living so their god's realm may be expanded even further, and others may know worshipful fear of him. Such murders are a sacred duty from which the murderers are spared blame, though they perform them secretly, knowing the world at large is not yet ready for knowledge of their god's true and glorious nature.

RITES AND RITUALS

The worship of corpses displayed by the followers of the Charnel God leads them to perform acts considered blasphemous by others. Certain dark acts of necromancy are practiced by some of the Charnel God's followers as a way of attaining closeness with the holy dead.

The most significant rite described in the *Ghoul's Manuscript* is the Cannibal Ritual. The ritual describes a way of specially preparing the flesh and organs of the recently slain so their consumption grants the strength of the Charnel God. Essentially, it transforms those who successfully perform the ritual into ghouls, although only for the duration of a single night.

Before entering battle and before going to sleep the followers of the Charnel God recite a prayer called the Charnel Chant. This prayer entreats the god to ensure the devotee's body should be properly disposed of—eaten—if the devotee dies. The bedtime version of the Charnel Chant ends with the line “*and may all my giblets be eaten up.*” Followers of the Charnel God often use this line as an oath, a protective ward muttered before dangerous undertakings, against bad omens, or as a blessing in the form “*May all your giblets be eaten up.*”

GULT HISTORY

Many secret followers throughout the ages have served the Charnel God. For obvious reasons, he is a popular god with ghouls. The earliest ghoul tribes are believed to have been followers of the Charnel God. They discovered their ritual feasts granted them immortality of a kind, giving them a hunger for flesh that persisted even beyond the grave. It was the high priest of one of these tribes who wrote the original version of the *Ghoul's Manuscript*, channeling the Charnel God into a text so hungry it devours the sanity of those who read it.

One such reader was Euglenus Cleaves, a ship's surgeon serving on the privateer *Bloody Swathe*. A collector of foreign medical texts, Euglenus found the Manuscript in a curio shop in the lands far to the east and assumed from the illustrations it was merely a very graphic anatomical work. While translating it he discovered his mistake, but by then he had read far too much, and it was far too late for Euglenus Cleaves. The pages had devoured his mind.

When the *Bloody Swathe* next stopped for provisions, Euglenus sabotaged the provender, so that halfway to their destination of Freeport the crew found their food inedible, moldy and maggot-ridden. Facing starvation, they turned on each other. Euglenus convinced the Captain to allow him to take charge of the process, and they chose the weakest and most scurvy-ridden crewmembers to be dragged screaming to the pot, beginning with the cabin boy as tradition dictated. Euglenus secretly prepared the cuts according to the Cannibal Ritual, hoping to reduce the crew to gibbering monstrosities who would worship the Charnel God as readily as he now did.

Through a stroke of luck and good sailing, the *Bloody*

THE CHARNEL GOD IN THE WORLD OF FREEPORT

If you are using the World of Freeport as the backdrop for your campaign, the history of the Charnel God is easily slotted into the setting. Mordiggian, as the Charnel God is known here, was served by many cultists during the rule of Rajko the Ghul. Led by their Grand High Psychopomp Wen Diego, they were fierce allies of Rajko, fighting alongside his undead minions in their ghoulish forms. After Rajko's fall, Diego attempted to replace him, becoming one of the many warring Necro-Kings to try to take his place atop the throne of the dead.

The Starfall Alliance defeated Wen Diego and his city of Zul-Bha-Sair was destroyed. His followers scattered, many wandering the Bone Lands clutching copies of the *Ghoul's Manuscript* he had authored. Some of the nomads of those lands, desperate for food, were swayed into Mordiggian's hands.

Every attempt by Mordiggian's followers to reclaim his brief glory has failed. Most notably, the Inquisition rooted out his cult in Hexworth and destroyed it utterly. The few, scattered cultists who remain are forced to travel constantly, never resting long in the one place for fear of discovery.

Swathe made it to Freeport before Euglenus could perfect the recipe of the ritual. His attempts seemed to make his subjects hungrier for flesh without effecting the full physical transformation he had read of and longed to see.

On his shore leave in Freeport, he continued to hear the book whispering to him as it had frequently since he read it—first in his dreams and then while awake. Its instructions were explicit. He resigned his post, accepted his share—larger than usual as there were so few left to split it among—and explored Freeport. He needed access to subjects over an extended period if he was going to transform them into the form most pleasing to the voice coming from the book, and it would be best if those people were already close to savagery.

An idea came to him when he saw a young urchin fighting with a dog for scraps in Scurvytown. He took his share of the *Bloody Swathe's* profits and bought his way into the Home For Foundlings and Wayward Children the next day.



The Home was a Drac's End institution that cared for the orphaned and abandoned of Freeport—of which there have always been many—but was suffering through hard times. The founding of the Freeport Orphanage in the Warehouse District had drawn funds away from the Home, as Freeport's do-gooders and charitable organizations favored the newer and larger institution, no doubt encouraged by Mister Wednesday. The poor innocent darlings there had to sleep in hammocks, for goodness' sake, clearly they needed the donations more than the old Home. Cleaves' sizeable donation bought his way onto the board, into the position of headmaster, and his name onto the plaque; it became known as the Cleaves Home after that.

Euglenus has spent the five years since using his position as headmaster to indoctrinate a select group of the children in his care into the tenets of the Charnel God. Behind the building's closed doors, those thought most innocent perform unspeakable acts. Upon reaching adulthood, these fierce young cultists will go out into the world to spread the tenets of their god, furthering the cult's aims and founding groups of their own to induct more children into the ways of the Eater of the Dead. With every generation, there will be more of them, and one day they will spread across the world.

ORGANIZATION

At the head of the cult is Euglenus Cleaves, their founder and Psychopomp, now in his fifties. Immediately beneath him are his acolytes, a motley group of Freeport's orphans and abandoned bastards who have been indoctrinated to worship the Charnel God from an early age.

MEMBERSHIP

There are currently 30 children at the Cleaves Home, 17 boys and 13 girls, aged two and up. Of those, five boys and one girl have been found worthy of becoming Charnel Children. Cleaves chooses them for callousness and brutality, cynically favoring boys over those made of "sugar and spice."

The favorites are roomed separately from the other orphans, who are naturally curious about what they do behind those closed doors. Despite the attempts of some of the braver boys and girls, they haven't been able to spy on these "secret club" activities yet.

SYMBOLS AND SIGNS

The *Ghoul's Manuscript* is etched with a primitive design of a fanged mouth that is the closest thing the Charnel

God has to an official symbol; Euglenus has a necklace with this design that he purchased from Godshop in the Temple District. Brother Wilford Vinely may be the only person who suspects Euglenus of being a cultist, but he's not about to do anything about it, as such a betrayal of trust would be bad for business.

Cultists of the Charnel God in foreign lands recognize each other by means of a secret sign. One casually rubs his right canine tooth, and in response, the other does the same to his left. In this way they know each other without exchanging words. Only Euglenus and Slim William would recognize this sign, as the other children have yet to be taught it.

The Charnel Children are all marked with a tattoo of their own design depicting a crossed knife and fork they call "the brand." It's drawn with pen-ink and needle as a form of gang initiation invented by the children.

STRUCTURE

Euglenus Cleaves holds the rank of Grand High Psychopomp, as the *Ghoul's Manuscript* dictates the leader of a cult should be named. Beneath him is the First Eater, "Sly" Simon Midwich—Euglenus gives him the unofficial title of junior psychopomp, in a doting, fatherly way. Next is "Horrible" Lucinda Penmark, the Second Eater. These two titles are named for their positions during ceremonial feasts, when they have first and second pick of the choicest cuts. The other children are referred to as brother such-and-such, and have no formal title save those they playfully adopt. Each is given a pack name after their first hunt, a nickname inspired by personal or physical characteristics.

The children's own hierarchy is based on age and size. The tougher children are able to muscle their way up, but only until someone decides to take them down a peg or two. As is always the case with children, this pecking order is extremely precise but unspoken.

Everyone knows their place, but no one needs to be told it. The other Charnel Children are "Gross" Billy Egbert, "Sharp" Peter Lind, "Silent" Gage, and "Quick" Gilbert Baker.

Slim William the Pleaser is the cult's only associate member, an orphan who grew up and left the home, he now runs his own business in Freeport. As an associate

brother, he gives money to the Cleaves Home but no longer participates in the rites. He has his own ways of getting close to the holy dead now.

GOALS AND MOTIVES

Driving everything the Charnel Children do is their hunger. This gift from their god is not only a hunger for flesh, but for power or knowledge or control. It manifests differently in all of the Charnel God's followers, but all heed the call deep in the pits of their stomachs that drives them to always want more, more of everything.

Ideally, it is the aim of Euglenus Cleaves to spread his faith to as many of the living as possible, so as many of the dead can be saved from improper disposal as possible. This is his holy work. He is sane enough to realize most people will not readily join a religion that preaches the eating of the dead. Even orcs are picky about which corpses they devour. For this reason, Euglenus operates covertly and concentrates his proselytizing on the children. When they leave the Cleaves Home, they are expected to observe duties like finding willing converts, bringing orphans to the home, and having children of their own to give to the cult.

Currently, the Cannibal Ritual only has a temporary effect, turning the cultists into ghouls for a matter of hours, but not much longer. Despite Cleaves' experiments, they have been unable to prolong the effect. If perfected, it would be permanent, granting the Children a kind of living undeath as they became full ghouls without having to die and claw their way back from the grave.

Pursuing this immortality becomes more important to Euglenus as he ages, and he searches through ancient texts looking for clues—perhaps he has mistranslated, or perhaps there is another version of the ritual to be found. He has made contact with a fellow cult of the Charnel God called the Eyeless Head to exchange knowledge, but is still in the process of gaining their trust. The Eyeless Head travels from place to place, so the letters are infrequent and, frustratingly, sometimes they have moved on before Euglenus' missives arrive.

Once a month, although not always on the same date, the Cannibal Ritual is performed so the Charnel Children can take on a form closer to their god and show him proper worship. Hunting one or two of Freeport's scum who won't

No Adult Supervision: Child Kills Nine in Scurvytown

~ *The Shipping News*

be missed is their way of demonstrating their devotion, obtaining closeness to their god while expanding his realm of the dead. Although Euglenus experiments with the details of the ritual in his attempts to prolong its effects, the hunting is an end to itself, an act of prayer. The children's ghoulish howls are songs of praise.

One of the prime beliefs of the Charnel God's followers is that the bodies of the dead are sacred, and only they are pure enough to dispose of them properly. Freeport's Crematorium is a thorn in the side of the Charnel Children, a blasphemous insult they have plotted to destroy. As of yet, these plots have not moved beyond vague schemes. They shake their fists in the Crematorium's direction, but do not have the numbers to take on the priests of the God of Death who staff it.

Slim William's goals are slightly different from those of the Charnel Children. Although he took part in the hunt, he never took to the Charnel God like those who came after him, and he only pays lip service to most of the god's creeds. He believes in the holiness of the dead, but his real obsession is with necromancy. Deep down he would like to be a typical immortal lord of the dead, ruling over a kingdom of corpses under his command so he never has to deal with the living again. It will take a lot more study of the dark arts before he comes close to that goal, however.



RECRUITMENT

The Charnel Children are unusual among cults in that they do not need to seek out new initiates, because new initiates are brought to them. Freeport is a dangerous and uncaring place, so there is no shortage of abandoned children left on doorsteps or orphaned by tragedy.

These children are in a vulnerable state when they are brought to the Cleaves Home, but that doesn't mean they're ready to be inducted into a cannibal cult straight away. New children are watched closely until it can be decided whether they are worthy of membership. The Charnel Children torment them, bullying and terrifying them, keeping them awake at night by chanting "fresh meat," and climbing the walls to rattle the grates on their windows at night. Those who cry, wet their beds, or otherwise show fear are deemed unworthy. Those few who act bravely and stand up to the bullying are given the chance to join.

The chosen children are brought to the secret feasting hall, where they are welcomed and treated like honored guests by the same bullies who threatened them. Though they do not know it, the meal served, brought on silver platters by their peers, is their first taste of human flesh. They are only informed of this afterwards, when the change begins to overcome them. Some children welcome it and some are swept away by it. Others fight it or are too scared by it to do anything; they are taken away quietly and are recorded as tragic victims of childhood illness. Some of the children give in to the change, driven mad and bestial by the warping of their bodies as their hands become claws, their teeth sharpen and bite into their tongues, their muscles harden and tense, their guts distend and twist with hunger despite being full, and their brains turn off all but the most basic instincts.

When the ritual victim is brought before them, bound and gagged, they join the other children and fall on him ferociously, their tiny mouths tearing eagerly at his flesh. It is as if the fragile children's minds can only deal with the horror they are exposed to by imitating it, joining it rather than fighting it.

After this initiation, they are considered full members of the cult. They are taken on their first hunt, given pack names and tattoos, and once a month they are allowed to undergo the transformation and wander the city to feed. During this time, bonds are forged among the Charnel Children as strong as any they would have had with real families.

ALLIES

The Charnel Children have tried to communicate with a tribe of ghouls haunting the edges of Freeport, with little

success. Although the ghouls tolerate their presence and seem to appreciate gifts of food, the Charnel Children are unable to speak the odd, gibbering language of the ghouls, even while altered by the Cannibal Ritual. The ghouls do not actively worship the Charnel God, but they are venerated by the cult as holy hermits who are to be observed and imitated, and not disturbed.

Secretly, Euglenus has made contact with a fellow cult of the Charnel God on the Continent. Called the Eyeless Head, this cult is made up of ghouls descended from a tribe who once ruled an entire city of the damned as its priests, demanding all who died be brought before them for proper disposal. Though they were overthrown, they have not descended to the savagery of most of their graveyard-haunting breed. They have kept their traditions alive while traveling from town to town, hidden behind robes and skull-like masks, stealing the dead where they can before moving on.

Their leader and Grand High Psychopomp is a powerful necromancer named Roda Spitgut, who corresponds by letter with Euglenus whenever they settle in a town. She is fascinated by his descriptions of Freeport, and sees it as the kind of place where her ancient heritage could be returned to her, and the Charnel God returned to his place as the head of a mighty religion.

ENEMIES

As a well-kept secret, the Charnel Children have no enemies ... yet. They are about to acquire not so much an enemy, but certainly a thorn in their side, when Sophie Steadman (age eight) finally convinces some of her fellow orphans that she saw monsters climbing over the wall and out into the darkness one night. This isn't something that will have the cult overly worried—after all, how much harm can a bunch of teddy-bear-toting kids do?

The Charnel Children have another potential enemy in the artist Thurber Sime. Thurber is a gifted but barely-heard-of artist living in the Cluster of Drac's End. His portraits are remarkable for their ability to capture the essence of their model, but many of Freeport's citizens would rather not see their true selves in all their avariciousness, vanity, or cruelty, staring back at them over the mantelpiece. Thurber is reduced to sketching people in the street and drawing in chalk upon the pavement.

While sitting in the window of his tiny loft one day, idly sketching the street people beneath him, Thurber saw Euglenus Cleaves and several of his favorite charges pass by on a rare daylight excursion, a treat bestowed for their excellent performance. While Thurber watched the ordinary spectacle of a gentleman leading some children beneath him, his fingers sketched the truth—a horrible crew of leering

monstrosities, drooling and staring with frightening hunger at the tender morsels walking past them.

Thurber was shocked to see what he had drawn, but he knows it to be real: his art never lies. It is his gift and his curse that he can only draw the truth of things, no matter how unpalatable. Thurber faces a difficult decision. Can he convince someone that an upstanding citizen and a group of poor orphans are really ghouls? He has no idea who to turn to, but the sketch has been keeping him awake at night, and he feels the need to tell someone just to get it off his chest. Soon, in an unguarded, drunken moment, it may all come tumbling out.

Slim William's ownership of the bordello called the House of Silence has made him an enemy in the form of the League of Freedom. This student group from the Freeport Institute has taken Freeport's attitude against slavery to heart and published a series of pamphlets damning the city of Mazin and other bastions of the barbaric practice.

One of the League's members, an elf named Lanceton, has become convinced the girls of the House of Silence are slaves who deserve to be freed. He has published a pamphlet on the subject, which angered the Blackened Knot gang. Several members of the Blackened Knot are among the House of Silence's frequent customers, and they argue that William the Pleaser's girls are not slaves at all, but are perfect ladies who always wear perfume and never talk back. More women of Freeport should follow their example, they argue, in preserving old-fashioned values like submissiveness and recognition of male authority. This has led to brawls in the street between members of the Blackened Knot and the students who have more forward-thinking attitudes about the role of women.

Of course, the members of the Blackened Knot who frequent the House of Silence would not react well if they discovered that the reason their favorite ladies are so perfect is that they are stone dead.

EUGLENUS CLEAVES

“Mr. Cleaves may have his ways, but he's ever so good to those poor children. It's not their fault they're insufferable brats; most of them were born in Drac's End or the docks, after all.”

—One of Freeport's Caring Citizens

Euglenus Cleaves (*male human journeyman*) is the founder of the Charnel Children, their Grand High Psychopomp and Eldest Child. He has the *Ghoul's Manuscript*, which speaks to him about the ultimate destiny of mankind in a voice cold and dark. That destiny is to assume the true, perfect, and immortal form locked inside all of us. Only

the Charnel God can provide the key, says the voice, and Euglenus believes it devoutly. He is quite mad, but driven and focused enough to appear sane and achieve his ends.

As the headmaster of the Cleaves Home for Foundlings and Wayward Children, he is seen as a charitable do-gooder by Freeport society; the Golden Pillar Society has innocently raised money on his behalf several times. He is rarely seen outside the orphanage, which only adds to his reputation as a tireless worker dedicated to the well being of his charges above all else. And, in a way, that's true.

BACKGROUND

Some take the physician's oath out of a desire to do good, to help people in a most direct way. Not so with Doctor Euglenus Cleaves. Euglenus saw his patients' bodies as puzzle boxes to be unlocked, opened, and solved. They were fascinating collections of organs and meat in need of constant repair. During his time as a ship's surgeon, he saw the body at its worst: scurvied, syphilitic, drunken and broken and shot and stabbed. The inefficiency of the humanoid form made him despair. Why have such a fragile seat for such a valuable thing as the soul?

Traveling the world, he took lessons where he could from the practitioners of esoteric medicinal arts (a knack for picking up languages helped), but all the far-flung foreign experts in the world could not help him solve the fundamental problem. People seemed designed to break

down and die. How could that be all the gods had in mind when they designed us?

It was while searching for rare books of medical lore that Euglenus discovered the *Ghoul's Manuscript*. An obsessive and single-minded eccentric, he was the perfect vessel for the Charnel God's messages. First, the body is sacred. By ritual consumption, it can be transferred to the care of the god who best understands the beauty of the fragile collection of organs and meat that makes us up. Second, by dedicating oneself to the correct transference of these holy physical shells to their paradise in the Charnel God's eternal gullet, one can be rewarded by becoming something less fragile, an everlasting and undying god in miniature.

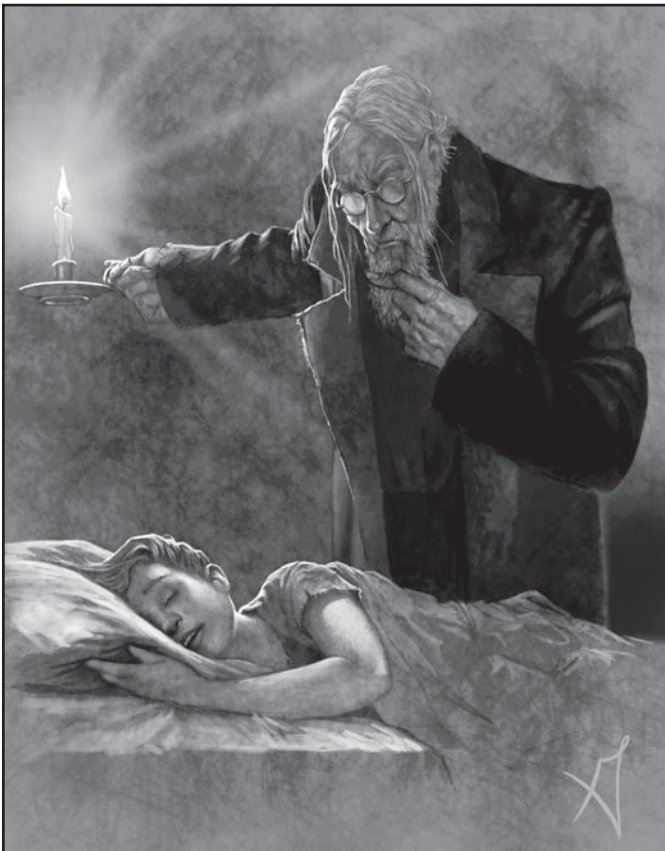
The supernatural power of the *Ghoul's Manuscript* sent Euglenus howling over the brink from oddball eccentric to out-and-out madman. A voice he attributed to the Charnel God began whispering in his mind, reciting passages from the *Manuscript* and suggesting ideas so dark, they surely could not be his own. His shipmates ignored his erratic behavior, accustomed as they were to their surgeon's unusual ways. When disaster struck and the supplies ran out, he was a trusted voice suggesting the only rational solution. Horrible as it seemed, cannibalism was the best option. None of them ever discovered it was their trusted doctor who had fouled their food.

This attempt to fix the entire crew at once failed, however. The adult human form seemed resistant to the change, and the ritual proved difficult to perform perfectly. Needing more time to work on his subjects and believing the forms of children would prove more malleable, he took control of the orphanage. Now he works on the next generation. His only hope for the grown-ups of Freeport is that he or his charges find them before their death, and send them on to the Charnel God where they can finally be made whole and holy. It's a kindness, really.

PERSONALITY

Euglenus is an insular and severe man who appears to have no friends outside his work. He tends to be laconic and disinterested in society or the company of others. This is because he is never truly alone, but always in the presence of the voice of his god, who is infinitely preferable to the company of mortals. To his "children," he is stern but oddly paternal, taking pride in their foul accomplishments. When they inform him of their dark deeds, he ruffles their hair and calls them scallywags, then offers them sweets to help rid their mouths of the taste of skin and blood.

His curiosity is insatiable and when a subject interests him, he becomes animated and energized, in obvious contrast to his usual chair-bound disinterest. He paces, gestures, and talks in an animated and frenetic way. He is, of course, quite mad.



APPEARANCE

Years at sea gave Euglenus's skin the consistency and color of leather, though the five years since spent behind a desk with most of his excursions limited to the night have taken away much of the color. He's in his 50s, which shows mostly in his salt-and-pepper beard (salt now dominating). At just under five-and-a-half feet tall, he's short, and with his stooped posture, he appears even more so. His typical expression is a schoolmasterly frown.

All of this vanishes when he partakes in the Cannibal Ritual, which has finally begun affecting him as strongly as it does the children. The years drop away, and his body straightens and thickens with sinew. His teeth sharpen and claws emerge. A delirious, slavering grin, wide as an open zipper, overtakes his features. For the span of a night, he feels young and able to conquer the world again.

"SLIM" WILLIAM THE PLEASER

"My girls are, simply put, the best. Good looking, guaranteed clean, affordable, and with a certain submissive quality that distinguishes the finer variety of lady. Escape from that nagging wife of yours in the arms of one of my most excellent girls. Every single one has taken a vow of utter silence."

—William the Pleaser Drums up Some Business

Slim William (*male human journeyman*) served Euglenus and the Charnel God loyally for several years before leaving to make his own way in the world, and he's certainly found an unusual way of doing so. Slim William is a necromancer, as many of the Charnel God's cultists have been. By allowing the holy dead to walk again, if only briefly, he helps narrow the barrier between life and death separating the land of the living from the charnel realm. He also rents them out as whores.

BACKGROUND

William was the first of the orphans chosen by Euglenus. A thin and bookish teenager, he distinguished himself by gutting the cook's cat to see what its insides looked like. He filled notepads with sketches of dead birds found on the grounds, and kept a box of dead insects under his pillow. He was a morbid and unusual child, and therefore perfect.

Under the personal tutelage of Euglenus, disguised as punishment after the incident with the cat, William changed. Not only did he come out of his shell, but he changed physically, undergoing the Cannibal Ritual and taking to it like none of the sailors on the *Bloody Swathe* had. That first night he brought down his prey in Tent

Town, he took the new name of Slim for the wasted orphan's build that enabled him to slip through the narrowest cracks in pursuit of his quarry.

Euglenus gave him access to the library of texts he had built up over the years—every dark book he had found with the merest passing mention of the Charnel God. Many of these books were works of necromancy, an art for which Slim William showed a natural flair. The insects in his box soon lived again, performing intricate dances for his enjoyment.

Today, his undead slaves can do much more than just dance. As Slim William the Pleaser he runs the House of Silence, a bordello in Scurvytown. His girls are famous for their submissive attitudes and their vows never to speak, and are popular with the Mouth of Hell crowd and the Blackened Knot gang. They might be less popular if it was known that his girls are reanimated corpses of the recently dead, although admittedly not in some quarters.

The bodies are acquired through a contact at the Veiled Lady Funeral Home as blackmail payments. Slim William discovered one of the morticians liked to dally with the bodies of the wealthy ladies, those who pay to be interned at the Veiled Lady rather than go up in so much common smoke with the riff-raff at the Crematorium.

PERSONALITY

It didn't take much for Euglenus to convince William the dead were holy: He believed it already. He'd seen the torn and broken bodies of his parents (who died when the poorly built tenement they lived in collapsed during a storm) and he knew people were fascinating collections of parts, far more interesting dead than alive.

William has always been distant and aloof from the dull living and their boring conversations, but over the years, he has learned to cover this up with fast-talking patter. His dead eyes only sometimes give away his disinterest.

APPEARANCE

Like the other pimps of Scurvytown, Slim William dresses like a poor man's picture of wealth. He wears a high hat, a luxurious coat no matter what the weather, and always carries a walking cane. The outfit only looks more preposterous because underneath it he's pale and skeletally thin.

He is usually seen with one of his girls on his arm so he can advertise to prospective clients, pointing out her best features with his cane while she stands stiffly, not making eye contact. The only times Slim William is seen without one of his girls is during hot weather, when he leaves them in the magically cooled air of the House of Silence. The clients think that the low temperature is intended to encourage them to get under warm sheets. It is the same enchantment used on some of Freeport's other meat warehouses.

"SLY" SIMON MIDWICH, FIRST EATER

"You must be new here. My name is Simon Midwich and from now on, I am officially the king of you. Now lick my shoes like a good peasant. I want to see them shine."

—Simon Midwich, When the Matrons Aren't Around

Simon (*male half-elf apprentice*) is the Charnel Children's "golden boy," an angelic star pupil whose fresh face hides an appalling lack of empathy or humanity. In the eyes of the staff, he can do no wrong; only the other children are witness to his brutal streak. Through intimidation and fear, he has the entire orphan population quivering when he walks down the halls.

His real face is the one brought forth by the Cannibal Ritual, when he shows his bestial side fully. He leads the Charnel Children in their monthly hunts through the alleys of Drac's End and its surrounds, howling with joy.

BACKGROUND

Simon's half-elven parents were disappointed when their beautiful baby came out too human. He was barely elven at all. Since they had decades more to continue trying, they callously abandoned him, hoping to get a better mix of their backgrounds next time. He was found outside the temple of the God of Knowledge in a bassinet, and brought to the Cleaves Home by a priest who was tutoring the children. She did not realize she was doing the worst thing she could possibly have done for the child.

Years later, on the cusp of his teens, Simon managed to catch a glimpse of William leaving the home in his ghoulish form and fearlessly climbed out a window with a rusted grate to follow him. Unable to scale the wall as easily as he did with his clawed hands, he waited for William to return. When he did, grisly-mouthed from his feeding, he was surprised to find the boy patiently waiting for him. *"That looks like a fun game,"* Simon said. *"Can I play, too?"*

Now that William is gone, Simon is leader of the pack—except for those occasions when old Euglenus decides to join them in the hunt, of course. He remains playful in this role, treating it with childlike glee. He favors hunting the anonymous derelicts of Tent Town, though he has led the others on excursions further afield, either into the jungle to hunt larger game or through the alleys of Freeport in pursuit of humanoid flesh.

PERSONALITY

Simon is a completely amoral sociopath. He cares no more for the lives of his victims than the wings of a fly.

Around the other children at the Cleaves Home, he is cruel and bullying, using his age and strength to instill the proper degrees of respect and terror in them. Everything is a game to him, and he gets to change the rules as he goes along so that he never loses.

All of that is hidden, however, beneath a nearly impenetrable layer of boyish charm. He knows what effect this has on adults and milks it for everything it is worth.

APPEARANCE

A sandy-blond-haired young man with pinchable cheeks, recently emerged from baby fat to the delight of girls and women alike, Simon is the very picture of youthful health and vigor. His smile is innocent and guileless, his eyes piercing. Leading the hunts has made his physique lean and strong. The knife and fork symbol of the Charnel Children is tattooed on his chest, over his heart.

"HORRIBLE" LUCINDA PENMARK, SECOND EATER

"Sweets? How did you get sweets, Tomkins? Never mind, they're mine now. Hand them over or I'll sit on you 'til you're flat, then scrape you up, feed you to a cat, and eat your sweets anyway. I don't care if your dead mother gave them to you, stop sniveling and hand them over."

*—Lucinda Penmark,
showing why they call her "Horrible"*

The only female member of the Charnel Children, Lucinda (*female human apprentice*) sometimes manages to shock even the jaded cannibals she runs with. Not by dint of her tomboyish behavior, which shocks only the Home's matrons, but with her horrible hunger for flesh. She is insatiable, and devours any foul guttersnipe or street bum, no matter how filthy.

On her first hunt with the pack, she cracked her victim's bones and sucked out the marrow before scooping out his guts, earning her the moniker "Horrible." She accepted it with pride.

BACKGROUND

Fire took Lucinda's family from her, a fire that burned down their home and killed her parents, her grandfather, her sister, and two brothers. She has blocked out her memory of the event, except for one thing: the disturbingly appetizing smell of cooking flesh.

After being brought to the Cleaves Home, Lucinda distinguished herself by being one of the rare children

to stand up to the bullying of Cleaves' favorites. When they tried to take her bowl of fish gruel away, she refused. Outnumbered by a gang of boys who had the other children terrified, she simply said no. This brought her to the attention of Euglenus, who rescinded his policy of keeping the Charnel Children a boy's club for her sake. He hasn't regretted it. Lucinda was an eager convert who found human flesh the one thing that could fill the emptiness inside her, if only for a little while.

Naturally competitive, she began bullying the bullies to advance herself within the group. The boys were surprised by this, and a little unwilling to fight back against a girl. Lucinda has forced her way up the pole to the rank of Second Eater, so she gets some of the choicer cuts when the Cannibal Ritual is performed.

Almost every child at the Cleaves Home has had their food taken from them by Lucinda at some point. If they weren't such small and malnourished morsels, she would have eaten one of her fellow orphans already. She still might.

PERSONALITY

Lucinda's defining trait is hunger. Whatever is offered, she always wants more. She is the last to return from a hunt, getting back just before the sun is almost up. When food is handed out to the children she has to have the most, no matter what foul slop is served.

Her competitive streak has her looking jealously at Simon's position immediately above her, but she knows he is Euglenus' favorite, and will not be deposed easily. If she sees an opportunity, though, she will gladly take it.

APPEARANCE

Lucinda is large, especially for a girl of 12, but it's not all fat. Her bulk includes a fair amount of muscle and she has a surprising amount of speed. The knife and fork symbol of the Charnel Children is tattooed on her ankle. Her skin is as white as cuttlefish bone and her hair is as black as tar.

"GROSS" BILLY EGGBERT

Billy (*male human apprentice*) is typical of the other children in the cult. Abandoned at an early age, he has an almost pathological need to fit in and find a niche, which makes him willing to do anything to be accepted. This has been exploited by Euglenus to turn a needy child into a depraved killer without compassion or conscience.

BACKGROUND

Billy's mother ran off with a sailor and his distraught father, unable to cope with raising a son on his own, abandoned him at the markets one day. He was found by



Slim William and brought to the Cleaves Home, where he developed an inventive way of making friends; he'd eat glue, flies, roaches, anything that revolted the other children enough to earn him some of the attention he craved.

Euglenus saw the potential in a boy with such a strong stomach straight away. Invited to a secret meeting of Cleaves' favorites, he was presented with his first strip of prepared human flesh. He gobbled it down under their watchful gaze, and then grinned at their approval. His grin widened, becoming the feral grin of a ghoul, and he was officially a Charnel Child.

PERSONALITY

Gross Billy's defining trait is the desperation for attention that drives him to make a show of himself. After joining the Charnel Children, he finally found some of the attention he needs. He loves the other cultists like family and will do anything for them, no matter how vile or mad it seems.

APPEARANCE

At ten years old, Billy is small for his age. He is also permanently filthy; the matrons long ago gave up on trying to keep him clean. He almost seems to generate his own field of dirt and mud that follows him wherever he goes. The knife and fork is tattooed on his right shoulder.

THE CLEAVES HOME

The Cleaves Home for Foundlings and Wayward Children is one of the sturdier buildings in Drac's End, although it has nothing on the Freeport Institute. It was originally founded to take in the orphans and street children of the city, and this corner of it in particular, and to give them the rudiments of an education that would get them through life without having to resort to crime. The Freeport Institute is exclusive, but the Home will gladly take the lowest.

The Home survived the Great Green Fire with only minimal damage, but there was a greater threat. The Freeport Orphanage was in direct competition for the limited charitable funds of the city. Although the repair bill was not great, with no funding to pay it the Home would have been closed. Euglenus Cleaves and his donation came along at exactly the right time. Without this monster's support, Drac's End would have been flooded with orphans.

FEATURES AND DEFENSES

A seven-foot-high stone wall surrounds the Cleaves Home, although this is designed to keep the children in more than it is to keep anyone else out. Vines and nearby trees make it easier to scale from the outside, and the top of the wall leans inward at a 45-degree angle. It's still blackened on the south and east sides from the damage it suffered in Great Green Fire. The gates are rusty and topped with dull spikes, and only padlocked at night.

Many babies have been abandoned outside the gates over the years, and some of the children dumped here have tragically frozen to death before being discovered in the morning. It has been proposed that some kind of chute be built into the wall, allowing abandoned babies to be dropped into a specially warmed container. Questions about security, design, and cost have kept the idea from being acted upon.

The front entrance is a set of double doors over a stoop, which gives the building the look of a miniature castle. A single door is set in the back of the kitchen; it is a tradesman's entrance.

The windows in the boys' and girls' dormitories have mesh grating over them, but some are rusted and have been pried loose by enterprising youths over the years and can be lifted off. The other windows have no grates and are easily opened, except for the small, dark window into the secret feasting hall, which is always carefully locked.

All of the lights go out at eight o'clock, except for one that may still be seen burning in the office as Euglenus goes about his business. The matrons walk the halls in four shifts. Holding candles, they check in on the dormitories

and investigate noises, but they are not professional guards and they are haphazard in their patrolling.

KEY LOCATIONS

All of the following locations can be found in or around the Cleaves Home.

1. CLEAVES' BEDROOM

This is not the bedroom of a man who cares for the simple pleasures of life. The bed is solid and sturdy, the room is bare of ornamentation, and only the diverse books on medicine, religion, language, and history give any clues as to the owner's personality.

2. CLEAVES' OFFICE

Underneath a stern portrait of Euglenus Cleaves, the man himself sits at his desk looking after the day-to-day workings of the home, writing letters seeking charitable donations, and keeping the paperwork up to date. In the privacy of this office, he also studies the *Ghoul's Manuscript* and the other tomes locked in his desk, puzzling out the precise meanings of difficult-to-translate words and phrases, and staring longingly at the illustrations while the voice in his head whispers softly.

3. DINING ROOM

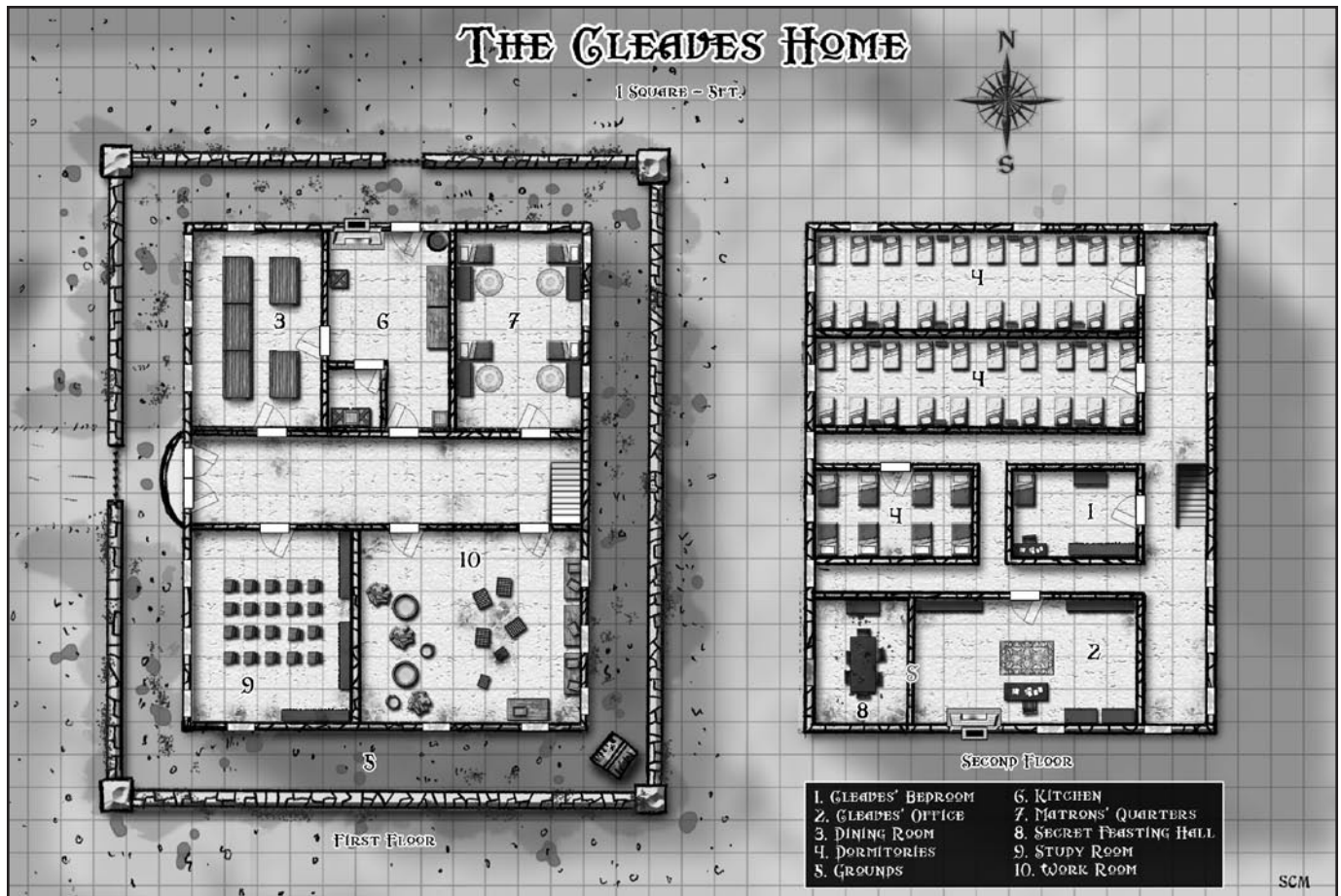
The dining room is where meals are served. There is a fierce pecking order established over who gets to sit where and who gets served first, with Cleaves' favorites at the top. They sit at a table of their own with no spare seats, talking and laughing louder than anyone else. The children at the tables nearest them cringe, and ignore it when an insult or lump of food comes their way.

4. DORMITORIES

Two dormitory bedrooms, one for the girls and one for the boys, follow the same plan. They're big, open rooms with 20 simple pallet beds along the walls. Even these hard lumps of straw are considered extravagant by some, for in the Freeport Orphanage, they make do with hammocks hanging from the high roof and if a child falls, well, that's one less mouth to feed.

Small drawers between every second bed hold the shared clothes of the children, as well as any hidden personal possessions. Usually these are limited to rag dolls or mementos of lost families. Anything of real value is confiscated and sold.

A third, smaller dormitory is kept for Cleaves' favorites. They are given proper beds to sleep in, cupboards for their clothes and possessions (including some that they steal from the other orphans) and a window without a grate.



The lights go out at eight o'clock sharp. Any children caught out of their beds by the matrons will be punished, excluding Cleaves' favorites who are allowed to do as they wish.

5. GROUNDS

The narrow strip between the walls of the home and the wall that surrounds it gets very little light and is mostly home to jungle weeds. The groundskeeper sometimes patters around, trying to encourage proper grass to grow, but he spends most of his time in his rusty tin shed. The children have many theories about what he gets up to in there.

6. KITCHEN

The matrons in this less-than-perfect kitchen prepare meals. Only the cheapest foodstuffs are prepared for the children, and seafood is a constant feature of their diet. Thin gruels, stews and slops are served frequently.

7. MATRONS' QUARTERS

A staff of four matrons lives and works at the Cleaves Home. This austere shared bedroom, its only decorations devotional, is still luxurious compared to the dormitories. The four matrons are Mrs. Grose, Mrs. Slauson, Miss Jessel and Miss Giddens.

8. SECRET FEASTING HALL

The high wall kept the home relatively safe during the Great Green Fire; although one corner caught aflame it was extinguished quickly. Eugenus used the repair work as cover to have this secret room constructed behind the office so he could perform the Cannibal Ritual in peace and privacy.

A catch under his desk opens a door set flush into the wall, revealing a dark 15 foot by 20 foot room with a low dining table in the center. The table is made of solid wood, covered in gouge marks and old blood. A cupboard holds ritual paraphernalia and, once a month, fresh meat obtained through the body trade. A small window is the only exit, through which the ghouls make their way out into the night.

9. STUDY ROOM

This is where visiting priests of the God of Knowledge give the children the rudiments of an education. By teaching them the basics of reading, writing, and arithmetic, it is believed they will be that much more likely to go on to lead productive, non-criminal lives. There is no set curriculum, however, and the lessons are often based on whatever the priest feels like teaching that day. The chalkboard is as likely to be filled with obscure religious dogma as it is with the times tables.



Of course, since the students spend most of their time scratching messages into their desks and shooting spitballs at each other until one of the matrons looks in on them, it matters little either way.

10. WORK ROOM

This is where the children earn their keep—charity and zombie prostitution can't pay for everything, you know. They wash laundry for several of Freeport's businesses, and do craftwork making baskets, lobster traps, trinkets, and other items that are sold from a market stall.

USING THE CHARNEL CHILDREN

Freeport's a cynical town, and certainly not a place where everyone believes children are automatically innocent little angels, but the full extent of what the Charnel Children are up to is still going to surprise even a hardened freebooter. An encounter with the ghoulish youths during a hunt will give them pause, and a full investigation of the home will be a disturbing adventure. You should think, before using them in a campaign, about how your players will react. Not everyone is going to be comfortable with the subject matter, even if you use it in a throwaway encounter.

A potentially quite different way to use the Charnel Children would be to run a one-shot game in which the players portray waifs who are taken in by the Cleaves

Home and then terrorized by Cleaves' favorites. They may plot revenge, spying on their bullies to find a weakness. They may even stand up to them and be invited along to a special club meeting by Euglenus. Once they discover what is really going on at the Cleaves Home, they will be in terrible danger. How can they escape the orphanage and who will believe their story enough to help them?

BEGINNER ADVENTURE

The House of Blane is in an uproar: Lady Blane was buried wearing the family jewels when her will clearly stated they should go to her sister. The sister gets a court order to dig up her body from the exclusive Veiled Lady Cemetery, but Lady Blane isn't in the grave she should be in. It's empty—some dastardly bodysnatcher has gone and taken her. The family offers a reward for her return and half of Freeport's scum are on the trail, as well as the PCs.

Suspecting an inside job they might think to question the dubious mortician, John Etch, who leads them to the House of Silence, or maybe they just spot Lady Blane walking the street, in both senses of the phrase. Liberating Lady Blane's body from its sinful new unlife is harder while it's still walking around, especially if Slim William and his other undead girls have anything to say about it. The customers won't be pleased, either, and they aren't a nice bunch, those who prefer acquiescent girls who don't complain no matter how they're treated.

Down the Drain! Crematorium Scandal Leaves Dead in Sewers

~ *The Shipping News*

After dealing with the House of Silence and Slim William, the PCs find some surprising papers lying around the bordello. As well as mentions of William's ties to a cult called the "Charnel Children," there are records of frequent donations made to the Cleaves Home for Foundlings and Wayward Children, and William doesn't really seem the do-gooder type.

EXPERIENCED ADVENTURE

Whether the PCs make the connection between the House of Silence and the Cleaves Home or not, Euglenus thinks they have. In order to keep them silent, he sends some of the pack out on a special hunt. It begins on an ordinary night: Perhaps the PCs are in the middle of an unrelated adventure, or perhaps they have been out for a night on the town (and are somewhat the worse for wear because of it).

A gang of unnaturally fast and agile creatures begins hunting them. Leaping and climbing and using hit-and-run tactics, they either chase or lure the PCs through Freeport's more dangerous nighttime streets, taking them through areas like Bloodsalt, where they are likely to come to the attention of gangs keen to protect their turf.

When the PCs finally catch up to (or are cornered by) the ghouls, they will be surprised to find that their assailants are clearly children—inhuman and monstrous children, but children nonetheless. Will they be able to bring themselves to kill the Charnel Children, or is there a nonviolent solution to be found? And, oh hell, that one got away! Where's he going?

ADVANCED ADVENTURE

Having traced the Charnel Children to the Cleaves Home, possibly by following one of them or by following the paper trail from the House of Silence, the PCs are faced with a challenge. They can't just scale the walls and invade an orphanage full of children. How can they expose a cult hidden among so many innocents? One way is to go in undercover.

Halflings, or those who have been magically rejuvenated, could pass as orphaned children and be taken in. They will find themselves being subjected to a strict regime of class and work and lights out at eight, broken only by periods of bed-wetting terror as a gang of bullies systematically works them over. Other PCs might get positions as

matrons or fill-in teachers after finding ways to open up those already-taken positions. Those who don't wish to go undercover at all will have to investigate stealthily to avoid alerting patrolling matrons, a wandering child, or the Charnel Children themselves.

When Euglenus is exposed, he won't hold back from unleashing his hideous and inhuman other form. Practice, and the coaching of the voice in his head, has given him the ability to transform himself even without performing the full Cannibal Ritual. Of course, if he catches anyone spying on him, he won't hesitate to use them as the main ingredient.

ENDGAME ADVENTURE

A strange ship arrives in Freeport from a distant shore. The priests who disembark hide their faces behind silver masks, wear funereal purple cerecloths for robes and their hands are hidden in gloves. Unbeknownst to anyone, they are the Eyeless Head, a cult of worshippers of the Charnel God whom Euglenus Cleaves made contact with before he met his end at the hands of the PCs. They have a mastery of the necromantic rituals of the *Ghoul's Manuscript* that the Charnel Children only dreamed of, as under their robes and masks they are ghouls themselves.

The ghoulish-priests resurrect Euglenus and the Charnel Children as true, undead ghouls and use them as their tools to free Freeport from its terrible heresy. They sabotage the Crematorium, and until it can be rebuilt, Freeporters take to dumping their dead where they will. Some are thrown into the ocean, some are buried in the jungle, others are left in the streets where they fall. It's a public sanitation nightmare, and it only gets worse when the holy dead begin to stir and the second part of the ghoulish-priests' plan takes effect.

They plan for Freeport to be overrun by the dead so that they can remove the Sea Lord and take control. The entire city will be forced to devote themselves to the Charnel God or join him in the afterlife, and only the PCs can stop it. Before the attack on the Crematorium, however, they get advanced warning when the resurrected Charnel Children attempt vengeance upon them, deviating from the plans of the ghoulish-priests to feast on those who brought them down. Can the PCs survive this attack from an enemy they thought was dead, and then figure out what it means in time to save Freeport?

- CHAPTER VII -

THE SOCIETY OF THE VELVET WHIP

Torn from her home dimension by the destruction of the Valossan Empire, Lowyatar is the Mistress of Pain. Dedicated to teaching the intelligent beings of the world the sublime joys of inflicting and enduring agony, she seeks to seduce rather than force. Driven underground by various religious inquisitions, her followers have formed the Society of the Velvet Whip to perpetuate her ways and teachings, and spread the word to the faithful. Operating in secret, the Society lures those who already have a taste for the delights Lowyatar has to offer, and to show them how much more pain there is to enjoy. When the numbers of the faithful have swelled to legion and they have pleased their Mistress with their devotions, then she will reveal her grand design unto them; and even the gods will know what it is to feel pain.

LOWYATAR: THE BRINGER OF PAINFUL DELIGHTS

Far from the temperate environs of the Serpent's Teeth, there lies a harsh and frozen land. It is a land of dark and brooding forests, wind-swept tundra, and ice-capped mountains. Bleak are the people of this realm, and bleaker still are their gods. Gods of ice and fire, thunder and blood. Not lightly are they prayed to, for their blessings are oft-disguised curses.

From these savage peoples comes Lowyatar—daughter of the Goddess of Death and The All Father. Born of the primal forces of Life and Death, she stands between the two. Filled with the indifference of her father for his creations and the hunger of her mother for their souls, Lowyatar was told by her father that Life was his gift to men, and what they did with it was up to them. She was told by her mother Life was full of pain and suffering, and she would relieve them of that through Death. Lowyatar reasoned if Life was a gift, it was something to be savored and enjoyed, and the only difference between Life and the oblivion of Death was pain and suffering. Therefore, to truly revel in Life, one must revel in pain and suffering, and to enjoy and savor such things was the highest form of existence. Men, she observed, seemed not to know this.

“The daughter of blind Tuoni,
Fairest of Uko’s children,
Worst of all the death-land women,
Is lovely and cruel Lowyatar.
Delighting in Her cruelties,
Inflicting Her cruel delights,
From the fields of sin and sorrow,
Unto the world of mortal flesh.
Cringe, Oh Man,
Ask not Her blessings,
Nor seek you Her sight,
Long you for Her caresses,
Yearning for Her touch.
Strong the hand which wields Her lash,
Stronger still, the back which endures it.”

—Excerpt from
The Fragments of Midgard

She would teach them.

Lowyatar appears as a beautiful woman with flowing pale blonde hair, piercing ice blue eyes, and a curvaceous, athletic body with long limbs. Her garb varies, depending upon her whim and the effect she wishes to have upon those she “graces” with her presence. Sometimes she wears a diaphanous gauze-like gown of gossamer, and other times she is clad in skin-tight leather.

DOGMA

Lowyatar teaches her adherents the joys of pain: the elation of inflicting it, and the ecstasy of receiving it.



Pain, she teaches, is a delicacy that must be savored, and like a fine wine, if indulged too much, the senses become dulled. Suffering must be tempered with mercy—capriciously—to better kindle the subject’s hope and increase his anguish. Man is afraid of pain. He must be coaxed to it, seduced to its dark embrace. Therefore, Lowyatar teaches her worshipers to act alluringly, to seek out those things in life man most covets and hold them before his eyes: wealth, power, the pleasures of the flesh. Draw your subject to pain’s dark embrace. Make him yearn for it, ache for it, beg for it. Dole out torment and suffering to those who desire it as well as to those who deserve it, or those would be hurt most by it. But remember, punishment becomes meaningless if the punisher knows no restraint. Relentless cruelty only serves to turn all people against you.

Pain is a test, but it endows the worthy and the faithful with strength of spirit and true pleasure. Fire, ice, and the lash: these are the tools of bodily suffering. Properly administered, they never fail the devout.

But the highest forms of cruelty, the subtlest forms of suffering can only be drawn out by understanding your subject. Guile, subterfuge, and knowledge: these are the tools of mental suffering. Only the most dedicated worshipers truly master these arts and they please Lowyatar most.

RITES & RITUALS

Lowyatar’s followers don’t pray to their goddess. They demonstrate their devotion to their divine Mistress’ teachings by engaging in them. Members are expected to partake of the delights at the Crimson Weal at least once a week (although the services are free for Society members), but may attend as often as they like. The closest the Society comes to an actual worship session falls on the night of every full moon. All the members gather in the main hall of the Weal. The assembled group removes all clothes and dons simple masks, so everyone appears much the same as everyone else. After a brief invocation to Lowyatar, the lights are dimmed and the group falls upon itself in a revelry of abandon in which all members—including the leadership—are equal, and each may use or be used as he or she desires.

Each year, on the anniversary of the emancipation of the Mazin slaves, the cult gathers for a reading from the *Book of the Nine Tales of the Cat*. This annual event is also followed by an orgy of painful delights as described above. For some time after Leanna assumed the position of Mistress, this observance was forgone due to the cult’s lack of access to their copy of the *Book*. It has since been resumed, with the readings becoming recitations of passages from Gulimar’s memory.

GULT HISTORY

Among some scholars, it's believed that the known world is formed from many and disparate planes, gathered up by the Primal God Yig in his bid to create a new reality, to bring order to the chaotic soup of creation. Evidence of Yig's hunger and conquest can be found throughout the legendary lands of the Freeport world, from such far-flung lands as Hamanuptra, to the mysterious isles where the power of the mind rivals the arcane masters of the Continent. One by one, these worlds, these realities, gave up a portion of themselves to appease the snake-god, and through it, a great many and diverse peoples came together in this patchwork realm.

Of the many planes touched by Yig's scales, a distant realm known as Midgard, a world formed by the will of the All Father, proved to be resilient to Yig's demands. As Yig slithered through the primordial soup of creation, his coils wound around the All Father's realm, where Yig became known as the Midgard Serpent. The two gods struggled long and hard over the plane, but affairs stood in balance for eons, at least until the Brotherhood of the Yellow Sign summoned the Unspeakable One.

With the shattering of the minds of the serpent folk and the destruction of Valossa, Yig was wracked with incalculable pain. In his agony, his coils tightened around Midgard, and crushed the realm into fragments that were swept away into the myriad realities of the universe. Buffeted by the destruction of her home realm, and stunned by the death throes of her parents, Lowyatar clung to one of these fragments like a mariner to a piece of his wrecked ship. Eventually, her fragment of Midgard came to rest near the shores of the World of Freeport, and she dragged herself into a new world full of life awaiting her teachings.

Slowly she reached out to the beings of this new world and found that they were very much like those of Midgard, afraid of, yet easily seduced to her ways. As she roamed across the face of her new home, she encountered the azhar. Perhaps due to the efreet blood running in their veins, she found the Kizmiri to be fertile ground for her seeds of wisdom. To her high priest, Ahamed ibn Hassim ibn Alhazred, she dictated the tenets of her faith that Alhazred compiled into the dreaded book, the *Felomelonicon*.

Alhazred himself was killed during the First War of the Southern Sea, and his work was supposedly lost. But a few years later Torquemada Aristede, a scholar from Tagmata, published a work known as the *Book of The Nine Tales of the Cat*—his translation of the *Felomelonicon* from the azhari tongue into the more common vernacular of humanity.

Aristede's origins are clouded in mystery, as no record of his existence can be found prior to the publication of this work. It is widely assumed he was a scholar who fled the Inquisition of Hexworth for safer climates to the south. Unfortunately, his work was quickly deemed to be one of darkness by the church of Tagmata. All known copies of his book were seized, and used to fuel the pyre on which he was burned alive by the servants of light.

But the cat was out of the bag, so to speak, and adherents of Lowyatar went underground and formed a secret cult: the Society of the Velvet Whip. They perpetuate the worship and teachings of Lowyatar. Rumors long persisted of surviving copies of the *Book of The Nine Tales*, but if any survived the flames, they were well hidden from both the priests of Tagmata and the Inquisitors of Hexworth.

One of the Freeporters taken as a slave by the city-state of Mazin was Emmanuelle Telfer. Emmanuelle was sold to a cruel master and devotee of Lowyatar, Rosahn Kobahr. He subjected her to many cruelties, and ultimately seduced her to the dark joys of his mistress. As the Freeport-Mazin War was ending, Kobahr, also in hiding from the Hexworth Inquisition, entrusted all his knowledge to his former slave, now apprentice, Emmanuelle, and sent her home to Freeport with the rest of the freed slaves. As Emmanuelle sailed back to Freeport, the Inquisitors who had finally tracked him to his lair burned her master's home. With her, Emmanuelle took what she thought to be the sole surviving copy of the *Book of Nine Tales* and the future of the Society.

Emmanuelle returned home to Freeport, but found it hard to return to normal life after her existence in Mazin. Her family, once a small but up and coming trade house of the Merchants' Quarter, had been swallowed up by a rival house while her father had lent his ships to the war effort with Mazin. Penniless, she used her feminine wiles to reestablish herself in Freeport society by marrying one Victor St-Martin. After the birth of their daughter—Leanna—Victor died and left all his monies to Emmanuelle. She used a portion of her wealth to establish the Crimson Weal, a house catering to the more depraved desires of the patrons of Dreaming Street. Here, she slowly began to seek out new recruits for the Society, and to prepare Leanna to one day assume the mantle of leadership.

Now the cult survives on both the revenues of the St-Martin trading company and the profit generated by the Crimson Weal's commercial front, and grows, slowly, under the watchful eye of Leanna. Emmanuelle passed away during the rule of Anton Drac, some 16 years ago. Her copy of the *Book of The Nine Tales* is now lost, as she did not pass along the secret of its resting place to her

daughter and heir, Leanna, before her death. And so the cult forges ahead into the uncertain future, doing its very best to support and understand the grim teachings of their wicked goddess.

ORGANIZATION

The Society is organized into a simple hierarchy with three basic levels: the laity, the flagellants, and the Masters/Mistresses. Each level is subservient to those above it in all ways. Members are equal in rank to those of the same level, except at the top. There will always be both Master and Mistress, and one is always superior to the other. In Freeport, that would be the Mistress. Currently in Freeport, there are 50 members of the laity, ten flagellants, one Master, and one Mistress.

MEMBERSHIP

Under the direction of Emmanuelle, the cult's membership was primarily drawn from patrons of the Crimson Weal; members of Freeport's well-to-do who were able to afford to go "slumming" in Scurvytown to satisfy their cravings for pain. Leanna has swelled the cult's numbers by reaching out into Freeport to seek out like-minded folk to join.

The bulk of the members in the Society are still drawn from Freeport's upper classes—rich from the Merchants' or Eastern Districts, and powerful from the Old City. Not just the jaded elite of the city, but wizards and scholars whose researches would be censured by their peers have found a welcome home in the Society—vivisectionists, demonologists, and outcast priests.

Now more of the laity of the cult is being drawn from the masses of the city. Bloodsalt, in particular, has proven to be an area ripe for the plucking. Now known in the Society as Lowyatar's Crucible, Bloodsalt typifies the teachings of Lowyatar in regards to life being full of pain and suffering, and those who can endure and, indeed, learn to savor these tests are worthy of Lowyatar's favor.

SYMBOLS AND SIGNS

Originally, Lowyatar's followers used a cat-o-nine-tails as their symbol, but as it became too readily associated with the cult and only served to identify its members to the Inquisition and other cult enemies, the symbol has changed. Currently in vogue are symbols of cats—cat-shaped jewelry, patterns on clothes, tattoos, or cats themselves. As most members are either a "lash" or "back," symbols are worn on one side or the other to denote which: right for "lash," left for "back."



Knowing that outside of Freeport the old symbols may still be in use, Emmanuelle kept up the usage of verbal cues and responses which she knew to be in use by cult members on the Continent as a way to identify and work with members from beyond the local area. The most common of these is a quote from the *Midgard Fragments*, “*Strong the hand that wields Her lash,*” and the response, “*Stronger still, the back that endures it.*”

STRUCTURE

The laity represents the average member of the cult. Mostly, these members are drawn from the jaded upper crusts of Freeport society—those with the spare coin to have been regular patrons of the Crimson Weal. Although Freeport’s elite are not the only residents of the city with the wherewithal to be able to partake of the services offered. Successful adventurers, criminals, and pirates with money to burn have become regulars at the Weal. In addition to customers, the Society has begun to reach out to other segments of the population in an aggressive recruitment program. These potential members are sometimes offered an apprenticeship as attendants at the Weal, serving the various needs of the customers. Those who prove to have enough stamina and a real taste for it are asked to join the Society as members of the laity. All members of the laity are, in theory, equal in rank, although newer members tend to defer to those who have been with the Society for a longer time.

Above the laity are the flagellants. When a supplicant becomes a member of the laity, he or she is often referred to as either a “back” or a “lash,” depending on their preference for either receiving or inflicting pain. Flagellants are those members who have moved beyond this distinction and enjoy both forms of activity equally well. In order to advance from the laity into the ranks of the flagellants, the supplicant must first demonstrate he has transcended the distinction between “back” and “lash.” The other flagellants devise various tests, similar to those the member was asked to perform prior to his acceptance into the Society (see **Recruiting**, below). The list of tasks is designed not only to test the potential flagellant to see if his “tastes” have changed, but also to recondition him to be ready to assume the mantle of flagellant. Initiation tests, while often shocking or distasteful, are usually not

criminal acts; the tests for a flagellant are more likely to involve deeds that cross the line of legality. Once the tests have been passed and the supplicant is deemed worthy, he or she must pass one final test—the test of self. The supplicant must devise a form of torture he must himself endure. Examples of such tests include hanging in the gibbet for a period of time, being walled into an alcove barely large enough to hold him, or being staked out under the sun with his eyes sewn open. Such tests rarely last long enough to do lasting harm—what good is a dead or maimed member? And most of the ill-effects of these tests are cured by the Society upon completion, but always at the discretion of the Master or Mistress.

Finally, at the top of the Society are the Master and Mistress. Each chapter of the Society has one of each presiding over the rest of the local membership, but one is always superior to the other. In Freeport, Leanna St-Martin is the Mistress and Gulimar Do’ana is the Master. Leanna assumed the mantle of leadership from her mother Emmanuelle some years ago. When Gulimar arrived from the continent with his specialized knowledge of the secrets of Lowyatar, Leanna appointed him to be the Master of Freeport. When Leanna “assumed” authority over the Freeport cell, it was by right of blood; although she took action to claim leadership based on what she had read in a fragment of the *Felomelonicon*. Gulimar, with this special knowledge of the work, has, so far, supported her claim to rule. What will happen should the leadership of the Freeport cell become vacant, none can say. But it won’t be painless.

GOALS AND MOTIVES

Yig destroyed Lowyatar’s home plane of Midgard, and she’s never forgotten that. When she first arrived in this world, she didn’t know this was Yig’s home domain, but over time, she became aware of the truth. Slowly, she began to seek out her father’s ancient foe. Unfortunately, most of the inhabitants of this realm knew little or nothing about its creator. As her influence spread, her knowledge grew. She learned of the serpent people, the Unspeakable One, and lost Valossa.

Lowyatar is driven by two main urges: her need to share her love of pain with the sentient races of the world, and her desire to be revenged upon Yig and his minions.

Former Council Member Reveals Sordid Secrets and Dire Deeds!

~ *The Shipping News*

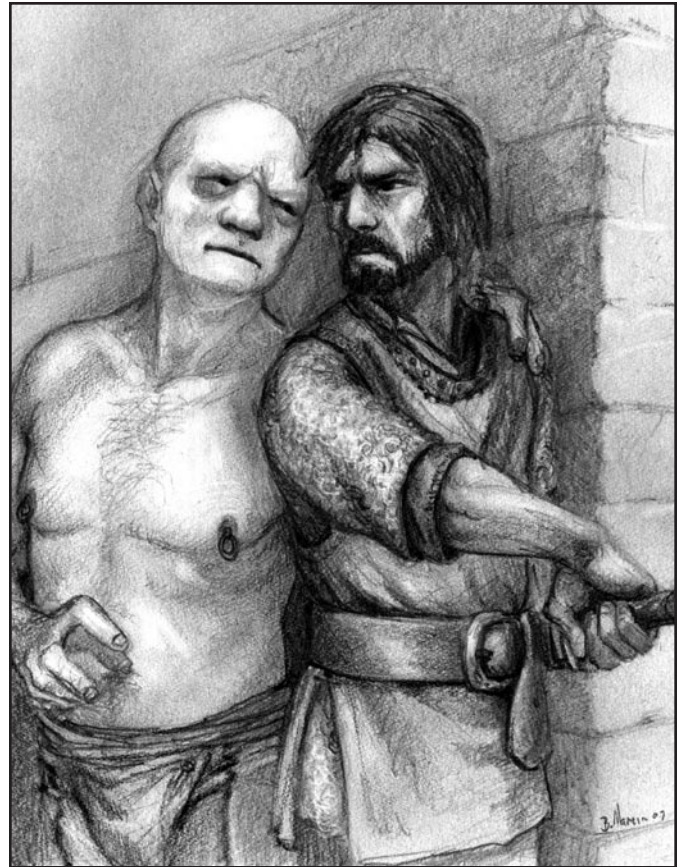
First and foremost, Lowyatar's followers are concerned with their own particular brands of pleasure: bliss through suffering—one's own or another's. Left to their own devices, they would happily spend their time devising new ways to torment themselves and those around them, and would probably all wind up dead or in the Hulks. The Society instills in its members the need for secrecy and restraint. Constant pain only serves to dull the mind and body of the "victim"; you need only look at the deluded followers of Yarash to see what pain without end will do to someone. And where's the fun in that? Most people are still too afraid to embrace the ways of pain—and what people fear they destroy.

It is this fear the members of the Society seek to banish. Once rid of the shackles of fear—especially the fear of pain—mankind (or any other "-kind," for that matter) can achieve anything. Lowyatar teaches her followers that once the fear of pain is mastered and pain is embraced, as one would embrace a lover, the devotee achieves a kind of transcendence beyond normal people. Simple terms such as right and wrong, good and evil, and law and chaos all cease to have meaning and cannot be applied to one in such a state. The true believer becomes as a god.

Of course, just as constant exposure to acts of pain or inflicting suffering dull the mind, so too does simple repetition of the same sort of act. Innovation, creativity, and spontaneity are always to be incorporated into the true adherent's behavior. Those who can find beauty in cruelty and share it with the other members of the group are the ones who rise most quickly in the ranks.

Lowyatar's primary focus is simply to teach all the peoples of the world to embrace pain. She seeks not to destroy the world nor drive all its inhabitants mad. Legions of undead servitors interest her not. A world filled with mad or undead creatures unable to appreciate their sufferings is decidedly not what she would like. Similarly, a world of nothing but an endless orgy of ecstatic anguish would lead only to stagnation and death. With this in mind, Lowyatar has instructed her followers to infiltrate as many other cults as possible. This directive is two-fold. First, everyone can be taught to embrace pain, so why not seek out members from within the ranks of other cults? Second, knowing there are any number of cults and secret societies dedicated to creating a world which Lowyatar would find useless for her purposes means her followers need to keep tabs on their activities, and if necessary, stop them from achieving their ends. This sometimes makes for strange bedfellows on the part of her followers, such as anonymously informing Asha Sante (see *Pirate's Guide to Freeport* page 182) or other such authorities when the circumstances dictate.

Then there is the matter of Yig. Lowyatar hasn't forgotten Yig invaded her home realm so very long ago, or that he



fought with her father, Uko, for countless generations, or that, indirectly—thanks to the Brotherhood of the Yellow Sign—he destroyed her home and caused her to come here. Her desire to be revenged upon Yig manifests itself in two ways. First, she and her followers will always work to thwart the plans and activities of Yig and his children, the serpent people. Second, although she never encountered Yig directly in Midgard, she clearly recalls his tormented cries as his tortured coils constricted around her home realm and crushed it into pieces. The suffering of a Primal God was beyond even what Lowyatar had imagined. She would sacrifice much if she could inflict such misery upon Yig again.

RECRUITMENT

As in the beginning, the primary form of recruitment for the Society is to draw new members from the patrons of the Crimson Weal. A watchful eye is kept on those who visit the Weal: how often they visit, what sorts of activities they engage in, how deeply they immerse themselves in their activities. Once a potential recruit has reached a certain level of dedication, the Society examines their behavior outside of the Weal. Do they carry their activities with them in their daily lives, or is their secret life at the Weal just a "pleasant" diversion?

Finally, during a visit to the Weal, a prospective member is asked if he wishes to sample something truly exquisite. If they accept the invitation, they are given a list of tasks they must complete first. The list of assignments varies from person to person, and some lists are longer than are others. Usually such a list is around nine tasks. The tasks on these lists are designed to shake the potential member's grip on his normal ways of perception and thought, and to kill any vestiges of moral conscience. Applicants must endure and commit the most intolerable and basest outrages in order to be accepted into the Society. Typical tasks might include enduring a beating at the hands of strangers, breaking someone's will through painful means, or introducing a painful element into an otherwise pleasurable (or at least ordinary) situation. Outright criminal activities are generally avoided during these initiations—the Society doesn't wish to attract unwanted attention—although exceptions are made on occasion if deemed necessary for the applicants "re-education."

Leanna has broadened the recruitment efforts of the Society to be more aggressive and far reaching. A few members roam the city streets in the garb of members of the Church of Penitence; one of the "penitents" in the group engages in self-flagellation while the others exhort the crowds with the virtues of suffering to alleviate the burden of sin. It was only the admission into the Society of an actual member of the Church that made these forays into the streets possible. Suggested, and now overseen, by Brother Remigio, these proselytizing missions are infrequent, to avoid drawing too much scrutiny from either city officials or from the Church itself.

The infiltration and use of the Church of Penitence is one example of how Leanna has begun to make use of the positions of the Society members to her advantage. Other groups mined for members include the Golden Pillar Society, the Freeport Institute, and the Scions of the Destroyer.

Lastly, Leanna has begun to send members of the laity—missionaries, if you will—into Bloodsalt. Known as the Crucible of Lowyatar, the Society sees Bloodsalt as a perfect example of how enduring pain and suffering can make one strong. Quietly, her emissaries have begun to win a few converts among Freeport's laborers, appealing to their desire to inflict a portion of the suffering they have received back onto those whom they see as responsible for it—whoever that might be.

ALLIES

Lowyatar's followers in Freeport don't have any real allies, although they do have some groups they use, or cooperate with from time to time.

The Society of the Velvet Whip isn't the only group dedicated to pain. The Lost Souls of Yarash have long called Freeport home. Lowyatar and her followers hold Yarash and his in a certain amount of contempt, like connoisseurs of fine wine who consort with drunkards. Both enjoy the heady drink, but each experiences it differently. But they do have their uses. In the past, they have made excellent foot soldiers in the struggle with Yig's priesthood. Unfortunately, their minds have become too warped by constant exposure to suffering to be of much use to Lowyatar, and none of her followers have ever "infiltrated" Yarash's cult.

A much more useful group is the Scions of the Destroyer. These followers of Abaddon often find it very useful to be unafraid of pain in the way that Lowyatar's followers are. The few Scions who have joined the ranks of the Society serve as guards at the Weal, and are often excused from the normal observances of the Society in favor of their custodial duties. Some might see this as a weak spot in the Society's defenses—entrusting their defenses to the members of another cult, but Leanna and Gulimar do not. They have ensured the loyalty of their Scion brethren by promising them should they ever betray Lowyatar they will be shown they can still fear pain.

The Golden Pillar Society would seem like a perfect fit for the Velvet Whip; however, Leanna prefers to limit the number of members recruited from the inner circle of the Golden Pillar to just a few choice individuals. She sees the Golden Pillar as a convenient scapegoat for her own group's activities, should one ever become needed. She has inducted several of the inner circle into the cult, but keeps them separate from the goings-on at the Weal. Leanna makes a point of attending each meeting of the Golden Pillar that does not interfere with her duties as Mistress of the Society. This pseudocell of the Society has its own set of recognition signs, and uses the cat's paw instead of the cat as their symbol. It wouldn't do to have these poor dupes interacting with the real members: that would spoil the rather unpleasant surprise they have coming should she ever need to throw them to the wolves.

ENEMIES

Lowyatar's followers have three main adversaries here in the world of Freeport: the Church of Yig, the Inquisition of Hexworth, and the Church of Tagmata.

As Yig awakened from his long torpor, he flexed his coils and felt the world around him. He was perturbed to discover that Uko's daughter, Lowyatar, had somehow found her way into his realm. Certain she was up to no good and would bear a grudge, Yig informed his followers

to be alert for her and her minions, and to stamp them out wherever they are found. As the cult spread, Yig's minions came in frequent contact with them, not often enough to call it a religious war, but often enough for the serpent people to be concerned. So far, Yig's minions have not discovered a nest of these vipers at the very heart of their ancient homeland.

Initially, the Inquisition of Hexworth had little interest in Lowyatar's followers; their numbers within the borders of Hexworth were few and their influence slight. Destroyed when found, the Inquisitors had larger fish to fry. Then along came Torquemada Aristede and his blasphemous work *The Book of the Nine Tales of the Cat*. Torquemada was a wanted heretic and fugitive from the Inquisition's justice, but he was safely ensconced in Tagmata. The Inquisition came into possession of a copy of his book and quietly passed it along to the Church of Tagmata, who then quickly did the Inquisition's job for them. Having retained a copy of Aristede's work for themselves, the Inquisition determined Lowyatar's followers deserved more of their attention and has since dedicated a greater amount of their resources to hunting them down. It is rumored that in addition to one or more copies of *The Book of Nine Tales* that Hexworth owns, he also has a copy of the original *Felomelonicon* from which it was translated. Despite the fact they are actively working to destroy her cult, Lowyatar is delighted the Inquisition has kept her books. Those members of the Inquisition who strive to root out her followers have done more to embrace her teachings than she could ever have hoped for. All who indulge in the application of fire and the lash come unto Lowyatar in the end.

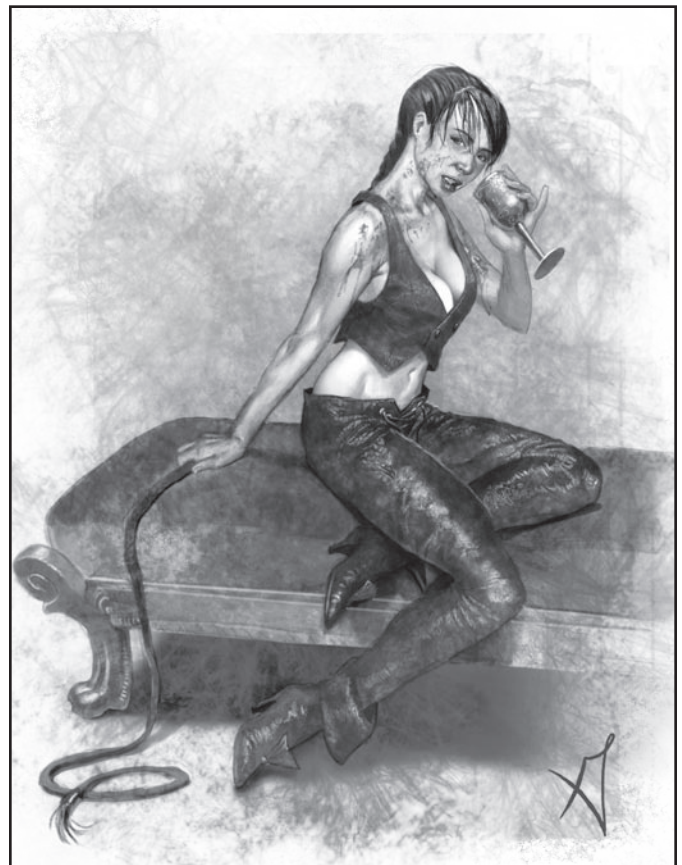
The Church of Tagmata knew nothing of the insidious cult of Lowyatar until the agents of Hexworth's Inquisition drew it to their attention. The servants of the Light had long been somewhat suspicious of the Inquisition, seeing more than a little darkness in its members and methods, not mention Hexworth's imperial designs on Tagmata as a whole. But Tagmata decided to cooperate with them anyway in regards to certain common threats—the Society of the Velvet Whip being one such example. Chiefly, this cooperation was limited to the exchange of information regarding the activities of certain cults within each other's sphere of influence; however, Freeport is neutral ground, and victory over the forces of darkness is by no means assured. The Church of Tagmata takes all the help it can get. But unlike the Hexworthers, the Tagmatans have not sullied themselves with Lowyatar's teachings, and strive to remain clean in their war with darkness. They keep a close eye on their Inquisitorial allies, and are quick to root out any who seem to have embraced the ways of their enemy too closely.

LEANNA ST-MARTIN

“It has long been my experience that you humans are a weak species, weak in body and in spirit. Such a young race as yours can't possibly understand pain. Then I met Leanna. I doubt that such a *creature* has ever been spawned by your race before. If I didn't know better, I'd swear she was a fiend in human form.”

—Gulimar Do'ana, Master of Freeport

Leanna (*female human master*) is the daughter of the Society's Freeport cell's founder and current leader of the group. She embraced the teachings of Lowyatar at an early age and doesn't just believe in them, she lives them. Cunning and cruel, she wrested control of the Society from her mother and now seeks to expand its membership beyond the jaded elite of the city to include the masses. She sees herself as the inheritor of the mantle of Lowyatar and as her chosen representative in this world. Knowing her immediate subordinate, Gulimar Do'ana, has had access to the primary works of Lowyatar's message, she feels he means to supplant her as leader. She keeps a tight rein on his activities and watches him closely for any signs of betrayal, while making use of his specialized knowledge to further the group's aims in and around Freeport.



BACKGROUND

Born the daughter of Victor and Emmanuelle St-Martin, Leanna should have been destined to a life of leisure as one of Freeport's mercantile elite. Her mother had other ideas. Victor's untimely, and apparently agonizing, death meant Leanna was raised solely by her mother. As a mother, Emmanuelle left a lot to be desired. While Emmanuelle had come to know Lowyatar's ways late in life and adapted to them as a means of survival, Leanna was raised according to them. Suffering and cruelty—both inflicted on and by her—were the milk on which she was fed. Recognizing she would have to be able to survive in Freeport as an adult, Emmanuelle hired the best tutors the city had to offer and ensured she mixed with the right people. But Emmanuelle also made sure Leanna understood that ordinary people would be repelled by their home life. They would take Leanna away from the loving embrace of her mother's arms if they ever found out just how monstrously she was treated. Secrecy was all important.

And so Leanna was raised leading a double life from the time she was old enough to talk, and understood why her mother did the things she did. There were, from time to time, incidents—when she was six, a neighbor's dog that barked incessantly was found with its mouth sewn shut. At 14, she cruelly toyed with the affections of a young man solely to drive her rival to despondent suicide, and then cast the boy aside. When she was 16, she arranged her own brutal rape at the hands of some orc sailors. All the while she found new ways to experiment with pain, new ways to turn her own agonies into ecstasy. When she reached maturity, Emmanuelle initiated her into the Society as a full member, and she took her rightful place at her mother's side.

And so things remained, and might still be, but for a difference of interpretation in the words of Lowyatar. In her research of ancient texts, Leanna had come into possession of what was purported to be a fragment of the lost *Felomelonicon*—not more than a few pages, but important for the knowledge they contained. Upon having it translated, she wanted to compare it with her mother's copy of *The Book of Nine Tales*. The "original" text seemed to differ from the translation in some details about how succession within the cult was to be handled. Emmanuelle refused to allow her daughter access to her

book, and the two argued about it violently. Left with no alternative, Leanna decided to leave it to Lowyatar and acted upon what she had read in the translated fragments of text.

Carefully, she began to act through the members of the cult, and to twist their loyalties away from her mother. She became secretive from her mother, would often ignore her completely, and would lurk about the house when Emmanuelle thought she was alone. Emmanuelle knew something was coming and began to live in fear of her daughter. But, as she had only come to Lowyatar as an adult, and not been born into her embrace as had Leanna, she was unprepared when the end came.

Finally, one night, Emmanuelle went to the Crimson Weal and found its doors closed and its rooms empty. She entered the Crimson Weal for the last time that night, and was never seen again. What took place behind those doors none in Freeport can, or will, say. But when asked about her mother, Leanna simply states she has passed from this world into a better place, and then smiles.

PERSONALITY

Cruelty isn't second nature to Leanna, it is her first, true nature. Leanna flaunts her wealth and beauty to attract weaker-willed people to her, like an angler fish attracts its prey. She is also quick to use the tools of mercy and charity to disguise her true intentions and to draw the less fortunate into her influence. She would think nothing of sponsoring a soup kitchen in Scurvytown, and then having it burned down to spread destruction and despair among the downtrodden masses. A firm believer in keeping her enemies close, she has been known to turn heretics in to the Inquisition of Hexworth as they sometimes pass through Freeport. Proud and willful, Leanna shows no fear of going about Freeport without an escort. She is one of the few people in Freeport who owns and rides her own horse, although this she does this more to cover the fact she carries a long black riding crop with her wherever she goes.

APPEARANCE

Now in her mid-forties, Leanna is the picture of womanly sensuality. She displays her well-muscled body in form fitting clothing of the most expensive materials. Although she prefers to dress in more man-ish clothing—pants, boots, *etc.*, she has a stunning array of

Gullible for Gossip: High Society Whistle-Blower Admits to Lies
 ~ *The Shipping News*

gowns (both for public and private use) at her disposal. She wears her long black hair in a tight braid—similar to that of a bullwhip—that hangs below her waist. Her eyes are a deep green and are alert to the slightest detail of her surroundings. Enemies and admirers alike have often compared her lithe grace to that of a cat.

GULIMAR DO'ANA, DARK ELF

“Normally, I’d not have dealings with one of his ilk; an obvious vagabond, and a disgraced elf at that. But he knows things; his knowledge of certain— forbidden—texts was profound. In exchange for his help with certain Church matters, I was able to provide him access to our closed stacks. He is, after all, a true seeker of knowledge.”

—Brother Ansel, Freeport Temple of the God of Knowledge

Gulimar Do’ana (*male dark elf master*) is an exiled dark elf whom, through his wanderings on the surface world, has been directly responsible for the major spreading of Lowyatar’s teachings throughout the World of Freeport. Having been in the possession of Lowyatar’s actual words, he has spent his life questing to recover them in their original, pure state. Having been privy to the great works of Lowyatar’s teachings, he now believes the key to finding the repository of her knowledge lies in finding and gathering together the lost copies of *The Book of the Nine Tales of the Cat*.

BACKGROUND

Gulimar was raised in the shadowy underground realm of Dezzavold (see Green Ronin’s *Dezzavold* for more details). Falsely accused of plotting against a matriarch of a rival house, his family was stripped of its standing and he was given the choice of death or exile. Gulimar chose exile.

He wandered the surface world and drifted from place to place as a hired sword. He served with the armed forces of the Ivory Ports during the First War of the Southern Sea and was taken captive by the Kizmiri. Sold as a slave, he became the bodyguard of Ahamed ibn Hassim ibn Alhazred, and came to know the teachings of Lowyatar. When Alhazred died, he entrusted his work, the *Felomelonicon*, to his slave with instructions to take it forth and spread the word. From Kizmir he made his way to the Kingdom of Tagmata, where he collaborated with the scholar Torquemada Aristede, who translated and published the work under the title *The Book of the Nine Tales of the Cat*.

DARK ELVES

If your game does not feature dark elves, you can easily make Gulimar a disgraced elf or a disgraced member of another race that fills a similar niche.

Tipped to the Church of Tagmata’s raid on Aristede’s house, Gulimar fled Tagmata and escaped the flames, but he berated himself harshly for failing his mistress Lowyatar by allowing her works to perish, unaware that a very few copies did survive. Again, Gulimar wandered, but he took out his own self-loathing on those he met, especially adherents of the Church of Tagmata. It is from one of these folk he learned, amidst the screams of agony and pleas for mercy, a few copies of *The Book of Nine Tales* survived the flames.

With renewed fervor, Gulimar set out to find these books. He tracked one to Mazin, but found the house of its owner, Rosahn Kobahr, long burned by the Inquisition of Hexworth. However, he learned a former slave from the house had been repatriated to the City of Freeport. Hoping this slave might know something of



the whereabouts of the book he sought, he took a ship bound for Freeport. Upon his arrival there, he made discreet inquiries and eventually was led to the home of Emmanuelle St-Martin.

PERSONALITY

Gulimar is sly and furtive in his manner. Although he always seems subservient to Leanna, he pursues his own agenda within the Society. He is determined to make amends for what he sees as his own failures in the service of his goddess: the loss of the *Felomelonicon* and most of the copies of its translation, *The Book of the Nine Tales*. He is constantly driven by rumors of these books surfacing around the world, and he spares no expense to investigate them. The retrieval of these lost works and the knowledge they contain is his main goal.

APPEARANCE

Even in Freeport, Gulimar's race attracts a certain amount of attention, although he does little to hide it save limiting his daylight activities. His many years as a hired sword have given him a wiry but muscular frame that bears the scars of many conflicts. He prefers to wear a richly embroidered padded doublet in deep hues of scarlet and gold, and black leather gauntlets. At his hip hangs a rapier and a long-bladed knife he wields in a fight. He wears his long white hair pulled back in a ponytail, held in place by a golden cirlet about his head.

BROTHER REMIGIO

“Stonequay? Oh, you mean “Brother” Remigio. I know of him, but he ain't welcome in my place. I mean really, what sort of self-respectin' dwarf would shave his head and his beard! If that's what penitence is, give me a life of sin!”

—*Garek, Owner & Brew-Master of The Dented Helm*

Remigio (*male dwarf journeyman*) is a thug, a thug with brains. He's been in Freeport for a long while, and he's learned how to survive on its mean streets. He had it good under Boss Tillinghast, but his number finally came up when Commissioner Williams came to town. To escape serving his full sentence in the Tombs, he found religion and joined the Church of Penitence. But his taste for making people writhe and grovel led him to the Crimson Weal. Now he uses his position in the Church as a front for one of the Society of the Velvet Whip's many recruitment programs.

BACKGROUND

Remigio Stonequay came to Freeport after years of wandering. A ruffian with a sadistic streak, he found himself right at home in the Sea Lord's Guard under Boss Tillinghast. When Xander Williams took over, he knew his days of gravy were over. He cleaned up his act as best he could and tried to fit in.

But old ways die hard. Assigned to patrol Drac's End, Remigio found ways to shake down the residents of Freeport's shantytown. Unfortunately, he eventually squeezed too hard, and his activities came to the attention of Commissioner Williams. Charged with corruption, Remigio was sentenced to several years in the Tombs.

Eventually, the dank atmosphere of the Tombs began to wear on his hardened dwarven psyche. There was one easy way out: the Church of Penitence. By becoming a devotee of the Church, Remigio was able to commute his remaining time in the Tombs, and was released into the care of his new brothers and sisters.

Life was simple for Remigio, and he devoted himself to seeking forgiveness for his crimes through the Church. But always there was a darker side to him. As he walked the streets of Freeport, he came to know the various dens of iniquity and what they offered. One night he slipped off and made his way to the Crimson Weal where he was soon to become a regular patron, funding his visits through a more straightforward criminal endeavor: armed robbery. His frequent visits drew the attention of the Society, who devoted some time to watching this odd character. When it was deemed he was the right kind of material for admission, the Society recruited him. He embraced the teachings of Lowyatar and served well under Emmanuelle. When Leanna took over, he rose out of the laity and into the ranks of the flagellants and suggested his daylight activities with the Church of Penitence might be put to good use as a recruitment tool. Now, he walks the streets in the guise of a penitent while spreading the “good word” of Lowyatar.

PERSONALITY

Remigio has always known which way the wind was blowing and been able to take advantage of it for his own benefit. He made use of his position in the Sea Lord's guards—both under Boss Tillinghast and Commissioner Williams—to feather his own nest and smash some heads. Now, in the guise of a penitent, he is able to indulge in his taste for self-inflicted pain while corrupting others to the ways of Lowyatar. He has no illusions about climbing too high in the Society, but he is aware of the tension between Leanna and Gulimar. If he sees a way to ingratiate himself with one or the other while advancing himself, he'll jump at the chance.

APPEARANCE

Remigio stands out among dwarves due to his lack of beard: As a mark of his penitence, he shaved it off when he joined the Church. He wears his hair in a wild fashion, heavily greased with bear's fat and worn in spikes that radiate outward from his tonsured pate. His garb is simple, befitting that of a member of his faith. Scars from his flagellations crisscross his back.

LADY ELISE GROSSETTE

“Poor Lady Elise. She was so strong, such a leader in our community. It was a loss to Freeport when she came home and retired from the Council. I remember when she first came to us; she was so timid—so different from how she used to be. Of course, we’ve helped her to find herself—her true self—and it’s clear now she’s found her strength again.”

—*Leanna St-Martin*

Shaken by her ordeal at the hands of a sadistic pirate during the final movements of the Succession Crisis, Elise’s mind became a dark and twisted thing. Driven to crave the torments she endured and to inflict them on others, she joined the Society. Welcomed with open arms by Leanna, Elise provides the Society with another hook into the tender flesh of the Merchants’ District, and an avenue into the circles of political power of Freeport’s ruling class. While her political career is long over, she still has some status as an “elder stateswoman,” and she at least has the ear of the Council, if not the ability to sway it directly.

BACKGROUND

There was a time when Elise was a mover and shaker in Freeport politics. She was poised to become the first Sea Lady instead of Marilise Maeorgan. But the late Arias Sonderheim had other ideas. Sonderheim hired one Captain Sharpe, a ruthless elf pirate, to keep his rival out of Freeport while a new Sea Lord—hopefully himself—was selected. But Sharpe had another master to answer to, and he tortured Lady Elise nearly to death. Ultimately, Lady Elise returned to Freeport and Sonderheim brought to justice. But her mind had been twisted by the tender mercies shown her by the cruel captain. She retired from Freeport politics, and is now rarely seen outside the confines of her Merchants’ District manse.

She hid in her house, ashamed of the cravings she experienced. As a woman of power, she had never been subjected to anything like what Sharpe had done to her:



such pain, such degradation, such darkly pleasurable sensations! She needed more. Through her contacts in the city, she first heard of the Crimson Weal as a house where such things were commonly done and shared by others. Drawn like a moth to the flame, Lady Elise went forth one night, shrouded and alone, and sought out the hoped-for refuge within its walls. She was recognized at once and brought to Leanna, who saw to her needs personally and, over time, eased her into the ways of Lowyatar.

Elise has rediscovered much of the strength she had before her ordeal, although the font of her strength is vastly different from what it once was. Only of mid-rank in the Society, Elise is still an important member of the Society, using her gold and connections to further the Society’s aims and finance the search for lost copies of *The Book of Nine Tales*.

PERSONALITY

Once a commanding presence in Freeport’s political landscape, Lady Elise had her first taste of what it was like to be insignificant at the hands of Captain Sharpe. That taste only served to whet her appetite for more. She returned from that experience profoundly changed: Where once there was superiority, there was submission; where once there was strength, there was fear.

That has changed now that she has found a welcome home in the Society. While she has rediscovered how to control others below her, she also knows what it is to serve—and be disciplined—by her betters. Her time on the Council and her years of experience in the political games of Freeport are serving her well, as she finds there are other means to inflict cruelty and pain on the deserving besides the physical. Like the cat from which the Society takes as its symbol, Lady Elise has learned how to savor playing with her prey to prolong and heighten their anguish—much as her own was—before she finishes with them.

APPEARANCE

Old enough to be Leanna's mother, Lady Elise has aged well, although she bears the marks and scars of her ordeal. She employed the best wizards of the Guild to remove the physical marks, but her eyes betray the fearful look of a trapped animal at times. She wears a veil over her eyes to conceal this when she needs to be more commanding. Her dark hair is now shot through with streaks of white, and she finds it painful to walk when the weather is bad (which has led her to do so all the more, now...). She carries an ornate cane with her at all times, inside of which there is a concealed dagger.

TYPICAL CULTIST

The average member of the Society is human, although there is no racial restriction on membership. Most come to the Society after visiting the Crimson Weal. Such people tend to come from Freeport's upper crusts, since they can afford the steep entry fee for a night of pleasure and pain, so many hail from the Merchant District or the Eastern District. So long as a candidate has the coin to pay, though, the Society does not care where someone is from or how he makes his money.

BACKGROUND

Despite Leanna's various "outreach" programs, most of the members of the Society are still drawn from Freeport's jaded elite: the bored sons and daughters of leisure and privilege who have the time and money to waste on trips to Freeport's seedy underbelly. Examples include those who are accustomed to power but need to express it in new ways, or those who could never live up to their parents' expectations and need to beg forgiveness or endure dreadful punishment.

It starts with just one visit to the Weal, for just a taste of the forbidden excess they crave. Leanna's staff is careful not to overstimulate their guests on their first visit. Slowly, as they return again and again, their cravings grow until

they must have the things which only the Weal and the Society can offer. Other houses in Freeport offer similar services, of course, but none allow their guests to indulge as fully as the Weal. Curiosity grows to hunger, and once there's a need, addiction is sure to follow.

PERSONALITY

While still in the laity, members are haughty and cruel or simpering and subservient (depending on their initial orientation). As they advance into the ranks of the flagellants, they become an odd mixture of the two, having learned to appreciate the finer delicacies of agony and anguish, in both themselves and others. This puts the "lashes" at a slight disadvantage while still among the laity as they may still flinch away from their own suffering. The "backs" or any of the flagellants do not share such weakness—it's always easier for beginners to dish it out than to take it.

APPEARANCE

Whether or not they like to hurt or be hurt, members of the Society have money and they like to show it. Cultists dress in rich clothes cut from expensive materials. Some prefer bright colors, while others stick to simple black or white outfits. Regardless of the clothes, all the members wear the symbol of the cat about their person somewhere. Acceptable forms of the symbol include jewelry, embroidery on clothes, tattoos, or even a playful cat companion. Those members who don't come from the upper crusts are encouraged not to dress above their station, but must still incorporate the cat into their daily garb somehow.

THE CRIMSON WEAL

Ancient wisdom holds thus: Hide a stone among stones, hide a man among men. Taking this thought to heart, Emmanuelle hid the Society headquarters in plain sight—a vice among vices—on Dreaming Street. She used a (small) portion of her husband's wealth to purchase a piece of property on Scurvytown's infamous street of vices, built a shrine to painful pleasures, and named the place the Crimson Weal. The building itself is fairly nondescript, being a decrepit old brick and mortar structure whose original criminal purpose lent itself well to the hidden activities of a cult. Its rickety second story teeters precariously over the narrow alleyways on either side, and without the neighboring buildings for support it would probably collapse. But its outward façade belies a hidden structural strength added after Emmanuelle purchased it. Not only does the site serve as a meeting place for the cult members, but as a functioning business.

Leanna continues to use it as a means to screen her customers as possible recruits.

FEATURES AND DEFENSES

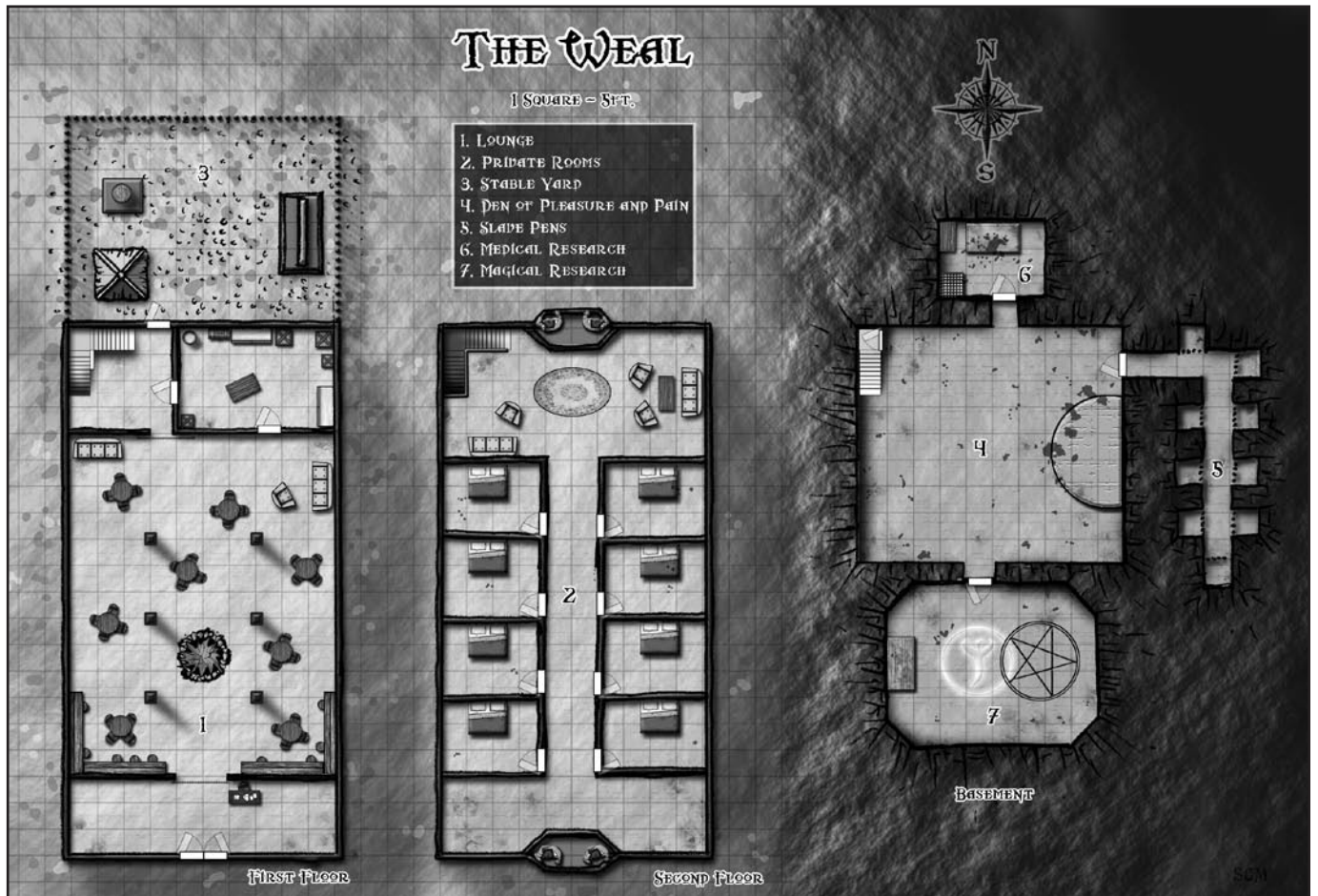
Originally, the building served as a hidden slaver’s den and auction house. Its main floor served as a functioning smithy, although very little actual smith work was done here. The space above the work floor was originally open rafters, the underside of the roof had some small storage for hay and other materials, and behind the building was a small stable yard. The business of slavery, always being illegal in Freeport, required hidden means of bringing “goods” to and from the auction house as well as a secret means of storage. All of these things were accomplished underground. The sewers of Freeport allowed access; slaves were brought in via secret entrance to the smithy’s basement. The basement encompassed both holding pens and an auction area. With the forceful demise of the slave trade in Freeport, the old smithy fell into disrepair and quietly moldered into the ruin it still appears to be. When Emmanuelle bought the building, she embarked on a series of renovations to strengthen and secure the structure, and to expand and remodel its interior and

subterranean spaces.

First, the original exterior walls were allowed to remain standing; the crumbling bricks blend in with the surroundings and make it more difficult to scale. While the bricks do offer plenty of handholds, the crumbling mortar ensures they won’t hold any weight. Further, the walls have leaned outward so much that they actually touch the neighboring buildings, turning the alleys to either side of the building into gloomy tunnels. The roof slopes to the front and back of the building, making access to the roof from the sides trickier. Should a clever thief, or adventurer, choose to gain access to the roof via the neighboring buildings, they would encounter the four gargoyles Emmanuelle has roosting on the peaks and inside the front and rear dormers. Just inside the original façade walls, new walls of stone have been erected, forming a building within a building. Should the original walls collapse completely, the new stone walls would still stand.

KEY LOCATIONS

All of the following locations correspond with the Crimson Weal Map.



1. LOUNGE

The wide-open space where the anvils and forge were has now been refurbished as a lounge and sitting room where visitors may sit and engage in conversation over drinks. The lay members of the Society work as the employees of the Weal, and they mingle among the customers and offer their services. The forge remains as the central fire-pit, and is still used to provide hot irons, as needed, for customers and members. A stairway at the rear of the room leads upwards to the new second story and the private rooms.

2. PRIVATE ROOMS

The upper story was converted from empty space into functional rooms for the use of non-Society customers. There are now eight small rooms above the main floor of the Weal. The walls and floors of these rooms are constructed of heavy timber and shrouded in rugs and tapestries to muffle, but not completely deaden, the sounds of what goes on within them. None of these rooms have windows. The staff below can provide any sort of implement a customer wants or needs. The front and rear dormer spaces are sealed off from the rest of the upper story and are used as roosts for the gargoyle sentries.

3. STABLE YARD

The rear stable yard has been cleared into an open courtyard surrounded by the walls of the neighboring buildings (both sides and to the rear). Access from the side alleyways is restricted by strong gated iron fences that extend upward to prevent access by climbing.

The cobbled courtyard is mostly empty, but does contain some of the Weal's larger implements. Here the Society keeps a working stocks and barrel pillory which customers may make use of (for a fee, of course). There are several sets of iron staples set into the cobblestones which chains or manacles may be attached to as needed. The accoutrements of the courtyard are solely for the non-Society customers. The "real fun" goes on in the basement.

4. DEN OF PLEASURE AND PAIN

The underground parts of the building have been converted into the main meeting area for the Society. The damp dungeon-like atmosphere, complete with

manacles stapled to the walls, is perfect for the types of behavior encouraged by the cult. The auction block serves as a pulpit from which Leanna or Gulimar preside over functions. Beyond the original holding cells, Emmanuelle had the space expanded to include several vaulted chambers. The secret access to the sewers was reinforced and is now protected by both magical and mechanical means.

Access to the basement is through a doorway beneath the stairs that opens onto a concealed stairway. Buried deep below the ground, sounds from the various activities engaged in here do not reach the ears of those above. The stairs enter the former auction area of the slave pits. Here the faithful congregate to indulge in their monthly orgies of pain and pleasure. Once each month, on the full moon, this room fills with a swaying mass of people and the walls echo with the sounds of laughter, sobbing, and the crack of the lash as oils, blood, and other fluids splash against the walls.

5. SLAVE PENS

Off this main chamber are the former slave pens now used for members' pleasures or as actual holding cells for any actual prisoners.

6. MEDICAL RESEARCH

This room has been opened up off the Den, and it is here where medical research is conducted. This mostly takes the form of human vivisection, not necessarily with subjects that are entirely deceased. The few members working at the Freeport Institute, but whose work would be prohibited there (again, mostly because the subjects aren't entirely dead yet), use this room exclusively.

7. MAGICAL RESEARCH

Another newly excavated chamber, this room is used for all manner of unspeakable experiments and horrific exploration. The most common purpose for this chamber is for summoning and subsequent questioning of various demonic entities. Such entities are often reluctant to divulge information, but the Society has become quiet adept at extracting desired knowledge from anyone, or anything. Similarly, from time to time, Leanna finds it amusing to have succubae available to abuse and amuse the cultists.

Faceless Corpse's Name Ruthlessly Suppressed by City Watch

~ *The Shipping News*

USING THE SOCIETY OF THE VELVET WHIP

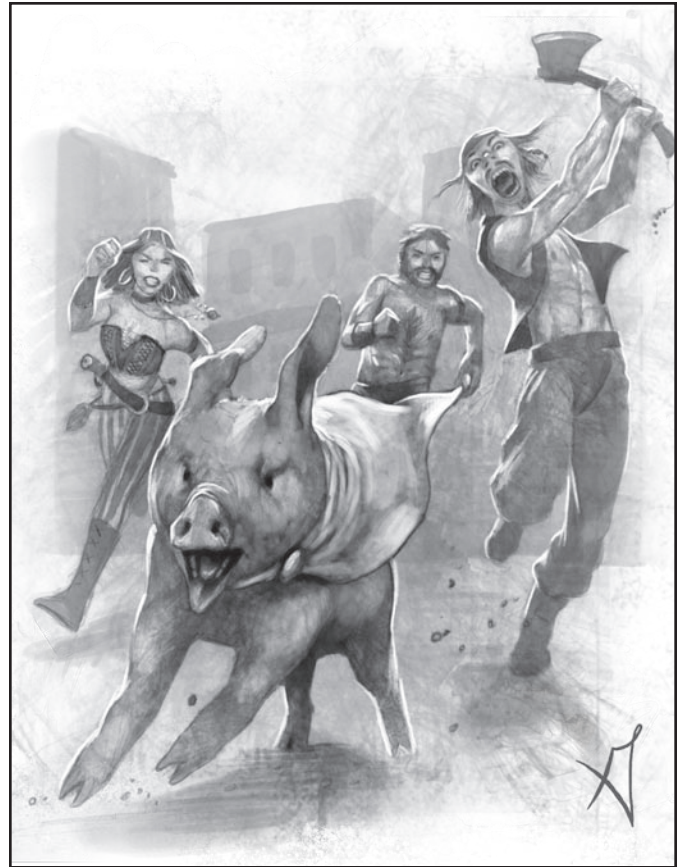
Unlike other cults in and around Freeport, the Society takes a much longer view in regard to accomplishing its ultimate goals. For the most part, the cultists are content to slowly extend their reach into every level of Freeport's society—from the poorest hovel to the halls of power, from the purest temple to the most debased cult. Infiltration and subversion is the name of their game—one at which they are very good. It is not uncommon to find at least one follower of Lowyatar nestled away inside of another organization within Freeport: the Church of Penitence, the Scions of the Destroyer, the guards in the Tombs, various pirate crews, Finn's syndicate, even the Captain's Council may harbor a member of the Society.

As one of the main aims of Lowyatar in this realm, foiling the designs of the Church of Yig is always on their agenda. Located at the heart of the ancient serpent people's empire, Freeport is an excellent location for all sorts of anti-Yigian mischief. Leanna and her followers don't devote much time to seeking out the priests of Yig, but if they catch wind of something they are doing or are involved with, they make a point to find out what it is and how they can foul it up or somehow make use of it.

And lastly, with their finger in so many pies, the Society often comes across information that may be of interest to various people in and around Freeport. They are not above selling this information, or passing it along to others in exchange for future considerations. Also, many of Freeport's other cults' apocalyptic goals aren't in keeping with Lowyatar's own ends, and, from time to time, Leanna or Gulimar may find it necessary to pass along information regarding other cult activities to either those in power or to groups of heroes to act upon.

BEGINNER ADVENTURE

Despite their cult affiliations, the members of the Society of the Velvet Whip love a good party as much as the next Freeporter. Swagfest and Raidfest are fine, but Drac's Fall (see *Pirate's Guide to Freeport* page 29) is one of the high points of the Society's social calendar. The Society takes great pleasure in not using an effigy of Milton Drac, but in choosing some lucky member to take his place, and then actually summoning an improbable creature to do things best not described to him or her in the privacy of the Weal's basement. This year, the Society has decided to



take advantage of the first day's festivities in a unique way. They've kidnapped someone—someone who was caught poking into cult business a tad too closely—and transform him into one of the animals for the first day's hunt.

The PCs receive a worried note from an acquaintance of theirs asking them for help. Strange people have been following him, his residence has been broken into, *etc.* Their friend asks them to meet him at his favorite eatery to discuss the matter. Their friend never shows up for the meeting. As the PCs leave the establishment, they are attracted by the sounds of a pig grunting at them from a side alley—a pig in a yellow cloak. Before they have much of a chance to interact with the pig, a group of celebrants spots the pig and the chase is on. Can our heroes save their porcine friend from becoming the main course at the Society's Drac's Fall feast? And if they do, how much can their friend tell them about the goings-on at the Crimson Weal?

EXPERIENCED ADVENTURE

The schism between High Priest Egil and Brother Ansel and his separatists from the Church of the God of Knowledge has gone on long enough. Egil is desperate to end the crisis, and looks for help from any quarter. Leanna St-Martin has recently acquired information from a



tortured serpent person captive that the servants of Yig are somehow connected to Egil's temple. Hot on the trail of evidence that will shake the Temple to its core, she hopes if Ansel can be named the new High Priest, he'll be friendlier to Gulimar in his quest for lost lore of use to the Society. Of course, this is also a good opportunity to stir up lots of anti-Yigian sentiment.

K'Stallo has also gotten wind of the situation, and although he doesn't know who is behind this attempt to oust his "successor," he does know it won't be good for him or Egil if the truth comes out. Egil once again turns to outsiders—perhaps the very ones who aided him before—for help. Can the PCs stop the truth from coming out? Do they want to? Maybe Egil, as the new High Priest, can offer them a better deal?

ADVANCED ADVENTURE

Gulimar Do'ana is obsessed with the recovery of any surviving copies of *The Book of the Nine Tales of the Cat*. Given access to Emmanuelle's journals by Leanna, Gulimar is confident he has found the hiding place of the Society's missing copy of the Book—the lower levels of The Mouth of Hell. He's uncovered the fact that one of the demons Emmanuelle had congress with was bound

within the foundations of the old Church of Retribution shortly before the last of the priests disappeared. The problem is this: the Mouth of Hell (see *Pirate's Guide to Freeport* page 73) is always open, and Gulimar is a tad too conspicuous to just waltz in and start poking around in the basement. However, if he were to walk in, very conspicuously, all eyes would be on him, allowing his agents to sneak into the lower levels and try to unearth his precious book.

Acting on behalf of a mysterious client (Gulimar), the PCs are approached by an agent (perhaps Argyle McGill, see *Pirate's Guide to Freeport* page 115) and asked to retrieve a certain book. The agent offers them a fair financial reward, or, if Argyle is the agent, perhaps a shopping spree at his shop, in exchange for their finding the *Book*, or at least information regarding its location. Once the PCs are in the lower levels of The Mouth of Hell, who knows what evil may lurk within its rotting foundation? Even if they do find the demon in question, what can they offer it in exchange for the *Book*?

ENDGAME ADVENTURE

As the crossroads of the world, eventually every sort of person or item comes through Freeport, and Gulimar isn't the only person interested in collecting old books. At long last, a copy, perhaps the sole surviving copy, of the *Felomelonicon* has surfaced. Leanna is desperate to obtain it. K'Stallo, now aware of the presence of Lowyatar's followers in Freeport, is equally desperate to prevent it from falling into the wrong hands (meaning anyone's but his). Through their researches, both Gulimar and K'Stallo are now convinced the book can be used to inflict upon Yig, or any other god for that matter, such pain as he knew when the Brotherhood of the Yellow Sign summoned the Unspeakable One eons ago. If the Society of the Velvet Whip could do this now, Yig's throes of agony would be enough to crush the last vestiges of Valossa into rubble and drive the remaining Serpent Folk mad.

The problem is the dealer who had obtained it to begin with was found dead in his shop. K'Stallo is convinced the Society has the book, but he is equally sure they won't be able to solve its mysteries right away. The question is, does the Society have the book? If they do, how long before they can unravel its secrets? If they don't, who does and to what end will they use it? Even Gulimar and Leanna don't want the book falling into the hands of those who would misuse its powers. The fate of Freeport, and possibly the world, rests in finding this book before its vile powers can be unleashed upon the gods themselves.

- CHAPTER VIII -

THE OBSIDIAN BROTHERHOOD

Just north of the City of Adventure lies the remains of an impossible being, a thing so ancient, so powerful, so infinite in its wickedness that it defies description. While a true and constant threat, the people of the city and indeed the world are ignorant of this thing and for good reason. It was shattered eons ago, frozen, broken and believed to be destroyed for all time. But a new era is dawning, for unwitting fools, greedy old men with an insatiable hunger for knowledge, risk the nature of reality itself to unlock the secrets contained in the bones of this dead god, and should they succeed, doom shall surely follow.

THE WANDERER

“Black as the night sky it is and just like the night sky, it is full of stars, pinpoints of light that blossomed into miniature fire bursts before receding to the faintest pricks again. An aura of wrongness surrounds it, for in its presence the very air seemed to draw back, even the tide receded from its midnight steps.”

—Translation from the Windward Scroll Fragments

From whence this thing came, none can say. It is believed the entity named the Wanderer in ancient writings from the dawn of the Valossan Empire was older than the oldest god, a drifter through the gulfs of space, slipping between the bounds of reality, observing, sampling, and destroying all it encountered. Only when it reached the newborn lands formed by Yig was the Wanderer stopped. The great

“Some scholars say there are forms of life so alien to us that even to glimpse them is to know madness. These same wise men admit the possibility that these beings travel between the planes and the voids that stretch between them.

“Such beings most certainly exist. I know this because I’ve found one. I will extract the knowledge it contains even though it cost me all that I hold dear, everything that you hold dear. Should the oceans burn, the stars fall, and the earth open up beneath me, I will know its secrets. The Wanderer shall soon return, and only those with the knowledge to confront it will be spared. That time is coming. Soon.”

—Xyrades, Leader of the Obsidian Brotherhood

being descended onto the new world, and the land and seas, still cooling from the fires of creation, fled his approach. The young serpent people saw in this thing a god and some strove to worship it, but all who approached were destroyed, swallowed up by its incalculable hunger to absorb all things into its essence.

So great was the destruction wrought by its hands that Yig himself was stirred to act, and wearing the form of a mighty dragon, the Serpent God emerged from beneath the

seas to wage war against this vile entity, to halt its attack before it unraveled more of his mighty works. For an entire age, or so the Windward Scroll fragments suggest, the dragon and the Wanderer fought until the great wyrm delivered the dreadful blow that splintered its starry form into a thousand fragments. Believing it dead, the dragon returned to its watery lair, leaving the jagged shards of obsidian to the serpent people to do with as they wished. Fearing Yig’s anger as well as the Wanderer’s return, these simple people flung gathered fragments into the heart of a volcano, believing the danger to their kind to be at an end.

What the serpent people did not understand was that the essence of the Wanderer could not be destroyed, not even in the crucible of an active volcano. The shards sank beneath the lava’s surface, drifting in the fiery fluid for countless centuries until the Unspeakable One manifested in the heart of Valossa. In the devastation that followed, the volcano erupted, spilling its contents down the slope from the caldera. In this flow were those same fragments of this ancient wanderer, freed from the prison of heat and flame to cool upon the surface of the island that would become known as A’val. Many centuries passed again,



and the fragments sank beneath the soil, vanishing in the loamy earth to lay buried until some hapless wandering mortal came upon them, recognized their purpose, and took the wicked steps necessary to reconstitute this entity's monstrous form.

DOGMA

For all the power the Wanderer is said to hold, and for as much as this being is served and worshipped like a god, the Wanderer demands nothing from his mortal servants—nothing so long as its essence remains buried inside the fragments of its physical form. What would happen if this thing, this entity, were to be reformed? Only speculation exists; while many suspect this is a being of supreme violence, of incalculable wrath, the Obsidian Brotherhood believes that they, through their constant service, can stay its hand long enough for them to convince it to spare them and allow them to serve it in all things.

It's of vital importance to understand that the Wanderer is no god, at least not in the traditional sense. It creates nothing, cares nothing for mortals, and has no particular message or belief system. All that is known of this being is from the scattered scrolls that relate to its first appearance on the mortal plane and what the cult has been able to

tease forth from the shards they translate. None of this lore reveals anything about what caused this being to descend from the starry heavens in the first place. It falls to Xyrades to shape the Brotherhood's message, and the leader of this cult reveals this celestial truth in whatever way and in whatever form that suits his current purpose, and none who serve dare gainsay or question his own enlightened interpretations.

RITES AND RITUALS

The Brotherhood performs two rituals of note. The first is the Rite of Awakening, the process by which the cult brings to life shards gathered from the Wanderer's body. Captives brought from Freeport are taken to the crystal caves beneath the archaeological dig and sacrificed. As their blood showers onto the shard, it blazes to life with fiery runes crawling all over its surface. The witnesses hastily scribble down the words they find in the dark stone, which is later gathered and sent to the archivists for translation and collation.

On occasion, especially of late, Xyrades has turned to the use of the Shrikes, a small group of hired killers that work in the Shantytown, and occasionally the docks. The cult leader arms these killers with obsidian shards, and pays them well to use these implements to do the bloody

work and then return the fragments to him once the task is complete.

The second ritual is the Ritual of Joining. Each time the archivists translate an awakened shard, the Brotherhood performs this ritual. In reverent quiet, a gathering of five cultists—almost always including Xyrades himself—descends the hand-excavated steps to a deep room, buried far below the slopes of A'Val into a room of uncommon and unnatural chill. Ice rimes the floor and ceiling, densest around the dark wood table on which lies the semi-reassembled Wanderer. Through arcane methods and spells of powerful magic, the cultists fuse the awakened shards, so that gradually, ever so gradually, the Wanderer's physical form is restored, covered in spidery, fiery runes.

GULT HISTORY

The Obsidian Brotherhood is not an ancient cult. In fact, they have existed for only a few years and had it not been for the accident of their birth, they might have never formed.

About five years ago, two young wizards thought to make a name for themselves by uncovering an ancient artifact. The Serpent's Teeth abounded with tales of mystery, ancient ruins, and the relics of another age. Xyrades, always the doer and rarely the thinker, led his faithful friend and constant companion, Gallus Vickers, on a wild chase through the thick jungles, into the lava tubes at the base of Mount A'Val and pretty much wherever Xyrades's caprice carried them. Through it all, they had little success aside from a pile of uninteresting pottery fragments, a few corroded coins, and the skeleton of some terrible thing. It wasn't until, while sipping wine between expeditions, that they heard some pirate who claimed there was something of interest near A'Val after all. The man, a crusty old crook and sea dog, went by Captain Malachi the Marooned (*male human journeyman*) and was famous for his lies, but after a few drinks and careful questions, the young men felt confident enough that there may be something to his meandering tales after all.

Xyrades and Gallus wasted no time in collecting funds and equipment. By the following month, they had a well-established dig on the mountainside, right around the area Captain Malachi described. The pair used their Freeport Institute tuition money to hire laborers from the city, as well as other experts on such subjects as ancient and dead languages, archeological procedure, and historians. For weeks their monies dwindled and shafts penetrated deep into the base of A'Val, with nothing to show for all their work.

After most of their workers had quit and the experts went home that the pair came upon the find that would

change their lives forever. It was in a particularly deep shaft that the pair worked, digging and clearing away the soft earth until Xyrades's shovel broke through a wall and into an air pocket that smelled foully of sulfur. There on the floor he discovered a rough circle of sharp black shards. Xyrades entered the room, amazed at his findings and the hundreds upon hundreds of shards. He immediately set out to recover as many pieces as he could, calling for his friend to help. Gallus dropped his tool and entered the room, plucking the odd shards from the soil. Then, the accident happened.

Gallus climbed a mound of earth to reach a shard when the soft soil gave way. The whole thing slid into the chamber, burying him beneath it. Xyrades screamed in fear and spent an hour digging his friend from the cave-in before he was unearthed. Xyrades found Gallus dead—the shard he had been trying to reach was embedded in his throat.

After a moment or two of weeping and cursing their foul luck, Xyrades noticed spidery red runes crawling across the shard's surface. Amazed, the young wizard withdrew the obsidian from his friend's throat to get a closer look. The torrent of blood that followed splashed onto the shard, intensifying the runes, making them stand out from the dark shard.

So it was that Xyrades had found the Wanderer and discovered the connection between blood and the obsidian fragments. Xyrades spent the next few weeks excavating the shards from the earth, and quickly became obsessed with them. Using his contacts at the Wizards' Guild, he translated the writings on the shard that had been awakened, finding the information there to be of great value to a wizard such as himself. What's more, the knowledge contained within the shards indicated they were some kind of journal, a journal detailing great travels of some thing that Xyrades could only dub the Wanderer. Buried within those experiences were incredible revelations about the nature of planar travel, and the various methods one might employ to escape the bounds of the mortal plane and explore the far flung, wondrous, and horrific planes of existence.

For the next few years, Xyrades committed himself to the recovery and awakening of these shards, slowly adding to his numbers with like-minded scholars from Freeport as well as the Continent beyond. As his ranks swelled, the Obsidian Brotherhood was born. By this time the organization had far eclipsed the early fumbling of two wizards. It had lost all innocence and had become a disturbing enterprise that required fresh and living blood, and in appalling quantities, to achieve an unspeakable goal.

ORGANIZATION

In spite of its relative youth, the Obsidian Brotherhood is quite large, with contacts throughout Freeport, Mazin, and even the Continent. The early findings extracted from the shards proved quite valuable, and the sale of this lore funded the continued excavation and recruitment of new members. Although the Brotherhood claims an extensive network of agents, the structure is loose, with only a few members aware of the Brotherhood's actual purpose.

MEMBERSHIP

Within the Brotherhood, there is a sharp division between those who understand the nature of the Wanderer and what exactly the Brotherhood hopes to achieve and everyone else. The cult's core consists of a tight-knit group of ambitious scholars and disgraced wizards who do the lion's share of the work when it comes to translating the shards and reassembling the body. The rest of the cult consists of spies, saboteurs, assassins, and smugglers, none of whom have any idea what it is that Xyrades is after.

SYMBOLS AND SIGNS

Secrecy is key. Most of the Brotherhood inner circle works and lives in Freeport or in the encampment and when meeting in public, they use codified hand signals to communicate news to each other. This method of speech takes the form of placing a number of fingers against parts of the body to transmit meaning. Three fingers placed on the upper arm inform fellow cultists law enforcement is on the way. A clenched fist held to the lower back indicates tiredness and a single finger placed on the crotch tells someone to get lost.

The Brotherhood also employs the device of an obsidian dagger on a fiery red field to identify itself. This symbol is a modification of the Shrikes device and Xyrades adopted it, much to Hobson's alarm.

STRUCTURE

As mentioned, the Obsidian Brotherhood is divided between those who know and those who know not. Xyrades commands the cult and is the heart and soul

of the organization. Aiding him is the spirit of his dead comrade Gallus, who helps other inner circle members in the processes of translation, offering advice for reassembly, and occasionally acts as a spy, flitting through the shadows of Freeport to ensure no one pays too much attention to the Brotherhood's activities.

Beneath the leadership are the archivists. These cultists are the ones who perform most of the labor. They translate, record, and collate the information extracted from the shards and occasionally leave the site of the extraction to reference volumes in the city, using the Freeport Institute's libraries or, more rarely, those of the Knowledge God's temple. In addition to the scribing duties, the archivists may also experiment with their findings, practicing the revealed techniques until they gain mastery. Although Xyrades heads up this cult, he delegates the day-to-day business to Gallus and Torvey the Flea. The core of the cult has a dozen members plus the leadership.

The rest of the Obsidian Brotherhood consists of its servants, those morally ambiguous individuals seduced by the promise of power, wealth, or other gifts, and do their part to aid the Brotherhood in their endeavors. The principle and largest group of supporters are the Shrikes, a small—about ten—but effective group of professional killers. The Shrikes are charged with eliminating anyone that looks too closely at the Obsidian Brotherhood's activities, as well as bloodying the obsidian shards to ready them for translation.

Aside from the Shrikes, the Obsidian Brotherhood has a number of useful contacts, including pirates, smugglers, spies, and no few merchant princes, none of whom are fully aware of the Obsidian Brotherhood's nefarious plans. These unwitting allies support the cult because they are well-paid and plied with whatever it is they want, whether it's young women or men, jewels, or even status.

GOALS AND MOTIVES

The Obsidian Brotherhood's goals appear simple, at least on the surface. The inner circle works to unravel the mysteries of the shards, record their findings, and then take the awakened pieces below their encampment where the pieces are slowly assembled in the ongoing effort to reform this deceased being. None of the cultists truly understand the implications of their actions, for while they have a sense

Curse of the Ancients: Tragedy at Mount A'Val Archeological Dig

~ *The Shipping News*

that these shards were once a being, they believe, at Xyrades's insistence, that the thing is dead. The reason for reassembly is because Xyrades claims that once restored, the remains will reveal the deepest mysteries of the cosmos.

Xyrades is lying. He knows what's at stake and what will happen should this dark work be completed. Once the final shard is in place, the Wanderer will awaken from its eons-long slumber and visit incalculable destruction on this world. The sacrifice of this world is a minor thing in the larger scope of the cosmos, for Xyrades believes he is strong enough to command this thing. As each piece is restored, Xyrades ensorcells the shards with enchantments he believes will bind the Wanderer to his own purpose. Once the Wanderer has fully awoken, Xyrades will use it to leave behind the woes of this world and explore the multiverse, travel through the planes, see ancient and otherworldly civilizations, explore the heavens, and plumb the hells, all through his willing servant.

A few of the cultists have begun to suspect that Xyrades hides something from them, for the more shards they translate, the stranger and more sinister are the inscriptions, filled with the ruins of shattered worlds, lost beings, and eradicated civilizations. It's no stretch to think that the Wanderer will do the same to the mortal plane should it recover all of its faculties. Thus a few of the cultists have begun to question, requiring Xyrades to quietly feed their blood to the shards to silence any divisive and rebellious elements within his ranks.

Although the Shrikes work for the Brotherhood, it is a tense relationship, largely due to the growing rift between their leader, Hobson, and Xyrades. Hobson agreed to aid the Obsidian Brotherhood because it was a good commission. It would help the assassin gain a foothold in Freeport and start a lucrative business. Frustratingly, it was a devil's bargain and one he's rued from the start. As the months pass, Hobson's control over the Shrikes has waned. While nominally in charge, he's finding his agents answering directly to Xyrades, circumventing his command and authority. Hobson's worried that what began as an alliance is fast becoming a merger. The Brotherhood is even using the Shrikes standard, replacing an obsidian dagger for the original bloody thorn and what's more, some of the Shrikes have adopted it.

RECRUITMENT

Since the Brotherhood pays studious and scholarly types to conduct research on the cult's behalf, usually masking the intent of the investigation with a great deal of gold, few of their "agents" in the city realize they abet a malevolent institution on their mad campaign to awaken what many would consider a dead god. The nature of

the research has a way of sparking interest in the subject matter, which ultimately leads these accomplices into looking deeper into the Brotherhood's activities. Those intellectuals who object to the nature of the project are silenced, their lifeblood awakening yet another fragment, while those who set aside their morality and embrace the horrific nature of the cult's work are welcomed into the deeper mysteries of the Wanderer. The explanation for the incredible conversion rate stems from the strangely compulsive nature of the research, freeing the full members from the burdens of active recruiting. There are, naturally, dangers to this passive approach, and Xyrades is careful not to hire students or sages affiliated with Freeport's temples, especially any priests of the God of Knowledge.

Any candidate that shows interest in joining the dark pursuit of forbidden knowledge is allowed to do so, provided he can complete the Ritual of Awakening with his own hands, using a victim of his own choosing. Upon completing this task, the candidate must show his worth by trafficking with a conjured creature. What transpires with the creature varies from candidate to candidate, as well as whatever deviant command that strikes Xyrades as he observes the incantation. The cult leader has been known to demand sexual acts with the summoned creature, self-mutilation, ritual sacrifice and far worse. It is only those few who throw themselves wholeheartedly



into these abominable rites that are welcomed as fellow brothers. Those who fail to meet Xyrades' strict criteria are fed to the shards.

Of late, Xyrades has relaxed his strict view about the membership requirements. As the body count in the city grows, he fears suspicious eyes will fall upon him and his brethren, and any effort by the Watch to halt their filthy progress would result in an unacceptable delay. Furthermore, once the Wanderer has been fully reconstituted, Xyrades will need an army to assist him in the conquest of the city. So he has been toying with recruiting toughs and thugs, dispatching his minions for the purpose of finding cutthroats with loose morals and skill with swordplay.

The Shrikes occasionally recruit promising thieves and assassins. To separate the wheat from the chaff, the Shrikes shadow prospective additions, testing them and even going so far as to work against them. If the candidate can complete the task despite the interference, they invite him to join. Should he decline, they silence him. Hobson wants more recruits to strengthen his grip on the Shrikes. Maybe then, he can tear away from the Obsidian Brotherhood and end the threat they pose to his command.

ALLIES

Aside from the Shrikes, the Obsidian Brotherhood can also call upon Captain Malachi the Marooned, a notorious pirate who calls Freeport home. He is the master of the *Dark Desire*, and it was foragers from his vessel that discovered the site containing the Wanderer. Although he does not fully understand the work of the cult, he has seen and heard enough for it to have piqued his interest. He has maintained close ties to Xyrades as the Obsidian Brotherhood has developed. Malachi ships unusual components, cultists, and other contraband out of Freeport, and sails in with artifacts and tomes from abroad that may be of interest to the Brotherhood. As Malachi can be away for long stretches, communication can be sporadic, although Xyrades does on occasion use supernatural messengers to keep the captain abreast of developments. When the *Dark Desire* is in port, Xyrades sends a member to liaise with the captain. Malachi has not yet visited the worksite and so he does not yet know the size of the operation, although he has his suspicions. Xyrades has contemplated initiating him into the cult, but Malachi's lack of magical skill and his worth as an outside agent forestalls such thoughts.

Xyrades has also been courting a group of demonologists. Although their skills would no doubt be of great use to the cult, Xyrades fears a power struggle could result should they be invited to join. So, he contents himself

with buying their knowledge. Xyrades does not want to dilute his cult with external power groups, so he limits his recruitment to individual scholars. Still, he can call upon their knowledge when he needs it, and is certain they won't go running to the authorities should he ask something somewhat unconventional of them.

When they have need, the cult may visit Lord Vendon of the Golden Pillar Society (see *Pirate's Guide to Freeport* page 92), who has his finger on the political pulse of the city. The cult needs to know the current political state of the city if they expect to be successful when they are ready to take power. For Lord Vendon's part, he is an anarchist at heart, so does not mind sowing dissenting seeds for the Brotherhood ... as long as there is something in it for him. Vendon has witnessed the Ritual of Awakening, so he is aware of the cults' excesses, which are very similar to his own.

ENEMIES

The Obsidian Brotherhood is a young cult and so they haven't had a great deal of time to make many enemies. Some exist, though, and they largely consist of sages and learned men who saw through the aims of the cult early enough to not become ensnared by their schemes and who escaped with their lives.

Alfred Condon is one such man. Xyrades approached him six months ago. An expert in ancient tongues, Alfred poured over musty tomes describing the ancient Empire of Valossa. Alfred was happy enough to begin with, as the payments were regular and pleasantly large. However, every time Xyrades visited him, he gave Alfred more work to do and the translations became more and more unsettling, detailing demonic rituals and the like. Fearing accusations of demon worship, Alfred abandoned his townhouse and disappeared into the city. The sage now hides in the Docks district, not far from Urian's Forge (see *Pirate's Guide to Freeport* page 63), and spends his time scraping together clues about the Obsidian Brotherhood and their activities. His diligence is not particularly altruistic, however, for he hopes to sell this information to the Wizards' Guild. PCs investigating the cult may get aid from Alfred in the form of details of the Brotherhood's members, activities or goals—prospective co-conspirators would have to approach him gently and gain his trust before he will commit himself.

A handful of scholars like Alfred are scattered through the city, but none of them pose much of a threat to the fledgling Brotherhood. Of much more concern to Xyrades is the Wizards' Guild. Since demon worship is punishable by death, any involvement by the Guild would become a serious threat to him.

Although counted as an ally, Captain Malachi could soon become a dangerous enemy. Seduced by the promise of wealth, power, and influence, Malachi believes he is somehow being cut out of the Obsidian Brotherhood's success, and, like any good pirate, he wants a bigger piece of the profits. For some time now, he's pressed Xyrades to accept him as a full member, but every time he broaches the subject, the cult leader refuses without explanation. Malachi simmers, resenting his position more and more with each week that passes. It's just a matter of time before Malachi forces Xyrades to act, and when he does, death will most certainly be his reward.

XYRADES, LEADER OF THE OBSIDIAN BROTHERHOOD

"If you ever want to have another full night of sleep again, don't, whatever you do, look him in the eye. If you've ever been to Chambers Asylum, you'll know what I mean."

—The Silver Scribe

Xyrades (*male human master*) is the leader of the Obsidian Brotherhood and it's a role and position he relishes. While he doesn't involve himself in the mundane business of managing his minions, his intense presence ensures his servants carry out his commands without question. Due to the scholarly nature of the work carried out by the cult, the members can be timid at times, something that suites Xyrades well. Manic and not a little dangerous, he is confident of being able to contain and dominate the Wanderer once he has awoken from his slumber.

BACKGROUND

Xyrades was packed off to sea by his parents as soon as he could hold onto the rigging safely. Upset by their son's obsession with torturing small animals and generally spiteful nature, they thought a spell at sea and the discipline it would instill in him would cure him of his darker side. Sadly for them, he returned home with a back striped with lash marks and a note from the captain describing crimes as diverse as theft, endangering the cabin boy, and "odd ways." His family dumped him at the Freeport Orphanage, where he grew from a spiteful boy into a spiteful man. Stories told of two disappearances during his tenure.

It was during a botched attempt to break into a wizard's house that he discovered his potential as a wielder of magic. Caught by the owner, the spell meant to knock him unconscious had no effect, giving the old wizard

pause. Xyrades was given a choice between tutorage in the magical arts or a beating. Xyrades chose the former and gained the power he had sought all of his life.

At the age of 22, he murdered his mentor while the old man was asleep and took up residence above a tailors' shop in Scurvytown. Not long after, he joined the Wizards' Guild, where he met Gallus Vickers. Recognizing a kindred spirit in Gallus (bar the worst vices), the two became inseparable.

They soon found the site containing the Wanderer and started excavations. The discovery of the shards and the subsequent death of his friend Gallus set Xyrades' feet upon a path he cannot now leave, even if he wanted to. Possessed of a fearsome hunger for the knowledge the shards contain, Xyrades lost the last vestiges of any charity or goodness he may have had left. The rites necessary to awaken the shards and the beings he has since contacted—horrific demons and terrifying abominations all—have all left their mark on him, leaving behind a shell of a human being.

Having seen the power offered by the shards and the wonders yet to come should he successfully re-animate the Wanderer, Xyrades has become impatient at the slow progress of translations. So he has perhaps crossed the last line. With a ritual unearthed from the shards, he called forth the spirit of his old friend Gallus. The ritual has



given him almost unlimited influence over the undead Gallus, so Xyrades has set him to work on the translations (which was ever Gallus' strong suit). Now things are running more smoothly and the day when the Wanderer returns gets ever closer.

PERSONALITY

Xyrades is a perverse man, with perverse tastes. The burning energy and desire that fuels his translations of the Wanderer's shards is also the catalyst for desires of a darker nature, as many in the cult can attest. Coupling his depraved drives with his thirst for knowledge results in a man who recognizes no limits to his behavior. There is nothing he will not do in his quest to recover the knowledge held within the Wanderer's mind and body. If he needs to betray members of the Brotherhood, he will do so unflinchingly; murder, rape, and torture are second nature to him, as is theft and bribery. Even though he can appear cultured and friendly, he is not to be trusted. If crossed, he will move heaven and earth to track down the culprits, using his considerable magical abilities to blast them to dust.

APPEARANCE

The most notable feature about Xyrades are his eyes: They burn with the fury of a dozen suns, malevolent, wicked and cruel one moment, laughing, manic, and shielded the next. He is a slight man and not physically imposing, yet somehow the force of that intense stare enables him to dominate a room with ease, even though he has a habit of slouching. His short-cropped hair is light brown, framing a square-jawed face. A badly healed scar below his nose has forced one side of his mouth downward, resulting in a perpetual sneer. He normally wears simple black robes, gathered at the waist by a leather cord, and wears only the most basic of sandals on his feet. Ink stains his slender fingers.

GALLUS VICKERS

"He told me if I smudged my ledger one more time, he would shatter my soul into a thousand fragments and it would take a thousand men to collect them up again! Of course, I haven't made a mistake since then, but I can feel his presence in the dead of night, all the same."

—Joseph "Blackjack" Simonen, Cultist

Gallus Vickers is a shadow. A disembodied spirit, trapped between the mortal world and the afterlife through his former friend and colleague's dark magic, he

suffers terribly. To add to his troubles as a ghost, he must endure Xyrades's mad whims and the occasional torture his "friend" inflicts on his exposed spirit. Gallus burns with shame, anger, and a desire for retribution. Although diligent in his translations, he secretly plans his revenge. Gallus is a dark presence. His spectral form haunts the lower caves, seeking a way out of his prison, only stopping briefly from time to time to scold an unlucky cultist who happened to be in the wrong place at the wrong time. Gallus no longer has any friends and wants none; most of the trappings of humanity have long since fallen from him, and all that is left is rage.

BACKGROUND

Born to a father who owned half a dozen warehouses and a mother with a substantial inheritance, it would not be a stretch to say Gallus Vickers was born with a silver spoon in his mouth. He received the best tutelage in the arts, crafts, management, swordplay, and magic that anyone short of a member of the Captains' Council could hope. At the age of maturity, he was accepted into the Wizards' Guild and began the downward spiral that explains his current state, because it was at the Guild that he met Xyrades. Together they made expeditions into the interior of A'Val, braving jungle creatures, smugglers, and worse, for they both were keenly interested in the Valossan Empire and the secrets it was believed to hold.

After much searching, their efforts and the small network of contacts they had built up paid dividends, and they learned of the site where the Wanderer lay. Eager to learn about ancient magic, and a desire left unspoken between them for the power that it might bring, they started the excavation and eventually unearthed the Wanderer's shattered body. This is where Gallus' story leaves that of Xyrades for a time as at the very time of discovery, Gallus died, a shard from the Wanderer's body buried in his throat. As the last of his lifeblood leaked from him, Gallus recalled the look of hunger on his friend's face. Then all was black.

Some time later, the darkness receded and vision returned. However, he could feel nothing of his flesh; he felt only cold. Unhealthy desires flicked through his mind, and he felt trapped, torn between two equally powerful forces—the material world and whatever hell that awaited him beyond. He was not dead and not alive. He was undead, a wretched ghost brought back by his former friend. Worse, Xyrades had power over him, and Gallus learned he could not resist the commands of his comrade in life and had become his slave in undeath.

PERSONALITY

Gallus translates the shards because this task is the reason for his revival and he has no choice. However, this doesn't mean he is totally without free will. His burning hatred of Xyrades for what he has done enables Gallus to keep a lid on his madness. He feels the unholy drives and lusts, but he resists them heroically. This resistance has a cost however; he has a fearfully bad temper, and as a result has no friends. He clings to the hope that he can gain revenge on Xyrades, but doesn't have the means to do so, which only stokes his anger further.

APPEARANCE

In his ghostly form, he still resembles the short, slightly paunchy man he was. His face displays the despair he feels at his condition. His weary eyes speak of an inner turmoil that can only be guessed at, and his soft, raspy speech seems to be dragged from the depths of a soul in torment.

TORVEY THE FLEA

“Can't say that I've ever met a more irritating man. His voice, his mannerisms, even the way he walks sets my teeth on edge. Some say he murdered Heldred to get the head archivists' job. Wouldn't surprise me in the least. He's poison, make no mistake.”

—Simple Simon, Archivist

Compulsively stroking a smooth metal ball in his left hand or ironing wrinkles from his robes, Torvey (*male human journeyman*) is a barely tolerated fixture in the cult. His exact and maddening mannerisms are a constant thorn in the side of many brothers. However, his skill at reproducing rituals translated from the shards is without peer, and is the reason he retains his place. Despite his personal drawbacks, he has risen to head archivist and brings his unique powers of insight and military precision to the role. Disliked by the cultists because of his insanity, he nevertheless enjoys working alongside them, blissfully ignorant of their scorn.

BACKGROUND

Torvey was the victim of a disturbed childhood. Abandoned at the age of six for his strange ways and difficulty in interacting with his family, they thought it was better for him to be brought up by the priests of the God of Knowledge. If anyone could help him, they figured the priests could. Then they promptly forgot about their son and got on with their lives.



This was probably a good thing for Torvey, for indeed, the priests did unlock the strange child's potential. A genius with locks, puzzles, and slow, deliberate research, Torvey soon developed into a walking enigma. He was intelligent, yet socially inept; curious, yet detached; voluble, but offensive. Eventually, the priests sent Torvey into the world to find his place. Xyrades provided it. He presented him with puzzle after puzzle to decipher, and Torvey solved them all. Not long afterwards, Xyrades invited him to the dig, where Torvey has remained ever since, unlocking codes, practicing rituals, and getting on everyone's nerves.

The Brotherhood has had an effect on the troubled Torvey, however. His dislocation from emotion and inability to connect with other people made him an enthusiastic participant in the cult's deviant behavior. He sees nothing wrong with it, so much so that after two years in the cult, he murdered Heldred, the original head archivist. Xyrades made him the new head archivist, a role he has excelled in ever since.

PERSONALITY

Torvey is an obsessive-compulsive. Everything he does must be regimented, logged, and carried out in a particular way; to do otherwise gives him paroxysms of fear. He speaks in clipped tones that are singsong in nature. He scratches under each arm before entering a

room, and snuffs out lanterns twice after lighting them, so something bad won't happen to him. He brings this behavior to his work as head archivist, and it is because of his excellent performance that he is tolerated.

APPEARANCE

Torvey is notorious for his immaculate appearance. All his garments are washed frequently and are wrinkle-free, his leather boots are shiny, and he keeps his close-trimmed beard tidy. He has several changes of clothes, all of them are spotless, and he normally changes clothes twice a day. He rarely stops moving, and he constantly fiddles with a smooth object that he carries in his left hand. When spoken to, he rarely makes eye contact and his responses lilt musically, as he stresses some syllables over others. Given all of his nervous energy, his spotless raiment fails to hide that he is whip thin.

HOBSON, THE SILVER SHRIKE

"He's been drinking again. He's hardly ever out of his cups these days. What he needs is a juicy new contract, one of those rich fellows from the Merchant District. Ever since the Brotherhood employed us, he's been like a dog without a bone."

—Neb the Nifty, Shrike

Hobson (*male human journeyman*) resembles Gallus Vickers in many respects. He is unhappy in his work, distrusts Xyrades and the Brotherhood's motives, and wants to be rid of the shackles that tie him to this cult. But he has neither the will nor the means to remove those shackles. Titular head of the Shrikes, junior members respect him, but he's frequently bypassed when time comes for a commission to be handed out. The result of this sidelining is that he has become morose, depressive, and a drunk. If he can somehow gather up his departed will, then he may be able to take back the reins of power and remove the Shrikes from the Brotherhood's clutches, even though many of his subordinates would not approve.

BACKGROUND

Hobson grew up in the slums of the Docks, and learned from an early age that might did indeed make right. If the

shadier residents of the area are to be believed, Hobson has the dubious distinction of being the youngest man to have ever killed someone in a tavern brawl in the district. Some say he was only nine years old. Growing up on the docks forged the young Hobson into a heartless, and capable, killer.

As his reputation grew, he attracted notice and sold his services as a bully for hire. However, it was the assassination of the crew of the *Black Doxy* that sealed his reputation. Hired on with a handful of others to bring justice to that murderous crew, Hobson nailed the lists of the murdered to the dead pirates. Since, he has fostered a reliable reputation as an assassin, and recruited likely looking men and women to follow in his footsteps. This group became the Shrikes, and they enjoy a good reputation among those who would hire them.

All of that changed when he hired on with the Obsidian Brotherhood. He has seen a slow erosion of his influence over the Shrikes, and seeks solace at the bottom of a bottle. His favored haunt these days is The Black Gull, where he can be found on most evenings, propping up the bar. He is completely oblivious to the fact that the man who serves him his drinks is one of the only crewmembers who escaped from the *Black Doxy* all those years ago.

PERSONALITY

Hobson has fallen into a morose depression ever since the Brotherhood bought his services. He is never without a bottle of spirits, and finds consoling oblivion at the bottom of each bottle. He was once a proud man, but the slow erosion of his authority over the Shrikes by Xyrades has buried his pride below a cocoon of self-doubt. He holds out hope that he can regain his power; however, he is tentative in his efforts to do so, fearful of the Brotherhood's growing power. If he were able to return the Shrikes to their former autonomy, or gain the courage to leave the organization, he would quickly regain his former confidence. However, he is too sunk in despair to find the will to make this move.

APPEARANCE

A fearsome hooked nose dominates Hobson's hangdog face. Fleeshy jowls hang from his jawline, and a drooping mustache completes his gloomy looking countenance. He normally dresses in black leathers and trousers, with a wide

Rare Rock Ransom: Obsidian Shard Sells for a Fortune

~ The Shipping News

belt from which hang a dagger or two. When he is on a mission for the Brotherhood, he wears studded leather armor and adds a short sword to his armory, as well as a vial or two of poison, which he carries in a belt pouch.

JOSEPH "BLACKJACK" SIMONEN

Joseph (*male human apprentice*) was once a member of the church of the God of Knowledge, but was recruited to the brotherhood after Xyrades met him in the great library. Joseph had a greater thirst for knowledge than most in the church and wasn't too fussy about how he gained that knowledge, so Xyrades had an easy time in binding his loyalty. He is currently working under Gallus in the translation of the shards, something he finds unsettling, but necessary, to prove his loyalty to the cult.

BACKGROUND

"Blackjack" perhaps has more to lose than most members of the cult. His father and his grandfather before him were both members of the Knowledge God's temple, and inevitably Joseph followed in their footsteps. He has strong family ties to the priesthood, and if he ever were to be disgraced, his family would fall with him.

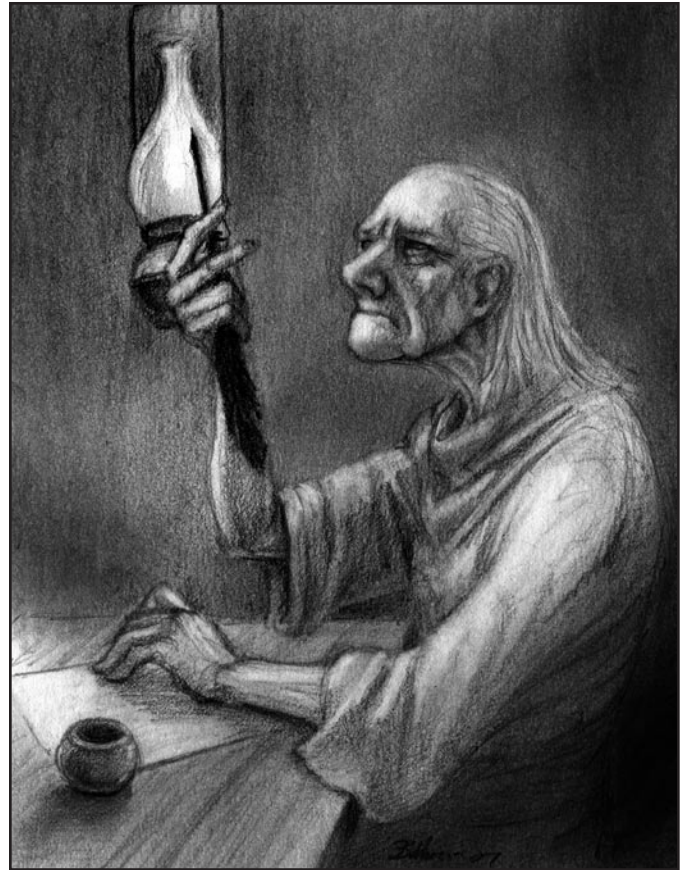
On entrance to the temple, he greedily sought knowledge of the magical arts that had eluded him so far, yet he was never truly satisfied with what he learned. One "flippant" comment about demon worship from his peers was enough to drive his research underground. It was also enough to attract the attention of Xyrades, who approached him not long after. Eager to widen his experience, Joseph threw himself into the research that the cult leader had given him. It was easy to take that last step and join the Brotherhood in all of its excesses. The ironic thing is that if Joseph had been a little more selective in his choice of friends at the temple, he might have found a cult right under his nose.

PERSONALITY

Joseph is a driven man, so driven in fact he is able to work alongside Gallus. Joseph figures only by showing a willingness to do as he is told will he be able to rise within the Brotherhood's ranks. He is willing to do almost anything to gain the knowledge held within the Wanderer's body, but he is not unnecessarily cruel.

APPEARANCE

Joseph habitually wears blood-red, ankle-length robes. This is to not only to hide a growing paunch, but also to give him an air of authority he feels he lacks. Hair turning to silver at the temples frames a pockmarked face that has seen better days. He licks his lips constantly.



WANDERER'S REST

Starting as an archeological dig on the flanks of Mount A'Val, in the five years since they started work, the complex of tunnels serving as the cult's base has become slightly more homelike. After the Great Green Fire had been tamed, the Brotherhood found their base was now only a few hundred yards from the great rift that opened up during that cataclysmic event. The entrance to the complex is hidden in a loose scree of ash and volcanic rocks, and is flanked by scrubby bushes. Members must brave Burnlings (see *Pirate's Guide to Freeport* page 207) and worse dangers in their comings and goings, as well as remaining hidden from meddling members of the Reclamation Project, who survey the area on occasion.

FEATURES AND DEFENSES

The single, rather cramped entrance to the complex opens into the cave system that is home to the Brotherhood. The dimensions of the rooms contained within vary greatly. The entrance chamber, the unfinished barracks, and the dormitory have all been widened and heightened by many hours of labor to present a uniform environment for the brothers. These chambers are ten feet high and well lit with oil-burning lanterns. The floors

have been leveled and the walls chiseled into shelves and ledges. Further into the complex, things aren't quite so comfortable. All of the remaining chambers are roughly hewn, their ceilings shored with bracing timbers which creak alarmingly on occasion, and the floors are uneven and rough. The height of these chambers varies between seven and 12 feet. Burning torches ensconced into the rough walls provide light for the deeper recesses of the complex. The approach to the Wanderer's rest is the only area that does not need artificial lighting, as the glow coming from the inert body of the Wanderer is adequate for navigating through the gloom. On occasion, magical light illuminates or magical darkness darkens the whole complex, depending on the need.

A number of magical defenses safeguard the lair, each of which Xyrades and adept priests and mages place and maintain. The entrance has a special ward; if anyone enters and does not first say the words, "The Wanderer has returned," the dome suspended in the Planatorium will chime loudly. There are also glyphs inscribed onto the beams shoring up the ceiling and supporting the walls at the entrances to each chamber. These runes are triggered when passed, unless someone in the group is carrying a shard. Once triggered, these glyphs befuddle

those who activated them, leaving them easy prey for the cultists.

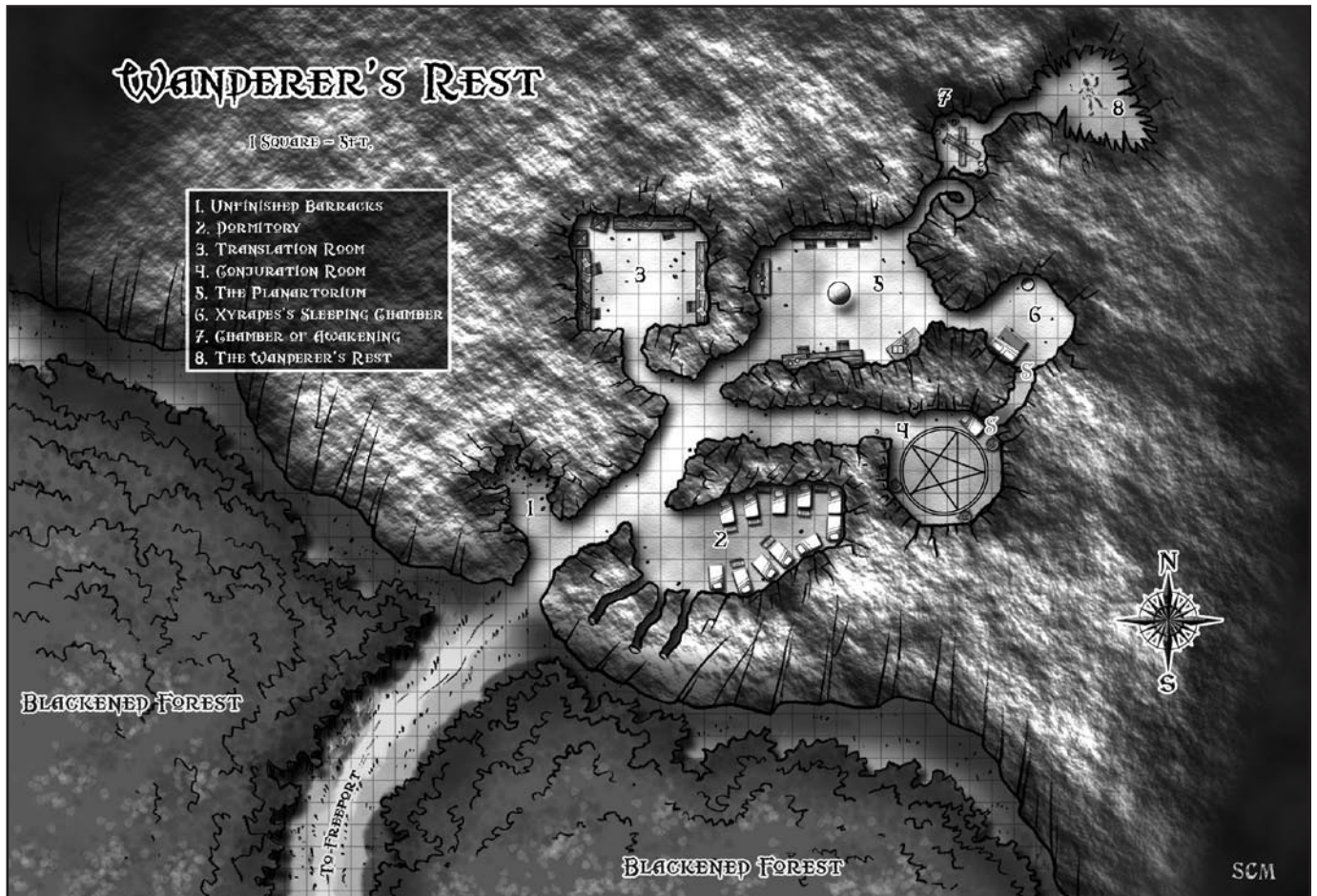
As well as these potent wards, the Brotherhood has a multitude of spell-wielding members to call upon in defense of the stronghold. If the complex is invaded, then Xyrades and Torvey organize the defense (Gallus stays in the translation room). The cultists fight in teams of four spellcasters at each major intersection or doorway. Not being too inclined toward physical combat, Xyrades is unsure as to the effectiveness of this plan and has decided to bring in some sword-wielding mercenaries to beef up the defense. Once he has finished the barracks and bought himself the services of a mercenary group, four warriors will back up each team of spell casters, resulting in a fearsome force to confront prospective invaders.

KEY LOCATIONS

All of the following locations are found in the cult's lair.

I. UNFINISHED BARRACKS

This chamber is still being hewn from the rock of the hillside and is a work in progress. Eventually, Xyrades hopes to house guards for the complex here. At present,



it holds little of interest except for mining materials and wooden beams.

2. DORMITORY

This well-ventilated, yet rather shabby-looking room is where those brothers staying at the dig sleep. Rough wooden cots are evenly spaced against the walls around the room and small footlockers stand at the base of many of them. Six to eight brothers are likely to be here at any time during the day resting, eating, or studying quietly. The more boisterous and depraved of the cultists' activities are kept away from this room. No one likes to sleep in a midden heap.

3. TRANSLATION ROOM

Large benches rest against the walls of this chamber, and piled onto them are a veritable hoard of scrolls. Some are leathery and old, while others are freshly penned. One or two awakened shards can normally be found here awaiting translation, along with half a dozen cultists using the cult's library working at the task. No naked flames are allowed into this room, so light spells and magic items are the normal means of illumination. There is activity here at all hours of the day and night and some brothers even sleep here, slumped over their work.

4. CONJURATION ROOM

This octagonal chamber holds incense, braziers, powders, and other paraphernalia associated with summoning magic. Pentagrams are inscribed into the chamber floor to enable quick conjurations, and shackles are attached to the floor and walls of the room to facilitate immobilizing summoned creatures, or sometimes victims and prospective inductees. An incongruously out-of-place addition to this room is a large and soiled bed in the north corner. This has seen some use as Xyrades' initiation rites have become more depraved and the inductees more promiscuous.

5. THE PLANARTORIUM

This large, echoing chamber holds strange devices made, bought, or stolen by the brothers. Most of the equipment here has been produced by following instructions unearthed from the shards, and they are continuously experimented on to divine their use. The ranges of possible uses for the items found here seem infinite and strange—tubes, glass bowls, and copper headbands are tossed carelessly about the scarred wooden tables. Torvey the Flea is collecting materials for a ritual called the Rite of the Riven Sun, and plans to conduct this ceremony as soon as he has all of the required ingredients. A particularly magnificent blue and white ceramic orb hangs suspended from the domed

ceiling in readiness. Half a dozen cultists can normally be found here.

6. XYRADES'S SLEEPING CHAMBER

Attached to the Planartorium is Xyrades' bedroom. It is a rather drab and nondescript chamber; the only features of note are a huge four-poster bed in one corner and a wide, shallow copper bowl on the floor. However, Torvey insists that there is a treasure trove of items Xyrades has not revealed to the cult hidden somewhere in the room. There is certainly a secret door running from this room to the Conjunction Room. This may reveal why Xyrades requires such a large bed. He is very rarely present, however, as he is normally more interested in research or translations elsewhere in the complex. Once he retires, he is left alone by the cultists, except in emergencies.

7. CHAMBER OF AWAKENING

Second in depth only to the Wanderer's resting place, this small, intimate chamber reeks of death and defecation. It is here victims are brought for the ritual that awakens the shards. In the center of the chilly room stand two robust wooden stakes nailed together to form an X; manacles trail from the upper and lower sections of the stake, and the old wood is stained brown by spilled blood. Around the perimeter of the chamber are clay pots, ceramic bowls, and copper kettles. These are scrupulously clean. A selection of scalpels, saws, screws, and leather cords hang from nails in the wall by the entrance. Pride of place, however, belongs to a dagger whose blade is so transparent it is difficult to see. Closer inspection reveals a razor sharp blade of an unknown material.

8. THE WANDERER'S REST

A soft glow emanates from this chamber; the glow can be seen long before the chamber is reached, and it can be *felt* almost before it can be seen. On entry, the room is found to be perishingly cold, cramped, and the custodian of a thing from nightmare. Laid out on the floor of the chamber is the form of the Wanderer from which the fiery red radiance shines. Pieces of his inert body are laid out next to shards that have been successfully awakened and joined to form a blazing mosaic. Half of his head has been assembled and the whole of one arm, yet its chest and abdomen is only partially complete. One foot stands at the base of a leg of unattached shards, while the other leg has a complete shin.

Crystal growths have been extending from the walls and ceiling of this chamber since the Wanderer has been in residence, crowding the chamber's interior as they grow. Pointing like jagged swords at those who enter.

USING THE OBSIDIAN BROTHERHOOD

The Obsidian Brotherhood can be introduced in a number of ways. Perhaps they are looking for adventurers to collect rare components and ingredients from dangerous lands? Maybe an acquaintance of the PCs becomes a victim in a Ritual of Awakening. A strange assassination in the city can lead the characters to the Shrikes, and they can then slowly unravel the added layers of the organization behind their activities. The Rite of the Riven Sun may be second only to the reawakening of the Wanderer in danger, plunging the PCs into a race against time to avert catastrophe. Given the planar knowledge the cult uncovers, there are almost limitless schemes that can arise from Xyrades's depraved mind.

Another alternative is for the characters to see the cult from the inside. What begins as an innocuous job researching information for the cult leads to more and more dangerous exposure to forbidden knowledge, until the characters find themselves trapped in Xyrades' web. After initiation, they could wholeheartedly join with the cult in its aims, or else join Gallus in his attempts to pervert the rituals that are unearthed. The Shrikes may be allies



or enemies in this type of campaign, helping characters to distance themselves from the cult or hindering them, should Hobson feel threatened.

BEGINNER ADVENTURE

A rash of strange killings in the city cause panic and the PCs are asked to investigate. The latest deaths are in Scurvytown, where death is not an uncommon caller, but the wounds found on the bodies are very jagged, suggesting an animal may have caused them or that an unusual weapon was used. Investigations with smiths suggest that a wavy-bladed dagger or even one made from stone could cause such wounds, while dog handlers quickly rule out animal attacks as the cause.

Searching the docks for likely suspects, the PCs notice a crate bearing the device of an obsidian dagger being loaded onto a ship called the *Dark Desire*. Speaking to Captain Malachi is risky, but other crewmembers are happy to tell the characters who the shipment came from, and that it is being shipped from the city to unknown parts.

Lord Vendon ships this crate on behalf of the cult. When he becomes suspicious of the PCs sniffing around, he contacts both Xyrades and Hobson. The Shrikes are ordered to eliminate the PCs. In the following set of ambushes and assassination attempts, the PCs learn the Shrikes are the ones responsible for the murders. They should be able to discover the Shrikes' base in the city, and gain documentary evidence of a link to an organization called the Obsidian Brotherhood.

EXPERIENCED ADVENTURE

At high noon, an unearthly bell rings out across Freeport, ear shattering in volume and bowel loosening in intensity. The source of the cacophony is unknown, but it is heard throughout the city. As the volume rises to unbearable levels, it suddenly stops and in its place is utter silence, the silence of the grave.

In the uproar, a group of heavily armed men bearing the insignia of the Obsidian Brotherhood march to the docks and stand waiting, looking out to sea. Two large ships quickly move into view and a briny breeze follows them into port. As the vessels dock, the ships' complement becomes clear. They are all drowned sailors returned to life. The sailors start to cause havoc on the docks and no weapons can touch them. (The infamous *Winds of Hell* under Captain Kothar the Accursed would make a memorable encounter here. Details on this vessel and its captain can be found in *Pirate's Guide to Freeport* page 208.)

Wrath of the Wages: Wizards Declare War on Shrike Assassins

~ *The Shipping News*

Then, the bell starts ringing again and the noonday sun starts to fade and panic really sets in. Do the characters try to repulse the undead invaders, intercept the warriors bearing the Brotherhood's device (who seem to be of no interest to the sailors), or try to find the location of the bell that seems to be driving this phenomenon?

Tracking the bell leads to a derelict building where Torvey the Flea has completed the Rite of the Riven Sun. Killing the wizard or shattering the bell stops the eclipse and the invasion. Characters learn that the brotherhood have otherworldly aid, magic at their command, and plans for the destruction or conquest of the city.

ADVANCED ADVENTURE

Warned of the power of the Brotherhood, the PCs track them down to their lair in the hills. This requires some strong-arm tactics in the city and may bring them up against either the Shrikes once more, Lord Vendon, or Captain Malachi (or some combination of the three!), depending on how they go about their investigations.

Chances are Xyrades learns of their interest, but even if he doesn't, they are in for a surprise. For this very night is the night that the final shard is to be joined to the Wanderer's body and he will be awakened from his eons-long slumber.

The PCs face any remnants of the Shrikes that have survived previous attacks, as well as a complex full of experienced wizards and clerics. If the cult's squad of soldiers survived the previous dock fight, they will prove to be a more direct threat. PCs need luck to reach the conjuration room and attack Xyrades; however, Gallus may help them if they do not instantly seek to destroy him due to his undead nature.

This is going to be a slog for most groups, and eventually one that fails. The ritual is completed and the Wanderer stirs. Things get very confused and strange occurrences happen, some good, some bad. It becomes apparent to the PCs that the Wanderer is very bad news, as all kinds of body parts emerge from his now sky-dark, star-spangled body to attack anyone close. Scaled hands grasp, fire boils, and tails slap from the void of his body.

To survive, the PCs must travel through the void of the Wanderer's body and confront the horrors on the other side!

ENDGAME ADVENTURE

Once the characters have jumped into the Wanderer's starry form, they experience a dislocation of time and become disoriented. They emerge into a strange world of color, noise, and sensation totally at odds with normal experience. A mind-bending trip, the PCs may become unhinged from the weird environment and the inexplicable creatures that inhabit this bizarre reality.

They are not alone however; strange amalgams of creatures found in Freeport roam here, constantly engaged in conflicts over territory, or the strange globes of violet light that scamper here and there. Should the PCs survive encounters with the strange beasts here, they become aware of a disturbance in the air of this bizarre place. An inverse vortex forms, at the center of which lies a colossal blazing being. It appears to be dreaming and twitches constantly, gigantic moans emerging from his mouth. This is the real body of the Wanderer. This is where he resides while his astral body roams the planes. Does one awaken a sleeper, or does one try to slay him? Both carry great risk, and a possible confrontation with a being alien to the characters experience. How will he react to either tack?

THE OLD CITY

- 1 - SEA LORD'S PALACE
- 2 - GUARDSMEN FACILITIES
- 3 - THE COURTS
- 4 - THE TOMBS
- 5 - THE MAROULS MOON
- 6 - THE BATHS
- 7 - ARGYLE MCGILL'S GURIO SHOP
- 8 - THE WIZARDS' GUILD
- 9 - THE HOUSE OF SERENITY
- 10 - THE KEELHAUL
- 11 - THE BLACK ROSE
- 12 - DEMLFISH
- 13 - THE WIZARD'S POUCH
- 14 - GREGOR'S BREWERY
- 15 - SUNKEN TREASURES
- 16 - TIRWIN'S FINE CLOTHING
- 17 - THE MATCHLOCK
- 18 - MICKEY'S PLEASURES
- 19 - THE GENTLEMAN'S GLOB

THE MERCHANT DISTRICT

- 1 - THE PLAZA OF GOLD
- 2 - THE MARINA
- 3 - THE MERCHANTS' GUILDHOUSE
- 4 - THE GILT GLOB
- 5 - THE LAST RESORT
- 6 - THE FREEPORT OPERA HOUSE
- 7 - MAURICE'S
- 8 - MAEOGAN MANOR
- 9 - THE JEWELERS' AND GEMCUTTERS' GUILD
- 10 - SALON DU MASQUE
- 11 - THE LAST PORT

THE TEMPLE DISTRICT

- 1 - FOOL'S MARKET
- 2 - TEMPLE OF THE GOD OF KNOWLEDGE
- 3 - TEMPLE OF THE GOD OF WAR
- 4 - TEMPLE OF THE GOD OF THE SEA
- 5 - GODSHOP
- 6 - TEMPLE OF THE GOD OF PIRATES
- 7 - TEMPLE OF DEATH
- 8 - SHRINE OF THE MAGIC GOD
- 9 - GOD OF ROADS
- 10 - GOD OF STRENGTH

WATCH PRECINCTS

P - PRECINCT HOUSE

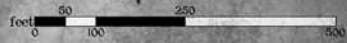


THE WAREHOUSE DISTRICT

- 1 - THE VAULT
- 2 - THE BLOCK AND TACKLE
- 3 - MUNICIPAL AUCTION HOUSE
- 4 - THE OFFICE OF PUBLIC RECORDS
- 5 - FRELAND SHIPYARD
- 6 - FREEPORT PILOTS' GUILD
- 7 - CROCKER'S BRICK AND MORTAR
- 8 - FREEPORT ORPHANAGE

THE DOCKS

- | | |
|------------------------------|----------------------|
| 1 - THE LONGSHOREMEN'S UNION | 12 - THE LOST LASS |
| 2 - THE SEASIDE MARKET | 13 - CRACKED POT |
| 3 - THE BLACK GULL | 14 - KERGEN'S KRADLE |
| 4 - THE RUSTY HOOK | 15 - THE DOXIES LAP |
| 5 - SOCIETY OF LOBSTERMEN | 16 - THE BILGE RAT |
| 6 - THE SHIPPING NEWS | 17 - URIAN'S FORGE |
| 7 - THE ONE RING | 18 - THE HIDDEN HIDE |
| 8 - THE BROKEN MUG | 19 - ROSE ALLEY |
| 9 - THE DIVING FIN | 20 - BLISS |
| 10 - THE STAR OF THE SEA | 21 - EPPLES |
| 11 - THE DENTED HELM | 22 - THE HONEY POT |



TO CABBAGE CRACK

THE EASTERN DISTRICT

- 1 - CHAMBERS ASYLUM
- 2 - FIELD OF HONOR
- 3 - THE GOLDEN PILLAR SOCIETY
- 4 - THE HALFLING BENEVOLENT SOCIETY
- 5 - HELLHOUND SOCIAL CLUB
- 6 - KAFE ILKIN
- 7 - STREBECK'S BEER HALL
- 8 - THE GOARG COMPANY
- 9 - PETE'S
- 10 - SEACAT'S FOLLY
- 11 - THE SEA LADY'S LUCK
- 12 - GENTLEMAN JOHN'S
- 13 - ASSAD'S SMOKE SHOP
- 14 - ALCHEMICAL ODDITIES
- 15 - EDGAR'S APPAREL
- 16 - THE STORE
- 17 - GORBEN'S SWORDS
- 18 - THE TURTLE'S SHELL
- 19 - HERBERT'S PATON
- 20 - THE DEVI'L'S LUCK
- 21 - ALICE'S HOUSE
- 22 - THE OLD STAGE

DRAC'S END

- 1 - TENT TOON
- 2 - THE PLOON'S SHOP
- 3 - THE FREEPORT INSTITUTE
- 4 - THE GLUSTER
- 5 - THE INDECIPHERABLE SCROLL
- 6 - TRANQUIL SHARK
- PROTECTION AGENCY
- 7 - FANG AND GLAW
- 8 - BELLE'S DWELL
- 9 - THE GROG POT
- 10 - THE MERMAID
- 11 - THE SCHOLAR'S QUILL
- 12 - THE SWORD AND ANCHOR
- 13 - FINNEGAN'S BOOKS
- 14 - TRACHEROUS PLOTS
- 15 - DEAD POETS
- 16 - MELTED POT
- 17 - THE LUCKY LADY

BLOODSALT

- 1 - THE RECLAMATION PROJECT COMPOUND
- 2 - REDBLADE BARRACKS
- 3 - KROM'S THROAT
- 4 - IRONTOTH ENCLAVE
- 5 - GITCH'S TOGER



SCURVYTOWN

- 1 - DREADING STREET
- 2 - THE DEAD PELICAN
- 3 - OTTO'S BLADES & BALDRICKS
- 4 - THE FREEPORT FISHERY & MARKET
- 5 - THE MOUTH OF HELL
- 6 - THE GHUMHOUSE
- 7 - THE OLD WHORE
- 8 - FISH STEW
- 9 - DREAD'S PLACE
- 10 - HEAVE HO
- 11 - RAZOR'S EDGE
- 12 - KILL SHOP
- 13 - PLUNDER
- 14 - JEFFERS GOODS
- 15 - THE GRUNT
- 16 - HORUS'S LEAP
- 17 - THE JUNK STORE
- 18 - BLOOD DEN

FREEPORT

THE CITY OF ADVENTURE

THE SERPENT'S TEETH



DALLOS OCEAN

GORAL REEF

A'DAL

GORAL REEF

LEEWARD

WINDWARD

GORAL REEF

T'WIK

GORAL REEF

TO THE CONTINENT

ISLAND KEY

- 1 - FREEPORT
- 2 - BLACK DOG'S CAPES
- 3 - GABBAGE GRACK
- 4 - THE CREMATORIUM
- 5 - THE HULKS
- 6 - MOUNT A'DAL
- 7 - LIBERTYVILLE
- 8 - FELIX'S RUIN
- 9 - MILTON'S FOLLY

3 - GABBAGE GRACK



7 - LIBERTYVILLE



SETTLEMENT KEY

GABBAGE GRACK

- 1 - FORD
- 2 - WAREHOUSE
- 3 - GENERAL STORE
- 4 - INN

LIBERTYVILLE

- 5 - WALLACES'
- 6 - INN
- 7 - GENERAL STORE
- 8 - GUARD TOWER
- 9 - T'GIRL'S SHIPYARD
- 10 - LIBERTYVILLE HARBOUR
- 11 - FLEAGLE'S WEAPON SHOP
- 12 - FRANCISCO'S

INDEX

A

Abaddon the Destroyer	75–77
<i>Dogma</i>	76
<i>Rites and Rituals</i>	76
Allies	
<i>Brotherhood of the Yellow Sign</i>	13
<i>Charnel Children</i>	96
<i>Esoteric order of Starry Wisdom</i>	65
<i>Lost Souls of Yarash</i>	51
<i>Obsidian Brotherhood</i>	128
<i>Priesthood of Yig</i>	33
<i>Scions of the Destroyer</i>	80
<i>Society of the Velvet Whip</i>	112
Andwad Foustaff	16

B

Billy Eggbert	101
Brotherhood of the Yellow Sign	5–26
Brother Remigio	116

C

Captain Silas Gantry	53
Charnel Children	91–105
Charnel God	91–92
<i>Dogma</i>	92
<i>Rites and Rituals</i>	92
Cleaves Home	102–104
Crawling Chaos	60–61
<i>Dogma</i>	61
<i>Rites and Rituals</i>	61
Crimson Weal	118–120

D

Dragon, the	54
-------------------	----

E

Edwina Lilybridge	71
Enemies	
<i>Brotherhood of the Yellow Sign</i>	13
<i>Charnel Children</i>	97
<i>Esoteric order of Starry Wisdom</i>	66
<i>Lost Souls of Yarash</i>	51
<i>Obsidian Brotherhood</i>	128
<i>Priesthood of Yig</i>	34
<i>Scions of the Destroyer</i>	80
<i>Society of the Velvet Whip</i>	112
Enochia Bowstring	68
Esoteric Order of Starry Wisdom	60–74
Euglenus Cleaves	97

F

Father Cadiccen	81
Felder Michaelmas	55

G

Gallus Vickers	130
Goals and Motives	
<i>Brotherhood of the Yellow Sign</i>	12
<i>Charnel Children</i>	95
<i>Esoteric order of Starry Wisdom</i>	64
<i>Lost Souls of Yarash</i>	49
<i>Obsidian Brotherhood</i>	126
<i>Priesthood of Yig</i>	32
<i>Scions of the Destroyer</i>	79
<i>Society of the Velvet Whip</i>	110
Gross	101
Gulimar Do'ana	115
Gummer Ghurtz	52

H

Hannibal	82
History	
<i>Brotherhood of the Yellow Sign</i>	7–10
<i>Charnel Children</i>	93–94
<i>Esoteric order of Starry Wisdom</i>	62
<i>Lost Souls of Yarash</i>	47–48
<i>Obsidian Brotherhood</i>	125
<i>Priesthood of Yig</i>	28–30
<i>Scions of the Destroyer</i>	77
<i>Society of the Velvet Whip</i>	108–109
Hobson	132
Horrible	100

J

J'ness	39
Joseph "Blackjack" Simonen	133

K

Kenneth Regrant	68
K'San	36
K'Stallo	34
K't'Kah	38, 39

L

Lady Elise Grossette	117
Lamarak Blacktusk	83
Leanna St-Martin	113
Lexington Fillory	51
Lost Souls of Yarash	45–59

- Lowyatar..... 106–107
Dogma..... 106
Rites & Rituals..... 107
Lucinda Penmark 100
- M**
- Matches 85
Membership
Brotherhood of the Yellow Sign..... 11
Charnel Children 94
Esoteric order of Starry Wisdom..... 63
Lost Souls of Yarash 49
Obsidian Brotherhood..... 126
Priesthood of Yig..... 30
Scions of the Destroyer 77
Society of the Velvet Whip 109
Mendor Maeorgan 13
- N**
- Nyssal 37
- O**
- Obsidian Brotherhood..... 123–137
Organization
Brotherhood of the Yellow Sign..... 11–14
Charnel Children 94–97
Esoteric order of Starry Wisdom..... 63–66
Lost Souls of Yarash 49–51
Obsidian Brotherhood..... 126–129
Priesthood of Yig..... 30–34
Scions of the Destroyer 77–81
Society of the Velvet Whip 109–113
Orrin Feeney 70
- P**
- Priesthood of Yig..... 27–44
- R**
- Reapers' Hall..... 86–89
Recruitment
Brotherhood of the Yellow Sign..... 12
Charnel Children 96
Esoteric order of Starry Wisdom..... 64
Lost Souls of Yarash 50
Obsidian Brotherhood..... 127
Priesthood of Yig..... 33
Scions of the Destroyer 79
Society of the Velvet Whip 111
Regina Meyer 14
- S**
- Saffron House 19–22
Scions of the Destroyer..... 75–90
Semphi Tiersten 17
Silver Shrike, the 132
Simon Midwich..... 100
Slim 99
Sly 100
Society of the Velvet Whip..... 106–122
Structure
Brotherhood of the Yellow Sign..... 11
Charnel Children 95
Esoteric order of Starry Wisdom..... 63
Lost Souls of Yarash 49
Obsidian Brotherhood..... 126
Priesthood of Yig..... 31
Scions of the Destroyer 78
Society of the Velvet Whip 110
Symbols and Signs
Brotherhood of the Yellow Sign..... 11
Charnel Children 94
Esoteric order of Starry Wisdom..... 63
Lost Souls of Yarash 49
Obsidian Brotherhood..... 126
Priesthood of Yig..... 31
Scions of the Destroyer 78
Society of the Velvet Whip 109
- T**
- Tarmon 66
Temple of Yarash 56–57
Temple of Yig..... 40
Thorgrim 66
T'lother 34
Torvey the Flea..... 131
- U**
- Unspeakable One 5
Dogma..... 6
Rites and Rituals..... 6
Upjohn Drowne 66
U'Rahn 18
- W**
- Wanderer's Rest 133–135
Wanderer, the 123–125
Dogma..... 124
Rites and Rituals..... 124
William the Pleaser 99
Wizards' Guildhouse 71–73
- X**
- Xyrades 129
- Y**
- Yarash 45
Dogma..... 46
Rites and Rituals..... 46
Yig 27
Dogma..... 27
Rites and Rituals..... 28

GULTS OF FREEPORT 3RD ERA WEB ENHANCEMENT

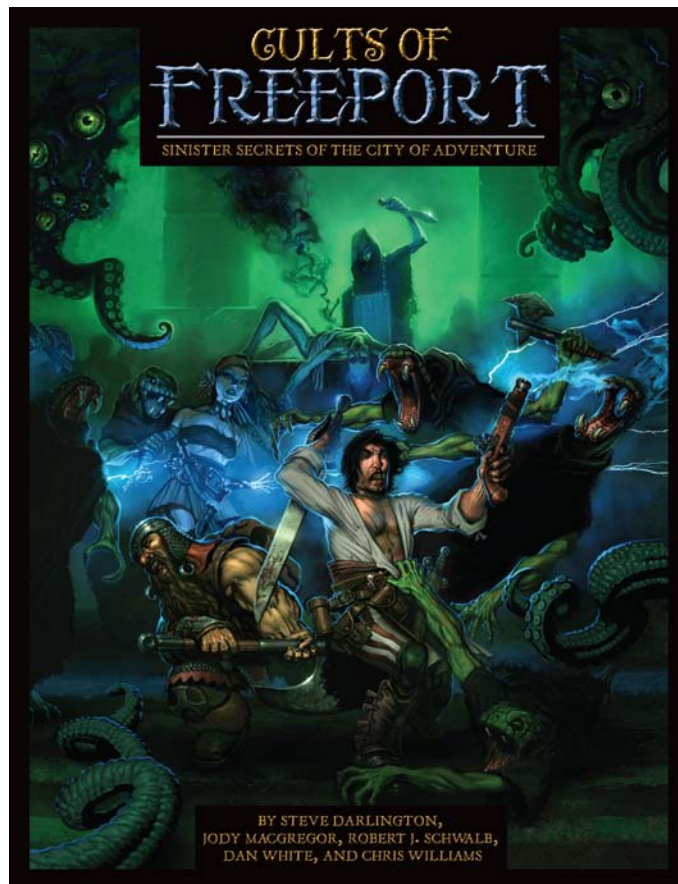
DESIGN: ROBERT J. SCHWALB AND TIM EMRICK

EDITING: TIM EMRICK AND ERICA BALSLEY

Special Thanks: Erika Emrick, for her patience and a few evil suggestions

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In late 2007, Green Ronin released *Cults of Freeport*, a system-less sourcebook that explores some of the most nefarious organizations lurking in City of Adventure. Covering eight cults, ranging from the familiar to the inexplicable, *Cults of Freeport* offers a glimpse into the madness that grips some of Freeport's worst citizens. While you can create your own game stats for the characters presented in these books using the information provided, this enhancement aims to give you a hand by doing all the heavy lifting for you. Here you'll find complete 3rd Era stats for the characters in *Cults of Freeport*.



Note: This PDF has been laid out so that no character wraps at the column or page, so you can easily print the complete stat blocks you need for a given game session.

CHAPTER I: THE BROTHERHOOD OF THE YELLOW SIGN

The Brotherhood of the Yellow Sign is an ancient and treacherous cult that has long worked its malevolence from behind the scenes, acting as a subversive agency designed to disrupt the societies they infiltrate. All of their work goes to divert attention from their true purpose, which is to unleash their dark god into the mortal world once again. Milton Drac's fall and the exposure of the cult's wicked plans proved to be an almost fatal setback for this vile group, but one should never underestimate the insidious nature of the King in Yellow. Despite all that's arrayed against them, this cult continues its dark deeds in this pirate haven to this very day.

REGINA MEYER

There are numerous cells devoted to the Unspeakable One, but Regina Meyer commands the largest and best organized. Self-proclaimed high priestess of the Brotherhood, Regina commands a sizeable following of cultists, recruited from the decadent nobles and brilliant students lured away from the Freeport Institute. Possessed of an intoxicating personality many find infectious, she's a dangerous force in the city and if not stopped, she could well find more success than Milton Drac ever dreamed possible.

REGINA MEYER	GR 8
Female human expert 1/cultist 2/cleric 6 CE Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Common, Valossan	
AC 18, touch 12, flat-footed 17 (+1 Dex, +5 armor, +1 deflection, +1 natural) hp 40 (9 HD) IP 4 Fort +6, Ref +4, Will +11	
Spd 30 ft. (6 squares) Melee +1 <i>punching dagger</i> +5 (1d4/x3) Base Atk +5; Grp +4 Atk Options fanatic, smite 1/day (+4 attack, +6 damage) Special Actions Fortified Mind, rebuke undead 6/day (+5, 2d6+9, 6th) Cleric Spells Prepared (CL 6th): 3rd— <i>cure serious wounds, dispel magic, rage</i> (CL 7th) ^P , <i>summon monster III</i> 2nd— <i>bewilder</i> [†] (CL 7th, DC 16) ^P , <i>darkness, enthrall</i> (CL 7th, DC 16), <i>hold person</i> (DC 16), <i>sound burst</i> (DC 16) 1st— <i>bane</i> (CL 7th, DC 15), <i>cure light wounds, doom</i> (CL 7th, DC 15), <i>summon monster I, unbinge</i> [†] (CL 7th, DC 15) ^P 0— <i>cure minor wounds, detect magic, light, read magic, resistance</i> D: Domain spell. Deity: The Unspeakable One. Domains: Destruction, Unspeakable † 3rd Era Freeport Companion	
Abilities Str 8, Dex 12, Con 10, Int 13, Wis 11/19, Cha 16 SQ strong aura of chaos and evil Feats Augment Summoning, Fortified Mind [†] , Investigator ^B , Persuasive, Skill Focus (Bluff) ^B , Spell Focus (conjunction) † 3rd Era Freeport Companion Skills Appraise +5, Bluff +10, Concentration +4, Decipher Script +5, Diplomacy +7, Forgery +3, Gather Information +9, Hide +3, Intimidate +5, Knowledge (arcana) +9, Knowledge (history) +5, Knowledge (local) +5, Knowledge (religion) +11, Listen +2, Move Silently +3, Search +7, Sense Motive +2, Spellcraft +5, Spot +2 Possessions combat gear plus +1 <i>mithral shirt</i> , +1 <i>punching dagger</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, holy symbol of the Unspeakable One, cult vestments, disguise kit	

ANDWAD FOUSTAFF, DEACON

Regina's right-hand man, Andwad is a rake and scoundrel. A despicable man, he brings to the Brotherhood vast wealth and an incredible network of contacts.

ANDWAD FOUSTAFF	GR 6
Male human cleric 1/bard 1/cultist 5 CE Medium humanoid Init +2; Senses Listen +5, Spot +0 Languages Common, Orc, Valossan	
AC 15, touch 12, flat-footed 13; Dodge, Mobility (+2 Dex, +3 armor) hp 36 (7 HD) IP 2 Fort +4, Ref +5, Will +8	
Spd 30 ft. (6 squares) Melee +1 <i>rapier</i> +6 (1d6+1/18–20) Base Atk +3; Grp +3 Atk Options Combat Expertise, death touch 1/day (melee touch +5, 1d6), fanatic, sneak attack +1d6 Special Actions bardic music 1/day (countersong, fascinate 1 target, inspire courage +1), rebuke undead 5/day (+2, 2d6+3, 1st) Combat Gear dose of insanity mist, <i>potion of cure moderate wounds</i> Bard Spells Known (CL 1st): 0 (2/day)— <i>daze</i> (DC 12), <i>ghost sound</i> (DC 12), <i>lullaby</i> (DC 12), <i>mage hand</i> Cleric Spells Prepared (CL 1st): 1st— <i>cause fear</i> (DC 13) ^P , <i>cure light wounds, entropic shield</i> 0— <i>detect magic, guidance, read magic</i> D: Domain spell. Deity: The Unspeakable One. Domains: Chaos, Death Cultist Spells Prepared (CL 2nd): 1st— <i>disguise self, doom</i> (DC 13), <i>unbinge</i> [†] (DC 13)D † 3rd Era Freeport Companion	
Abilities Str 10, Dex 14, Con 12, Int 14, Wis 10/14, Cha 15 SQ bardic knowledge +3, strong aura of chaos and evil Feats Combat Expertise, Dodge ^B , Mobility, Skill Focus (Bluff) ^B , Weapon Finesse Skills Bluff +12, Concentration +5, Craft (poison) +6, Diplomacy +11, Disguise +2 (+4 acting), Escape Artist +8, Gather Information +11, Hide +7, Intimidate +4, Knowledge (religion) +6, Listen +5, Move Silently +7, Search +7, Sense Motive +5, Sleight of Hand +3, Spellcraft +6, Survival +0 (+2 follow tracks), Use Rope +2 (+4 bindings) Possessions combat gear plus masterwork studded leather armor, +1 <i>rapier</i> , <i>cloak of elvenkind</i> , fine clothing, estate house, cult vestments, icon of the Yellow Sign, spell component pouch	

SEMPHI TIERSON

Bloated with corruption, Semphi Tierson suffers the touch of her dread master, her body swollen with fluids and her mind consumed by an insatiable hunger for carnal pleasures. Periodically, she receives flashes of inspiration, moments when the will of the Yellow King is made known to her.

SEMPHI TIERSON	GR 7
Female degenerate human sorcerer 6/cultist 1 CE Large humanoid Init +3; Senses Listen -1, Spot +0 Aura stench (30 ft., DC 17) Languages Common	
AC 20, touch 12, flat-footed 17 (-1 size, +3 Dex, +8 natural) hp 60 (7 HD) IP 6 Fort +6, Ref +5, Will +9	
Spd 5 ft. (1 square) Melee 2 claws +3 (1d6) and bite -2 (1d8 plus poison) Space 10 ft.; Reach 5 ft. Base Atk +3; Grp +7 Atk Options fanatic Special Actions <i>contact other plane</i> Sorcerer Spells Known (CL 6th): 3rd (3/day)— <i>lightning bolt</i> (DC 16) 2nd (5/day)— <i>detect thoughts</i> (DC 14), <i>scorching ray</i> (ranged touch +5) 1st (6/day)— <i>burning hands</i> (DC 14), <i>force armor</i> [†] , <i>magic missile</i> , <i>unhinge</i> [‡] (DC 13) 0 (6/day)— <i>dancing lights</i> , <i>detect magic</i> , <i>flare</i> (DC 13), <i>mage hand</i> , <i>read magic</i> , <i>resistance</i> , <i>touch of fatigue</i> (melee touch +2, DC 13) [†] 3rd Era Freeport Companion	
Abilities Str 10, Dex 16, Con 18, Int 8, Wis 8/20, Cha 15 SQ familiar (none), faint aura of chaos and evil Feats Combat Casting ^B , Hardy Stock [†] , Skill Focus (Bluff) ^B , Spell Focus (evocation), Toughness [†] 3rd Era Freeport Companion Skills Bluff +14, Concentration +4 (+8 casting on defensive), Intimidate +3, Knowledge (arcana) +8, Knowledge (forbidden) [†] +5, Knowledge (religion) +0, Sense Motive +0, Spot +0 [†] 3rd Era Freeport Companion Possessions filthy tarp, spell component pouch Stench (Ex) At the start of each of Semphi's turns, all living creatures within 30 feet must succeed on a DC 17 Fortitude save or become nauseated for as long as they remain in the area. Those creatures who fail by 5 or more become enamored instead for 1d4 hours. Enamored creatures shift their attitude to helpful toward her and are overcome with amorous feelings. A creature that succeeds or fails cannot again be affected by Semphi's stench for 24 hours. The save DC is Constitution-based. Poison (Ex) Injury—bite, Fort DC 17, initial and secondary damage 1d6 Wisdom. Contact other Plane (Sp) As the <i>contact other plane</i> spell, 1/day, caster level 13th. This ability functions as the spell, but only contacts a greater deity on an outer plane. Thrall to the Unspeakable One (Su) Once per day, a degenerate creature can invoke the power of its god as an immediate action to gain a 1d6 bonus on a single saving throw, attack roll, or weapon damage roll.	

U'RAHN

A cruel and nihilistic serpent person, U'Rahn has severed his ties with Yig and his servants to advance the agenda of the Unspeakable One. Tasked with recruiting other serpent people to the Brotherhood, U'Rahn prowls the Underside in search of degenerates and cast-offs, bringing them into the fold.

U'RAHN	GR 5
Male serpent person bard 4 CE Medium monstrous humanoid (reptilian, shapechanger) Init +5; Senses darkvision 60 ft.; Listen +8, Spot +1 Languages Common, Draconic, Undercommon, Valossan	
AC 13, touch 11, flat-footed 12 (+1 Dex, +2 natural) hp 12 (4 HD) Fort +1, Ref +6, Will +6	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk rapier +4 (1d6/18-20) Ranged mwk light crossbow +5 (1d8/19-20) Base Atk +3; Grp +3 Atk Options Combat Expertise Special Actions bardic music 4/day (countersong, fascinate 1 target, inspire competence, inspire courage +1), change shape Combat Gear <i>potion of barkskin</i> +2, <i>potion of mage armor</i> Bard Spells Known (CL 4th): 2nd (1/day)— <i>cat's grace</i> , <i>hold person</i> (DC 17) 1st (3/day)— <i>cause fear</i> (DC 15), <i>lesser confusion</i> (DC 16), <i>sleep</i> (DC 16) 0 (3/day)— <i>daze</i> (DC 15), <i>detect magic</i> , <i>lullaby</i> (DC 15), <i>mage hand</i> , <i>message</i> , <i>read magic</i>	
Abilities Str 11, Dex 12, Con 9, Int 14, Wis 13, Cha 18 SQ bardic knowledge +6 Feats Combat Expertise, Improved Initiative ^B , Persuasive Skills Bluff +11, Concentration +3, Diplomacy +13, Disguise +11 (+13 acting, +21 with change shape), Escape Artist +5, Gather Information +13, Hide +5, Intimidate +6, Knowledge (local) +9, Listen +8, Move Silently +8, Sleight of Hand +9, Swim +8 Possessions combat gear plus masterwork rapier, masterwork light crossbow with 10 bolts, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1	
Change Shape (Su) U'Rahn can assume the form of any Small or Medium humanoid at will.	

CHAPTER II: THE PRIESTHOOD OF YIG

Older than the oldest civilization, the Priesthood of Yig has endured since the first serpent people hatched from their leathery eggs. In antiquity, their power and influence were unmatched. When cultists of the Unspeakable One conjured forth their foul god, however, their vast empire sank and imprisoned the Serpent God beneath the wreckage of their civilization. For generations, the priests have striven to awaken Yig and restore their power, but isolation and time have proved constant adversaries, confusing their dogma and leading many astray to serve other and often darker gods. Still, the effort continues and in recent years, the Priesthood has made great strides in restoring their faith when the ancient temple of Yig was uncovered beneath Freeport. Now, serpent people come to the City of Adventure to learn the lost mysteries of their elder god and restore their power and influence to the world.

The hierophant of Yig is K'Stallo, who is fully detailed in the *3rd Era Freeport Companion*. This enhancement describes those supporting characters that make up the cult's leadership.

K'T'KAH, THE FIRST REBORN

Believed to be prophecy in the flesh, the priesthood of Yig hold up this young serpent person as the fulfillment of all their work, the promise of their empire restored.

K'T'KAH	GR 15
Male serpent person ex-monk 7/fighter 7 LE Medium monstrous humanoid (reptilian, shapechanger) Init +8; Senses darkvision 60 ft.; Listen +3, Spot +3 Languages Common, Valossan	
AC 26, touch 20, flat-footed 22; Dodge, Mobility (+4 Dex, +4 class, +2 armor, +2 shield, +2 deflection, +2 natural) hp 115 (14 HD) Immune natural disease Resist evasion, slow fall 30 ft. Fort +14, Ref +12, Will +11; +2 against enchantment effects	
Spd 50 ft. (10 squares), swim 20 ft.; Spring Attack Melee +1 <i>longsword</i> +17/+12/+9 (1d8+6/19–20) or Melee unarmed strike +15/+10/+5 (1d8+3) or Melee unarmed strike +14/+14/+9/+4 (1d8+3) with flurry of blows Base Atk +12; Grp +19 Atk Options Burst of Activity, Cleave, Combat Reflexes, Improved Trip, Power Attack, <i>ki</i> strike (magic) Special Actions change shape, wholeness of body (14 points/day) Combat Gear <i>potions of blur</i> , <i>potions of cure serious wounds</i>	
Abilities Str 17, Dex 18, Con 16, Int 10, Wis 16, Cha 12 Feats Burst of Activity [†] , Cleave ^B , Combat Reflexes ^B , Dodge, Improved Critical (longsword) ^B , Improved Grapple ^B , Improved Initiative ^B , Improved Trip ^B , Improved Unarmed Strike ^B , Mobility, Power Attack ^B , Spring Attack, Weapon Focus (longsword), Weapon Specialization (longsword) ^B [†] <i>3rd Era Freeport Companion</i> Skills Balance +11, Disguise +1 (+11 with change shape), Escape Artist +13, Hide +18, Intimidate +8, Jump +12, Listen +3, Move Silently +14, Spot +3, Swim +11, Tumble +16, Use Rope +4 (+6 bindings) Possessions combat gear plus +1 <i>longsword</i> , <i>ring of force shield</i> , <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +2, <i>cloak of resistance</i> +1, <i>gloves of Dexterity</i> +4, <i>headband of Wisdom</i> +4	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

J'NESS

J'ness represents one of the many serpent people that serve the priesthood. As a female, she's barred from entering the clergy, so she aids the cult in other ways, infiltrating the city and wearing the skin of a simple woodcrafter. She uses her cover to serve as a spy and occasional assassin. Deeply loyal, she ever works to prove her worth to her masters.

J'NESS	GR 2
Female serpent person rogue 1 AL Medium monstrous humanoid (reptilian, shapechanger) Init +6; Senses darkvision 60 ft.; Listen +4, Spot +4 Languages Common, Valossan	
AC 16, touch 12, flat-footed 14 (+2 Dex, +3 armor, +1 natural) hp 1 (6 HD) Fort +0, Ref +4, Will +2	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk short sword +0 (1d6–1/19–20) Ranged mwk light crossbow +3 (1d8/19–20) Base Atk +0; Grp –1 Atk Options sneak attack +1d6 Special Actions change shape Combat Gear dose of greenblood oil (Fort DC 13, initial 1 Con/secondary 1d2 Con)	
Abilities Str 8, Dex 14, Con 11, Int 17, Wis 10, Cha 14 SQ trapfinding Feats Improved Initiative ^B , Iron Will Skills Bluff +6, Craft (woodcarving) +7, Diplomacy +6, Disguise +6 (+16 with change shape), Escape Artist +6, Gather Information +6, Hide +9, Knowledge (local) +7, Listen +4, Move Silently +4, Search +7, Sense Motive +4, Spot +4, Swim +7 Possessions combat gear plus masterwork studded leather armor, masterwork short sword, masterwork light crossbow with 10 bolts, woodcarving shop and tools	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

T'LOTHER, HIGH PRIEST

K'Stallo's greatest rival and a powerful force for change within the priesthood, T'Lother jockeys to advance his own agenda within the cult, which is to see the degenerates utterly destroyed and Freeport conquered, its people enslaved to transform the city into a new bastion of serpent people power, the heart of the old empire reborn. Deeply religious and filled with the certainty of a fanatic, his tolerance for K'Stallo's peaceful ways thins and many within the cult wonder how long before T'Lother seizes control completely.

T'LOTHER	GR 16
Male serpent person cleric 15 NE Medium monstrous humanoid (reptilian, shapechanger) Init +3; Senses darkvision 60 ft.; Listen +6, Spot +6 Languages Common, Draconic, Undercommon, Valossan	
AC 24, touch 11, flat-footed 24 (-1 Dex, +7 armor, +5 shield, +2 deflection, +1 natural) hp 101 (15 HD) Fort +11, Ref +6, Will +15	
Spd 30 ft. (6 squares), swim 20 ft. Melee <i>rod of the python</i> +15/+10/+5 (1d6+5) or Melee mwk scimitar +16/+11/+6 (1d6+3/18-20) Base Atk +11; Grp +14 Special Actions Brilliant Tactician, change shape, feat of strength 1/day (+15 Strength), rebuke undead 7/day (+6, 2d6+19, 15th) Combat Gear <i>elixir of sneaking</i> , 2 <i>potions of cure moderate wounds</i> , <i>wand of dispel magic</i> (20 charges), <i>water elemental gem</i> Cleric Spells Prepared (CL 15th; overcome SR 1d20+17): 8th— <i>power word stun</i> ^D , <i>summon monster VIII</i> 7th— <i>control weather</i> , <i>ethereal jaunt</i> , <i>power word blind</i> ^D 6th— <i>greater dispel magic</i> , <i>harm</i> (melee touch +14, DC 22), <i>heal</i> , <i>stoneskin</i> ^D , <i>word of recall</i> 5th— <i>commune</i> , <i>greater command</i> (DC 21), <i>flame strike</i> (DC 21) ^D , <i>spell resistance</i> , <i>summon monster V</i> , <i>wall of stone</i> 4th— <i>air walk</i> , <i>cure critical wounds</i> , <i>freedom of movement</i> , <i>sending</i> , <i>spell immunity</i> ^P , <i>summon monster IV</i> 3rd— <i>blindness/deafness</i> (DC 19), <i>cure serious wounds</i> , <i>dispel magic</i> (×2), <i>invisibility purge</i> , <i>magic vestment</i> ^D , <i>summon monster III</i> 2nd— <i>align weapon</i> , <i>bull's strength</i> ^D , <i>cure moderate wounds</i> , <i>death knell</i> (DC 18), <i>hold person</i> (DC 18), <i>resist energy</i> , <i>summon monster II</i> 1st— <i>bane</i> (DC 17), <i>bless</i> , <i>command</i> (DC 17), <i>divine favor</i> , <i>doom</i> (DC 17), <i>magic weapon</i> ^D , <i>obscuring mist</i> 0— <i>create water</i> , <i>cure minor wounds</i> , <i>detect poison</i> , <i>guidance</i> , <i>mending</i> , <i>resistance</i> D: Domain spell. Deity: Yig (Sskethvai Sect). Domains: Strength, War	
Abilities Str 16, Dex 8, Con 14, Int 15, Wis 22, Cha 18 SQ overwhelming aura of evil Feats Augment Summoning, Brilliant Tactician [†] , Domain Specialization (War) [†] , Improved Initiative ^B , Lightning Reflexes, Martial Weapon Proficiency (scimitar) ^B , Spell Focus (conjuration), Spell Penetration, Weapon Focus (scimitar) ^B [†] 3rd Era Freeport Companion Skills Concentration +12, Diplomacy +12, Disguise +4 (+14 with change shape), Escape Artist -1, Hide -1, Knowledge (history) +20, Knowledge (religion) +20, Listen +6, Spellcraft +20, Spot +6, Swim +3 Possessions combat gear plus +3 <i>scale mail armor</i> , +3 <i>heavy steel shield</i> , <i>rod of the python</i> , <i>ring of protection</i> +2, <i>cloak of Charisma</i> +2, <i>periapt of Wisdom</i> +4, silver holy symbol of Yig, pouch of diamond dust (250 gp for <i>stoneskin</i>) Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

K'SAN, SENESCHAL OF THE TEMPLE

T'Lother's malformed assistant, K'San is a loyal servant, but harbors his own agenda. Seeking the annihilation of Freeport and all who live there, he whispers to his master, pushing him whenever he falters.

K'SAN	GR 8
Male serpent person cultist 8 NE Medium monstrous humanoid (reptilian, shapechanger) Init +3; Senses darkvision 60 ft.; Listen +2, Spot +2 Languages Common, Draconic, Valossan	
AC 17, touch 10, flat-footed 17 (-1 Dex, +5 armor, +1 deflection, +2 natural) hp 38 (8 HD) IP 2 Fort +4, Ref +2, Will +9	
Spd 30 ft. (6 squares), swim 20 ft. Melee +1 <i>dagger</i> +9/+4 (1d4+2/19-20) Base Atk +6; Grp +7 Atk Options fanatic, sneak attack +2d6 Special Actions change shape Combat Gear <i>potion of invisibility</i> , <i>potion of shield of faith</i> +3, <i>scroll of cure moderate wounds</i> Cultist Spells Prepared (CL 4th): 3rd— <i>cure serious wounds</i> , <i>magic circle against good</i> ^D 2nd— <i>desecrate</i> (CL 5th) ^D , <i>divine favor</i> , <i>suggestion</i> (DC 16) 1st— <i>bane</i> (DC 15), <i>cause fear</i> (DC 15), <i>protection from good</i> (CL 5th) ^D , <i>shield of faith</i> D: Domain spell. Deity: Yig (Sskethvai Sect). Domain: Evil	
Abilities Str 12, Dex 8, Con 12, Int 12, Wis 14/18, Cha 16 SQ strong aura of evil Feats Improved Initiative ^B , Persuasive, Skill Focus (Bluff) ^B , Stealthy, Weapon Focus (dagger) Skills Bluff +19, Diplomacy +7, Disguise +4 (+6 acting, +14 with change shape), Escape Artist +14, Hide +10, Intimidate +7, Knowledge (religion) +12, Listen +2, Move Silently +6, Sense Motive +13, Spot +2, Swim +9, Use Rope -1 (+1 bindings) Possessions combat gear plus +1 <i>chain shirt</i> , +1 <i>dagger</i> , <i>ring of protection</i> +1, <i>amulet of natural armor</i> +1, <i>cloak of resistance</i> +1, holy symbol of Yig Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

NYSSAL, KEEPER OF THE ARCHIVES

Masquerading as a professor at the Freeport Institute, Nyssal monitors the city and reports to T'Loth feeding him information about the happenings in the human community. His position in the Institute also grants him access to the collected knowledge of Valossa and the world. A notorious liar, not even his fellows put much stake in what he says.

NYSSAL	CR 8
Male serpent person bard 7 NE Medium monstrous humanoid (reptilian, shapechanger) Init +6; Senses darkvision 60 ft.; Listen +11, Spot +1 Languages Common, Draconic, Elven, Valossan	
AC 18, touch 12, flat-footed 16 (+2 Dex, +4 armor, +2 natural) hp 30 (8 HD) Fort +2, Ref +7, Will +6	
Spd 30 ft. (6 squares), swim 20 ft. Melee mwk rapier +8 (1d6–1/18–20) Base Atk +5; Grp +4 Atk Options Combat Reflexes Special Actions bardic music 7/day (countersong, fascinate 2 targets, suggestion DC 18, inspire competence, inspire courage +1), change shape Bard Spells Known (CL 7th): 3rd (1/day)— <i>fear</i> (DC 18), <i>glibness</i> 2nd (3/day)— <i>animal messenger</i> , <i>blur</i> , <i>daze monster</i> (DC 17), <i>invisibility</i> 1st (5/day)— <i>charm person</i> (DC 16), <i>cure light wounds</i> , <i>expeditious retreat</i> , <i>lesser confusion</i> (DC 16) 0 (3/day)— <i>daze</i> (DC 15), <i>detect magic</i> , <i>message</i> , <i>open/close</i> , <i>read magic</i> , <i>resistance</i>	
Abilities Str 8, Dex 14, Con 11, Int 14, Wis 12, Cha 21 SQ bardic knowledge +11 Feats Combat Reflexes, Improved Initiative ^B , Negotiator, Weapon Finesse Skills Bluff +15, Concentration +5, Diplomacy +14, Disguise +15 (+17 acting, +25 with change shape), Escape Artist +6, Gather Information +15, Hide +6, Knowledge (history) +12, Listen +11, Perform (oratory) +15, Sense Motive +12, Spellcraft +12, Spot +1, Swim +7 Possessions mithral shirt, +1 rapier, amulet of natural armor +1, cloak of Charisma +2	
Change Shape (Su) A serpent person can assume the form of any Small or Medium humanoid.	

CHAPTER III: THE LOST SOULS OF YARASH

The Lost Souls of Yarash are the curse of the seas. They live only for slaughter, to amass ever higher the pile of corpses they have made, to harvest ever more souls with their blood-soaked blades. They know no mercy and give no quarter. They know no joy but the joy of killing, no sweetness like the agonized screams of their prey and have mastered no skill so much as combat, no art so well as torture. They follow no code, recognize no power, and fear no god—except their own.

Yarash's clerics and cultists may select their domains from the Chaos, Destruction, and Evil domains. Yarash's favored weapon is the cutlass.

THE DRAGON

A devout worshipper of Yarash, everything the Dragon does, he does for the glory of his horrid god. Massive and imposing, this half-orc brute is the terror of the seas and when he comes to Freeport, the wise flee his approach.

THE DRAGON	CR 8
Male half-red dragon half-orc barbarian 6 CE Medium dragon (orc) Init +2; Senses darkvision 60 ft., low-light vision; Listen +1, Spot +1 Languages Common, Orc	
AC 23, touch 12, flat-footed 23; improved uncanny dodge (+2 Dex, +7 armor, +4 natural) hp 62 (6 HD) Immune fire, paralysis, sleep Resist trap sense +2 Fort +9, Ref +5, Will +4	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee +1 <i>greataxe</i> +14/+9 (1d12+11/×3) and bite +8 (1d6+3) Melee 2 claws +13 (1d4+7) and bite +8 (1d6+3) or Base Atk +6; Grp +13 Atk Options Cleave, Power Attack, rage 2/day Special Actions breath weapon Combat Gear <i>feather token</i> (whip), <i>potion of barkskin</i> +3, <i>potion of shield of faith</i> +4	
Abilities Str 25, Dex 14, Con 16, Int 10, Wis 12, Cha 8 Feats Ability Focus (breath weapon), Cleave, Power Attack Skills Climb +13, Intimidate +8, Survival +10, Swim +10 Possessions combat gear plus +2 <i>breastplate</i> , +1 <i>greataxe</i> , <i>cloak of resistance</i> +1	
Rage (Ex) Once per day, the Dragon can enter a rage lasting for 8 rounds. While raging, he uses the following statistics. AC 21, touch 10, flat-footed 21 hp increase by 12 Fort +11, Will +6 Melee +1 <i>greataxe</i> +16/+11 (1d12+13/×3) and bite +10 (1d6+4) or Melee 2 claws +15 (1d4+9) and bite +10 (1d6+4) Grp +15 Abilities Str 29, Con 20 Skills Climb +15, Swim +12 Breath Weapon (Su) 30-ft. cone, 6d8 fire damage, 1/day, Reflex DC 15 half. While raging, the save DC increases to 17.	

FELDER MICHAELMAS

A typical example of a cultist of the Bloody One, Felder Michaelmas has been murdering folks since he was a boy. A vicious killer, he enjoys his bloody work and sees his allegiance to the Cult of Yarash as the fulfillment of his destiny.

FELDER MICHAELMAS	CR 3
Male human rogue 1/fighter 1/barbarian 1 CE Medium humanoid Init +1; Senses Listen +6, Spot +5 Languages Common	
AC 17, touch 11, flat-footed 16 (+1 Dex, +6 armor) hp 27 (3 HD) Fort +6, Ref +3, Will +1	
Spd 30 ft. in breastplate (6 squares); base speed 40 ft. Melee mwk battleaxe +6 (1d8+3/×3) Base Atk +2; Grp +4 Atk Options Cleave, Power Attack, rage 1/day, sneak attack +1d6 Combat Gear <i>potion of bear's endurance</i> , <i>potion of bull's strength</i> , <i>potion of cat's grace</i>	
Abilities Str 15, Dex 13, Con 14, Int 8, Wis 12, Cha 10 SQ <i>trapfinding</i> Feats Cleave ^B , Power Attack, Toughness ^B , Weapon Focus (battleaxe) Skills Climb +4, Hide +2, Intimidate +6, Jump +4, Listen +6, Move Silently +2, Spot +5, Swim -2, Tumble +4 Possessions combat gear plus +1 <i>breastplate</i> , masterwork battleaxe	
Rage (Ex) Once per day, Felder can enter a rage lasting for 7 rounds. While raging, he uses the following statistics. AC 15, touch 9, flat-footed 14 hp increase by 6 Fort +8, Will +3 Melee mwk battleaxe +8 (1d8+6/×3) Grp +6 Abilities Str 19, Con 18 Skills Climb +6, Jump +6, Swim +0	

LEXINGTON FILLORY

The leader of the Lost Souls, Lexington Fillory hides his filthy allegiance behind the façade of a respected merchant. Filled with the fiery passion of a true believer, he uses his considerable fortunes and natural charisma to bend the highly-placed to his way of thinking as well as to recruit meat for this cult and their disturbing agenda.

LEXINGTON FILLORY	GR 15
Male human noble 6/cultist 5/barbarian 5 CE Medium humanoid Init +2; Senses Listen +13, Spot +8 Languages Abyssal, Common	
AC 20, touch 13, flat-footed 20; Dodge, Mobility, improved uncanny dodge (+2 Dex, +7 armor, +1 deflection) hp 112 (16 HD) IP 6 Resist trap sense +1 Fort +9, Ref +9, Will +9	
Spd 50 ft. (10 squares); Spring Attack Melee +2 <i>keen cutlass</i> +16/+11/+6 (1d6+5/15–20) Ranged +1 <i>seeking light crossbow</i> +15 (1d8+1/19–20) Base Atk +12; Grp +14 Atk Options Combat Reflexes, Harrowing Surge, rage 2/day, smite 1/day (+4 attack, +5 damage), sneak attack +1d6 Special Actions Insane Casting, inspire 6/day (+23 modifier; fear, fury), organize +2 Combat Gear <i>cape of the mountebank</i> , <i>potion of cat's grace</i> , <i>potion of cure moderate wounds</i> Cultist Spells Prepared (CL 2nd): 1st— <i>bane</i> (DC 16), <i>cause fear</i> (DC 16), <i>inflict light wounds</i> (melee touch +14, DC 16)D, <i>shield of faith</i> D: Domain spell. Deity: Yarash. Domain: Destruction Spell-like Abilities (CL 3rd): 1/day— <i>detect magic</i> , <i>read magic</i>	
Abilities Str 14, Dex 14, Con 14, Int 12, Wis 8/20, Cha 18 SQ material aid, strong aura of chaos and evil Feats Combat Reflexes, Dodge ^B , Harrowing Surge [†] , Insane Casting [†] , Leadership (23) ^B , Mobility, Skill Focus (Bluff) ^B , Spring Attack, Weapon Focus (cutlass) [†] 3rd Era <i>Freeport Companion</i> Skills Appraise +10, Bluff +22, Climb +7, Concentration +9, Diplomacy +18, Disguise +4 (+6 acting), Forgery +6, Gather Information +18, Intimidate +18, Jump +20, Knowledge (religion) +11, Listen +13, Profession (merchant) +4, Sense Motive +8, Spot +8, Survival +4, Swim +7 Possessions combat gear plus +3 <i>mithral shirt</i> , +2 <i>keen cutlass</i> , +1 <i>seeking light crossbow</i> with 10 bolts, <i>ring of protection</i> +2, <i>amulet of health</i> +2, <i>boots of striding and springing</i> , signet ring, noble's outfit	
Rage (Ex) Twice per day, Lexington can enter a rage that lasts for 7 rounds. While raging, he uses the following statistics: AC 18, touch 11, flat-footed 18 hp increase by 32 Fort +11, Will +11 Melee +2 <i>keen cutlass</i> +18/+13/+8 (1d6+8/15–20) Grp +16 Abilities Str 18, Con 18 Skills Climb +9, Jump +22, Swim +9 Inspire (Ex) 6/day, standard action or swift (increase Leadership DC by 10), Leadership +23. Fear: Make Leadership check against modified level check (1d20 + its level + its Wisdom modifier + any bonuses against fear). Against multiple targets, just roll once. If his check succeeds, the target is shaken. If he beats his target's check by 5 or more, his target is cowering instead. Fury: When used on a willing target, Lexington must succeed on a DC 20 Leadership check. Against an unwilling target, he makes a Leadership check opposed by his target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against mind-affecting effects). Against multiple targets, just roll once. A successful check indicates the target enters a screaming rage, as if under the effects of the <i>rage</i> spell.	

GUMMER GHURTZ

The Lost Souls principal recruiter, Gummer Ghurtz is a known scoundrel and skilled storyteller, haunting winesinks and rumjoints all over the Docks and Scurvytown. A bloodthirsty bastard, he has a mean temper, but he hides it well when he's bringing folks into the fold.

GUMMER GHURTZ	GR 10
Male dwarf bard 5/rogue 4/blackguard 1 CE Medium humanoid Init +3; Senses darkvision 60 ft.; Listen +5, Spot +5 Languages Common, Dwarven	
AC 19, touch 14, flat-footed 19; Dodge, +4 AC against giants, uncanny dodge (+3 Dex, +5 armor, +1 deflection) hp 59 (10 HD) Resist evasion, stability (+4 against bull rush and trip), trap sense +1 Fort +6 (+8 against poison), Ref +11, Will +6; +2 against spells and spell-like	
Spd 20 ft. (4 squares) Melee +1 <i>longsword</i> +10/+5 (1d8+4/19–20) Ranged mwk light crossbow +11 (1d8/19–20) Base Atk +7; Grp +9 Atk Options Cleave, Power Attack, Improved Sunder, +1 on attack rolls against orcs and goblinoids, sneak attack +2d6 Special Actions bardic music 5/day (inspire competence, inspire courage +1, <i>fascinate</i> 2 targets, countersong) Combat Gear 2 doses of brain juice (Contact, DC 13, paralysis/0), dose of cobra venom (Injury; DC 14; 2d4 Str/1d4 Str), dose of salamander toxin (Contact; DC 10; 1d6 Str/1d3 Str), <i>feather token</i> (fog) ^J , <i>potion of bull's strength</i> , <i>potion of cure moderate wounds</i> , <i>potion of undetectable alignment</i> [†] 3rd Era <i>Freeport Companion</i> Bard Spells Known (CL 5th): 2nd (2/day)— <i>blur</i> , <i>enthrall</i> (DC 14), <i>rage</i> 1st (4/day)— <i>charm person</i> (DC 13), <i>expedient retreat</i> , <i>lesser confusion</i> (DC 13), <i>silent image</i> (DC 13) 0 (3/day)— <i>daze</i> (DC 12), <i>ghost sound</i> (DC 12), <i>lullaby</i> (DC 12), <i>mage hand</i> , <i>mending</i> , <i>message</i> Blackguard Spells Prepared (CL 1st): 1st— <i>cure light wounds</i> Spell-like Abilities (CL 1st): At will— <i>detect good</i>	
Abilities Str 14, Dex 16, Con 14, Int 10, Wis 13, Cha 14 SQ +2 on Appraise and Craft checks related to metal or stone, bardic knowledge +5, faint aura of chaos and evil, poison use, stonecunning, trapfinding Feats Cleave, Dodge, Improved Sunder, Power Attack Skills Bluff +17, Concentration +4, Diplomacy +9, Disguise +9 (+11 acting), Gather Information +11, Hide +10, Intimidate +7, Jump –1, Knowledge (local) +4, Knowledge (religion) +2, Listen +5, Move Silently +10, Perform (oratory) +13, Sense Motive +13, Spot +5, Tumble +6 Possessions combat gear plus +1 <i>chain shirt</i> , +1 <i>longsword</i> , masterwork light crossbow with 10 bolts, <i>ring of protection</i> +1, <i>circlet of persuasion</i> , <i>gloves of Dexterity</i> +2, silver flask (50 gp)	

SILAS GANTRY

An old crusty sailor, Captain Silas Gantry retired to Freeport to instruct young men in the trade of sailing. He uses this innocent cover to mask his darker ambitions, to lure more fools to the service of his wicked god.

SILAS GANTRY	GR 8
Male human corsair 3/barbarian 3/sea dog 2 NE Medium humanoid Init +2; Senses Listen +2, Spot +4 Languages Common	
AC 17, touch 12, flat-footed 17; uncanny dodge (+2 Dex, +4 armor, +1 natural) hp 53 (8 HD) Resist trap sense +1 Fort +7, Ref +9, Will +1; superstitious	
Spd 40 ft. (8 squares) Melee +1 <i>cutlass</i> +11/+6 (1d6+3/18–20) Ranged +1 <i>Privateer FP</i> +12 (3d6+1×3) Base Atk +8; Grp +10 Atk Options Point Blank Shot, Power Attack, Sea Legs, close quarters +1, dirty fighting +1d4, corsair's luck 1/day (+1), rage 1/day Combat Gear 2 <i>potions of cure light wounds</i> , <i>potion of sanctuary</i> , <i>potion of shield of faith</i> +2	
Abilities Str 14, Dex 14, Con 12, Int 10, Wis 8, Cha 16 SQ favored ship (<i>The Last Breath</i>) Feats Athletic ^B , Firearms Proficiency [†] , Point Blank Shot, Power Attack ^B , Sea Legs ^{B†} , Weapon Focus (Privateer FP) [†] <i>3rd Era Freeport Companion</i> Skills Balance +7, Bluff +9, Climb +10, Diplomacy +5, Disguise +3 (+5 acting), Intimidate +11, Knowledge (geography) +8, Listen +2, Profession (sailor) +5, Spot +4, Survival +0 (+2 avoid hazards and getting lost), Swim +10, Use Rope +5 Possessions combat gear plus +1 <i>studded leather armor</i> , +1 <i>cutlass</i> , +1 <i>Privateer FP</i> with powder and bullets for 10 shots, <i>amulet of natural armor</i> +1, <i>shirt of resistance</i> +1, 5 gp	
Superstitious (Ex) As an immediate action, Silas can gain a +2 insight bonus on a single saving throw. Until the end of his next turn, he takes a –2 insight penalty to all attack rolls.	
Close Quarters (Ex) Whenever adjacent to at least two other creatures or when squeezed, Silas gains a +1 competence bonus on all attack and weapon damage rolls.	
Corsair's Luck (Ex) Once per day, Silas Gantry can add a +1 bonus to any attack roll, ability check, skill check, or saving throw. He needn't declare a use of this ability before rolling.	
Dirty Fighting (Ex) As sneak attack, but +1d4 points of extra damage.	
Rage (Ex) Once per day, Silas Gantry can enter a rage that lasts for 6 rounds. While raging, he uses the following statistics. AC 15, touch 10, flat-footed 13 hp increase by 16 Fort +9, Will +3 Melee +1 <i>cutlass</i> +13/+8 (1d6+5/18–20) Grp +12 Abilities Str 18, Con 16	

CHAPTER IV: THE ESOTERIC ORDER OF STARRY WISDOM

Behind the façade of Freeport's Wizards' Guild lays a secret cabal of magicians dedicated to an insane force for madness and evil known only as the Crawling Chaos. The Order once dominated the Guild, infesting it with their mad ambitions to acquire an ancient relic lost since antiquity, but in the centuries since coming to Freeport, the Order shrunk to a small core of dedicated cultists. Even though their devotion may waver, ever are they bound to the sinister power of their dark master.

High Wizard Tarmon is detailed in the *3rd Era Freeport Companion*.

LORD ENTERTAINER UPJOHN DROWNE

A former arcane duelist and wizard of no small power, Upjohn Drowne fled the Continent after accidentally killing an opponent in a friendly duel. Winding up in Freeport, a place far enough away from his past that he could move without recognition, he serves as the Order's spymaster. In this role, he wears a variety of masks to make him the greatest infiltrator in the city.

UPJOHN DROWNE	GR II
Male gnome illusionist 5/rogue 4/arcane trickster 2 CN Small humanoid Init +2; Senses low-light vision; Listen +5, Spot +3 Languages Common, Draconic, Gnome, Orc	
AC 17, touch 14, flat-footed 17; +4 AC against giants, uncanny dodge (+1 size, +2 Dex, +3 armor, +1 deflection) hp 55 (11 HD) Resist evasion, trap sense +1 Fort +4, Ref +10, Will +9; +2 against illusions	
Spd 20 ft. (4 squares) Melee mwk short sword +6/+1 (1d4-1/19-20) Base Atk +6; Grp +1 Atk Options Combat Expertise, +1 on attacks against kobolds and goblinoids, sneak attack +3d6 Special Actions ranged legerdemain 1/day Combat Gear <i>elixir of fire breath</i> , 2 <i>potions of cure light wounds</i> , <i>potion of sanctuary</i> , <i>wand of invisibility</i> (5 charges), <i>wand of magic missile</i> (CL 7th, 20 charges) Illusionist Spells Prepared (CL 7th): 4th— <i>confusion</i> (DC 18), <i>polymorph</i> , <i>shadow conjuration</i> (DC 21) 3rd— <i>displacement</i> , <i>major image</i> (DC 20), <i>slow</i> (DC 17), <i>suggestion</i> (DC 17) 2nd— <i>alter self</i> , <i>daze monster</i> (DC 16), <i>minor image</i> (DC 19), <i>mirror image</i> , <i>rope trick</i> 1st— <i>charm person</i> (DC 15), <i>color spray</i> (DC 18), <i>expeditious retreat</i> , <i>hypnotism</i> (DC 15), <i>silent image</i> (DC 18) (×2) 0— <i>acid splash</i> (ranged touch +8), <i>ghost sound</i> (DC 17), <i>message</i> , <i>open/close</i> , <i>prestidigitation</i> Barred Schools: abjuration, necromancy Spell-like Abilities (CL 1st): 1/day— <i>dancing lights</i> , <i>ghost sound</i> (DC 12), <i>prestidigitation</i> , <i>speak with animals</i> (burrowing only, 1 minute)	
Abilities Str 8, Dex 14, Con 14, Int 18, Wis 8, Cha 14 SQ chains of disbelief, shadow shaper, trapfinding Feats Combat Expertise, Greater Spell Focus (illusion), Iron Will, Spell Focus (illusion) Skills Balance +4, Bluff +7, Concentration +7, Craft (alchemy) +8, Decipher Script +11, Diplomacy +8, Disable Device +12, Disguise +9 (+11 acting), Escape Artist +10, Gather Information +6, Hide +15, Intimidate +4, Jump +0, Knowledge (arcana) +11, Listen +5, Move Silently +7, Sleight of Hand +8, Spellcraft +8, Spot +3, Tumble +9, Use Rope +2 (+4 bindings) Possessions combat gear plus masterwork short sword, <i>ring of protection</i> +1, <i>bracers of armor</i> +3, <i>hat of disguise</i> , <i>headband of intellect</i> +2, disguise kit, spellbook, spell component pouch, thieves' tools, pouch with 5 gp Spellbook Upjohn has access to the full magical knowledge of Freeport's Wizards' Guild.	
Chains of Disbelief (Ex) When a subject disbelieves one of Upjohn's illusions, imparting the fact that the effect is an illusion to its allies does not grant the normal +4 bonus on saving throws made to disbelieve the illusion. Even when presented with incontrovertible proof that an illusion is an illusion, the subject must still succeed on a Will save to see objects and creatures the illusion obscures, although they gain a +10 bonus on the saving throw. This ability replaces Upjohn's familiar. Shadow Shaper (Ex) Upjohn gains Hide as a class skill and may add his Intelligence modifier to all Hide checks. These benefits replace his wizard bonus feats.	

LORD RECORDER KENNETH REGRANT

One of the preeminent psychics and diviners found in Freeport's Wizards' Guild, Kenneth Regrant is plagued with visions, his mind awash with future possibilities, present happenings, and the dim recollections of the past. Kenneth came from Freeport's streets, adopted by the Guild out of charity, but was found to possess great talent and swiftly earned his place among the powerful wizards inside the Esoteric Order.

KENNETH REGRANT	GR 16
Male human diviner 3/seer 3/cerebremancer 10 N Medium humanoid Init +2; Senses Listen +4, Spot +4 Languages Common, Draconic, Elven, Infernal, Orc	
AC 19, touch 14, flat-footed 17 (+2 Dex, +5 armor, +2 deflection) hp 73 (16 HD) Fort +7, Ref +7, Will +15	
Spd 30 ft. (6 squares) Melee mwk quarterstaff +7 (1d6-1) Base Atk +7; Grp +6 Atk Options Uncanny Instincts Special Actions Inquisitor, Overchannel, Psionic Endowment, Psionic Meditation Power Points/Day: 192; Powers Known (ML 13th): 7th— <i>fate of one</i> 6th— <i>fuse flesh</i> (melee touch +6, DC 23) ^A , <i>greater precognition</i> , <i>mass cloud mind</i> (DC 23) 5th— <i>psionic plane shift</i> , <i>psychic crush</i> (DC 22) ^A , <i>second chance</i> , <i>tower of iron will</i> ^A 4th— <i>correspond</i> , <i>empathic feedback</i> ^A , <i>psionic divination</i> , <i>trace teleport</i> ^A 3rd— <i>energy retort</i> (DC 20) ^A , <i>psionic blast</i> (DC 20), <i>time hop</i> (DC 20) ^A , <i>ubiquitous vision</i> 2nd— <i>id insinuation</i> (DC 19) ^A , <i>mass missile</i> ^A , <i>object reading</i> ^A , <i>sensitivity to psychic impressions</i> 1st— <i>call to mind</i> , <i>conceal thoughts</i> , <i>demoralize</i> (DC 18) ^A , <i>destiny dissonance</i> (melee touch +6), <i>mind thrust</i> (DC 18) ^A A: Augmentable Discipline: Clairsentience Wizard Spells Prepared (CL 13th; overcome SR 1d20+15): 7th— <i>greater scrying</i> (DC 26), <i>greater teleport</i> , <i>spell turning</i> 6th— <i>analyze dweomer</i> , <i>chain lightning</i> (DC 23), <i>greater dispel magic</i> , <i>legend lore</i> 5th— <i>cone of cold</i> (DC 22), <i>contact other plane</i> , <i>dismissal</i> , <i>private sanctum</i> , <i>telepathic bond</i> 4th— <i>confusion</i> (DC 21), <i>crushing despair</i> (DC 21), <i>dimension door</i> , <i>greater invisibility</i> , <i>lesser globe of invulnerability</i> , <i>locate creature</i> , <i>mnemonic enhancer</i> 3rd— <i>clairaudience/clairvoyance</i> , <i>dispel magic</i> , <i>displacement</i> , <i>bold person</i> (DC 20), <i>lightning bolt</i> (DC 20), <i>nondetection</i> , <i>suggestion</i> (DC 20) 2nd— <i>alter self</i> , <i>detect thoughts</i> (DC 21), <i>locate object</i> , <i>resist energy</i> , <i>scorching ray</i> (ranged touch +9), <i>see invisibility</i> , <i>touch of idiocy</i> (melee touch +6) 1st— <i>color spray</i> (DC 18), <i>comprehend languages</i> , <i>magic missile</i> , <i>obscuring mist</i> , <i>shield</i> , <i>silent image</i> (DC 18), <i>true strike</i> 0— <i>detect magic</i> (×2), <i>mage hand</i> (×2), <i>read magic</i> Barred School: necromancy	
Abilities Str 8, Dex 14, Con 14, Int 24, Wis 13, Cha 10 SQ enhanced awareness Feats Inquisitor ^B , Overchannel, Power Penetration, Psionic Endowment, Psionic Meditation, Scribe Scroll ^B , Spell Focus (divination) ^B , Spell Penetration, Uncanny Instincts [†] [†] 3rd Era Freeport Companion Skills Concentration +21, Decipher Script +17, Gather Information +3, Knowledge (arcana) +25, Knowledge (history) +18, Knowledge (local) +10, Knowledge (psionics) +25, Listen +4, Psicraft +19, Spellcraft +25, Spot +4 Possessions masterwork quarterstaff, <i>ring of protection</i> +2, <i>bracers of armor</i> +5, <i>cloak of resistance</i> +2, <i>crystal mask of knowledge (history)</i> , <i>headband of intellect</i> +6, robes, spell component pouch, tiny ruby lens set in gold hoop (worth 1,500 gp for <i>analyze dweomer</i>), incense (worth 250 gp for <i>legend lore</i>), four strips of ivory (worth 50 gp for <i>legend lore</i>), diamond dust (50 gp for <i>nondetection</i>) Spellbook Kenneth has access to the full magical knowledge of Freeport's Wizards' Guild.	
Enhanced Awareness (Ex) When casting the <i>identify</i> spell, Kenneth needs to study the item for 10 minutes only. When casting <i>arcane eye</i> , the eye travels at 20 feet per round when studying its surroundings. Finally, he increases the save DC of all divination spells he casts by +1 (included). Kenneth does not gain the ability to summon a familiar.	

LORD WANPERER ENOCHIA BOWSTRING

Enochia Bowstring serves as the Wizards' Guild's diplomat and envoy, and she spends much of each year in transit to one location or other. She's given to apathy and disinterest in her work, but hides it behind a neutral façade.

ENOCHIA BOWSTRING	GR 14
Female gray elf enchanter 14 CN Medium humanoid Init +6; Senses low-light vision; Listen +2, Spot +2 Languages Common, Draconic, Elven, Gnome, Sylvan	
AC 19, touch 14, flat-footed 17; Dodge (+2 Dex, +4 armor, +2 deflection, +1 natural) hp 36 (14 HD) Immune sleep Fort +4, Ref +6, Will +9	
Spd 30 ft. (6 squares) Melee mwk longsword +7/+2 (1d8–1/19–20) Base Atk +7; Grp +6 Combat Gear <i>potion of cure serious wounds</i> , smokestick, tanglefoot bag, thunderstone, <i>wand of eagle's splendor</i> (10 charges), <i>wand of invisibility</i> (10 charges) Wizard Spells Prepared (CL 14th): 7th— <i>insanity</i> (DC 25), <i>power word blind</i> , <i>project image</i> (DC 23) 6th— <i>acid fog</i> , <i>disintegrate</i> (ranged touch +9, DC 22), <i>greater dispel magic</i> , <i>greater heroism</i> , <i>mass suggestion</i> (DC 24) 5th— <i>dominate person</i> (DC 23), <i>feeblemind</i> (DC 23, arcanists take –4), <i>mind fog</i> (DC 23), <i>shadow evocation</i> (DC 21), <i>teleport</i> 4th— <i>charm monster</i> (DC 22), <i>confusion</i> (DC 22), <i>crushing despair</i> (DC 22), <i>dimension door</i> , <i>greater invisibility</i> , <i>phantasmal killer</i> (DC 20) 3rd— <i>blink</i> , <i>deep slumber</i> (DC 21), <i>hold person</i> (DC 21), <i>suggestion</i> (DC 21) (×3) 2nd— <i>acid arrow</i> (ranged touch +9), <i>daze monster</i> (DC 20), <i>detect thoughts</i> (DC 18), <i>hideous laughter</i> (DC 20), <i>mirror image</i> , <i>see invisibility</i> , <i>touch of idiocy</i> (melee touch +6) 1st— <i>charm person</i> (DC 19), <i>color spray</i> (DC 17), <i>disguise self</i> , <i>expeditious retreat</i> , <i>hypnotism</i> (DC 19), <i>magic weapon</i> , <i>shield</i> 0— <i>daze</i> (DC 18), <i>detect magic</i> , <i>prestidigitation</i> , <i>read magic</i> , <i>resistance</i> Barred schools: evocation, necromancy	
Abilities Str 8, Dex 14, Con 10, Int 22, Wis 11, Cha 14 SQ able to notice secret doors, cohort, social proficiency Feats Combat Casting, Dodge, Greater Spell Focus (enchantment), Improved Initiative, Spell Focus (enchantment) Skills Bluff +21, Concentration +17 (+21 casting on the defensive), Diplomacy +25, Disguise +2 (+4 acting), Intimidate +4, Knowledge (arcana) +15, Listen +2, Search +2, Sense Motive +19, Spellcraft +23, Spot +2 Possessions combat gear plus masterwork longsword, <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +4, <i>headband of intellect</i> +4, spell component pouch, courtier's outfit Spellbook As a member of the Wizards' Guild, Enochia has full access to the Esoteric Order's vast library	
Cohort In lieu of gaining a familiar, Enochia has the service of a quasit cohort named Sanat. Social Proficiency (Ex) In lieu of gaining bonus wizard feats, Enochia counts Bluff, Diplomacy, Gather Information, Intimidate, and Sense Motive as class skills. In addition, she has a +2 competence bonus on Bluff, Diplomacy, and Sense Motive checks (included).	

SANAT, QUASIT COHORT

SANAT	GR ~
Quasit assassin 3 CE Tiny outsider (chaotic, evil, extraplanar) Init +8; Senses darkvision 60 ft.; Listen +12, Spot +12 Languages Abyssal, Common	
AC 19, touch 16, flat-footed 15 (+2 size, +4 Dex, +3 natural) hp 27 (6 HD); fast healing 2; DR 5/cold iron or good Immune poison Resist fire 10 Fort +7, Ref +11, Will +6	
Spd 20 ft. (4 squares), fly 50 ft. (perfect) Melee 2 claws +11 (1d3–1 and poison) and bite +6 (1d4–1) Space 2–1/2 ft.; Reach 0 ft. Base Atk +5; Grp –4 Atk Options ambush +1, backstab +1d6, poison, poison focus (injury) Special Actions alternate form Combat Gear 3 doses of bloodroot (DC 13, initial damage 0/secondary damage 1d4 Con and 1d3 Wis), <i>potion of blur</i> Spell-like Abilities (CL 6th): At will— <i>detect good</i> , <i>detect magic</i> , <i>invisibility</i> (self only) 1/day— <i>cause fear</i> (30-ft. burst, DC 11) 1/week— <i>commune</i> (6 questions, CL 12th)	
Abilities Str 8, Dex 18, Con 10, Int 12, Wis 12, Cha 10 SQ contract Feats Alertness, Improved Initiative, Weapon Finesse Skills Bluff +6, Diplomacy +4, Disguise +0 (+2 acting), Gather Information +6, Hide +24, Intimidate +8, Knowledge (nobility) +7, Listen +12, Move Silently +16, Search +7, Spellcraft +7, Spot +12 Possessions combat gear plus <i>cloak of resistance</i> +1, <i>headband of intellect</i> +2	
Ambush (Ex) Sanat gains a +1 bonus on attack and damage rolls against flat-footed opponents. Poison (Ex) Injury, Fortitude DC 14, initial damage 1d4 damage, secondary damage 2d4 Dex. The save DC is Constitution-based and includes a +2 racial bonus. Alternate Form (Su) Sanat can assume the form of a bat or wolf as a standard action.	

LORD TEACHER ORRIN FEENEY

Having made a name for himself with his unmatched mastery of weather and the elements, he serves the Guild as an instructor and educator. Thoroughly insane, he tempers the rigorous schedule to which he must cleave with his dark experimentations with the meteorological conditions of the Serpent's Teeth.

ORRIN FEENEY	GR 13
Male human transmuter 13 LE Medium humanoid Init +2; Senses Listen +1, Spot +1 Languages Common, Celestial, Draconic, Infernal, Undercommon	
AC 19, touch 15, flat-footed 17 (+2 Dex, +3 armor, +2 deflection, +1 insight, +1 natural) hp 64 (14 HD) Fort +6, Ref +6, Will +9	
Spd 30 ft. (6 squares) Melee <i>staff</i> +7/+2 (1d6) Base Atk +7; Grp +7 Special Actions enhance attribute 3/day Combat Gear <i>staff of transmutation</i> (10 charges) Wizard Spells Prepared (CL 14th; overcome SR 1d20+16): 7th— <i>control weather</i> , quickened <i>dispel magic</i> , quickened <i>lightning bolt</i> (DC 20) 6th— <i>control water</i> , <i>disintegrate</i> (ranged touch +9, DC 23), <i>globe of invulnerability</i> , maximized <i>lightning bolt</i> (DC 20) 5th— <i>baleful polymorph</i> (DC 22), <i>cloudkill</i> (DC 20), <i>cone of cold</i> (DC 22), <i>overland flight</i> , <i>wall of force</i> 4th— <i>dimension door</i> , <i>dimensional anchor</i> (ranged touch +9), <i>ice storm</i> , maximized <i>magic missile</i> , <i>mnemonic enhancer</i> , <i>solid fog</i> 3rd— <i>dispel magic</i> , <i>gaseous form</i> , <i>lightning bolt</i> (DC 20), <i>protection from energy</i> , <i>sleet storm</i> , <i>water breathing</i> 2nd— <i>bear's endurance</i> , <i>levitate</i> , <i>protection from arrows</i> , <i>scorching ray</i> (ranged touch +9) (×2), <i>whispering wind</i> 1st— <i>burning hands</i> (DC 18), <i>expeditious retreat</i> , <i>feather fall</i> , <i>jump</i> , <i>magic missile</i> , <i>shield</i> , <i>shocking grasp</i> (melee touch +7) 0— <i>detect magic</i> , <i>mage hand</i> , <i>open/close</i> , <i>prestidigitation</i> , <i>read magic</i> Barred Schools: illusion, necromancy	
Abilities Str 10, Dex 14, Con 14, Int 20, Wis 13, Cha 8 Feats Combat Casting ^B , Enlarge Spell ^B , Greater Spell Focus (evocation), Greater Spell Focus (transmutation), Maximize Spell ^B , Scribe Scroll ^B , Spell Focus (evocation), Spell Focus (transmutation), Spell Penetration Skills Appraise +5 (+7 Craft), Craft (alchemy) +22, Concentration +19 (+23 casting on the defensive), Decipher Script +16, Knowledge (arcana) +22, Knowledge (nature), +22 Knowledge (the planes) +8, Spellcraft +24, Survival +1 (+3 aboveground natural environments) Possessions combat gear plus <i>ring of protection</i> +2, <i>amulet of natural armor</i> +1, <i>bracers of armor</i> +3, <i>dusty rose loun stone</i> , <i>gloves of Dexterity</i> +2, <i>headband of intellect</i> +2, robes, spell component pouch Spellbook Orrin has access to the full library in Freeport's Wizards' Guild.	
Enhance Attribute (Ex) As a swift action, Orrin gains a +2 enhancement bonus to any one ability score for 14 minutes. By gaining this ability, Orrin loses the ability to acquire a familiar.	

LORD RESEARCHER EDWINA LILYBRIDGE

As Lord Researcher, Edwina maintains the tomes, artifacts, and relics possessed by the Esoteric Order. Ever the ambitious wizard, she makes extensive use of these treasures to advance her own position within the cult.

EDWINA LILYBRIDGE	GR 7
Female human abjurer 7 LE Medium humanoid Init +1; Senses Listen +2, Spot +2 Languages Common, Draconic, Infernal	
AC 13, touch 12, flat-footed 12 (+1 Dex, +1 armor, +1 deflection) hp 33 (7 HD) Resist resistance to energy 1/day Fort +5, Ref +4, Will +8	
Spd 30 ft. (6 squares) Melee mwk dagger +4 (1d4/19–20) Base Atk +3; Grp +3 Special Actions aura of protection 1/day Combat Gear <i>potion of blur</i> , <i>potion of cure moderate wounds</i> , <i>wand of lightning bolt</i> (CL 10th, 10 charges) Wizard Spells Prepared (CL 7th; overcome SR 1d20+11): 4th— <i>lesser globe of invulnerability</i> , <i>phantasmal killer</i> (DC 17) 3rd— <i>dispel magic</i> (×2), <i>hold person</i> (DC 16), <i>major image</i> (DC 16) 2nd— <i>invisibility</i> , <i>knock</i> , <i>obscure object</i> , <i>resist energy</i> , <i>scare</i> (DC 15) 1st— <i>comprehend languages</i> , <i>hold portal</i> , <i>ray of enfeeblement</i> (ranged touch +4), <i>silent image</i> (DC 14), <i>shield</i> , <i>sleep</i> (DC 14) 0— <i>arcane mark</i> , <i>detect magic</i> , <i>read magic</i> , <i>resistance</i> (×2) Barred Schools: conjuration, evocation	
Abilities Str 10, Dex 12, Con 14, Int 16, Wis 14, Cha 8 Feats Diligent ^B , Greater Spell Penetration, Magical Aptitude, Spell Penetration Skills Appraise +5, Concentration +12, Decipher Script +15, Knowledge (arcana) +13, Knowledge (history) +7, Listen +2, Spellcraft +17 (+19 decipher scrolls), Spot +2, Use Magic Device +6 (+10 scrolls) Possessions combat gear plus masterwork dagger, <i>ring of protection</i> +1, <i>bracers of armor</i> +1, <i>cloak of resistance</i> +1, robes, spell component pouch, purse with 43 gp Spellbook Edwina has access to the full library of the Wizards' Guild of Freeport.	
Resistance to Energy (Su) Once per day as a standard action, Edwina can erect a mystic shield that grants energy resistance 8 to herself and any creature she touches for 1 hour. She must select a type of energy from any of the following types: acid, cold, electricity, fire or sonic. By possessing this ability, Edwina gives up the ability to summon a familiar. Aura of Protection (Ex) Once per day as a standard, Edwina can erect a protective aura that grants a +3 bonus to her Armor Class and all saving throws. The benefit lasts for 1 minute or until Edwina is attacked or rolls a saving throw, whichever occurs first. By selecting this ability, Edwina does not gain wizard bonus feats.	

CHAPTER 17:

SCIONS OF THE DESTROYER

The Temple District is one of the more bustling communities within Freeport. Home to representatives of nearly every legitimate and illegitimate church, sect, and cult, walking its streets rewards visitors with a dazzling assortment of colors, sounds, and, yes, even smells. Most Freeporters believe all the faiths here are benign, for it is by Sea Lord's decree that no altars of fiends or wicked god should be raised within the city's walls. Yet, cults thrive in the city, each devoted to gods and powers so sinister that to speak their names invites hideous attention. Even within the sacred halls of the various temples found in the most holy district, the cancer of corruption blossoms. Nowhere is this more true than among the fierce priests of the God of War. Darkness has claimed the souls of these priests and their observances to the bellicose deity are mere formalities. Their hearts lay truly with Abaddon the Destroyer, the Bringer of Endings, the Minister of Death and Havoc, who, when his mighty citadel reaches the bottom of the Abyss, will reduce this world to utter ruin.

See *The Book of Fiends* for more details about Abaddon and his clerics and unholy warriors. Priests of Abaddon choose from the Catastrophe*, Chaos, Death, and Evil domains. (*This is a new domain appearing in *The Book of Fiends*. GMs without that book may wish to substitute the Destruction domain.)

FATHER CADICGEN

The high priest of the War God's temple in Freeport, Cadiccen conceals his true devotion behind the serene exterior of a pious servant of the lord of battle. He came to Freeport to breathe new life into Abaddon's cultists who had long infiltrated this church, but his appearance saw the established cultists exposed and destroyed. His efforts to "purge" the church bought him the position of high priest and ever since, he has quietly subverted the clergy, bringing them into the fold of his true master.

FATHER CADICGEN	GR 14
Male human cleric 7/fighter 2/blackguard 5 CE Medium humanoid Init +7; Senses Listen +3, Spot +3 Aura despair (10 ft.) Languages Common	
AC 19, touch 14, flat-footed 16; Deflect Arrows (+3 Dex, +5 armor, +1 deflection) hp 101 (14 HD) Resist evasion (against own spells only) Fort +20, Ref +12, Will +15	
Spd 30 ft. (6 squares) Melee unarmed strike +15/+10/+5 (1d3+3) Base Atk +12; Grp +19 Atk Options Cleave, Improved Sunder, Power Attack, Stunning Fist, smite good 2/day (+4 attack, +5 damage), sneak attack +1d6 Special Actions command undead 7/day (+6, 2d6+14, 12th), death touch 1/day, (melee touch +15, 7d6) Blackguard Spells Prepared (5th): 3rd— <i>contagion</i> (melee touch +15, DC 16) 2nd— <i>eagle's splendor</i> , <i>shatter</i> (DC 15) 1st— <i>cure light wounds</i> , <i>inflict light wounds</i> (melee touch +15, DC 14)D Cleric Spells Prepared (CL 7th): 4th— <i>divine power</i> , <i>giant vermin</i> D 3rd— <i>contagion</i> (melee touch +15, DC 16)D, <i>cure serious wounds</i> , <i>dispel magic</i> , <i>prayer</i> 2nd— <i>aid</i> , <i>bear's endurance</i> , <i>death knell</i> (DC 15)D, <i>enthrall</i> (DC 15), <i>sound burst</i> (DC 15) 1st— <i>bane</i> (DC 14), <i>command</i> (DC 14), <i>cure light wounds</i> , <i>doom</i> (DC 14)D, <i>sanctuary</i> (DC 14), <i>shield of faith</i> 0— <i>detect magic</i> , <i>detect poison</i> (x2), <i>guidance</i> , <i>light</i> , <i>read magic</i> D: Domain spell. Deity: Abaddon. Domains: Catastrophe, Death Spell-like Abilities (CL 5th): At will— <i>detect good</i>	
Abilities Str 16, Dex 16, Con 14, Int 10, Wis 17, Cha 18 SQ moderate aura of chaos, fiendish servant, overwhelming aura of evil, poison use Feats Cleave, Deflect Arrows ^B , Improved Grapple ^B , Improved Initiative, Improved Sunder, Improved Unarmed Strike, Power Attack ^B , Stunning Fist Skills Bluff +9, Climb +5, Concentration +7, Diplomacy +11, Disguise +4 (+6 acting), Hide +8, Intimidate +13, Listen +3, Knowledge (religion) +5, Spellcraft +5, Spot +3, Swim +5 Possessions <i>ring of protection</i> +1, <i>amulet of mighty fists</i> +1, <i>bracers of armor</i> +5, <i>cloak of wisdom</i> +2, <i>gauntlets of ogre power</i> , <i>vestments of resistance</i> +2	
Fiendish Servant Cadiccen has the service of a fiendish raven, Soot, who acts as his most trusted spy and messenger.	

SOOT, FIENDISH SERVANT

SOOT	GR -
Male fiendish raven CE Tiny magical beast (augmented animal, extraplanar) Init +2; Senses darkvision 60 ft., low-light vision; Listen +6, Spot +7 Languages speak with blackguard	
AC 17, touch 14, flat-footed 15 (+2 size, +2 Dex, +3 natural) hp 18 (4 HD); DR 5/magic Resist cold 5, fire 5, improved evasion; SR 9 Fort +12, Ref +6, Will +8	
Spd 10 ft. (2 squares), fly 40 ft. (average) Melee claws +7 (1d2-4) Space 2-1/2 ft; Reach 0 Base Atk +3; Grp -9 Atk Options smite good 1/day (+4 damage) Special Actions share spells	
Abilities Str 3, Dex 15, Con 10, Int 7, Wis 14, Cha 6 SQ faint aura of evil, empathic link Feats Alertness, Stealthy, Weapon Finesse ^B Skills Hide +12, Listen +6, Move Silently +6, Spot +7	
Improved Evasion (Ex) When subjected to an attack that normally allows a Reflex saving throw for half damage, the servant takes no damage if it makes a successful saving throw and half damage if the saving throw fails.	

TURK SILVERSKIN

Turk could have been a hero if he hadn't chosen to selfishly dwell on his own appetites. He is past his youthful prime, during which he traveled the world in search of the next adrenalin-fueled exploit; now he tries to make do with new drugs, sexual perversions, and other highs.

TURK SILVERSKIN	GR 7
Male human corsair 3/fighter 4/cultist 1 CE Medium humanoid Init +2; Senses Listen -1, Spot +5 Languages Aquan, Common, Sahaugin	
AC 20, touch 11, flat-footed 19 (+1 Dex, +9 armor) hp 50 (8 HD) IP 2; Madness addiction to various drugs, psychosexual disorder(s) Fort +8, Ref +8, Will +3	
Spd 20 ft. in full plate (4 squares); base speed 30 ft. Melee +1 <i>longsword</i> +11/+6 (1d8+5/19-20) Base Atk +7; Grp +9 Atk Options Combat Expertise, Combat Reflexes, Last-Ditch Effort, Sea Legs, fanatic Special Actions Weapon Display Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of heroism</i> (x2)	
Abilities Str 15, Dex 15, Con 13, Int 13, Wis 8/12, Cha 15 SQ faint aura of chaos and evil Feats Agile ^B , Combat Expertise ^B , Combat Reflexes, Last-Ditch Effort [†] , Scoundrel's Luck ^{B†} , Sea Legs ^{B†} , Skill Focus (Bluff) ^B , Weapon Display ^{B†} , Weapon Focus (longsword), Weapon Specialization (longsword) ^B [†] 3rd Era Freeport Companion	
Skills Balance +5, Bluff +6/+14*, Climb +1, Diplomacy +0/+8*, Disguise -2/+6* (+0/+8* acting), Escape Artist +0, Gather Information -2/+6*, Knowledge (geography) +7, Knowledge (religion) +2, Listen -1, Perform (all) -2/+6*, Profession (sailor) +5, Spot +3, Survival -1 (+1 to avoid hazards), Swim +5	
*First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders.	
Possessions combat gear plus <i>full plate</i> +1, +1 <i>longsword</i> , <i>elixir of love</i> , <i>ring of swimming</i>	

HANNIBAL, CHIEF REAPER

Hannibal serves as Father Cadiccen's eyes and ears, monitoring developments in the temple and watching for enemies. A troubled man with a sordid past, he discarded the horrors of his youth for the blissful madness offered by Abaddon. He masks his savagery behind the dead eyes of a cold killer.

HANNIBAL	GR 9
Male human unholy warrior 9 CE Medium humanoid Init -1; Senses Listen +2, Spot +2 Languages Common	
AC 22, touch 9, flat-footed 22 (-1 Dex, +10 armor, +3 shield) hp 63 (9 HD) Fort +7, Ref +2, Will +5	
Spd 25 ft. in full plate (5 squares); base speed 35 ft. Melee +1 <i>longsword</i> +14/+9 (1d8+4/19-20) Base Atk +9; Grp +12 Atk Options Cleave, Great Cleave, Improved Sunder, Power Attack, death touch 2/day (melee touch +12, 9d6) Special Actions dismiss light 2/day, rebuke undead 5/day (+2, 2d6+8, 6th) Combat Gear <i>potion of cure serious wounds</i> , <i>potion of remove fear</i> , <i>potion of shield of faith</i> +2 Unholy Warrior Spells Prepared (CL 4th): 2nd— <i>undetectable alignment</i> 1st— <i>bane</i> (DC 13), <i>divine favor</i> Spell-like Abilities (CL 9th): 1/day—dark ally 2/week— <i>deeper darkness</i>	
Abilities Str 16, Dex 8, Con 12, Int 10, Wis 14, Cha 14 SQ faint aura of chaos, shadowhost, strong aura of evil Feats Blind-Fight ^B , Cleave, Diehard ^B , Great Cleave, Improved Sunder, Power Attack ^B , Weapon Focus (<i>longsword</i>) Skills Handle Animal +11, Intimidate +11, Knowledge (religion) +9, Listen +2, Ride +8, Spot +2 Possessions combat gear plus +2 <i>full plate armor</i> , +1 <i>heavy steel shield</i> , +1 <i>longsword</i>	
Dark Ally (Sp) Once per day, as a full-round action Hannibal may summon his fiendish warhorse, which remains for 18 hours. Should the mount die while on this plane, it immediately dissolves into a pool of dung and hair, leaving behind any equipment it carried. Dismiss Light (Sp) Hannibal can quench all light sources within 60 feet. Against magical light sources, he must roll a level check against a DC equal to 11 + caster level. Shadowhost (Su) All light sources within line of sight have their bright and shadowy areas halved.	

INDOMITABLE, DARK ALLY

INDOMITABLE	GR -
Male fiendish warhorse CE Large magical beast (augmented animal, extraplanar) Init +1; Senses darkvision 60 ft., low-light vision, scent; Listen +7, Spot +6 Languages —	
AC 20, touch 10, flat-footed 19 (-1 size, +1 Dex, +10 natural) hp 60 (8 HD); DR 5/magic Resist cold 10, fire 10, improved evasion; SR 13 Fort +9, Ref +7, Will +3	
Spd 60 ft. (12 squares) Melee 2 hooves +11 (1d8+5) Space 10 ft.; Reach 5 ft. Base Atk +6; Grp +15 Atk Options smite good 1/day (+8 damage)	
Abilities Str 20, Dex 13, Con 17, Int 7, Wis 13, Cha 6 SQ faint aura of evil Feats Endurance, Improved Natural Attack (hooves), Run, Weapon Focus (hooves) ^B Skills Listen +7, Spot +6	
Improved Evasion (Ex) When subjected to an attack that normally allows a Reflex saving throw for half damage, the mount takes no damage if it makes a successful saving throw and half damage if the saving throw fails.	

LAMARAK BLACKTUSK

Lamarak is an archetypical bloodthirsty, reckless orc. He grew up in the gutters and gangs of Freeport, but found his true calling when he was recruited as a Reaper. He is now in charge of the Scions' orc and goblin gangs in Bloodsalt.

LAMARAK BLACKTUSK	CR 9
Male orc survivor 2/barbarian 7 CE Medium humanoid (orc) Init +1; Senses darkvision 60 ft.; Listen -2, Spot -2 Languages Common, Orcish	
AC 15, touch 11, flat-footed 5; improved uncanny dodge (+1 Dex, +4 armor) hp 97 (9 HD); Diehard; DR 1/— Resist greenblood oil, trap sense +2 Fort +12, Ref +3, Will +2 Weakness dazzled in bright sunlight	
Spd 40 ft. (8 squares) Melee +1 <i>falchion</i> +16/+11 (2d4+7/18-20) <i>or</i> Melee unarmed strike +15/+10 (1d6+6) Base Atk +9; Grp +15 Atk Options Cleave, Power Attack, pitched weapons, rage 2/day Special Actions shattering strike 1 Combat Gear <i>elixir of hiding</i> , <i>elixir of sneaking</i> , <i>potion of protection from arrows</i> 10/magic, 6 doses of pitch (Injury, DC 11, 1d6 hp/1 Con), tanglefoot bag	
Abilities Str 22, Dex 13, Con 18, Int 6, Wis 6, Cha 10 SQ faint aura of chaos and evil Feats Athletic ^B , Cleave, Diehard, Improved Unarmed Strike ^B , Iron Will, Power Attack Skills Intimidate +12, Jump +9, Listen -2, Spot -2 Possessions combat gear plus <i>studded leather armor</i> +2, +1 <i>falchion</i> , <i>gauntlets of ogre power</i>	
Pitched Weapons (Ex) Lamarak coats his prominent tusks as well as his serrated sword with pitch. This fouls the wounds of those he hits with his bite (treat as an unarmed strike) or sword. Treat this effect as a weak poison (Injury, DC 11, 1d6 hp/1 Con), which lasts for 2 successful hits per dose. Due to his frequent use of this unorthodox tactic, Lamarak never takes damage from his own pitched weapons. Rage (Ex) Twice per day, Lamarak may enter a rage that lasts for 9 rounds. While raging, he uses the following statistics: AC 13, touch 9, flat-footed 13 hp increase by 18 Fort +14, Will +4 Melee +1 <i>falchion</i> +18/+113 (2d4+9/18-20) <i>or</i> Melee unarmed strike +17/+12 (1d6+8) Grp +17 Abilities Str 26, Con 22 Skills Jump +11	

"MATCHES"

Since childhood, "Matches" has been a true pyromaniac, feeling only delight at the sight of destruction and death his obsession causes. Not only incurably mad, he is also an inveterate liar and drunkard.

"MATCHES"	CR 3
Male human sorcerer 1/rogue 2 CN Medium humanoid Init -3; Senses Listen +1, Spot +1 Languages Common	
AC 13, touch 13, flat-footed 10 (+3 Dex) hp 15 (3 HD) IP 0; Madness addiction to alcohol, compulsive fire-starting (pyromania) Resist evasion Fort +1 (+5 against disease and poison), Ref +6, Will -1	
Spd 30 ft. (6 squares) Melee dagger +2 (1d4+1/19-20) Base Atk +1; Grp +2 Atk Options Point Blank Shot, sneak attack +1d6 Combat Gear <i>potion of expeditious retreat</i> , <i>potion of resist fire</i> 10, <i>elixir of fire breath</i> , 5 flasks of fire-breathing draught Sorcerer Spells Known (CL 1st): 1st (3/day)— <i>burning hands</i> , <i>true strike</i> 0 (5/day)— <i>dancing lights</i> , <i>flare</i> , <i>light</i> , <i>resistance</i>	
Abilities Str 12, Dex 16, Con 12, Int 8, Wis 5, Cha 11 SQ faint aura of chaos, trapfinding Feats Exotic Weapon Proficiency (fire-breathing), Filthy ^I , Point Blank Shot † <i>3rd Era Freeport Companion</i> Skills Climb +6, Craft (alchemy) +4, Craft (pyrotechnics) +3, Diplomacy -2, Disguise -2, Hide +8, Knowledge (local) +4, Listen +1, Move Silently +8, Open Lock +8, Spot +1 Possessions combat gear plus dagger, <i>band of the mage</i> , thieves' tools, tindertwigs (x20)	
Fire-breathing draught This bottle of specially mixed alcohols ignites easily when exposed to flame. To use it as an attack, the fire-breather pours the alcohol into his mouth, then spews it out over a flame (such as a torch or tindertwig). The resulting gout of fire does damage as a flask of alchemist's fire, with a maximum range of 10 ft. Unless the user has Exotic Weapon Proficiency (fire-breathing), he takes a -4 nonproficiency penalty to the attack roll, and must make a DC 15 Reflex save or suffer full damage himself. One draught sells for 20 gp and requires a DC 20 Craft (alchemy) check to manufacture.	

MONSTROUS LOCUSTS

Clerics of Abaddon who gain access to the *giant vermin* spell often prefer to cast the spell upon one their master's favorite pest, a locust. Because locusts have few special abilities beyond flight and an insatiable appetite, a priest of the Destroyer may turn *four* normal-sized locusts into larger forms.

LOGUST, MEDIUM MONSTROUS	GR -
N Medium vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 15, touch 14, flat-footed 11 (+4 Dex, +1 natural) hp 3 (1 HD) Immune mind-affecting effects Fort +1, Ref +4, Will +0	
Spd 20 ft. (4 squares), fly 40 ft. (poor) Melee bite +4 (1d6) Base Atk +0; Grp +0	
Abilities Str 11, Dex 19, Con 8, Int —, Wis 10, Cha 2 Feats Weapon Finesse ^B Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, LARGE MONSTROUS	GR -
N Large vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 15, touch 13, flat-footed 11 (-1 large, +4 Dex, +2 natural) hp 10 (3 HD) Immune mind-affecting effects Fort +2, Ref +5, Will +1	
Spd 20 ft. (4 squares), fly 40 ft. (poor) Melee bite +5 (1d8+2) Space 10 ft.; Reach 5 ft. Base Atk +2; Grp +8	
Abilities Str 15, Dex 19, Con 8, Int —, Wis 10, Cha 2 Feats Weapon Finesse ^B Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, HUGE MONSTROUS	GR -
N Huge vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 17, touch 12, flat-footed 13 (-2 size, +4 Dex, +5 natural) hp 27 (6 HD) Immune mind-affecting effects Fort +5, Ref +6, Will +2	
Spd 20 ft. (4 squares), fly 60 ft. (poor) Melee bite +6 (2d6+4) Space 15 ft.; Reach 10 ft. Base Atk +4; Grp +16	
Abilities Str 19, Dex 19, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, GARGANTUAN MONSTROUS	GR -
N Gargantuan vermin Init +4; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 19, touch 10, flat-footed 15 (-4 size, +4 Dex, +9 natural) hp 54 (12 HD) Immune mind-affecting effects Fort +8, Ref +8, Will +4	
Spd 30 ft. (6 squares), fly 60 ft. (poor) Melee bite +12 (3d8+7) Space 20 ft.; Reach 15 ft. Base Atk +9; Grp +28	
Abilities Str 25, Dex 19, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

LOGUST, COLOSSAL MONSTROUS	GR -
N Colossal vermin Init +3; Senses darkvision 60 ft.; Listen +4, Spot +4	
AC 20, touch 5, flat-footed 17 (-8 size, +3 Dex, +15 natural) hp 108 (24 HD) Immune mind-affecting effects Fort +14, Ref +11, Will +8	
Spd 30 ft. (6 squares), fly 60 ft. (poor) Melee bite +19 (4d6+9) Space 30 ft.; Reach 20 ft. Base Atk +18; Grp +43	
Abilities Str 29, Dex 17, Con 10, Int —, Wis 10, Cha 2 Feats — Skills Listen +4*, Spot +4* * Monstrous locusts have a +4 racial bonus to Listen and Spot checks.	

CHAPTER VI: THE CHARNEL CHILDREN

Some say that the Charnel God has always been with us, lurking in the wake of the gods of war and pain and destruction, methodically consuming the remains of the dead. His worshippers believe that by consuming the bodies of the dead, they offer their strength and secrets to the Charnel God. His followers also murder and consume the living, in order to gather even more power for their god—and to teach the world to fear him as they properly should.

The cult of the Charnel God once held sway over vast empires ruled by ghouls, but their enemies finally destroyed them. To this day, witch hunters root out the foul art of necromancy wherever it may be found, but the cult continues on in secret. In Freeport, the Charnel God has a home in the most unlikely of places: the seemingly innocent Cleaves Home for Foundlings and Wayward Children.

THE CANNIBAL RITUAL

By ritually consuming the bodies of the dead, the Charnel God's followers come closer to their god. This incantation transforms those partaking in the unholy feast into ghouls for a limited time. If perfected, the incantation could make this transformation permanent, and give the Charnel God's followers a manner of immortality—as undead. The most complete copy of this incantation is found in the dreaded *Ghoul's Manuscript*, long thought destroyed by witch hunters in their crusade against necromancy.

School: Necromancy

Level: 6th

DC: 24 (34 + 4 multiple targets - 6 duration -2 F -1 XP -5 B)

Components: V, S, M, B, XP

Material Component: A fresh humanoid corpse, and tools to butcher and cook it.

Backlash: All subjects of this incantation must make a Will saving throw (DC 16 + caster's Cha modifier) or have their alignment changed to chaotic evil permanently. The caster and any willing participants in the Cannibal Ritual automatically fail this roll. (A caster who is already chaotic evil may take 10 on the Knowledge roll.)

XP Cost: 100 XP

Casting Time: 10 minutes per check; 6 successes required

Range: Close (55 ft.)

Target: One or more creatures

Duration: 12 hours (one night)

Saving Throw: None (or Will negates)

Spell Resistance: No

Success: If the ritualist succeeds on his Knowledge (forbidden) check, every character who ate the specially prepared flesh is transformed into a ghoul for the remainder of the night (no save allowed), gaining the strength and hunger of an undead corpse-eater. Apply the Ritual Ghoul template (see below) to each recipient.

Failure: If the ritualist fails his check, none of the subjects are transformed, but all are afflicted by an unholy craving for human flesh that lasts for 10 minutes times the margin of failure. (For example, if the check failed by 6, then the hunger lasts for 60 minutes.) This compulsion may be resisted for 10 minutes with a successful DC 15 Will save.

RITUAL GHOUL (TEMPLATE)

Size and Type: The creature's type changes to undead (augmented humanoid or monstrous humanoid). Do not recalculate base attack bonus, saves or skill points. Size is unchanged.

Armor Class: The base creature's natural armor bonus improves by +2.

Attack: The ritual ghoul retains all of the attacks of the base creature and also gains a bite and two claw attacks if it didn't already have them.

A ghoul armed with a weapon may use that weapon or one of its natural weapons, as desired.

Full Attack: A ghoul fighting without weapons uses its bite and claw attacks, with the bite being the primary weapon. If armed with a weapon, a ghoul uses its bite as a primary attack and the weapon as a secondary attack.

Damage: A ritual ghoul has bite and claw attacks. If the base creature does not have these attack forms, use the appropriate damage value from the table below according to the ghoul's size. Creatures with natural weapons retain their old damage values or use the appropriate value from the table, whichever is better.

Size	Bite Damage	Claw Damage
Fine	1	1
Diminutive	1d2	1
Tiny	1d3	1d2
Small	1d4	1d3
Medium	1d6	1d4
Large	1d8	1d6
Huge	2d6	1d8
Gargantuan	2d8	2d6
Colossal	4d6	2d8

Special Attacks: A ritual ghoul retains all the special attacks of the base creature and gains the one described here.

Paralysis (Ex): Those hit by a ghoul's bite or claw attack must succeed on a Fortitude save (DC 10 + 1/2 the ghoul's HD + the ghoul's Charisma modifier) or be paralyzed for 1d4+1 rounds. Elves have immunity to this paralysis.

Special Qualities: A ritual ghoul retains all the special qualities of the base creature and gains the one described here.

Turn Resistance (Ex): A ritual ghoul has +2 turn resistance.

Abilities: Increase from the base creature as follows: Str +2, Dex +4, Int +2, Wis +4, Cha +2. As an undead creature, a ritual ghoul has no Constitution.

Challenge Rating: Same as the base creature +3. This increase only applies if the creature can transform without using the Cannibal Ritual.

Alignment: Always chaotic evil.

Advancement: As base creature.

Level Adjustment: Same as the base creature +3. This increase only applies if the creature can transform without using the Cannibal Ritual.

THE CHARNEL GOD

The Charnel God's clerics and cultists may select their domains from the Chaos, Death, and Evil domains. The Charnel God's favored weapon is the dagger.

THE GHOUL MANUSCRIPT (MINOR ARTIFACT)

The spine of this book is always made from a literal human spine, and many copies are bound in human skin as well. The tome relates the history of the Charnel God's cult and the blasphemous acts its members have committed in his name. The most important of these rites is the Cannibal Ritual, an unholy feast that transforms the participants into ghouls for a single night of bringing the dead and living alike closer to the insatiable Charnel God.

Those most receptive to the god's teachings actually hear a voice coming to them through the book; they invariably believe that this mad whisperer is the Charnel God himself, showing them the path to immortality as one of the undead instead of an all-to-fragile living creature.

Studying the book allows the reader to acquire a maximum of up to 10 free ranks in the Knowledge (forbidden) skill. However, each rank requires a month's study and inflicts 1 Insanity Point. The book cannot raise the reader's total skill above 10 ranks, or the character's level +3, whichever is lower.

Whatever the truth behind the source of the book's voice, it is intelligent (CE; Int +2, Wis +4, Cha +7; Ego 19), and can help or hinder the reader as it sees fit. If the reader willingly follows the book's suggestions for committing darker and darker acts, then the book will lend its expertise to exploiting the rites contained within it. Once per day, an attuned reader may substitute the book's full Knowledge (forbidden) ranks in place of his own for the purposes of casting one ritual.

If the reader has no intention of using the book to serve the Charnel God, then the book begins to exert a psychic pressure on the reader's mind. Each day that the book is perused, the book forces a personality conflict (Will save, DC equals Ego). If the book wins, the character gains 1 Insanity Point and follows the book's unsavory suggestions. Any character who acquires *insanity* or permanent madness in this way immediately changes alignment to chaotic evil and becomes a helplessly devoted minion of the Charnel God.

Strong necromancy [evil]; CL 20th; Weight 3 lbs.

EUGENUS CLEAVES

Freeport society sees this former physician as a good man completely devoted to the welfare of the city's orphans, but this couldn't be further from the truth. The real Eugenus Cleaves experiments upon the children in his care, seeking to perfect the means to a depraved sort of immortality.

EUGENUS CLEAVES	GR II
Male human expert 6/cultist 3 CE Medium humanoid Init +1; Senses Listen +15, Spot +20 Languages Abyssal, Aquan, Azharan, Common, Draconic, Elvish, Gnomish	
AC 12, touch 12, flat-footed 11 (+1 Dex, +1 deflection) hp 43 (9 HD) Resist Unhinged IP 2; Madness addiction to Cannibal Ritual Fort +6, Ref +4, Will +11	
Spd 30 ft. (6 squares) Melee adamantine dagger +7 (1d4/19-20) Base Atk +6; Grp +6 Atk Options fanatic, sneak attack +1d6 Special Actions Eldest Child Combat Gear <i>oil of darkness</i>	
Abilities Str 11, Dex 13, Con 13, Int 16, Wis 16/20, Cha 9 SQ moderate aura of chaos and evil Feats Endurance, Great Fortitude, Leadership (12), Skill Focus (Bluff) ^B , Skill Focus (Heal) ^B , Unhinged [†] Skills Balance +10, Bluff +14, Concentration +10, Climb +3, Diplomacy +8, Heal +16, Hide +4, Jump +3, Knowledge (arcana) +13, Knowledge (forbidden) [†] +9 (+11 Cannibal Ritual), Knowledge (geography) +6, Knowledge (local) +13, Knowledge (religion) +6, Listen +15, Move Silently +4, Spellcraft +9, Spot +20 Possessions combat gear plus adamantine dagger, <i>ring of protection</i> +1, <i>eyes of the eagle</i> , <i>periapt of Wisdom</i> +2, <i>unguent of timelessness</i> , healer's kit, <i>The Ghoul Manuscript</i> †3rd Era Freeport Companion	
Eldest Child (Sp) Between his regular performance of the Cannibal Ritual and the voice of the Charnel God in his head, Cleaves gains a +2 competence bonus with that incantation. He may also assume the form of a ritual ghoul at will. While transformed, he uses the following statistics: Male ritual ghoul expert 9/cultist 3 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +17, Spot +22 AC 16, touch 14, flat-footed 13 (+3 Dex, +1 deflection, +2 natural) hp increase by 9 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +5, Ref +6, Will +12 Melee bite +7 (1d6+1 plus paralysis) and 2 claws +2 (1d3 plus paralysis) Grp +7 Abilities Str 13, Dex 17, Con —, Int 18, Wis 18/22, Cha 11 SQ strong aura of evil Skills Balance +15, Bluff +12, Concentration +9, Climb +4, Diplomacy +9, Heal +17, Hide +6, Jump +4, Knowledge (arcana) +14, Knowledge (forbidden) +10 (+12 Cannibal Ritual), Knowledge (geography) +7, Knowledge (local) +14, Knowledge (religion) +7, Listen +17, Move Silently +6, Spellcraft +10, Spot +22 Paralysis (Ex) Those hit by Cleaves's bite or claw attack must succeed on a DC 14 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"SLIM" WILLIAM THE PLEASER

William was Cleaves's first recruit into the Charnel Children. However, his own obsession is not the Charnel God's worship, but necromancy. He has gleaned as much of this craft as he could from his Psychopomp's sizable arcane library, and now earns money for the Cleaves Home and his own continuing researches by running a brothel secretly staffed by reanimated dead.

"SLIM" WILLIAM THE PLEASER	GR 8
Male human necromancer 8 CE Medium humanoid Init +5; Senses Listen -1, Spot -1 Languages Abyssal, Common, Draconic, Elvish, Infernal	
AC 12, touch 11, flat-footed 11 (+1 Dex, +1 natural) hp 37 (8 HD) IP 3; Madness addiction to Cannibal Ritual Fort +5, Ref +4, Will +6	
Spd 30 ft. (6 squares) Melee darkwood cane +6 (1d6+1) Base Atk +4; Grp +5 Special Actions Combat Casting Combat Gear 3 <i>arcane scrolls</i> (<i>animate rope</i> , <i>expeditious retreat</i> , <i>hold portal</i>), <i>potion of cure moderate wounds</i> Necromancer Spells Prepared (CL 8th): 4th— <i>animate dead</i> , <i>charm monster</i> (x2) (DC 18), <i>fear</i> (DC 20) 3rd— <i>clairaudience/clairvoyance</i> , <i>deep slumber</i> (DC 17), <i>dispel magic</i> , <i>gentle repose</i> , <i>vampiric touch</i> (melee touch +5, DC 19) 2nd— <i>command undead</i> (DC 18), <i>false life</i> , <i>ghoul touch</i> (melee touch +5, DC 18), <i>invisibility</i> , <i>touch of idiocy</i> (melee touch +15, DC 16) 1st— <i>charm person</i> (x2), <i>chill touch</i> (DC 17), <i>ray of enfeeblement</i> (ranged touch +5, DC 15), <i>shield</i> 0— <i>detect magic</i> , <i>prestidigitation</i> , <i>read magic</i> , <i>touch of fatigue</i> (x2) (melee touch +5, DC 16) Barred Schools: conjuration, evocation	
Abilities Str 12, Dex 12, Con 15, Int 18, Wis 8/14, Cha 14 SQ Charnel Child, moderate aura of chaos and evil, summon familiar (currently none) Feats Combat Casting, Improved Initiative, Persuasive, Scribe Scroll, Spell Focus (necromancy), Spell Mastery (<i>command undead</i> , <i>dispel magic</i> , <i>gentle repose</i> , <i>invisibility</i>) Skills Bluff +3/+11*, Concentration +13, Craft (drawing) +8, Gather Information +1/+9*, Intimidation +3/+11*, Knowledge (arcana) +15, Knowledge (forbidden) [†] +7, Knowledge (religion) +15, Listen -1, Profession (pimp) +10, Spellcraft +17, Spot -1 [†] 3rd Era Freeport Companion * Includes -4 competence penalty, except when interacting with others with psychosexual disorders, in which case +4 competence bonus Possessions combat gear plus <i>darkwood club</i> ("pimp stick"), <i>amulet of natural armor</i> +1, <i>coat of resistance</i> +1, <i>hat of Charisma</i> +2, spellbook, spell components pouch, 6 black onyx gems (50 gp each, component for <i>animate dead</i>) Spellbook prepared spells plus: 3rd— <i>halt undead</i> 1st— <i>animate rope</i> , <i>cause fear</i> , <i>detect undead</i> , <i>disguise self</i> , <i>sleep</i> 0—(all but conjuration and evocation)	
Charnel Child (Sp) When William is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul necromancer 8 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 16, touch 13, flat-footed 13 (+3 Dex, +3 natural) hp increase by 8	

Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage

Resist turn resistance +2

Fort +3, **Ref** +6, **Will** +8

Melee bite +6 (1d6+2 plus paralysis) and 2 claws +1 (1d3+1 plus paralysis)

Grp +6

Necromancer Spells Prepared increase all DCs by 1

Abilities Str 14, Dex 16, Con —, Int 18, Wis 12/18, Cha 16

SQ moderate aura of evil

Skills Bluff +4/+12*, Concentration +14, Craft (drawing) +9, Gather Information +2/+10*, Intimidation +4/+12*, Knowledge (arcana) +16, Knowledge (forbidden) +8, Knowledge (religion) +16, Listen +1, Profession (pimp) +12, Spellcraft +18, Spot +1

Paralysis (Ex) Those hit by William's bite or claw attack must succeed on a DC 17 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.

"HORRIBLE" LUCINDA PENMARK

Lucinda is large and strong for her age, and from her arrival she was able to stand up to the orphanages' bullies, and eventually best them at their own game. This and her insatiable appetite have earned her an honored place among the Charnel Children in spite of being the cult's only girl.

"HORRIBLE" LUCINDA PENMARK	GR 1/2
Female human cultist 1 CE Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages Common	
AC 11, touch 11, flat-footed 10 (+1 Dex) hp 8 (1 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +1, Will +1	
Spd 30 ft. (6 squares) Melee unarmed strike +1 (1d3+1) Base Atk +0; Grp +1 Atk Options fanatic	
Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9 SQ Charnel Child, faint aura of chaos and evil Feats Improved Unarmed Strike, Skill Focus (Bluff) ^B , Skill Focus (Intimidate) ^B Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1	
Charnel Child (Sp) When Lucinda is under the influence of the Cannibal Ritual, she uses the following statistics: Female ritual ghoul cultist 1 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 15, touch 13, flat-footed 12 (+3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +3 Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis) Grp +2 Abilities Str 15, Dex 16, Con —, Int 9, Wis 12, Cha 11 Skills Bluff +7, Climb +6, Intimidate +7, Listen +1, Spot +1 Paralysis (Ex) Those hit by Lucinda's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"SLY" SIMON MIDWICH

Beneath Simon's angelic face and charming manner lies a brutal bully, a thorough beast who gleefully leads the other child-ghouls on their monthly hunts.

"SLY" SIMON MIDWICH	GR 1
Male half-elf cultist 2 CE Medium humanoid (elf) Init +2; Senses low-light vision; Listen +5, Spot +5 Languages Common	
AC 12, touch 12, flat-footed 10 (+2 Dex) hp 13 (2 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +2, Will +2	
Spd 30 ft. (6 squares) Melee carving knife +3 (1d4+2/19-20) <i>or</i> Melee unarmed strike +3 (1d3+2 nonlethal) Base Atk +1; Grp +3 Atk Options fanatic	
Abilities Str 14, Dex 15, Con 15, Int 11, Wis 9, Cha 13 SQ Charnel Child, faint aura of chaos and evil Feats Skill Focus (Bluff) ^B , Stealthy Skills Bluff +9, Diplomacy +5, Gather Information +3, Hide +9, Listen +5, Move Silently +9, Search +2, Spot +5 Possessions carving knife	
Charnel Child (Sp) When Simon is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul cultist 2 CE Medium undead (augmented humanoid) Init +4; Senses darkvision 60 ft.; Listen +7, Spot +7 AC 16, touch 14, flat-footed 12 (+4 Dex, +2 natural) hp increase by 2 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +4, Will +4 Melee bite +4 (1d6+3 plus paralysis) and 2 claws -1 (1d3+1 plus paralysis) Grp +4 Abilities Str 16, Dex 19, Con —, Int 13, Wis 13, Cha 15 Skills Bluff +10, Diplomacy +6, Gather Information+4, Hide +11, Listen +7, Move Silently +11, Search +3, Spot +7 Paralysis (Ex) Those hit by Simon's bite or claw attack must succeed on a DC 13 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"HORRIBLE" LUCINDA PENMARK

Lucinda is large and strong for her age, and from her arrival she was able to stand up to the orphanages' bullies, and eventually best them at their own game. This and her insatiable appetite have earned her an honored place among the Charnel Children in spite of being the cult's only girl.

"HORRIBLE" LUCINDA PENMARK	GR 1/2
Female human cultist 1 CE Medium humanoid Init +1; Senses Listen -1, Spot -1 Languages Common	
AC 11, touch 11, flat-footed 10 (+1 Dex) hp 8 (1 HD) Madness addiction to Cannibal Ritual Fort +2, Ref +1, Will +1	
Spd 30 ft. (6 squares) Melee unarmed strike +1 (1d3+1) Base Atk +0; Grp +1 Atk Options fanatic	
Abilities Str 13, Dex 12, Con 14, Int 7, Wis 8, Cha 9 SQ Charnel Child, faint aura of chaos and evil Feats Improved Unarmed Strike, Skill Focus (Bluff) ^B , Skill Focus (Intimidate) ^B Skills Bluff +6, Climb +5, Intimidate +6, Listen -1, Spot -1	
Charnel Child (Sp) When Lucinda is under the influence of the Cannibal Ritual, she uses the following statistics: Female ritual ghoul cultist 1 CE Medium undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +1, Spot +1 AC 15, touch 13, flat-footed 12 (+3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +3 Melee bite +2 (1d6+2 plus paralysis) and 2 claws -3 (1d3+1 plus paralysis) Grp +2 Abilities Str 15, Dex 16, Con —, Int 9, Wis 12, Cha 11 Skills Bluff +7, Climb +6, Intimidate +7, Listen +1, Spot +1 Paralysis (Ex) Those hit by Lucinda's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

"GROSS" BILLY EGGBERT

Billy is a stunted, disturbing child who has latched onto the idea of eating anything, no matter how disgusting, in a pathetic attempt to get attention and approval. He was, of course, a natural for the Charnel God's cult.

Due to his young age and slight build, Billy is considered a Small creature with a reduced speed. By omitting his cult-related traits, his statistics can be used to represent the majority of the other orphans in the Cleaves Home.

"GROSS" BILLY EGGBERT	GR 1/2
Male human commoner 1 CE Small humanoid Init +1; Senses Listen +1, Spot +1 Languages Common	
AC 12, touch 12, flat-footed 11 (+1 size, +1 Dex) hp 5 (1 HD) Madness addiction to Cannibal Ritual Fort +1 (+5 against poison and disease), Ref +1, Will -1	
Spd 20 ft. (4 squares) Melee unarmed strike +0 (1d2-1 nonlethal)	
Abilities Str 8, Dex 13, Con 12, Int 9, Wis 8, Cha 8 SQ Charnel Child, faint aura of chaos and evil Feats Alertness, Filthy ^{B†} [†] 3rd Era Freeport Companion	
Skills Diplomacy -3, Disguise -3, Hide +9, Listen +1, Move Silently +5, Spot +1	
Charnel Child (Sp) When Billy is under the influence of the Cannibal Ritual, he uses the following statistics: Male ritual ghoul commoner 1 CE Small undead (augmented humanoid) Init +3; Senses darkvision 60 ft.; Listen +3, Spot +3 AC 16, touch 14, flat-footed 13 (+1 size, +3 Dex, +2 natural) hp increase by 1 Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage Resist turn resistance +2 Fort +0, Ref +3, Will +1 Melee bite +0 (1d4 plus paralysis) and 2 claws -5 (1d3 plus paralysis) Grp -4 Abilities Str 10, Dex 17, Con —, Int 11, Wis 12, Cha 10 Skills Diplomacy -2, Disguise -2, Hide +11, Listen +3, Move Silently +7, Spot +3 Paralysis (Ex) Those hit by a Billy's bite or claw attack must succeed on a DC 10 Fortitude save or be paralyzed for 1d4+1 rounds. Elves are immunity to this paralysis. The save DC is Charisma-based.	

CHAPTER VII: THE SOCIETY OF THE VELVET WHIP

When the Unspeakable One was summoned into the heart of Yig's domains, destroying the civilization of Valossa, the snake god's agony reverberated throughout the worlds into which his coils reached. Some of these worlds were torn apart, and fragments found their way into the World of Freeport. One such world was Midgard, home of Lowyatar, the goddess of pain and suffering. Fittingly, she survived Yig's cosmic thrashing as well the death throes of her parents. The pain of a god was a novel experience for Lowyatar, and she began plotting to feel it once again—when she would take her revenge upon Yig.

Lowyatar teaches that life is a gift, but one defined by suffering that only ends in death. In order to fully appreciate this gift, one must savor the agony it brings. Her followers embrace life's pain and seek to learn new ways to experience it and to share it with others. When the writings of the greatest of the Mistress's prophets were translated into the common tongue, other churches condemned them as vile darkness, and the cult was forced underground. Lowyatar's followers survive as the Society of the Velvet Whip, and one such cell lurks in the darker side of Freeport's high society.

LOWYATAR, THE BRINGER OF PAINFUL DELIGHTS

Lowyatar's clerics and cultists choose their domains from the Evil, Pain*, and Trickery domains. Her favored weapon is the whip.

The Mistress of Pain's unholy warriors choose between the Pain and Treachery domains. See *The Book of Fiends* for details of this class.

*The Pain domain appears in *The Book of Fiends*, and is reprinted here with minor alterations:

PAIN DOMAIN

Granted Powers: Your intimate knowledge of weaponry grants you the extraordinary ability to land especially painful blows on your enemies. You gain a reservoir of extra damage equal to your level in the class granting this power. You may distribute these points as you wish, but only applicable to your melee or ranged attacks. You must declare the use of this ability and the amount of extra damage desired before making the attack roll. You receive a new allotment of extra damage each time you replenish your spells.

PAIN DOMAIN SPELLS

- 1 *Chill Touch*
- 2 *Inflict Moderate Wounds*
- 3 *Vampiric Touch*
- 4 *Poison*
- 5 *Slay Living*
- 6 *Harm*
- 7 *Destruction^F*
- 8 *Symbol of Pain^M*
- 9 *Horrid Wilting*

OTHER CULT MAGIC TRAFFICKING WITH FIENDS

Both Leanna and Gulimar are capable of *casting lesser planar ally*, which they use to summon succubi and other fiends.

More powerful fiends, such as the hellcat or chain devil, would require either a spell scroll of the Summon Demon incantation.

GMs who own *The Book of Fiends* may wish to add new outsiders from that tome to the Society's repertoire. The various minions of Hadriel fit the cult's theme especially well (though Hadriel and her agenda less so).

DRAC'S FALL

The transformation is accomplished by summoning a glabrezu, which fulfills a *wish* by changing the kidnapped victim into a pig. (Apart from the suffering inherent in the Society's little joke, the demon is likely to be paid its annual, indescribable bribe.) This conjuration requires the Summon Demon incantation.

LEANNA ST-MARTIN

The daughter of the cult's previous leader, Leanna embraced Lowyatar's teachings at an early age. When she and Emmanuelle disagreed on a point of dogma, Leanna took matters into her own hands and ruthlessly wrested away control of the cult. She now seeks to extend the Society's teachings through the jaded upper class of Freeport.

LEANNA ST-MARTIN	GR 13
Female human cultist 14 LE Medium humanoid Init +4; Senses Listen +8, Spot +8 Languages Azharan, Common	
AC 18, touch 18, flat-footed 14 (+4 Dex, +2 armor, +2 deflection) hp 93 (14 HD) IP 4; Madness psychosexual disorder (sado-masochism) Resist Endurance Fort +6, Ref +8, Will +11	
Spd 30 ft. (6 squares) Melee +1 <i>vicious whip</i> +14/+9 (1d3+1 nonlethal +2d6; and 1d6 to wielder) <i>or</i> Melee mwk riding crop +14/+9 (1d3 nonlethal) <i>or</i> Melee unarmed strike +14/+9 (1d3+1 nonlethal) Base Atk +9; Grp +9 Atk Options Combat Casting, fanatic, painful blow 14, sneak attack +2d6 Combat Gear <i>brooch of shielding</i> , <i>potion of resist energy (fire)</i> 10 Cultist Spells Prepared (CL 7th): 5th— <i>slay living</i> D, (melee touch +14, DC 20), <i>spell resistance</i> , <i>summon monster</i> V 4th— <i>dimensional anchor</i> (ranged touch +13), <i>dispel magic</i> , <i>lesser planar ally</i> , <i>poison</i> D 3rd— <i>bestow curse</i> (melee touch +14, DC 18), <i>curse serious wounds</i> , <i>inflict serious wounds</i> (melee touch +14, DC 18), <i>vampiric touch</i> D (melee touch +14) 2nd— <i>death knell</i> (DC 17), <i>divine favor</i> , <i>enthrall</i> (DC 17), <i>inflict moderate wounds</i> D (melee touch +14, DC 17), <i>undetected alignment</i> 1st— <i>chill touch</i> D (melee touch +16, DC 16), <i>curse light wounds</i> (x3), <i>disguise self</i> , <i>shield of faith</i> , <i>unhinge</i> [†] D: Domain. Deity: Lowyatar. Domain: Pain*. [†] 3rd <i>Era Freeport Companion</i> ; *New domain (see sidebar).	
Abilities Str 10, Dex 18, Con 14, Int 12, Wis 12/20, Cha 18 SQ moderate aura of law, overwhelming aura of evil Feats Combat Casting, Endurance, Exotic Weapon Proficiency (whip), Iron Will ^B , Skill Focus (Bluff) ^B , Weapon Finesse Skills Bluff +18/+26*, Concentration +10 (+14 casting defensively), Diplomacy +4/+12, Disguise +0/+8* (+2/+10* acting), Escape Artist +12, Gather Information +8/+16*, Intimidate +10/+18*, Knowledge (forbidden) [†] +6, Knowledge (religion) +16, Listen +8, Ride +6, Sense Motive +16, Sleight of Hand +13, Spot +8, Use Rope +4 (+6 bindings) [†] 3rd <i>Era Freeport Companion</i> *First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders. Possessions combat gear plus +1 <i>vicious whip</i> , mwk riding crop [treat as a whip lacking extra reach], <i>amulet of mighty fists</i> , <i>bracers of armor</i> +2, <i>gloves of Dexterity</i> +4, <i>ring of protection</i> +2, silver holy symbol of Lowyatar, spell component pouch, light warhorse (and full riding tackle), fragments of the <i>Felomelicon</i> , 400 gp in miscellaneous jewelry.	
Painful Blow (Ex) Leanna's knowledge of weaponry and torture allows her to add damage to her melee and ranged attacks. She has a reservoir of 14 extra damage points that she may distribute as she wishes between attacks during the day, but must declare the use of this ability before the attack roll is made.	

GULIMAR DO'ANA, DARK ELF

Gulimar was an exile and hired sword who ended up as the slave of Alhazred, author of the *Felomelicon*. Entrusted with the book upon his master's death, the dark elf arranged for its translation, and narrowly escaped the Inquisition that attempted to stamp out Lowyatar's worship. Gulimar is now second in command of the Society in Freeport, where his intimate knowledge of *The Book of Nine Tales* is one of the cult's most valuable resources.

GULIMAR DO'ANA	GR 14
Male drow fighter 6/cleric 7 NE Medium humanoid (elf) Init +8; Senses darkvision 120 ft.; Listen +2, Spot +2 Languages Azharan, Common, Drow Sign Language, Elven, Undercommon	
AC 20, touch 14, flat-footed 16; Dodge, Mobility (+4 Dex, +6 armor) hp 82 (13 HD) IP 6; Madness psychosexual disorder (sado-masochism) Immune sleep SR 24 Fort +11, Ref +8, Will +7 (+9 against spells and spell-likes) Weakness light blindness	
Spd 30 ft. (6 squares) Melee +1 <i>keen rapier</i> +17/+12 (1d6+2/15-20) <i>or</i> Melee +1 <i>keen rapier</i> +15/+10 (1d6+2/15-20) and +1 <i>spell storing dagger</i> +14 (1d4+1/19-20) Ranged mwk hand crossbow +16 (1d4 + poison/19-20) Base Atk +11; Grp +12 Atk Options Combat Expertise, Spring Attack, Two-Weapon Fighting, Whirlwind Attack, painful blow 7 Special Actions rebuke undead (+4, 2d6+9, 7th) Combat Gear <i>potion of pass without trace</i> , divine scroll of <i>lesser planar ally</i> , 4 doses drow poison (Fort DC 13, initial unconsciousness/secondary unconsciousness 2d4 hours) Cleric Spells Prepared (CL 7th): 4th— <i>confusion</i> D (DC 20), <i>dismissal</i> (DC 20), <i>divine power</i> 3rd— <i>bestow curse</i> (melee touch +15, DC 19), <i>curse serious wounds</i> , <i>dispel magic</i> , <i>vampiric touch</i> D (melee touch +15) 2nd— <i>eagle's splendor</i> , <i>invisibility</i> D, <i>silence</i> (DC 18), <i>spiritual weapon</i> , <i>sound burst</i> (DC 18), <i>undetected alignment</i> 1st— <i>bane</i> (DC 17), <i>chill touch</i> D (melee touch +15, DC 17), <i>command</i> (DC 17), <i>curse light wounds</i> (x2), <i>deathwatch</i> , <i>divine favor</i> 0— <i>detect magic</i> (x2), <i>read magic</i> (x2), <i>resistance</i> (x2) D: Domain. Deity: Lowyatar. Domains: Pain*, Trickery. [†] 3rd <i>Era Freeport Companion</i> ; *New domain (see sidebar). Spell-like Abilities (CL 13th): 1/day— <i>dancing lights</i> , <i>darkness</i> , <i>faerie fire</i>	
Abilities Str 13, Dex 19, Con 12, Int 14, Wis 10/22, Cha 14 SQ able to detect secret doors; strong aura of evil Feats Combat Expertise, Dodge, Improved Initiative, Mobility, Spring Attack, Two-Weapon Fighting, Weapon Finesse, Weapon Focus (rapier), Whirlwind Attack Skills Bluff +11/+19*, Diplomacy +3/+11*, Disguise +1/+9* (+3/+11* acting), Gather Information +1/+9*, Hide +7, Intimidate +12/+20*, Jump +4, Knowledge (arcana) +9, Knowledge (dungeoneering) +3, Knowledge (forbidden) [†] +12, Knowledge (geography) +3, Knowledge (history) +5, Knowledge (religion) +9, Knowledge (the planes) +7, Listen +2, Move Silently +8, Search +4, Spellcraft +6, Spot +2, Survival +0 (+2 other planes) Possessions combat gear plus <i>glamered mithral shirt</i> +2, +1 <i>keen rapier</i> , +1 <i>spell storing dagger (hold person)</i> , mwk hand crossbow with 10 bolts, <i>circlet of persuasion</i> , <i>gloves of Dexterity</i> +2, courtier's outfit, silver holy symbol of Lowyatar, spell component pouch [†] 3rd <i>Era Freeport Companion</i> *First bonus includes -4 competence penalty to all checks; second bonus includes +4 competence bonus when interacting with others with psychosexual disorders.	
Painful Blow (Ex) Gulimar's knowledge of weaponry and torture allows him to add damage to his melee and ranged attacks. He has a reservoir of 7 extra damage points that he may distribute as he wishes between attacks during the day, but must declare the use of this ability before the attack roll is made.	

LADY ELISE GROSSETTE

Lady Elise was once one of the prime movers and shakers in Freeport, and was expected by many to become the next Sea Lord. But during the Succession Crisis, a rival arranged for her to be kidnapped during a key vote. Her captor also tortured her, breaking her will. Haunted by this experience, she never returned to office, and lived as a virtual recluse until Leanna taught her to embrace and own her pain.

Note: *Crisis in Freeport* gives stats for Lady Elise, updating her original stats from the *Freeport Trilogy*. She's been rebuilt here as a noble rather than an aristocrat—she's a perfect fit for that class—while keeping her feats and skills as close as possible to her original version. Except for adding a level of cultist, her level has not been increased (as she is more powerful as a noble than an aristocrat).

LADY ELISE GROSSETTE	GR II
Female human noble 11/cultist 1 LE Medium humanoid Init -1; Senses Listen +19, Spot +12 Languages Common, Dwarven, Elven, Gnomish, Halfling	
AC 12, touch 11, flat-footed 12 (-1 Dex, +2 deflection, +1 natural) hp 44 (12 HD) IP 1; Madness personality disorder Fort +6, Ref +8, Will +15	
Spd 30 ft. (6 squares) Melee +1 <i>elf bane dagger</i> +7/+2 (1d4-1; /19-20) <i>or</i> Melee +1[+3] <i>elf bane dagger</i> +9/+4 against elves (1d4+1+2d6/19-20) Base Atk +8; Grp +7 Atk Options organize +4, master diplomat Special Actions fanatic, inspire 11/day (awe, competence, greatness), student diplomat Combat Gear <i>potion of protection from arrows 10/magic</i> , 2 <i>potions of sanctuary</i>	
Abilities Str 7, Dex 9, Con 10, Int 14, Wis 14/16, Cha 17 SQ local lore +7, material aid, moderate aura of law and evil Feats Alertness, Iron Will, Leadership ^B (+20), Skill Focus (Bluff) ^B , Skill Focus (Diplomacy) ^B , Skill Focus (Gather Information), Skill Focus (Sense Motive), Unhinged [†] [†] 3rd Era Freeport Companion Skills Appraise +7, Bluff +21, Diplomacy +29, Disguise +3 (+5 acting), Gather Information +25, Intimidate +5, Knowledge (local) +9, Knowledge (nobility) +9, Knowledge (religion) +4, Listen +19, Sense Motive +21, Spot +12, Swim -1 Possessions combat gear plus +1 <i>elf bane dagger</i> (concealed in ornate cane worth 100 gp), <i>amulet of health</i> +2, <i>cloak of resistance</i> +2, <i>corset of natural armor</i> +1, <i>ring of protection</i> +2, noble's outfit, signet ring, 420 gp in miscellaneous jewelry	
Master Diplomat (Ex) Elise can urge a target to take a particular course of action. She must make a Leadership check (+20) opposed by the target's modified level check (1d20 + its level + its Wisdom modifier + any bonuses against mind-affecting effects). If the check succeeds, you affect the target as if you targeted it with the <i>suggestion</i> spell. Student Diplomat If Elise makes a DC 25 Sense Motive check as a swift action, she may add her Intelligence bonus as an insight bonus to a Bluff, Diplomacy, or Intimidate check against the target of her Sense Motive check. She may only use this ability when interacting with humanoids.	

BROTHER REMIGIO

Remigio Stonequay was a born thug who served in the Sea Lord's Guard until Commissioner Williams's housecleaning landed him in the Tombs. In order to escape his full sentence, he joined the Church of Penitence. But then he visited the Crimson Weal, turned to armed robbery to fund his new habit, and was eventually recruited into the Society. He now seeks recruits under the guise of a self-flagellating penitent.

BROTHER REMIGIO	GR 6
Male dwarf class warrior 4/cultist3 NE Medium humanoid (dwarf) Init +1; Senses darkvision 60 ft.; Listen +4, Spot +4 Languages Common, Dwarven	
AC 13, touch 12, flat-footed 11; +4 AC against giants (+1 Dex, +1 deflection, +1 natural) hp 41 (7 HD) IP 2; Madness personality disorder Resist stability (+4 against bull rush and trip) Fort +8 (+10 against poison), Ref +3, Will +5; +2 against spells and spell-likes	
Spd 20 ft. (4 squares) Melee +1 <i>quarterstaff</i> +9/+4 (1d6+3) <i>or</i> Melee unarmed strike +8/+3 (1d3+2) <i>or</i> Melee scourge +8/+3 (1d3+2 nonlethal) Base Atk +6; Grp +8 Atk Options Cleave, Power Attack, +1 on attack rolls against orcs and goblinoids, fanatic, sneak attack +1d6 Combat Gear <i>potion of bull's strength</i> , <i>potion of magic fang</i> , <i>potion of sanctuary</i> , 2 thunderstones	
Abilities Str 14, Dex 13, Con 17, Int 10, Wis 12/16, Cha 6 SQ moderate aura of evil Feats Cleave, Improved Unarmed Strike, Power Attack, Skill Focus (Bluff) ^B Skills Appraise +0 (+2 metal or stone), Bluff +4, Craft (any) +0 (+2 metal or stone), Intimidate +8, Knowledge (religion) +3, Listen +4, Search +0 (+2 stonework), Spot +4, Swim +3 Possessions combat gear plus +1 <i>quarterstaff</i> , <i>amulet of natural armor</i> +1, <i>ring of protection</i> +1, scourge [treat as a whip lacking extra reach], wooden holy symbol of the God of Penitence, masterwork manacles with good lock	

TYPICAL CULTIST

Most of the cult is recruited from the jaded, idle youth of Freeport's upper class. These privileged scions are lured slowly into the forbidden excesses of the Weal, and if found suitable, inducted into the Society.

TYPICAL CULTIST	GR 2
Male or female human aristocrat 3 NE Medium humanoid Init +0; Senses Listen -1, Spot -1 Languages Common, any one other	
AC 10, touch 10, flat-footed 10; Dodge hp 17 (3 HD) IP 1 Fort +1, Ref +1, Will +2	
Spd 30 ft. (6 squares) Melee mwk dagger +3 (1d4/19-20) Base Atk +2; Grp +2	
Abilities Str 10, Dex 10, Con 11, Int 13, Wis 8/10, Cha 11 SQ faint aura of evil Feats Dodge, Merchant's Blood ^{B†} , Skill Focus (Appraise) [†] 3rd Era Freeport Companion Skills Appraise +10, Bluff +6, Diplomacy +12, Intimidate +2, Gather Information +8, Knowledge (local) +7, Knowledge (nobility) +7, Listen -1, Spot -1 Possessions mwk dagger, holy symbol of Loviatar (material varies), noble's outfit, 100 gp or more in jewelry	

CHAPTER VIII: THE OBSIDIAN BROTHERHOOD

Very little is known about the being known only as the Wanderer. He traveled the planes and left ruins in his wake. Eventually he arrived in Yig's world, and the God of Serpents fought him rather than allowing his realm to be destroyed. Yig emerged victorious, and left behind the pieces of the defeated Wanderer with the serpent people. Fearing the dead god's power, they through his fragments into a volcano, believing that would destroy the interloper fully. They were wrong.

A few years ago, two ambitious young wizards were digging for lost artifacts on the slopes of Mount A'Val when they stumbled across a cave filled with strange obsidian shards. One of them, Gallus Vickers, was unlucky enough to fall upon an obsidian shard and die of the wound. The other, Xyrades, saw that his companion's blood caused strange runes to appear upon and within the black glass, and the words he translated promised power and knowledge beyond his fondest dreams. As he collected and activated more shards, he came to learn more about the Wanderer and its travels, and descended further into the mad, relentless pursuit of the dead god's secrets. He has gathered together a cabal of amoral wizards, archivists, and hired killers to help him in this endeavor, though none of them guess at his true purpose: To reassemble the Wanderer's body and bend the awakened god to his will—regardless of the certain apocalypse which that feat would bring about.

RITES AND RITUALS

The Obsidian Brotherhood has two primary rituals, described below. However, the brothers also reconstruct and practice other rituals revealed through studying the shards' fiery runes, such as the one used to bring Gallus back as a shadow.

ENSLAVING THE DEAD

This incantation traps the soul of the deceased in a bodiless undead state, under the command of the caster.

School: Necromancy

Level: 9th

DC: 30 (34 - 2 range -1 M - 1 B)

The caster must be trained in the Knowledge (religion) skill. If he is not, the DC of the Knowledge (forbidden) check increases by +4.

Components: V, S, M, B

Material Component: The corpse of the dead creature to be enslaved, and a black onyx gem worth at least 50 gp per HD of the deceased creature.

Backlash: When the shadow is created, everyone present must succeed on a DC 15 Will save or gain 1 Insanity Point. In addition, the caster automatically acquires 1 Insanity Point for the blasphemy of creating and enslaving an undead.

Casting Time: 10 minutes per check; 9 successes required.

Range: Touch

Target: One dead creature

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

Success: If the caster succeeds on his Knowledge (forbidden) check, a shadow is created. This shadow has as many HD as the deceased character did.

(If the GM owns the *Advanced Bestiary*, apply the dread shadow template instead, with the modifications listed in the "Creating a Normal Shadow" sidebar.)

This shadow is compelled to serve its creator (no saving throw). Threatening the shadow does not cancel this effect—the spirit is truly at the mercy of the caster's whims.

Failure: If the caster fails his check, the incantation fails, and the corpse can never again be subject to any form of necromantic spell or effect.

THE RITUAL OF AWAKENING

The Ritual of Awakening is not an incantation, and requires no training in forbidden knowledge. The "ritualist" must simply slay a victim with his own hands, using an obsidian shard. This awakens the shard, making it ready to translate.

THE RITUAL OF JOINING

This incantation uses powerful magics to fuse together pieces of the Wanderer's body. Only Xyrades fully understands this incantation.

School: Necromancy

Level: 9th

DC: 25 (34 - 3 limited targets - 2 SC - 4 B)

The caster must be trained in the Knowledge (arcana) and Knowledge (the planes) skill. The DC of the Knowledge (forbidden) check increases by +2 for each condition he fails to meet.

Components: S, M, B, SC

Material Component: Two pieces of the Wanderer's body which fit together, plus a small amount of blood (1 hp) from each caster.

Backlash: When the shards are joined, everyone present must succeed on a DC 15 Will save or gain 1 Insanity Point. In addition, the caster and assistants automatically 1 Insanity Point each for bringing a dead god one step closer to resurrection. All five casters are also exhausted at the end of the incantation, whether it is successful or not.

Secondary Casters: This incantation requires a caster and four assistants. Increase the DC by +2 for every assistant short of that number.

Casting Time: 10 minutes per check; 9 successes required.

Range: Close (115 ft.)

Target: Two pieces of the Wanderer's body.

Duration: Instantaneous

Saving Throw: None

Spell Resistance: No

Success: If the caster succeeds on his Knowledge (forbidden) check, the shards are fused into a larger piece.

Failure: If the caster fails his check, the shards are not fused, and the necromantic power gathered by the incantation rebounds upon the casters. The caster and all assistants each acquire one negative level (DC 25 Fortitude save to avoid permanently losing a level). If the check fails by 5 or more, a second negative level is acquired.

XYRADES, LEADER OF THE OBSIDIAN BROTHERHOOD

Xyrades depraved desires are only exceeded by his thirst for the knowledge locked within the Wanderer's body. This hunger makes him absolutely ruthless about how he gets whatever he desires: He has murdered repeatedly, bound his friend's ghost to his will, and committed vile acts beyond description. He only accepts new brothers who prove they are willing to murder and to traffic with fiends.

XYRADES

GR 15

Male human wizard 6/loremaster 7/archmage 2

NE Medium humanoid

Init +1; **Senses** Listen +0, Spot +0

Languages Abyssal, Azharan, Common, Draconic, Dwarven, Elven, Infernal, Valossan

AC 15, touch 15, flat-footed 13

(+1 Dex, +3 deflection, +1 dodge)

[With *mage armor* or *shield*: AC 19, touch 19, flat-footed 17; with both: AC 23, touch 23.]

hp 54 (15 HD)

IP 4; **Madness** personality disorder (monomania)

Fort +8, **Ref** +6, **Will** +14

Spd 30 ft. (6 squares)

Melee masterwork dagger +8 (1d4/19-20)

Base Atk +7; **Grp** +7

Special Actions Improved Counterspell, Master of Counterspelling

Combat Gear arcane scroll of *teleport*, wand of *mage armor*, wand of *summon monster III*, ring of *counterspells* (*baleful polymorph*)

Wizard Spells Prepared (CL 16th; overcome SR 1d20+20):

8th—*mind blank*

7th—*banishment* (DC 24)

6th—*eyebite* (x2) (DC 22), *legend lore*, *true seeing*

5th—*baleful polymorph* (DC 21), *dismissal* (DC 22), *dominate person* (DC 22), *sending*

4th—*black tentacles* (Grp +24), *charm monster* (x2) (DC 21), *dimensional anchor* (ranged touch +8), *stone shape*

3rd—*arcane sight*, *dispel magic* (x2), *magic circle against evil*, *magic circle against good*

2nd—*cat's grace*, *invisibility*, *touch of idiocy* (x2) (melee touch +7), *scorching ray* (x2) (ranged touch +8)

1st—*chill touch* (melee touch +7, DC 17), *magic missile* (x2), *mage armor*, *ray of enfeeblement* (ranged touch +8), *shield*, *true strike*

0—*arcane mark*, *light*, *message*, *prestidigitation*

Spell-like Abilities (CL 11th):

At will—*comprehend languages*, *detect magic*, *read magic*, *resistance*, *see invisibility*

Abilities Str 11, Dex 12, Con 12, Int 22, Wis 11/18, Cha 14

SQ lore +13, moderate aura of evil, summon familiar (none)

Feats Craft Wand^B, Craft Wondrous Item, Greater Spell Penetration, Improved Counterspell^B, Scribe Scroll^B, Skill Focus (Knowledge [arcana])^B, Skill Focus (Spellcraft), Spell Focus (abjuration), Spell Focus (enchantment), Spell Penetration

Skills Concentration +18, Craft (alchemy) +24, Decipher Script +24, Gather Information +9, Knowledge (arcana) +27, Knowledge (forbidden)[†] +18, Knowledge (religion) +9, Knowledge (the planes) +24, Listen +0, Search +8, Spellcraft +29 (+31 decipher scrolls), Spot +0, Survival +0 (+2 on other planes), Use Magic Device +9 (+13 scrolls)

[†]3rd Era Freeport Companion

Possessions combat gear plus mwk dagger, ring of protection +3, glove of storing (currently holding *dimensional shackles*), headband of intellect +4, periapt of Wisdom +2, four strips of ivory (focus for *legend lore*, 50 gp each), incense (component for *legend lore*, 250 gp), unguent (component for *true seeing*, 250 gp)

Spellbook spells prepared plus

8th—*binding*, *dimensional lock*, *greater planar binding*

7th—*control undead*, *plane shift*, *symbol of stunning*

6th—*symbol of persuasion*

5th—*permanency*

4th—(none)

3rd—*explosive runes*, *shrink item*

2nd—*command undead*, *fox's cunning*, *locate object*, *owl's wisdom*, *see invisibility*

1st—*alarm*, *charm person*, *comprehend languages*, *identify*, *sleep*

0—(all)

GALLUS VICKERS

Gallus Vickers is a shadow of his former self—quite literally. Xyrades used his newfound black magic to bind his dead companion's spirit to his will, and set him to translating shards. The undead wizard's condition has driven him insane, and he wants nothing but the opportunity to break free of, and slay, his onetime friend.

The following stats use the shadow template from the *Advanced Bestiary* (see the sidebar under Dread Shadow). Note that Gallus can no longer cast 3rd–5th level spells due to his reduced Intelligence.

GALLUS VICKERS	GR 10
Male shadow wizard 9 CE Medium undead (augmented humanoid, incorporeal) Init +4; Senses darkvision 60 ft.; Listen +8, Spot +8 Languages Common, Draconic, Terran, Undercommon	
AC 16, touch 16, flat-footed 12; Dodge (+4 Dex, +2 deflection) hp 64 (9 HD) Immune mind-affecting effects, poison, sleep, paralysis, stunning, disease, death effects, critical hits, nonlethal damage, ability drain, energy drain, damage to physical ability scores, fatigue and exhaustion effects, any effect that requires a Fortitude save (unless affects objects or harmless), death from massive damage, all nonmagical attack forms Resist turn resistance +2 Fort +3, Ref +7, Will +9	
Spd fly 30 ft. (perfect) (6 squares) Melee incorporeal touch +8 (1d6 Str) Base Atk +4; Grp — Special Actions create spawn Wizard Spells Prepared (CL 9th): 2nd— <i>mirror image</i> , <i>misdirection</i> (DC 13), <i>scare</i> (DC 13), <i>summon swarm</i> , <i>shatter</i> (DC 13) 1st— <i>color spray</i> (DC 12), <i>comprehend languages</i> , <i>magic missile</i> , <i>protection from good</i> 0— <i>detect magic</i> , <i>ghost sound</i> (DC 11), <i>mage hand</i> , <i>read magic</i>	
Abilities Str —, Dex 18, Con —, Int 12, Wis 16, Cha 15 SQ faint aura of chaos, incorporeal (50% miss chance), strong aura of evil, summon familiar (none) Feats Dodge ^B , Eschew Materials, Magical Aptitude, Scribe Scroll ^B , Spell Focus (illusion), Still Spell ^B , Words of Power [†] [†] 3rd Era Freeport Companion Skills Concentration +14, Decipher Script +13, Hide +4 (+8 in shadow, +0 in bright light) Knowledge (arcana) +13, Knowledge (forbidden) [†] +6, Knowledge (religion) +7, Knowledge (the planes) +7, Listen +8, Search +5, Spellcraft +17, Spot +8, Survival +3 (+5 other planes) [†] 3rd Era Freeport Companion Possessions none	
Strength Damage (Su) The touch of a shadow deals 1d6 points of damage to a living foe. A creature reduced to Strength 0 by a shadow dies. This is a negative energy effect. Create Spawn (Su) Any humanoid reduced to Strength 0 by a shadow becomes a shadow under the control of its killer within 1d4 rounds.	

TORVEY THE FLEA

Torvey's obsessive-compulsive behavior has made the rest of the brothers hate him, but he is tolerated for his undeniably excellent performance as a translator. Torvey murdered his predecessor in order to become head archivist.

TORVEY THE FLEA	GR 7
Male human expert 8 LE Medium humanoid Init +1; Senses Listen +9, Spot +9 Languages Celestial, Common, Draconic, Infernal	
AC 13, touch 13, flat-footed 12; Dodge (+1 Dex, +2 armor) hp 38 (8 HD) IP 4; Madness obsessive-compulsive Fort +3, Ref +3, Will +4	
Spd 30 ft. (6 squares) Melee +1 sickle +7/+2 (1d6+1) Base Atk +6; Grp +6 Atk Options Quick Draw Combat Gear <i>arcane scrolls of fox's cunning</i> , <i>wand of color spray</i>	
Abilities Str 11, Dex 12, Con 13, Int 17, Wis 7/15, Cha 7 SQ faint aura of law and evil Feats Diligent ^B , Dodge, Magical Aptitude, Skill Focus (Knowledge [arcana]) Skills Appraise +12, Concentration +12, Decipher Script +16, Disable Device +14, Knowledge (arcana) +17, Knowledge (forbidden) [†] +9, Knowledge (the planes) +5, Listen +9, Search +19, Spellcraft +18 (+20 to decipher scrolls), Spot +9, Use Magic Device +11 (+15 scrolls) [†] 3rd Era Freeport Companion Possessions combat gear plus +1 sickle, <i>wand of light</i> , <i>bracers of armor</i> +2, <i>goggles of minute seeing</i> , <i>ring of prestidigitation</i> , thieves' tools	

RING OF PRESTIDIGITATION

This silver filigree ring never seems to tarnish, no matter how dirty its surroundings. Three times per day, the wearer may say a command word to use the *prestidigitation* spell.

Faint (no school); CL 1st; Forge Ring, *prestidigitation*; Price 540 gp.

HOBSON, THE SILVER SHRIKE

Life on the mean streets of Freeport's dock forged Hobson in a heartless killer at a young age. He worked as a bully for hire, and then made his reputation as a reliable assassin. With that prestige, he gathered together a band of killers to follow in his footsteps. Xyrades hired him the Shrikes to eliminate anyone who looks too closely at the Brotherhood's activities, as well as to bloody new shards for translation. However, Xyrades seems to be usurping Hobson's authority within his own gang.

HOBSON	GR 8
Male human survivor 3/assassin 5 NE Medium humanoid Init +7; Senses Listen +7, Spot +7 Languages Common, Orc	
AC 17, touch 13, flat-footed 14 (+3 Dex, +4 armor) hp 46 (8 HD) Madness depression Resist evasion, shadowspawn Fort +9 (+11 against poison), Ref +9, Will +2	
Spd 30 ft. (6 squares) Melee +1 <i>shortsword</i> +11/+6 (1d6+5/19-20) <i>or</i> Melee mwk dagger +11/+6 (1d4+4/19-20) <i>or</i> Melee unarmed strike +10/+5 (1d6+4) Ranged mwk dagger +10 (1d4+4/19-20) Base Atk +6; Grp +10 Atk Options Cleave, Point Blank Shot, Power Attack, shattering strike 1, ambush +1, backstab +1d6, death attack (DC 15) Combat Gear <i>potion of cure moderate wounds</i> , <i>potion of invisibility</i> , <i>elixir of hiding</i> , <i>silversbeen</i> , 2 smokesticks, 2 tindertwigs, flask of acid, 2 vials giant wasp poison (Fort DC 18, initial and secondary damage 1d6 Dex)	
Abilities Str 18, Dex 16, Con 13, Int 13, Wis 9, Cha 12 SQ contract, faint aura of evil, poison use Feats Athletic ^B , Cleave, Improved Initiative, Improved Unarmed Strike ^B , Point Blank Shot, Power Attack, Weapon Focus (shortsword) ^B Skills Climb +9, Gather Information +8 (+10 finding work), Hide +13, Intimidate +13, Jump +7, Knowledge (local) +6, Listen +7, Move Silently +8, Sleight of Hand +8, Spot +7, Swim +9, Use Rope +6 Possessions combat gear plus +1 <i>shortsword</i> , 2 mwk daggers, +1 <i>shadow studded leather armor</i> , <i>cloak of resistance</i> +1	

JOSEPH "BLACKJACK" SIMONEN

Joseph was a priest of the God of Knowledge who was greedier for magical lore than his brethren. He found his true calling when he met Xyrades, who learned that he was willing to do anything for the knowledge he desired. He now works as an archivist for the Brotherhood, translating shards and occasionally committing some vile act at the cult's request.

JOSEPH "BLACKJACK" SIMONEN	GR 4
Male human ex-cleric 1/wizard 3 N Medium humanoid Init -1; Senses Listen +1, Spot +1 Languages Common, Draconic, Elven, Valossan	
AC 9, touch 9, flat-footed 9 (-1 Dex) hp 15 (4 HD) Fort +3, Ref +0, Will +6	
Spd 30 ft. (6 squares) Melee mwk dagger +1 (1d4-1/19-20) Base Atk +1; Grp +0 Combat Gear <i>pearl of power (1st level)</i> , <i>potion of darkvision</i> Wizard Spells Prepared (CL 3rd): 2nd— <i>fox's cunning</i> , <i>invisibility</i> 1st— <i>comprehend languages</i> , <i>sleep</i> (DC 14), <i>unseen servant</i> 0— <i>detect magic</i> , <i>message</i> , <i>read magic</i> (x2)	
Abilities Str 8, Dex 9, Con 10, Int 16, Wis 13, Cha 9 SQ summon familiar (none) Feats Scribe Scroll ^B , Skill Focus (Decipher Script) ^B , Skill Focus (Knowledge [arcana]), Skill Focus (Spellcraft) Skills Craft (calligraphy) +10, Decipher Script +13, Knowledge (arcana) +13, Knowledge (forbidden) [†] +4, Knowledge (religion) +8, Knowledge (the planes) +8, Listen +1, Spellcraft +13, Spot +1 †3rd Era Freeport Companion Possessions combat gear plus arcane scroll of <i>sepia snake sigil</i> , masterwork dagger, everburning torch, magnifying glass, mwk calligrapher's tools, silver holy symbol of God of Knowledge, spell component pouch, scholar's outfit Spellbook spells prepared plus 2nd— <i>continual flame</i> , <i>darkvision</i> 1st— <i>alarm</i> , <i>erase</i> , <i>floating disk</i> , <i>identify</i> , <i>mage armor</i> , <i>magic missile</i> 0—(all)	

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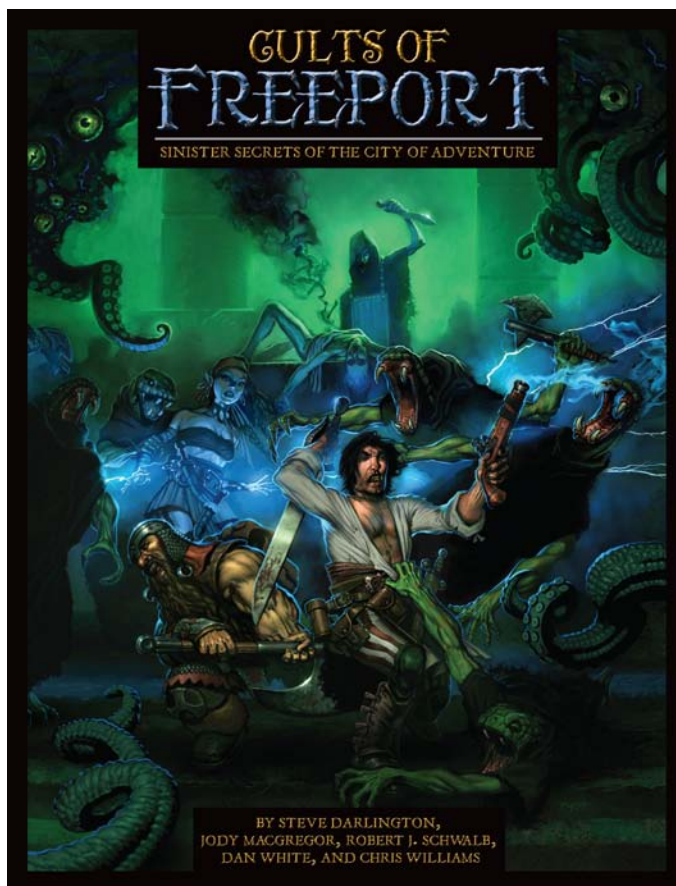
CULTS OF FREEPORT TRUE20 WEB ENHANCEMENT

DESIGN: ROBERT J. SCHWALB AND TIM EMRICK

EDITING: TIM EMRICK AND ERICA BALSLEY

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In late 2007, Green Ronin released *Cults of Freeport*, a system-less sourcebook that explores some of the most nefarious organizations lurking in City of Adventure. Covering eight cults, ranging from the familiar to the inexplicable, *Cults of Freeport* offers a glimpse into the madness that grips some of Freeport's worst citizens. While you can create your own game stats for the characters presented in the book using the information provided, this enhancement aims to give you a hand by doing all the heavy lifting for you. Here you'll find complete True20 stats for the characters in *Cults of Freeport*.



Note: This PDF has been laid out so that no character wraps at the column or page, so you can easily print the complete stat blocks you need for a given game session.

CHAPTER I: THE BROTHERHOOD OF THE YELLOW SIGN

The Brotherhood of the Yellow Sign is an ancient and treacherous cult that has long worked its malevolence from behind the scenes, acting as a subversive agency designed to disrupt the societies they infiltrate. All of their work goes to divert attention from their true purpose, which is to unleash their dark god into the mortal world once again. Milton Drac's fall and the exposure of the cult's wicked plans proved to be an almost fatal setback for this vile group, but one should never underestimate the insidious nature of the King in Yellow. Despite all that's arrayed against them, this cult continues its dark deeds in this pirate haven to this very day.

REGINA MEYER

There are numerous cells devoted to the Unspeakable One, but Regina Meyer commands the largest and best organized. Self-proclaimed high priestess of the Brotherhood, Regina commands a sizeable following of cultists, recruited from the decadent nobles and brilliant students lured away from the Freeport Institute. Possessed of an intoxicating personality many find infectious, she's a dangerous force in the city and if not stopped, she could well find more success than Milton Drac ever dreamed possible.

REGINA MEYER (REP +0)

Type: 8th Level Humanoid (Human Adept 8)

Size: Medium

Speed: 30 ft.

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

Skills: Bluff 11 (+15), Concentration 11 (+11), Intimidate 11 (+15), Knowledge (forbidden) 4 (+6), Knowledge (history) 11 (+13), Knowledge (religion) 11 (+13), Knowledge (supernatural) 11 (+13), Stealth 11 (+12)

Feats: Connected, Contacts, Dedicated (cult), Low Profile, Power^B, Power (×6), Supernatural Talent (Mind Touch, Pain)

Traits: Powers (rank 11, bonus +15, Cha, save Difficulty 18; Mind Touch +17, Pain +17, Scrying, Second Sight, Summon Outsider, Visions, Ward

Combat: Attack +5, Damage +1 (dagger), Defense Dodge/Parry +5/+4, Initiative +1; Conviction 6

Saving Throws: Toughness +0, Fortitude +2, Reflex +3, Will +6

ANDWAD FOUSTAFF, DEACON

Regina's right-hand man, Andwad is a rake and scoundrel, a despicable man, he brings to the Brotherhood vast wealth and an incredible network of contacts.

ANDWAD FOUSTAFF (REP +2)

Type: 6th Level Humanoid (Human Expert 3/Adept 3)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +1, Con +1, Int +2, Wis +0, Cha +3

Skills: Acrobatics 6 (+7), Bluff 9 (+12), Concentration 3 (+4), Diplomacy 9 (+12), Disguise 6 (+9), Escape Artist 6 (+7), Gather Information 3 (+6), Knowledge (forbidden) 3 (+5), Knowledge (streetwise) 6 (+7), Knowledge (supernatural) 3 (+5), Notice 9 (+9), Search 6 (+8), Sense Motive 9 (+9), Sleight of Hand 6 (+7), Stealth 6 (+7)

Feats: Connected, Contacts, Dodge Focus, Evasion, Fascinate (Bluff)^B, Inspire Complacency (Bluff), Power (×3), Weapon Training

Traits: Expertise, Powers (rank 6, bonus +9, Cha, save Difficulty 14; Heart Shaping, Illusion, Mind Touch)

Combat: Attack +4, Damage +2 (rapier), Damage +1 (knife), Defense Dodge/Parry +5/+3, Initiative +1; Conviction 5

Saving Throws: Toughness +2 (leather), Fortitude +3, Reflex +4, Will +4

SEMPHI TIERSON

Bloated with corruption, Semphi Tierson suffers the touch of her dread master, her body swollen with fluids and her mind consumed by an insatiable hunger for carnal pleasures. Periodically, she receives flashes of inspiration, moments when the will of the Yellow King is made known to her.

SEMPHI TIERSON (REP —)

Type: 7th Level Aberration

Size: Large

Speed: 5 ft.

Abilities: Str -2, Dex -3, Con +6, Int +4, Wis +3, Cha +1

Skills: Bluff 10 (+11), Concentration 10 (+13), Intimidate 10 (+11), Knowledge (forbidden) 7 (+11), Knowledge (supernatural) 10 (+14), Notice 10 (+13), Sense Motive 10 (+13), Stealth 0 (-7)

Feats: Power (×3)

Traits: Commune, Darkvision 60 ft., Immune to Paralysis and Poison, Powers (rank 10, bonus +14, Int, save Difficulty 19; Mind Touch, Psychic Blast, Psychic Shield), Psychic Assault, Stench

Combat: Attack +1, Damage ---; Defense Dodge/Parry +1/—, Initiative -3

Saving Throws: Toughness +8, Fortitude +8, Reflex -1, Will +8

Commune: Once per day, Semphi may open her mind to the presence of the Unspeakable One and receive visions and instructions. Generally, such messages are garbled and confused, cryptic in their nature. However, Semphi may sacrifice her daily use of this ability to gain a +20 bonus on a single roll.

Psychic Assault: Each round as a standard action, Semphi may unleash a barrage of psychic force against all living creatures within 30 feet. The attack is damage +5, however targets must resist this damage using their Will saves in lieu of their Toughness saves. Failed saves impose injuries on their damage track as normal.

Stench: At the start of Semphi's turn, all living creatures within 30 feet of her must succeed on a Difficulty 19 Fortitude save or become nauseated for as long as they remain in the area. Those creatures who fail by 5 or more become enamored instead for 1d20/5 hours (minimum 1 hour). Enamored creatures shift their attitude to helpful toward her and are overcome with amorous feelings. A creature that succeeds or fails cannot again be affected by Semphi's stench for 24 hours.

U'RAHN

A cruel and nihilistic serpent person, U'Rahn has severed his ties with Yig and his servants to advance the agenda of the Unspeakable One. Tasked with recruiting other serpent people to the Brotherhood, U'Rahn prowls the Underside in search of degenerates and cast-offs, bringing them into the fold.

U'RAHN (REP +2)

Type: 4th Level Monstrous Humanoid (Shapechanger) (Serpent Person Adept 4)

Size: Medium

Speed: 30 ft., swim 20 ft.

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

Skills: Bluff 9 (+13), Disguise 9 (+13, +23 Change Shape), Escape Artist 0 (+4), Knowledge (forbidden) 1 (+3), Knowledge (supernatural) 9 (+11), Notice 9 (+13), Sleight of Hand 9 (+10), Stealth 9 (+13), Swim 0 (+8)

Feats: Dodge Focus, Improved Initiative^B, Power (×4), Run, Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B, Uncanny Dodge

Traits: Change Shape, Powers (rank 7, bonus +11, Cha, save Difficulty 17; Heart Reading, Heart Shaping, Mind Touch, Teleport), the Talent

Combat: Attack +3, Damage +1 (knife); Defense Dodge/Parry +4/+2, Initiative +5; Conviction 4

Saving Throws: Toughness +1, Fortitude +0, Reflex +2, Will +5

Change Shape: U'Rahn can assume the form of any Small or Medium humanoid. He prefers to wear the skin of an androgynous young man, hairless with yellow eyes.

CHAPTER II: THE PRIESTHOOD OF YIG

Older than the oldest civilization, the Priesthood of Yig has endured since the first serpent people hatched from their leathery eggs. In antiquity, their power and influence were unmatched, but when cultists of the Unspeakable One conjured forth their foul god, their vast empire sank and imprisoned their god beneath the wreckage of the civilization. For generations, the priests have striven to awaken Yig and restore their power, but isolation and time have proved constant adversaries, confusing their dogma and leading many astray to serve other and often darker gods. Still, the effort continues and in recent years, the Priesthood has made great strides in restoring their faith when the ancient temple of Yig was uncovered beneath Freeport. Now, serpent people come to the City of Adventure to learn the lost mysteries of their elder god and restore their power and influence to the world.

The hierophant of Yig is K'Stallo, who is fully detailed in the *True20 Freeport Companion*. The following text describes those supporting characters that make up the cult's leadership.

T'LOTHER, HIGH PRIEST

K'Stallo's greatest rival and a powerful force for change within the priesthood, T'Lother jockeys to advance his own agenda within the cult, which is to see the degenerates utterly destroyed and Freeport conquered, its people enslaved to transform the city into a new bastion of serpent people power, the heart of the old empire reborn. Deeply religious and filled with the certainty of a fanatic, his tolerance for K'Stallo's peaceful ways thins and many within the cult wonder how long before T'Lother seizes control completely.

T'LOTHER (REP +4)

Type: 12th Level Monstrous Humanoid (Shapechanger) (Serpent Person Adept 12)

Size: Medium

Speed: 30 ft., swim 20 ft.

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

Skills: Bluff 15 (+19), Concentration 15 (+14), Disguise 0 (+4, +14 Change Shape), Escape Artist 0 (+3), Intimidate 15 (+19), Knowledge (history) 15 (+17), Knowledge (supernatural) 15 (+17), Search 15 (+17), Stealth 0 (+3), Swim 0 (+8)

Feats: Benefit, Dodge Focus, Empower, Improved Initiative^B, Lucky, Mind Over Body, Power (×8), Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B, Supernatural Talent (Dominate and Harm), Weapon Training

Traits: Change Shape, Darkvision 60 ft., Powers (rank 15, bonus +19, Wis, save Difficulty 21; Cure, Dominate [rank 17, Difficulty 22], Harm [rank 17, Difficulty 22], Heart Shaping, Mind Reading, Mind Touch, Psychic Blast, Sleep), the Talent

Combat: Attack +6, Damage +3 (sword), Defense Dodge/Parry +7/+6, Initiative +4, Conviction 8

Saving Throws: Toughness +1, Fortitude +7, Reflex +8, Will +16

Change Shape: T'Lother can assume the form of any Small or Medium humanoid.

K'SAN, SENESCHAL OF THE TEMPLE

T'Lother's malformed assistant, K'San is a loyal servant, but harbors his own agenda. Seeking the annihilation of Freeport and who live there, he whispers to his master, pushing him whenever he falters.

K'SAN (MINION)

Type: 8th Level Monstrous Humanoid (Shapechanger) (Serpent Person Adept 8)

Size: Medium

Speed: 20 ft., swim 20 ft.

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

Skills: Bluff 11 (+18), Diplomacy 11 (+15), Disguise 11 (+15, +25 Change Shape), Escape Artist 0 (+2), Knowledge (history) 11 (+15), Knowledge (supernatural) 11 (+15), Notice 11 (+13), Sense Motive 11 (+13), Stealth 11 (+13), Swim 0 (+8)

Feats: Assessment, Benefit, Dodge Focus, Eidetic Memory, Improved Initiative^B, Power (×6), Skill Focus (Bluff), Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B

Traits: Change Shape, Darkvision 60 ft., Powers (rank 11, bonus +15, Cha, save Difficulty 19; Heart Reading, Heart Shaping, Mind Touch, Pain, Second Sight, Suggestion)

Combat: Attack +3, Damage +1 (knife), Defense Dodge/Parry +4/+4, Initiative +3

Saving Throws: Toughness +1, Fortitude +1, Reflex +1, Will +8

Change Shape: K'San can assume the form of any Small or Medium humanoid.

NYSSAL, KEEPER OF THE ARCHIVES

Masquerading as a professor at the Freeport Institute, Nyssal monitors the city and reports to T'Lother feeding him information about the happenings in the human community. His position in the Institute also grants him access to the collected knowledge of Valossa and the world. A notorious liar, not even his fellows put much stake in what he says.

NYSSAL (MINION)

Type: 7th Level Monstrous Humanoid (Shapechanger) (Serpent Person Expert 7)

Size: Medium

Speed: 30 ft., swim 20 ft.

Abilities: Str +0, Dex +2, Con +0, Int +2, Wis +0, Cha +4

Skills: Bluff 10 (+14), Diplomacy 10 (+14), Disguise 10 (+14, +24 Change Shape), Escape Artist 10 (+15), Gather Information 10 (+14), Knowledge (history) 10 (+12), Knowledge (streetwise) 10 (+12), Notice 10 (+10), Search 10 (+12), Stealth 10 (+15), Swim 0 (+8)

Feats: Connected, Dodge Focus, Improved Initiative^B, Fascinate (Bluff), Lucky, Mass Suggestion (Bluff), Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B, Sneak Attack (×2), Suggestion (Bluff), Uncanny Dodge, Weapon Training

Traits: Change Shape, Darkvision 60 ft.

Combat: Attack +7, Damage +3 (sword), Defense Dodge/Parry +8/+5, Initiative +6

Saving Throws: Toughness +2, Fortitude +6, Reflex +11, Will +6

Change Shape: Nyssal can assume the form of any Small or Medium humanoid.

K'T'KAH, THE FIRST REBORN

Believed to be prophecy in the flesh, the priesthood of Yig hold up this young serpent person as the fulfillment of all their work, the promise of their empire restored.

K'T'KAH (REP +1)

Type: 6th Level Monstrous Humanoid (Shapechanger) (Serpent Person Warrior 6)

Size: Medium

Speed: 40 ft., swim 20 ft.

Abilities: Str +2, Dex +1, Con +1, Int +1, Wis +1, Cha +1

Skills: Acrobatics 9 (+10), Disguise 0 (+1, +11 Change Shape), Escape Artist 9 (+13), Intimidate 9 (+10), Knowledge (history) 9 (+10), Stealth 9 (+13), Swim 0 (+10)

Feats: All-out Attack, Attack Focus (sword), Cleave, Dodge Focus (×2), Improved Initiative^B, Improved Speed, Rage, Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B, Tough, Uncanny Dodge, Weapon Training

Traits: Change Shape, Darkvision 60 ft., Determination

Combat: Attack +7 or +8 (sword), Damage +5 (sword), Defense Dodge/Parry +8/+8, Initiative +5; Conviction 5

Saving Throws: Toughness +4, Fortitude +6, Reflex +3, Will +3

Change Shape: K't'Kah can assume the form of any Small or Medium humanoid.

J'NESS

J'ness represents one of the many serpent people that serve the priesthood. As a female, she's barred from entering the clergy, so she aids the cult in other ways, infiltrating the city and wearing the skin of a simple woodcrafter. She uses her cover to serve as a spy and occasional assassin. Deeply loyal, she ever works to prove her worth to her masters.

J'NESS (MINION)

Type: 2nd Level Monstrous Humanoid (Shapechanger) (Serpent Person Expert 2)

Size: Medium

Speed: 30 ft., swim 20 ft.

Abilities: Str +1, Dex +2, Con +0, Int +1, Wis +2, Cha +1

Skills: Bluff 5 (+6), Craft (woodworking) 5 (+6), Disguise 5 (+6, +16 Change Shape), Escape Artist 5 (+10), Gather Information 5 (+6), Knowledge (streetwise) 5 (+6), Notice 5 (+7), Search 5 (+6), Stealth 5 (+10), Swim 0 (+9)

Feats: Dodge Focus, Eidetic Memory, Improved Initiative^B, Light Armor Training, Skill Focus (Escape Artist)^B, Skill Focus (Stealth)^B, Sneak Attack, Weapon Training

Traits: Change Shape, Darkvision 60 ft.

Combat: Attack +3, Damage +4 (sword) or Damage +2 (knife), Defense Dodge/Parry +4/+2, Initiative +6

Saving Throws: Toughness +2, Fortitude +0, Reflex +5, Will +2

Change Shape: J'ness can assume the form of any Small or Medium humanoid.

CHAPTER III: THE LOST SOULS OF YARASH

The Lost Souls of Yarash are the curse of the seas. They live only for slaughter, to amass ever higher the pile of corpses they have made, to harvest ever more souls with their blood-soaked blades. They know no mercy and give no quarter. They know no joy but the joy of killing, no sweetness like the agonized screams of their prey and have mastered no skill so much as combat, no art so well as torture. They follow no code, recognize no power, and fear no god—except their own.

LEXINGTON FILLORY

The leader of the Lost Souls, Lexington Fillory hides his filthy allegiance behind the façade of a respected merchant. Filled with the fiery passion of a true believer, he uses his considerable fortunes and natural charisma to bend the highly-placed to his way of thinking as well as to recruit meat for this cult and their disturbing agenda.

LEXINGTON FILLORY (REP +3)

Type: 12th Level Humanoid (Human Warrior 6/Expert 6)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +2, Con +1, Int +1, Wis -1, Cha +4

Skills: Acrobatics 6 (+8), Bluff 6 (+10), Diplomacy 12 (+16), Gather Information 12 (+16), Intimidate 12 (+16), Knowledge (geography) 6 (+7), Knowledge (nobility) 6 (+7), Knowledge (religion) 12 (+13), Notice 6 (+5), Profession (merchant) 12 (+11), Sense Motive 6 (+5)

Feats: Attack Focus (sword), Attack Specialization (sword), Benefit, Connected^B, Diehard, Evasion, Improved Initiative, Inspire (Fear, Fury), Light Armor Training, Rage (×2), Skill Focus (Intimidate), Sneak Attack (×2), Weapon Training

Traits: Determination

Combat: Attack +12 or +13 (sword), Damage +5 (sword), Defense Dodge/Parry +12/+11, Initiative +6; Conviction 8

Saving Throws: Toughness +1, Fortitude +8, Ref +6, Will +4

GUMMER GHURTZ

The Lost Souls principal recruiter, Gummer Ghurtz is a known scoundrel and skilled storyteller, haunting winesinks and rumjoints all over the Docks and Scurvytown. A bloodthirsty bastard, he has a mean temper, but he hides it well when he's bringing folks into the fold.

GUMMER GHURTZ (REP +3)

Type: 8th Level Humanoid (Dwarf Expert 8)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +0, Con +2, Int +1, Wis +1, Cha +2

Skills: Bluff 11 (+13), Craft (stonework) 0 (+3), Diplomacy 11 (+13), Gather Information 11 (+13), Intimidate 11 (+11), Knowledge (streetwise) 11 (+11), Notice 11 (+12), Search 0 (+1, +3 stonework), Sense Motive 11 (+12), Sleight of Hand 11 (+11), Stealth 11 (+11)

Feats: Assessment, Attack Focus (knife), Contacts, Crippling Strike, Dodge Focus, Great Fortitude^B, Improved Initiative, Night Vision^B, Sneak Attack (×2), Talented (Craft and Search, stonework only)^B, Two-Weapon Defense, Two-Weapon Fighting, Uncanny Dodge

Traits: Expertise

Combat: Attack +6 or +7 (knife), Damage +2 (knife), Defense Dodge/Parry +7/+7; Initiative +4; Conviction 6

Saving Throws: Toughness +2, Fortitude +6, Reflex +6, Will +3

SILAS GANTRY

An old crusty sailor, Captain Silas Gantry retired to Freeport to instruct young men in the trade of sailing. He uses this innocent cover to mask his darker ambitions, to lure more fools to the service of his wicked god.

SILAS GANTRY (REP +2)

Type: 8th Level Humanoid (Human Warrior 8)

Size: Medium

Speed: 20 ft. (missing leg)

Abilities: Str +1, Dex +2, Con +2, Int +0, Wis +0, Cha +2

Skills: Bluff 11 (+13), Climb 11 (+12), Knowledge (geography) 11 (+11), Perform (storyteller) 11 (+13), Swim 4 (+5)

Feats: Attack Focus (cutlass), Attack Specialization (cutlass), Firearms Training, Greater Attack Focus (cutlass), Improved Critical (cutlass), Light Armor Training, Lucky, Seize Initiative, Uncanny Dodge, Weapon Bind, Weapon Break, Weapon Training^B

Traits: Determination

Combat: Attack +10 or +11 (cutlass) or Attack +10 (privateer FP), Damage +4 (cutlass or privateer FP), Defense Dodge/Parry +10/+9, Initiative +2; Conviction 6

Saving Throws: Toughness +4, Fortitude +10, Reflex +6, Will +4

FELDER MICHAELMAS

A typical example of a cultist of the Bloody One, Felder Michaelmas has been murdering folks since he was a boy. A vicious killer, he enjoys his bloody work and sees his allegiance to the Cult of Yarash as the fulfillment of his destiny.

FELDER MICHAELMAS (MINION)

Type: 1st Level Humanoid (Human Warrior 1)

Size: Medium

Speed: 30 ft.

Abilities: Str +3, Dex +2, Con +2, Int -1, Wis +0, Cha +0

Skills: Climb 4 (+7), Intimidate 4 (+4), Notice 4 (+4), Swim 4 (+7)

Feats: Improved Initiative, Iron Will, Light Armor Training, Tough^B, Weapon Training

Combat: Attack +3, Damage +7 (greatclub), Defense Dodge/Parry +3/+4, Initiative +6

Saving Throws: Toughness +4, Fortitude +4, Reflex +2, Will +2

THE DRAGON

A devout worshipper of Yarash, everything the Dragon does, he does for the glory of his horrid god. Massive and imposing, this half-orc brute is the terror of the seas and when he comes to Freeport, the wise flee his approach.

THE DRAGON (REP +2)

Type: 7th Level Dragon (Half-Dragon, Half-Orc Warrior 7)

Size: Medium

Speed: 30 ft.

Abilities: Str +8, Dex +1, Con +4, Int +0, Wis +0, Cha +1

Skills: Acrobatics 9 (+10), Climb 5 (+13), Intimidate 9 (+10), Jump 5 (+13), Knowledge (geography) 9 (+9), Notice 9 (+9), Profession (sailor) 9 (+9), Swim 5 (+13)

Feats: All-out Attack, Attack Focus (bite), Attack Specialization (bite), Cleave, Diehard, Iron Will, Night Vision^B, Rage (×3), Tough, Weapon Training^B

Traits: Breath Weapon, Darkvision, Determination, Immune to Sleep, Paralysis, and Electricity

Combat: Attack +8 or +9 (bite) or +8 (claws), Damage +10 (bite) or +8 (claws); Defense Dodge/Parry +8/+15, Initiative +1; Conviction 6

Saving Throws: Toughness +7, Fortitude +9, Reflex +3, Will +4

Breath Weapon: 60-ft. line electricity, +7 electricity damage, Reflex Difficulty 16 half.

CHAPTER IV: THE ESOTERIC ORDER OF STARRY WISDOM

Behind the façade of Freeport's Wizards' Guild lays a secret cabal of magicians dedicated to an insane force for madness and evil known only as the Crawling Chaos. The Order once dominated the Guild, infesting it with their mad ambitions to acquire an ancient relic lost since antiquity, but in the centuries since coming to Freeport, the Order shrunk to a small core of dedicated cultists. Even though their devotion may waver, ever are they bound to the sinister power of their dark master.

High Wizard Tarmon is detailed in the *True20 Freeport Companion*.

LORD ENTERTAINER UPJOHN DROWNE

A former arcane duelist and wizard of no small power, Upjohn Drowne fled the Continent after accidentally killing an opponent in a friendly duel. Winding up in Freeport, a place far enough away from his past that he could move without recognition, he serves as the Order's spymaster. In this role, he wears a variety of masks to make him the greatest infiltrator in the city.

UPJOHN DROWNE (REP +3)

Type: 9th Level Humanoid (Gnome Adept 9)

Size: Small

Speed: 30 ft.

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

Skills: Bluff 12 (+14), Concentration 12 (+13), Craft (alchemy) 0 (+6), Disguise 12 (+14), Gather Information 12 (+14), Knowledge (streetwise) 12 (+16), Knowledge (supernatural) 12 (+16), Notice 12 (+14), Sleight of Hand 12 (+13), Stealth 0 (+5)

Feats: Contacts, Fascinate (Bluff), Improved Initiative, Iron Will^B, Night Vision^B, Power (×7), Shield Penetration, Talented (Craft [alchemy] and Notice)^B, Well-Informed

Traits: Powers (rank 12, bonus +16, Int, save Difficulty 20; Body Control, Elemental Blast [fire], Fire Shaping, Flesh Shaping, Illusion, Mind Touch, Self Shaping), the Talent

Combat: Attack +6, Damage +1 (quarterstaff) or Damage +0 (knife), Defense Dodge/Parry +6/+4, Initiative +5; Conviction 7

Saving Throws: Toughness +0, Fortitude +4, Reflex +4, Will +8

LORD RECORDER KENNETH REGRANT

One of the preeminent psychics and diviners found in Freeport's Wizards' Guild, Kenneth Regrant is plagued with visions, his mind awash with future possibilities, present happenings, and the dim recollections of the past. Kenneth came from Freeport's streets, adopted by the Guild out of charity, but was found to possess great talent and swiftly earned his place among the powerful wizards inside the Esoteric Order.

KENNETH REGRANT (REP +5)

Type: 16th Level Humanoid (Human Adept 16)

Size: Medium

Speed: 30 ft.

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

Skills: Bluff 19 (+19), Concentration 19 (+20), Gather Information 19 (+19), Intimidate 19 (+19), Knowledge (history) 19 (+23), Knowledge (supernatural) 19 (+23), Notice 19 (+21), Sense Motive 19 (+21), Stealth 4 (+8)

Feats: Animal Empathy, Canny Dodge (Int), Dedicated (Esoteric Order), Imbue Item, Improved Initiative, Power^B, Power (×8), Quicken Power, Shield Penetration, Skill Focus (Stealth), Skill Training, Supernatural Focus (Visions), Uncanny Dodge

Traits: Powers (rank 19, bonus +23, Int, save Difficulty 23; Calm, Combat Sense, Heart Reading, Mind Reading, Mind Touch, Object Reading, Psychic Blast, Second Sight, Visions +26), the Talent

Combat: Attack +9, Damage +1 (knife), Defense Dodge +13/+8, Initiative +5; Conviction 10

Saving Throws: Toughness +1, Fortitude +6, Reflex +6, Will +12

LORD WANDERER ENOCHIA BOWSTRING

Enochia Bowstring serves as the Wizards' Guild's diplomat and envoy, and she spends much of each year in transit to one location or other. She's given to apathy and disinterest in her work, but hides it behind a neutral façade.

ENOCHIA BOWSTRING (REP +4)

Type: 14th Level Humanoid (Elf Adept 14)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +2, Con +0, Int +4, Wis +0, Cha +2

Skills: Bluff 17 (+19), Concentration 17 (+17), Diplomacy 17 (+19), Gather Information 17 (+19), Intimidate 17 (+19), Knowledge (geography) 17 (+21), Knowledge (supernatural) 17 (+21), Notice 0 (+2), Search 0 (+2), Sense Motive 17 (+17)

Feats: Contacts, Lucky, Night Vision^B, Power (×15), Talented (Notice and Search)^B, Weapon Training^B

Traits: Powers (rank 17, bonus +21, Int, save Difficulty 22; Apport, Blink, Calm, Heart Reading, Heart Shaping, Mind Probe, Mind Reading, Mind Shaping, Mind Touch, Plane Shift, Psychic Shield, Second Sight, Suggestion, Teleport, Truth Reading), the Talent

Combat: Attack +9, Damage +2 (rapier), Defense Dodge/Parry +9/+7, Initiative +2; Conviction 9

Saving Throws: Toughness +0, Fortitude +6, Reflex +8, Will +11

LORD TEACHER ORRIN FEENEY

Having made a name for himself with his unmatched mastery of weather and the elements, he serves the Guild as an instructor and educator. Thoroughly insane, he tempers the rigorous schedule to which he must cleave with his dark experimentations with the meteorological conditions of the Serpent's Teeth.

ORRIN FEENEY (REP +3)

Type: 10th Level Humanoid (Human Adept 10)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +1, Con +2, Int +3, Wis -1, Cha +0

Skills: Concentration 13 (+15), Intimidate 13 (+13), Knowledge (nature) 13 (+19), Knowledge (supernatural) 13 (+16), Notice 13 (+12), Search 13 (+15), Sense Motive 13 (+12), Survival 4 (+3)

Feats: Dodge Focus, Power^B, Power (×8), Quicken Power, Skill Focus (Knowledge—nature), Supernatural Focus (Weather Shaping), Widen Power

Traits: Powers (rank 13, bonus +16, Int, save Difficulty 19; Cold Shaping, Elemental Blast [cold, electricity], Fire Shaping, Psychic Shield, Second Sight, Water Shaping, Weather Shaping +19, Wind Shaping, Wind Walk), the Talent

Combat: Attack +6, Damage +3 (quarterstaff), Defense Dodge/Parry +7/+6, Initiative +1; Conviction 7

Saving Throws: Toughness +2, Fortitude +5, Reflex +4, Will +6

LORD RESEARCHER EDWINA LILYBRIDGE

As Lord Researcher, Edwina is charged with maintaining the tomes, artifacts, and relics possessed by the Esoteric Order. Ever the ambitious wizard, she makes extensive use of these treasures to advance her own position within the cult.

EDWINA LILYBRIDGE (MINION)

Type: 7th Level Humanoid (Human Adept 7)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +0, Con +1, Int +3, Wis +2, Cha +1

Skills: Concentration 10 (+11), Gather Information 10 (+11), Knowledge (history) 10 (+13), Knowledge (local) 10 (+13), Knowledge (religion) 10 (+13), Knowledge (supernatural) 10 (+13), Notice 7 (+9), Search 10 (+16)

Feats: Canny Dodge (Int), Power (×8), Skill Focus (Search)^B, Weapon Training

Traits: Powers (rank 10, bonus +13, Int, save Difficulty 18; Apport, Enhance Senses, Mind Reading, Mind Touch, Object Reading, Psychic Shield, Second Sight, Ward)

Combat: Attack +3, Damage +3 (sword), Defense Dodge/Parry +6/+3, Initiative +0

Saving Throws: Toughness +1, Fortitude +4, Reflex +

CHAPTER V: SCIONS OF THE DESTROYER

The Temple District is one of the more bustling communities within Freeport. Home to representatives of nearly every legitimate and illegitimate church, sect, and cult, walking its streets rewards visitors with a dazzling assortment of colors, sounds, and, yes, even smells. Most Freeporters believe all the faiths here are benign, for it is by Sea Lord's decree that no altars of fiend or wicked god should be raised within the city's walls. Yet, cults thrive in the city, each devoted to gods and powers so sinister that to speak their names invites hideous attention. Even within the sacred halls of the various temples found in the most holy district, the cancer of corruption blossoms. Nowhere is this more true than among the fierce priests of the god of war. Darkness has claimed the souls of these priests and their observances to the bellicose deity are mere formalities. Their hearts lay truly with Abaddon the Destroyer, the Bringer of Endings, the Minister of Death and Havoc, who, when his mighty citadel reaches the bottom of the Abyss, will reduce this world to utter ruin.

FATHER CADICCEN

The high priest of the War God's temple in Freeport, Cadiccen conceals his true devotion behind the serene exterior of a pious servant of the lord of battle. He came to Freeport to breathe new life into Abaddon's cultists who had long infiltrated this church, but his appearance saw the established cultists exposed and destroyed. His efforts to "purge" the church bought him the position of high priest and ever since, he has quietly subverted the clergy, bringing them into the fold of his true master.

FATHER CADICCEN (REP +4)

Type: 15th Level Humanoid (Human Warrior 5/Adept 10)
Size: Medium
Speed: 30 ft.
Abilities: Str +2, Dex +1, Con +1, Int +1, Wis +2, Cha +1
Skills: Acrobatics 6 (+7), Bluff 18 (+19), Concentration 8 (+9), Diplomacy 8 (+9), Disguise 8 (+9), Jump 8 (+10), Intimidate 6 (+7), Knowledge (religion) 8 (+9), Notice 8 (+10), Sense Motive 8 (+10), Sleight of Hand 8 (+9)
Feats: Attack Focus (unarmed strike), Attack Specialization (unarmed strike), Canny Dodge (Wis), Dodge Focus^B, Improved Grab, Improved Strike, Improved Throw, Improved Trip, Mind Over Body, Move-By Action, Power (x5), Taunt, Tough, Uncanny Dodge, Weapon Training
Traits: Determination, Powers (rank 10, bonus +12, Wis, save Difficulty 17; Body Control, Combat Sense, Enhance Ability, Heart Shaping, Psychic Shield)
Combat: Attack +11 or +12 (unarmed), Damage +4 (unarmed), Defense Dodge/Parry +14/+12, Initiative +1; Conviction 10
Saving Throws: Toughness +2, Fortitude +9, Reflex +5, Will +8

HANNIBAL, CHIEF REAPER

Hannibal serves as Father Cadiccen's eyes and ears, monitoring developments in the temple and watching for enemies. A troubled man with a sordid past, he discarded the horrors of his youth for the blissful madness offered by Abaddon. He masks his savagery behind the dead eyes of a cold killer.

HANNIBAL (MINION)

Type: 9th Level Humanoid (Human Warrior 5/Adept 4)
Size: Medium
Speed: 30 ft.
Abilities: Str +3, Dex +1, Con +2, Int 0, Wis +1, Cha 0
Skills: Climb 10 (+13), Intimidate 10 (+10), Jump 10 (+13), Knowledge (religion) 12 (+12), Swim 10 (+13)
Feats: All-out Attack, Attack Focus (sword)^B, Attack Specialization (sword), Heavy Armor Training, Light Armor Training, Power (x4), Shield Training, Startle, Tough, Weapon Training
Traits: Determination, Powers (rank 4, bonus +5, Wis, save Difficulty 13; Combat Sense, Cure, Enhance Ability, Enhance Senses)
Combat: Attack +8 or +9 (sword), Damage +7 (sword), Defense Dodge/Parry +8/+10, Initiative +1
Saving Throws: Toughness +3, Fortitude +7, Reflex +3, Will +4

LAMARAK BLACKTUSK

Lamarak is an archetypical bloodthirsty, reckless orc. He grew up in the gutters and gangs of Freeport, but found his true calling when he was recruited as a Reaper. He is now in charge of the Scions' orc and goblin gangs in Bloodsalt.

LAMARACK BLACKTUSK (REP +2)

Type: 9th Level Humanoid (Orc Warrior 9)

Size: Medium

Speed: 40 ft.

Abilities: Str +5, Dex +1, Con +4, Int -2, Wis -2, Cha +1

Skills: Intimidate 12 (+13), Jump 8 (+12), Notice 4 (+2)

Feats: Armor Training (light), Attack Focus (sword), Cleave, Diehard, Improved Speed, Improved Strike, Iron Will, Night Vision^B, Power Attack, Rage, Startle, Tough, Uncanny Dodge, Weapon Training^B

Traits: Determination, Pitched Weapons (poisoned sword and bite: Injury, Difficulty 11, +1 damage/1 Con; immune to poison from pitched weapons)

Combat: Attack +10 or +12 (masterwork sword), Damage +8 (sword or unarmed), Defense Dodge/Parry +10/+14, Initiative +1; Conviction 7

Saving Throws: Toughness +7 (+2 studded leather, +1 Tough), Fortitude +10, Reflex +4, Will +3

TURK SILVERSKIN

Turk could have been a hero if he hadn't chosen to selfishly dwell on his own appetites. He is past his youthful prime, during which he traveled the world in search of the next adrenalin-fueled exploit; now he tries to make do with new drugs, sexual perversions, and other highs.

TURK SILVERSKIN (REP +2)

Type: 8th Level Humanoid (Human Warrior 8)

Size: Medium

Speed: 30 ft.

Abilities: Str +2, Dex +2, Con +1, Int +1, Wis -1, Cha +2

Skills: Acrobatics 8 (+5), Bluff 5 (+7, +11 Attractive), Climb 5 (+2), Diplomacy 0 (+2, +6 Attractive), Intimidate 11 (+13), Jump 5 (+2), Knowledge (geography) 6 (+7), Notice 4 (+3), Profession (sailor)[†] 5 (+4), Swim 8 (+0)

Feats: All-Out Attack, Armor Training (heavy, light), Attack Focus (sword), Attack Specialization (sword), Attractive, Dedicated (cult), Defensive Attack, Lucky^B, Press Ganger, Startle, Weapon Training

Traits: Determination

Combat: Attack +10 or +12 (masterwork sword), Damage +6 (sword), Defense Dodge/Parry +10/+10, Initiative +2; Conviction 6

Saving Throws: Toughness +7 (+6 full plate), Fortitude +9, Reflex +6, Will +3

[†]True20 Freeport Companion

"MATCHES"

Since childhood, "Matches" has been a true pyromaniac, feeling only delight at the sight of destruction and death his obsession causes. Not only incurably mad, he is also an inveterate liar and drunkard.

"MATCHES" (MINION)

Type: 3rd Level Humanoid (Human Expert 3)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +3, Con +1, Int -1, Wis -3, Cha -1

Skills: Climb 6 (+7), Craft (alchemy) 6 (+5), Craft (pyrotechnics) 6 (+5), Disable Device 6 (+5), Escape Artist 4 (+7), Knowledge (local) 6 (+5), Notice 6 (+3), Stealth 6 (+9)

Feats: Alchemist[†], Evasion, Exotic Weapon Proficiency (fire-breathing), Great Fortitude, Run, Second Chance (catching on fire), Sneak Attack

Traits: Fire-Breathing (spit and ignite a special alchemical alcohol that does damage as if alchemist's fire, but does not ignite merely upon contact with air)

Combat: Attack +5, Damage +2 (dagger) or +0 (fire-breathing), Defense Dodge/Parry +5/+3, Initiative +3

Saving Throws: Toughness +1, Fortitude +4, Reflex +6, Will -2

[†]True20 Freeport Companion

CHAPTER VI: THE CHARNEL CHILDREN

Some say that the Charnel God has always been with us, lurking in the wake of the gods of war and pain and destruction, methodically consuming the remains of the dead. His worshippers believe that by consuming the bodies of the dead, they offer their strength and secrets to the Charnel God. His followers also murder and consume the living, in order to gather even more power for their god—and to teach the world to fear him as they properly should.

The cult of the Charnel God once held sway over vast empires ruled by ghouls, but their enemies finally destroyed them. To this day, witch hunters root out the foul art of necromancy wherever it may be found, but the cult continues on in secret. In Freeport, the Charnel God has a home in the most unlikely of places: the seemingly innocent Cleaves Home for Foundlings and Wayward Children.

THE CANNIBAL RITUAL

By ritually consuming the bodies of the dead, the Charnel God's followers come closer to their god. The Cannibal Ritual transforms those partaking in the unholy feast into ghouls for a limited time. If perfected, the ritual could make this transformation permanent, and give the Charnel God's followers a manner of immortality—as undead. The most complete copy of this ritual is found in the dreaded *Ghoul's Manuscript*, thought destroyed by witch hunters in their crusade against necromancy.

Rules for performing rituals appear in **Chapter Five: Forbidden Lore** of the *True20 Freeport Companion*.

Power: Imbue Unlife, fatiguing

Difficulty: 30 (10 + base Difficulty 18 + 2 for fatiguing). Each assistant must succeed on a Difficulty 10 Wisdom check to aid the ritualist. Will save Difficulty 15 to avoid fatigue.

Ritualist: Only a ritualist is required, but assistants are usually utilized due to the high Difficulty.

Components: A flesh humanoid corpse, plus tools for butchering and cooking it.

Aids: A ritualist with at least 6 ranks in the Knowledge (religion) skill receives a +2 bonus on his skill check.

Time: 2 hours.

Costs: When the transformation begins, everyone present must succeed on a Difficulty 15 Will save or gain 1 point of madness. In addition, the ritualist and all participants in the feast automatically gain 1 point of corruption for such blasphemy.

Success: If the ritualist succeeds on his Knowledge (forbidden lore) check, every character who ate the specially prepared flesh is transformed into a ghoul for the remainder of the night, gaining the strength and hunger of an undead corpse-eater. Apply the Ritual Ghoul template (see below) to each recipient.

Failure: If the ritualist fails his check, none of the subjects are transformed, but all are afflicted by an unholy craving for human flesh that lasts for 10 minutes times the margin of failure. (For example, if the check failed by 6, then the hunger lasts for 60 minutes.) This compulsion may be resisted for 10 minutes with a successful Difficulty 15 Will save.

Ritual Ghoul (Template)

Type: The creature's type changes to undead. Do not recalculate base combat bonus, saves or skills.

Abilities: Same as the base creature, except that as an undead, a ritual ghoul has no Constitution.

Feats: A ritual ghoul gains Tough as a bonus feat, in addition to the base creature's other feats.

Combat: A ritual ghoul gains bite and claw attacks. If the base creature does not have these attack forms, use the appropriate damage value for the ghoul's size (see table). Creatures with natural weapons retain their old damage values or use the appropriate value from the table, whichever is better.

Size	Bite Damage	Claw Damage
Fine	-4	-4
Diminutive	-1	-4
Tiny	+0	-1
Small	+1	+0
Medium	+2	+1
Large	+3	+2
Huge	+4	+3
Gargantuan	+6	+4
Colossal	+8	+6

Traits: A ritual ghoul retains the traits of the base creature and gains those described here. The save Difficulty of a ghoul's traits is 10 + 1/2 the ghoul's level (round down) + the ghoul's Charisma.

Darkvision: 60 ft.

Immunities: Ritual ghouls are immune to poison, sleep, paralysis, stunning, disease and mind-influencing effects (including mind-influencing powers). They are not subject to critical hits, non-lethal damage, ability damage, ability drain or any effect requiring a Fortitude save, unless it works on inanimate objects.

Paralysis: Bite or claw; Fortitude resists; paralyzed for 4 rounds.

Saving Throws: A ritual ghoul has the same Toughness save based on its size, with a bonus equal to half its level (rounded down).

Advancement: As base creature.

Level Adjustment: Same as the base creature +3. This increase only applies if the creature can transform without using the Cannibal Ritual.

THE GHOUL MANUSCRIPT

The spine of this book is always made from a literal human spine, and many copies are bound in human skin as well. The tome relates the history of the Charnel God's cult and the blasphemous acts its members have committed in his name. The most important of these rites is the Cannibal Ritual, an unholy feast that transforms the participants into ghouls for a single night of bringing the dead and living alike closer to the insatiable Charnel God.

Those most receptive to the god's teachings actually hear a voice coming to them through the book; they invariably believe that this mad whisperer is the Charnel God himself, showing them the path to immortality as one of the undead instead of an all-to-fragile living creature.

Studying the book allows the reader to acquire maximum of to 10 free ranks in the Knowledge (forbidden lore) skill. However, each rank requires a month's study and inflicts 1 point of Madness. The book cannot raise the reader's total skill above 10 ranks, or the character's level +3, whichever is lower.

Whatever the truth behind the source of the book's voice, it is intelligent (Int +2, Wis +2, Cha +7; Will +9), and can help or hinder the reader as it sees fit. If the reader willingly follows the book's suggestions for committing darker and darker acts, then the book will lend its expertise to exploiting the rites contained within it. Once per day, an attuned reader may substitute the book's full Knowledge (forbidden lore) ranks in place of his own for the purposes of casting one ritual. This gives the user 1 point of Corruption.

If the reader has no intention of using the book to serve the Charnel God, then the book begins to exert a psychic pressure on the reader's mind. Each day that the book is perused, it makes a Will save opposed by the reader's Will save. If the book wins, the reader follows its vile suggestions for one day and gains one point of Corruption. Any character who becomes totally corrupted in this way becomes a helplessly devoted minion of the Charnel God.

EUGLENUS CLEAVES

Freeport society sees this former physician as a good man completely devoted to the welfare of the city's orphans, but this couldn't be further from the truth. The real Euglenus Cleaves experiments upon the children in his care, seeking to perfect the means to a depraved sort of immortality.

EUGLENUS CLEAVES (REP +3)

Type: 9th Level Humanoid (Human Expert 9)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +1, Con +1, Int +3, Wis +3, Cha -1

Skills: Acrobatics 10 (+11), Bluff 12 (+13), Climb 8 (+8), Craft (herbal medicines) 6 (+9), Diplomacy 12 (+13), Jump 8 (+8), Knowledge (forbidden lore)† 3 (+7), Knowledge (geography) 8 (+11), Knowledge (nature) 12 (+15), Knowledge (religion) 4 (+7), Knowledge (streetwise) 8 (+11), Knowledge (supernatural) 12 (+15), Language 4 (Aquan, Azharan, Common, Draconic, Elvish, Fiendish, Gnomish), Medicine 12 (+8), Notice 12 (+15), Stealth 8 (+9)

†True20 Freeport Companion

Feats: Connected, Crippling Strike, Dedicated (cult), Diehard, Endurance, Favored Opponent (humans), Great Fortitude, Iron Will, Jack of All Trades, Leadership, Skill Focus (Medicine)^B, Sneak Attack, Talented (Bluff and Diplomacy)

Traits: Eldest Child, Expertise

Combat: Attack +7 or +8 (masterwork dagger), Damage +1 (dagger), Defense Dodge/Parry +7/+6, Initiative +1; Conviction 7

Saving Throws: Toughness +1, Fortitude +6, Reflex +4, Will +11

Eldest Child: Between his regular performance of the Cannibal Ritual and the voice of the Charnel God in his head, Cleaves may assume the form of a ritual ghoul at will. While transformed, he uses the following statistics:

Type: 9th Level Undead (Ritual Ghoul Expert 9)

Abilities: Con —

Feats: Connected, Crippling Strike, Dedicated (cult), Diehard, Endurance, Favored Opponent (humans), Great Fortitude, Iron Will, Jack of All Trades, Leadership, Skill Focus (Medicine)^B, Sneak Attack, Talented (Bluff and Diplomacy), Tough^B

Traits: Darkvision 60 ft., Paralysis, Undead Traits

Combat: Damage +2 plus paralysis (bite) or +1 plus paralysis (claw)

Saving Throws: Toughness +3 (+1 undead, +1 natural, +1 Tough), Fortitude +5

Paralysis: Bite or claw; Fortitude Difficulty 13; paralyzed for 4 rounds. The save Difficulty is Charisma-based.

"SLIM" WILLIAM THE PLEASER

William was Cleaves's first recruit into the Charnel Children. However, his own obsession is not the Charnel God's worship, but necromancy. He has gleaned as much of this craft as he could from his Psychopomp's sizable arcane library, and now earns money for the Cleaves Home and his own continuing researches by running a brothel secretly staffed by reanimated dead.

"SLIM" WILLIAM THE PLEASER (REP +3)

Type: 8th Level Humanoid (Human Adept 8)

Size: Medium

Speed: 30 ft.

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

Skills: Bluff 11 (+13), Concentration 11 (+10), Craft (drawing) 11 (+15), Gather Information 11 (+11), Intimidate 11 (+13), Knowledge (forbidden lore) 3 (+7), Knowledge (religion) 11 (+15), Knowledge (supernatural) 11 (+15), Notice 4 (+3), Profession (pimp) 11 (+10)

Feats: Attack Focus (touch), Connected, Imbue Item, Improved Initiative, Powers (x7), Talented (Bluff and Intimidate)^B

Traits: Charnel Child, Powers (rank 11, bonus +15, Int, save Difficulty 19; Body Control, Drain Vitality, Harm, Imbue Unlife, Second Sight, Sense Minds, Sleep), the Talent

Combat: Attack +5 or +6 (masterwork club or melee touch attack), Damage +3 (club), Defense Dodge/Parry +5/+5, Initiative +5; Conviction 6

Saving Throws: Toughness +2, Fortitude +4, Reflex +3, Will +5

Charnel Child: While under the influence of the Cannibal Ritual, William uses the following statistics:

Type: 8th Level Undead (Ritual Ghoul Adept 8)

Abilities: Con —

Feats: Attack Focus (touch), Connected, Imbue Item, Improved Initiative, Powers (x7), Talented (Bluff and Intimidate)^B, Tough^B

Traits: Darkvision 60 ft., Paralysis, Powers (rank 11, bonus +15, Int, save Difficulty 19; Body Control, Drain Vitality, Harm, Imbue Unlife, Second Sight, Sense Minds, Sleep), the Talent, Undead Traits

Combat: Damage +3 plus paralysis (bite) or +2 plus paralysis (claw)

Saving Throws: Toughness +3 (+1 undead, +1 natural, +1 Tough), Fortitude +2

Paralysis: Bite or claw; Fortitude Difficulty 14; paralyzed for 4 rounds. The save Difficulty is Charisma-based.

"SLY" SIMON MIDWICH

Beneath Simon's angelic face and charming manner lies a brutal bully, a thorough beast who gleefully leads the other child-ghouls on their monthly hunts.

"SLY" SIMON MIDWICH (MINION)

Type: 1st Level Humanoid (Half-Elf Warrior 1)

Size: Medium

Speed: 30 ft.

Abilities: Str +2, Dex +2, Con +2, Int +0, Wis -1, Cha +1

Skills: Bluff 4 (+8), Diplomacy 0 (+3), gather Information 0 (+3), Notice 4 (+5), Search 0 (+2), Stealth 4 (+9), Survival 4 (-3)

Feats: Iron Will^B, Night Vision^B, Skill Focus (Bluff), Skill Focus (Stealth), Talented (Diplomacy and Gather Information)^B, Talented (Notice and Search)^B, Track, Weapon Training

Traits: Charnel Child

Combat: Attack +3, Damage +3 (dagger) or +2 (unarmed), Defense Dodge/Parry +3/+3, Initiative +2

Saving Throws: Toughness +2, Fortitude +4, Reflex +2, Will +1

Charnel Child: While under the influence of the Cannibal Ritual, Simon uses the following statistics:

Type: 1st Level Undead (Ritual Ghoul Warrior 1)

Abilities: Con —

Feats: Iron Will^B, Night Vision^B, Skill Focus (Bluff), Skill Focus (Stealth), Talented (Diplomacy and Gather Information)^B, Talented (Notice and Search)^B, Tough^B, Track, Weapon Training

Traits: Darkvision 60 ft., Paralysis, Undead Traits

Combat: Damage +4 plus paralysis (bite) or +3 plus paralysis (claw)

Saving Throws: Toughness +3 (+1 undead, +1 natural, +1 Tough), Fortitude +2

Paralysis: Bite or claw; Fortitude Difficulty 12; paralyzed for 4 rounds. The save Difficulty is Charisma-based.

"HORRIBLE" LUCINDA PENMARK

Lucinda is large and strong for her age, and from her arrival she was able to stand up to the orphanages' bullies, and eventually best them at their own game. This and her insatiable appetite have earned her an honored place among the Charnel Children in spite of being the cult's only girl.

"HORRIBLE" LUCINDA PENMARK (MINION)

Type: 1st Level Humanoid (Human Warrior 1)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +1, Con +2, Int -2, Wis -1, Cha -1

Skills: Climb 4 (+5), Intimidate 4 (+6), Stealth 4 (+5)

Feats: Improved Strike, Skill Focus (Intimidate)^B, Startle, Tough, Weapon Training

Traits: Charnel Child

Combat: Attack +2, Damage +2 (unarmed), Defense Dodge/Parry +2/+2, Initiative +1

Saving Throws: Toughness +3, Fortitude +4, Reflex +1, Will -1

Charnel Child: While under the influence of the Cannibal Ritual, Lucinda uses the following statistics:

Type: 1st Level Undead (Ritual Ghoul Warrior 1)

Abilities: Con —

Feats: Improved Strike, Skill Focus (Intimidate)^B, Startle, Tough, Tough^B, Weapon Training

Traits: Darkvision 60 ft., Paralysis, Undead Traits

Combat: Damage +3 plus paralysis (bite) or +2 plus paralysis (claw)

Saving Throws: Toughness +4 (+1 undead, +1 natural, +2 Tough), Fortitude +2

Paralysis: Bite or claw; Fortitude Difficulty 10; paralyzed for 4 rounds. The save Difficulty is Charisma-based.

"GROSS" BILLY EGGBERT

Billy is a stunted, disturbing child who has latched onto the idea of eating anything, no matter how disgusting, in a pathetic attempt to get attention and approval. He was, of course, a natural for the Charnel God's cult.

Due to his young age and slight build, Billy is considered a Small creature with a reduced speed. By omitting his cult-related traits, his statistics can be used to represent the majority of the other orphans in the Cleaves Home.

"GROSS" BILLY EGGBERT (MINION)

Type: 1st Level Human (Human Ordinary 1)

Size: Small

Speed: 20 ft.

Abilities: Str -1, Dex +1, Con +1, Int -1, Wis -1, Cha -1

Skills: Bluff 4 (+3), Climb 4 (+3), Notice 4 (+3), Stealth 4 (+9)

Feats: Great Fortitude^B

Traits: Charnel Child

Combat: Attack +2, Damage -1 nonlethal (unarmed), Defense Dodge/Parry +2/—, Initiative +1

Saving Throws: Toughness +0, Fortitude +3, Reflex +1, Will -1

Charnel Child: While under the influence of the Cannibal Ritual, Billy uses the following statistics:

Type: 1st Level Undead (Ritual Ghoul Ordinary 1)

Abilities: Con —

Feats: Great Fortitude^B, Tough^B

Traits: Darkvision 60 ft., Paralysis, Undead Traits

Combat: Damage +1 plus paralysis (bite) or +0 plus paralysis (claw)

Saving Throws: Toughness +2 (-1 size, +1 undead, +1 natural, +1 Tough), Fortitude +0

Paralysis: Bite or claw; Fortitude Difficulty 10; paralyzed for 4 rounds. The save Difficulty is Charisma-based.

CHAPTER VII: THE SOCIETY OF THE VELVET WHIP

When the Unspeakable One was summoned into the heart of Yig's domains, destroying the civilization of Valossa, the snake god's agony reverberated throughout the worlds into which his coils reached. Some of these worlds were torn apart, and fragments found their way into the World of Freeport. One such world was Midgard, home of Lowyatar, the goddess of pain and suffering. Fittingly, she survived Yig's cosmic thrashing as well the death throes of her parents. The pain of a god was a novel experience for Lowyatar, and she began plotting to feel it once again—when she would take her revenge upon Yig.

Lowyatar teaches that life is a gift, but one defined by suffering that only ends in death. In order to fully appreciate this gift, one must savor the agony it brings. Her followers embrace life's pain and seek to learn new ways to experience it and to share it with others. When the writings of the greatest of the Mistress's prophets were translated into the common tongue, other churches condemned them as vile darkness, and the cult was forced underground. Lowyatar's followers survive as the Society of the Velvet Whip, and one such cell lurks in the darker side of Freeport's high society.

Dark elves and gargoyles are described in the *True20 Bestiary*.

CULT MAGIC

TRAFFICKING WITH FIENDS

Summoning fiends is accomplished with the Summon Outsider power (see the *True20 Freeport Companion*). Leanna and Gulimar can call fiends of up to 8th and 7th level, respectively, simply by taking 10.

Favorites include succubi, hellcats, and chain fiends. See the *True20 Bestiary* for descriptions of those and many other evil outsiders.

DRAC'S FALL

The transformation itself can easily be hand-waved. However, for Narrators who want details in case the victim survives long enough to talk about it, here are two ways that it could be accomplished:

Calling in a Favor: The cult leaders summon an evil outsider with the power to transform the unlucky mortal. (Note: This is not a standard power of any of the fiends appearing in the *True20 Bestiary*. Either swap out a listed power for this new ability, or advance the demon enough levels to gain a new feat to spend on it.)

Other-Shaping: This new power is found in the *True20 Adept's Handbook*. Leanna knows its prerequisite, Self-Shaping, so she can spend a point of Conviction to manifest this power.

LEANNA ST-MARTIN

The daughter of the cult's previous leader, Leanna embraced Lowyatar's teachings at an early age. When she and Emmanuelle disagreed on a point of dogma, Leanna took matters into her own hands and ruthlessly wrested away control of the cult. She now seeks to extend the Society's teachings through the jaded upper class of Freeport.

Leanna is often seen about town on horseback, carrying a riding crop. Treat this weapon as a whip lacking extra reach. (She also uses a normal whip in more private settings.)

LEANNA ST-MARTIN (REP +5)

Type: 14th Level Humanoid (Human Adept 9/Expert 5)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +2, Con +2, Int +0, Wis +2, Cha +2

Skills: Bluff* 10 (+15, +19 Attractive), Concentration 8 (+10), Diplomacy* 0 (+2, +6 Attractive), Escape Artist 8 (+10), Gather Information* 8 (+10), Intimidate 8 (+15), Knowledge (forbidden)† 6 (+6), Knowledge (religion) 8 (+8), Knowledge (supernatural) 6 (+6), Notice 6 (+8), Sense Motive 8 (+10), Sleight of Hand 6 (+8)

*Apply a -8 penalty to these skills when interacting with a non-corrupt character, except when intending to deceive.

Feats: Attractive^B, Benefit (Status), Connected, Dedicated (cult), Endurance, Exotic Weapon Training (whip), Iron Will, Power (x9), Skill Focus (Bluff), Sneak Attack

Traits: Corruption 7 (totally corrupt), Powers (rank 12, bonus +19, Corruption, save Difficulty 21; Body Control, Cold Shaping, Cure, Elemental Weapon, Fire Shaping, Pain, Second Sight, Self-Shaping, Summon Outsider†), the Talent

Combat: Attack +9 or +10 (masterwork whip), Damage +0 nonlethal (whip), Defense Dodge/Parry +9/—, Initiative +2; Conviction 9

Saving Throws: Toughness +2, Fortitude +5, Reflex +5, Will +10

†*True20 Freeport Companion*

GULIMAR DO'ANA, DARK ELF

Gulimar was an exile and hired sword who ended up as the slave of Alhazred, author of the *Felomelonicon*. Entrusted with the book upon his master's death, the dark elf arranged for its translation, and narrowly escaped the Inquisition that attempted to stamp out Lowyatar's worship. Gulimar is now second in command of the Society in Freeport, where his intimate knowledge of *The Book of Nine Tales* is one of the cult's most valuable resources.

GULIMAR DO'ANA (REP +3)

Type: 13th Level Humanoid (Dark Elf Warrior 6/Adept 7)

Size: Medium

Speed: 30 ft.

Abilities: Str +1, Dex +3, Con +0, Int +1, Wis +3, Cha +2

Skills: Bluff* 10 (+12, +16 Attractive), Diplomacy* 0 (+2, +6 Attractive), Intimidate 12 (+20), Jump 4 (+5), Knowledge (forbidden lore)† 10 (+11), Knowledge (geography) 4 (+5), Knowledge (history) 4 (+5), Knowledge (religion) 10 (+11), Knowledge (streetwise) 4 (+5), Knowledge (supernatural) 10 (+11), Knowledge (tactics) 4 (+5), Notice 0 (+5), Search 0 (+3), Stealth 8 (+11)

*Apply a -8 penalty to these skills when interacting with a non-corrupt character, except when intending to deceive.

Feats: Attack Focus (rapier), Attack Specialization (rapier), Attractive, Canny Dodge (Wis), Dedicated (cult), Defensive Attack, Eidetic Memory, Improved Initiative, Move-by Action, Power^B, Power (x6), Talented (Notice and Search)^B, Two-Weapon Fighting, Weapon Training^B

Traits: Corruption 8 (totally corrupt), Darkvision 60 ft., Determination, Light Blindness, Power (rank 16, bonus +24, Corruption, save Difficulty 24; Shadow Shaping†), Powers (rank 10, bonus +8, Corruption, save Difficulty 21; Body Control, Combat Sense, Mind Touch, Pain, Summon Outsider†), Power Resistance 24

Combat: Attack +12 or +14 (supernatural rapier) or +12/+10 (supernatural rapier and masterwork dagger), Damage +3 (rapier) or +2 (dagger), Defense Dodge/Parry +15/+10, Initiative +7; Conviction 9

Saving Throws: Toughness +0, Fortitude +7, Reflex +7, Will +8

†*True20 Freeport Companion*

BROTHER REMIGIO

Remigio Stonequay was a born thug who served in the Sea Lord's Guard until Commissioner Williams's housecleaning landed him in the Tombs. In order to escape his full sentence, he joined the Church of Penitence. But then he visited the Crimson Weal, turned to armed robbery to fund his new habit, and was eventually recruited into the Society. He now seeks recruits under the guise of a self-flagellating penitent.

BROTHER REMIGIO (MINION)

Type: 7th Level Humanoid (Dwarf Warrior 7)

Size: Medium

Speed: 30 ft.

Abilities: Str +2, Dex +2, Con +3, Int +0, Wis +2, Cha -2

Skills: Bluff 5 (+6), Craft (any) 0 (+0, +2 stonework), Intimidate 10 (+8), Knowledge (local) 5 (+5), Knowledge (streetwise) 5 (+5), Notice 5 (+7), Search 0 (+0, +2 stonework), Swim 5 (+7)

Feats: Armor Training (heavy, light), Attack Focus (unarmed strike), Cleave, Diehard, Great Cleave, Great Fortitude^B, Improved Strike, Night Vision^B, Skill Focus (Bluff), Talented (Craft and Search, stonework only)^B, Weapon Bind, Weapon Training

Combat: Attack +9 or +10 (unarmed strike), Damage +4 (unarmed strike), Defense Dodge/Parry +9/+9, Initiative +2

Saving Throws: Toughness +3, Fortitude +10, Reflex +4, Will +4

TYPICAL CULTIST

Most of the cult is recruited from the jaded, idle youth of Freeport's upper class. These privileged scions are lured slowly into the forbidden excesses of the Weal, and if found suitable, inducted into the Society.

TYPICAL CULTIST (MINION)

Type: 3rd Level Humanoid (Human Ordinary 3)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex +0, Con +0, Int +1, Wis -1, Cha +0

Skills: Bluff 6 (+6), Diplomacy 6 (+6), Gather Information 6 (+6), Knowledge (local) 6 (+7), Knowledge (nobility) 6 (+7)

Feats: Benefit (Status)^B

Combat: Attack +0, Damage +1 (dagger), Defense Dodge/Parry +0/+0, Initiative +0

Saving Throws: Toughness +0, Fortitude +0, Reflex +0, Will -1

LADY ELISE GROSSETTE

Lady Elise was once one of the prime movers and shakers in Freeport, and was expected by many to become the next Sea Lord. But during the Succession Crisis, a rival arranged for her to be kidnapped during a key vote. Her captor also tortured her, breaking her will. Haunted by this experience, she never returned to office. She lived as a virtual recluse until Leanna taught her to embrace and own her pain.

LADY ELISE GROSSETTE (REP +4)

Type: 12th Level Humanoid (Human Expert 12)

Size: Medium

Speed: 30 ft.

Abilities: Str -1, Dex -1, Con -1, Int +2, Wis +2, Cha +4

Skills: Bluff 15 (+22), Diplomacy 15 (+22), Gather Information 15 (+22), Intimidate 6 (+10), Knowledge (history) 15 (+17), Knowledge (local) 15 (+17), Knowledge (nobility) 15 (+17), Knowledge (religion) 3 (+5), Knowledge (tactics) 5 (+7), Language 3 (Common, Dwarven, Elven, Gnomish, Halfling), Notice 15 (+20), Sense Motive 15 (+20), Swim 3 (+2)

Feats: Benefit (Status)^B, Connected, Contacts, Inspire (awe, competency, complacency), Iron Will, Master Plan, Skill Focus (Bluff, Diplomacy, Gather Information, Notice, Sense Motive), Skill Mastery (Bluff, Diplomacy, Notice, Sense Motive), Taunt, Well-Informed

Traits: Expertise

Combat: Attack +8 or +9 (masterwork dagger), Damage +0 (dagger), Defense Dodge/Parry +8/+8, Initiative -1; Conviction 8

Saving Throws: Toughness -1, Fortitude +3, Reflex +3, Will +12

CHAPTER VIII: THE OBSIDIAN BROTHERHOOD

Very little is known about the being known only as the Wanderer. He traveled the planes and left ruins in his wake. Eventually he arrived in Yig's world, and the God of Serpents fought him rather than allowing his realm to be destroyed. Yig emerged victorious, and left behind the pieces of the defeated Wanderer with the serpent people. Fearing the dead god's power, they threw his fragments into a volcano, believing that would destroy the interloper fully. They were wrong.

A few years ago, two ambitious young wizards were digging for lost artifacts on the slopes of Mount A'Val when they stumbled across a cave filled with strange obsidian shards. One of them, Gallus Vickers, was unlucky enough to fall upon an obsidian shard and die of the wound. The other, Xyrades, saw that his companion's blood caused strange runes to appear upon and within the black glass, and the words he translated promised power and knowledge beyond his fondest dreams. As he collected and activated more shards, he came to learn more about the Wanderer and its travels, and descended further into the mad, relentless pursuit of the dead god's secrets. He has gathered together a cabal of amoral wizards, archivists, and hired killers to help him in this endeavor, though none of them guess at his true purpose: To reassemble the Wanderer's body and bend the awakened god to his will—regardless of the certain apocalypse which that feat would bring about.

rites and rituals

The Obsidian Brotherhood has two primary rituals, described below. However, the brothers also reconstruct and practice other rituals revealed through studying the shards' fiery runes, such as the one used to bring Gallus back as a shadow.

Rules for rituals can be found in the *True20 Freeport Companion*.

ENSLAVING THE DEAD

This ritual traps the soul of the deceased in a bodiless undead state, under the command of the caster.

Power: Imbue Unlife, fatiguing

Difficulty: 30 (10 + base Difficulty 18 + 2 for fatiguing)

Ritualists: Enslaving the Dead requires only a ritualist.

Components: The corpse of the dead creature to be enslaved, an obsidian shard, and a small amount of the ritualist's blood.

Aids: The ritualist receives a +1 bonus if he has 6 or more ranks in Knowledge (religion) or Knowledge (supernatural), and a +2 bonus if he has 6 or more ranks in both skills.

Costs: When the shadow is created, everyone present must succeed on a Difficulty 15 Will save or gain 1 point of madness. In addition, the ritualist automatically gains 1 point of corruption for the blasphemy of creating and enslaving an undead spirit.

Success: If the caster succeeds on his Knowledge (forbidden lore) check, a shadow is created. Apply the Apparition (Shadow) template from the *True20 Bestiary* to the deceased character's stats.

This shadow is compelled to serve its creator (no saving throw). Threatening the shadow does not cancel this effect—the spirit is truly at the mercy of the caster's whims.

Failure: If the caster fails his check, then the ritual fails, and the corpse can never again be subject to any form of the Imbue Unlife power or any such rituals dealing with necromancy.

THE RITUAL OF AWAKENING

The Ritual of Awakening requires no training in forbidden knowledge and no skill check. The "ritualist" must simply slay a victim with his own hands, using an obsidian shard. This awakens the shard, making it ready to translate.

THE RITUAL OF JOINING

This ritual uses powerful magics to fuse together pieces of the Wanderer's body. Only Xyrades fully understands this ritual, so he always acts as the primary ritualist.

Power: Flesh-Shaping, fatiguing

Difficulty: 32 (10 + base Difficulty 20 + 2 for fatiguing)

Ritualists: The Ritual of Joining requires a ritualist and at least one assistant.

Components: An awakened shard, and the already joined fragments of the Wanderer's body.

Aids: The ritualist must be trained in the Knowledge (supernatural) skill, or else the Difficulty of the Knowledge (forbidden lore) check increases by +2.

The ritualist receives a +1 bonus if he has 6 or more ranks in Knowledge (supernatural). Assistants with 6 or more ranks in Knowledge (supernatural) provide a bonus of +3 to the primary ritualist rather than the usual +2. No more than four assistants may provide an aid bonus.

Time: 1 hour.

Costs: When the shards are joined, everyone present must succeed on a Difficulty 15 Will save or gain 1 point of madness. In addition, the ritualist and assistants automatically gain 1 point of corruption for bringing a dead god one step closer to resurrection.

Success: If the ritualist succeeds on his Knowledge (forbidden lore) check, the shards are fused into a larger piece.

Failure: If the ritualist fails his check, the shards are not fused, and the necromantic power gathered by the incantation rebounds violently. All present must make a Difficulty 25 Fortitude save. Those who succeed take 2 points of Con damage; those who fail suffer 2 points of Con drain.

XYRADES, LEADER OF THE OBSIDIAN BROTHERHOOD

Xyrades depraved desires are only exceeded by his thirst for the knowledge locked within the Wanderer's body. This hunger makes him absolutely ruthless about how he gets whatever he desires: He has murdered repeatedly, bound his friend's ghost to his will, and committed vile acts beyond description. He only accepts new brothers who prove they are willing to murder and to traffic with fiends.

XYRADES (REP +4)

Type: 15th Level Humanoid (Human Adept 15)

Size: Medium

Speed: 30 ft.

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

Skills: Concentration 18 (+19), Craft (alchemy) 18 (+22), Craft (sculpture) 7 (+11), Gather Information 9 (+11*), Intimidate 9 (+15), Knowledge (forbidden lore)† 12 (+16), Knowledge (geography) 18 (+22), Knowledge (history) 18 (+22), Knowledge (religion) 18 (+22), Knowledge (supernatural) 18 (+25), Language 3 (Azharan, Comon, Draconic, Dwarven, Elven, Fiendish, Vallossan), Notice 9 (+10), Search 9 (+23)

*Apply a -6 penalty when interacting with non-corrupt creatures, except when trying to deceive.

†*True20 Freeport Companion*

Feats: Dedicated (awaken the Wanderer), Canny Dodge (Int), Imbue Item, Iron Will, Powers (x14), Skill Focus (Knowledge [supernatural])^b

Traits: Corruption 6 (totally corrupt), Powers (rank 18, bonus +24, Corruption, save Difficulty 23; Cloud Minds†, Cold Shaping, Corrupting Shadow†, Dominate, Earth Shaping, Manipulate Object, Mind Touch, Object Reading, Plane Shift, Second Sight, Suggestion, Summon Outsider†, True Vision†, Ward), the Talent †*True20 Freeport Companion*

Combat: Attack +8 or +9 (supernatural dagger), Damage +1 (dagger), Defense Dodge/Parry +12/+7, Initiative +1; Conviction 10

Saving Throws: Toughness +0, Fortitude +5, Reflex +6, Will +12

GALLUS VICKERS

Gallus Vickers is a shadow of his former self—quite literally. Xyrades used his newfound black magic to bind his dead companion's spirit to his will, and set him to translating shards. The undead wizard's condition has driven him insane, and he wants nothing but the opportunity to break free of, and slay, his onetime friend.

The Apparition template appears in the *True20 Bestiary*. The Immunities, Manifestation, and Rejuvenation traits also appear in *True20 Adventure Roleplaying* (under Ghost), so are not reprinted here.

GALLUS VICKERS (REP +3)

Type: 9th Level Undead (Incorporeal) (Human Adept 9)

Size: Medium

Speed: 30 ft.

Abilities: Str +0, Dex -1, Con —, Int +1, Wis +3, Cha +3

Skills: Concentration 12 (+15), Craft (alchemy) 12 (+13), Knowledge (forbidden lore)† 12 (+13), Knowledge (local) 8 (+9), Knowledge (religion) 12 (+13), Knowledge (supernatural) 12 (+13), Notice 8 (+21), Search 12 (+25), Stealth 12 (+21, +25 in shadows, +17 in bright light)

Feats: Dodge Focus^b, Imbue Item, Powers (x9), Subtle Power, Uncanny Dodge

Traits: Ability Damage (1 Str), Create Spawn, Immunities, Manifestation, Powers (rank 12, bonus +13, Int, save Difficulty 15; Cold Shaping, Elemental Aura, Illusion, Mind Probe, Mind Touch, Move Object, Object Reading, Second Sight, Summon Elemental†), Rejuvenation, the Talent, Unnatural Aura

Combat: Attack +3, Damage 1 Str (incorporeal touch), Defense Dodge/Parry +7/—, Initiative +1; Conviction 7

Saving Throws: Toughness +0, Fortitude +3, Reflex +4, Will +9

Ability Damage: A shadow causes 1 point of Strength damage with its incorporeal touch attack. A creature whose Strength is incapacitated by a shadow's incorporeal touch attack dies.

Create Spawn: A creature slain by a shadow's incorporeal touch attack rises from the dead within 3 rounds. A spawn is under the command of the shadow that created it, until its master releases it or is destroyed. A shadow can command up to twice its level in spawn; any spawn exceeding this limit are created as free-willed creatures.

Unnatural Aura: Animals can sense of the unnatural presence of a shadow at a distance of 30 ft. They do not willingly approach nearer than that and panic if forced to do so; they remain panicked as long as they are within that range.

TORVEY THE FLEA

Torvey's obsessive-compulsive behavior has made the rest of the brothers hate him, but he is tolerated for his undeniably excellent performance as a translator. Torvey murdered his predecessor in order to become head archivist.

TORVEY THE FLEA (MINION)

Type: 9th Level Humanoid (Human Ordinary 9)
Size: Medium
Speed: 30 ft.
Abilities: Str +0, Dex +1, Con +1, Int +3, Wis +0, Cha -2
Skills: Concentration 12 (+12), Craft (calligraphy) 12 (+15), Disable Device 12 (+15), Knowledge (forbidden lore)† 6 (+9), Knowledge (supernatural) 12 (+17), Notice 12 (+12), Profession (translator)† 12 (+14), Search 12 (+15)
Feats: Talented (Knowledge [supernatural] and Profession [translator])^B
Combat: Attack +1, Damage +2 (sickle), Defense Dodge/Parry +1/+0, Initiative +1
Saving Throws: Toughness +1, Fortitude +1, Reflex +1, Will +0

HOBSON, THE SILVER SHRIKE

Life on the mean streets of Freeport's dock forged Hobson in a heartless killer at a young age. He worked as a bully for hire, and then made his reputation as a reliable assassin. With that prestige, he gathered together a band of killers to follow in his footsteps. Xyrades hired him the Shrikes to eliminate anyone who looks too closely at the Brotherhood's activities, as well as to bloody new shards for translation. However, Xyrades seems to be usurping Hobson's authority within his own gang.

HOBSON (REP +3)

Type: 8th Level Humanoid (Human Warrior 4/Expert 4)
Size: Medium
Speed: 30 ft.
Abilities: Str +3, Dex +3, Con +1, Int +0, Wis +0, Cha +0
Skills: Climb 4 (+6), Gather Information 8 (+8), Intimidate 11(+11), Jump 4 (+6), Knowledge (local) 7 (+7), Notice 8 (+8), Sleight of Hand 7 (+9), Stealth 11 (+13), Swim 4 (+5)
Feats: All-Out Attack, Armor Training (light), Attack Focus (sword), Cleave, Contacts, Evasion, Improved Initiative, Improved Strike^B, Point Blank Shot, Sneak Attack (x2), Weapon Training
Traits: Determination
Combat: Attack +10 or +12 (masterwork sword), Damage +6 (sword or unarmed strike) or +4 (dagger), Defense Dodge/Parry +10/+10, Initiative +7; Conviction 6
Saving Throws: Toughness +3 (+2 masterwork studded leather), Fortitude +6, Reflex +5, Will +2

JOSEPH "BLACKJACK" SIMONEN

Joseph was a priest of the God of Knowledge who was greedier for magical lore than his brethren. He found his true calling when he met Xyrades, who learned that he was willing to do anything for the knowledge he desired. He now works as an archivist for the Brotherhood, translating shards and occasionally committing some vile act at the cult's request.

JOSEPH "BLACKJACK" SIMONEN (MINION)

Type: 4th Level Humanoid (Human Adept 4)
Size: Medium
Speed: 30 ft.
Abilities: Str -1, Dex +0, Con +0, Int +3, Wis +2, Cha -1
Skills: Craft (bookbinding) 7 (+10), Craft (calligraphy) 7 (+10), Concentration 7 (+9), Knowledge (engineering) 7 (+10), Knowledge (forbidden lore)† 1 (+4), Knowledge (religion) 7 (+10), Knowledge (supernatural) 7 (+13), Notice 7 (+9), Profession (priest)† 4 (+6)
†*True20 Freeport Companion*
Feats: Eidetic Memory^B, Power (x5), Skill Focus (Knowledge [arcana]), Supernatural Talent (Light Shaping and Second Sight)
Traits: Powers (rank 7, bonus +10, Int, save Difficulty 15; Enhance Senses, Light Shaping +12, Object Reading, Second Sight +12, Sleep)
Combat: Attack +2, Damage +0 (dagger), Defense Dodge/Parry +2/+1, Initiative 0
Saving Throws: Toughness +0, Fortitude +1, Reflex +1, Will +6

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