

Powers that be City Council

Written & Developed By
Fred Wolke

Illustrations By
Hannah M.G. Shapero

Layout By
M Jason Parent

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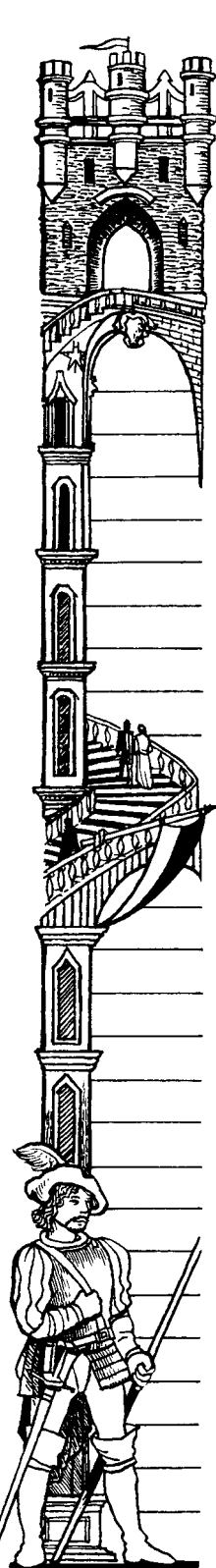
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Introduction

Powers that Be is designed to be used at the game table. Print out the color pages on heavy cardstock, cut them out, and fold along the center, strongly. The result is a card with art on one side, and text on the other. The rest of the book is supplemental, and should be kept handy for reference.

The characters on the cards are the ones that adventurers could interact with many times in the course of a campaign, as a source of information, resources, and employment. The art side is for the players' benefit, helping them to visualize the encounter. The text side is for the gamemaster, to help him portray the character, and to keep straight what the character wants, what he knows, and what he can do.

For gamemasters who use a screen or shield, the card can be hung over the screen while the character is present with the player-characters. For gamemasters who do not use a screen, they can be kept in hand, or stood up on the game table between the gamemaster and the players.

There are six sections to the text information. The first is a few hints on how to portray the character. Since different gamemasters have different styles when it comes to voice, gesture, and demeanor when it comes to these portrayals, the focus is on emotional impact rather than strict descriptions of how to accomplish it. Play to your strengths.

"Goals" lists what the character wants to accomplish most. The third section, "Information," details the character's specific areas of expertise. Sometimes player-characters will seek out these characters for access to this information, and sometimes it will be important to know what information is available to a character to decide what the character will do next. "Action" lists the powers that are available to reward or punish player-characters for their actions, and favors he can do in exchange. "Opportunity" lists the kinds of mis-

sions or quests that the character might ask or require a group of adventurers to perform. "Secrets" is, of course, a list of the skeletons that hide in that character's closet. People do not become powerful without accumulating at least one or two.

The last section is the "RP Stats" section, with the statistics needed for social interactions. Combat statistics are not included on the cards, because they are not intended as combat encounters. These people rarely leave their centers of power, and if they are attacked, they will attempt to escape, and their personal guards will intervene. Full D20 stat blocks are included in the supplementary material, as well as more detailed background information.

Also included in the supplementary material are ideas for adventures involving these characters and their organizations directly, and information about possible alliances and enmities between them. Since this product is designed to be included in your existing campaign, many of the specifics, such as the names of places, have been left general so that you can put in an appropriate example from your campaign. "A foreign land" could become "Migarea," for example.

I would like to thank my wife Evelyn, Heather Swann, and Charles Greathouse, the man behind the website at <http://www.mwtools.thyle.net>, for his wonderful NPC stat block generator, which was instrumental in the creation of many of the stat blocks in this product.

- Fred Wolke

OPEN GAME CONTENT DECLARATION: All stat blocks are open game content, including the names. In addition, all text in chapters ten and eleven are entirely open content, as is any material inside a box.



Prince Kargil



Background

The Prince is the fourth son of His Majesty, The King, and his chances of ever ascending to the throne are slim. The King has named him as the official representative of the crown in the city. Rather than descending into a life of idle indulgence, the prince has decided to make the most of his situation, and be the best prince the city has ever had. Unfortunately, he doesn't have many of the tools

to make it happen. He does not receive much attention from the crown, and even less support.

Relationships

Father Tranto: Kargil respects Father Tranto, and believes that he is guided by his faith.

Count Misagno: Kargil doesn't like Misagno much, but doesn't let him know.

Dame Colanto: Kargil has a paradoxical attraction for this lady, but tries not to let it affect his decisions.

Lord Remorga: Kargil finds Remorga inflexible, and is frustrated by his intractability.

Admiral Olana: Kargil finds Olana to be one of the more reasonable representatives of the mercantile families.

Guildmistress Occameno: Kargil is frustrated by Occameno's fervent attitude, but believes she can be a potent ally, if handled properly.

Guildmaster Laretta: Kargil doesn't like the man personally, but knows that the man who has the gold makes the rules. Secretly, he'd like to take the man down a notch, if he ever finds a way to do it.

Portrajal Hints

Try an animated face - smile broadly, frown deeply, gape your mouth in surprise. To sound younger, raise the pitch of your voice a little. Prince Kargil moves with grace and confidence when in the presence of strangers, but in private the façade falls away.

Organization

Prince Kargil doesn't have a large staff of his own. His two loyal assistants are constantly pushing him in opposite directions, so he usually has to choose rather than find a consensus. Luckily, there is little rancor between them.

Uellan Kaelborn

Senior aide to Prince Kargil

Uellan presents the appearance of a boy of perhaps sixteen years, but this is deceptive. Uellan is twenty-four, but looks younger because of some Elf blood. He is technically Kargil's squire, but since the prince's martial aspirations are slim, he could be more accurately described as an advisor. His advice to the Prince is usually to act quickly, seize the moment, and worry about the consequences later. He often acts as Kargil's valet.

Mercurio Janacco

junior aide to Prince Kargil

Janaccos station is technically the majordomo of the palace, but in practice his function is far more important. He handles the Princes appointments, arranges his papers, and advises him on matters from the trivial to the world-shaking. He's very crisp and efficient. He's one of the few people who sees that the stresses that are at work in the council threaten to pull the city apart, and hopes that the young prince has the charisma to pull it together. He interviews anyone who comes to see the Prince, to determine if his masters time would be worth spending on the visitor. He doesn't schedule appointments for people who wont tell him what the issue is, figur-

Prince Kargil: male human Fighter 2/Rogue 4/Sorcerer 1/Duellist 2; Medium-size Humanoid (human); HD 1d4+6d6+4d10; hp 36; Init +4 (Dex, Improved Reaction); Spd 30 ft; AC 16, flatfooted 14, touch 12; Atks +11/+6 melee (1d6+2/crit 15-20, +1 rapier), or +9/+4 melee (1d4+1/crit 19-20, dagger), or +10/+5 ranged (1d4/crit 19-20, dagger), or +11/+6 or +9/+9/+4 ranged (1d8/crit x3, mw longbow); SA sneak attack, spells; SQ evasion, summon familiar, uncanny dodge; AL NG; SV Fort +4, Ref +7, Will +3; Str 12, Dex 15, Con 11, Int 14, Wis 10, Cha 18.

Skills and Feats: Appraise +6, Bluff +11, Climb +6, Diplomacy +13, Disguise +6, Gather Information +8, Hide +6, Intimidate +9, Jump +8, Listen +6, Knowledge (Nobility) +5, Move Silently +6, Perform (oratory) +10, Ride +7, Sense Motive +8, Spot +6, Swim +6; Dodge, Mobility, Negotiator, Point Blank Shot, Rapid Shot, Weapon Finesse, Weapon Focus (Longbow).

ing that anyone who doesn't trust him isn't trustworthy themselves. When he advises the Prince, he usually advises caution, collecting all of the available information and judging carefully before acting.

Banomil

retired adventurer

Banomil is an ex-adventurer who has retired to the city, after a long and illustrious career. He keeps most of his gear at home, rather than carrying it around all the time.

Banomil agreed to work with Kargil because the prince offered him the one thing he couldn't buy; a title. Prince Kargil has gotten the necessary papers together to grant him the title of Baron, and is merely waiting for an appropriate date to hold the investment ceremony. The reason Banomil wants a title so badly is that he is in love with one of Lord Carmottis daughters, Irena, but Lord Carmotti wont let her marry a commoner.

Banomil isn't an advisor. He isn't really an agent, either. Prince Kargil hopes to build Banomil into a noble house that can supply him with the kind of loyal support that other councilors take for granted. Its difficult, for example, for Kargil to hire scribes and clerks that he can trust, for example, because anyone in the city who is literate probably has loyalties to one of the existing noble houses.

SA -- Sneak Attack (Ex): Prince Kargil deals +2d6 damage against an opponent with a discernable anatomy who is denied a Dex bonus or is flanked.

SQ -- Uncanny Dodge: Dex bonus to AC

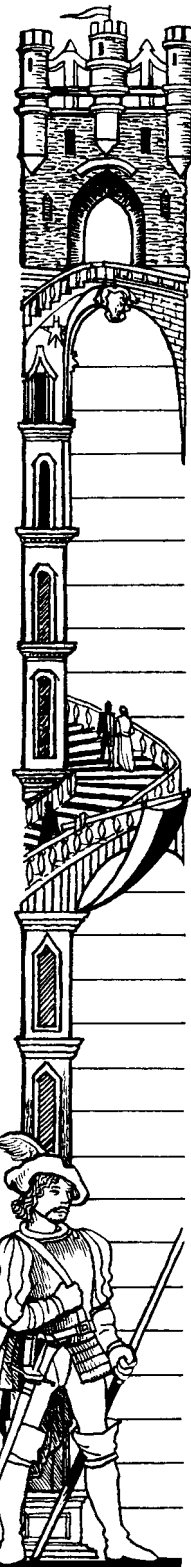
SQ -- Canny Defense: +2 to AC when not wearing armor or using a shield, and not flatfooted

SQ -- Trap Sense: +1 on AC and reflex saves vs traps

SQ -- Evasion: no damage on successful reflex save

Typical Equipment: +1 keen rapier, mithral shirt, mw longbow, 20 arrows, mw dagger, Lord Mayor's regalia (including Eye of Korlan), purse with 30gp, 40sp, 30cp.

Sorcerer Spells Known (cast 5/4) 0th: *Dancing Lights*, *Ghost Sound*, *Mage Hand*, *Prestidigitation*; 1st: *Expeditious Retreat*, *Summon Monster I*



Uellan Kaelborn, male half-elf Fighter 4/Rogue 4: Medium-size Humanoid; HD 4d6+4d10+8; hp 44; Init +6 (Dex, Improved Initiative); Spd 30 ft; AC 17, 15 flatfooted, 12 touch; Atks +10/+5 melee (1d6+2/crit 18-20, rapier), or +8/+3 melee (1d6+2/crit 18-20, rapier) and +8 melee (1d4/crit 19-20, dagger), or +10/+5 ranged (1d4/crit 19-20, dagger); SA sneak attack; SQ evasion, half-elven traits, uncanny dodge; AL CG; SV Fort +5, Ref +5, Will +2; Str 10, Dex 15, Con 12, Int 14, Wis 12, Cha 15.

Skills and Feats: Appraise +5, Bluff +9, Climb +11, Diplomacy +9, Disguise +9, Forgery +4, Gather Information +11, Hide +9, Jump +4, Listen +5, Move Silently +9, Perform (singing) +6, Profession (valet) +4, Ride +13, Sense Motive +8 (armor check penalty -1); Improved Initiative, Two Weapon Defense, Two Weapon Fighting, Weapon Finesse, Weapon Focus (rapier), Weapon Specialization (rapier).

SA--Sneak Attack (Ex): Uellan Kaelborn deals +2d6 damage against an opponent with a discernable anatomy who is denied a Dex bonus or is flanked.

SQ--Half-Elven Traits (Ex): Sleep immunity, +2 save vs. Enchantment, low-light vision, elven blood.

SQ--Uncanny Dodge: Dex bonus to AC.

Typical Equipment: mw rapier, mw dagger, mw chain shirt, mw buckler, key to Kargil's office, key to Uellan's room, noble clothes, purse with 10gp, 30sp, and 10cp

Merculio Janacco: male human Expert 8; Medium-size Humanoid (human); HD 8d6; hp 28; Init +1 (Dex); Spd 30 ft; AC 11 (+1 Dex); Atks +5/+0 melee (1d4-1/crit 19-20, dagger), or +7 ranged (1d4-1/crit 19-20, dagger); AL LG; SV Fort +2, Ref +3, Will +10; Str 9, Dex 13, Con 10, Int 17, Wis 15, Cha 13.

Skills and Feats: Diplomacy +14, Gather Information +12, Knowledge (local) +14, Knowledge (nobility) +14, Literacy (common), Listen +13, Profession (servant) +13, Profession (wine steward) +13, Ride +5, Search +14, Sense Motive +18; Alertness, Iron Will, Negotiator, Skill Focus (Sense Motive).

Typical Equipment: dagger, key ring, fine black servant livery with royal badge.

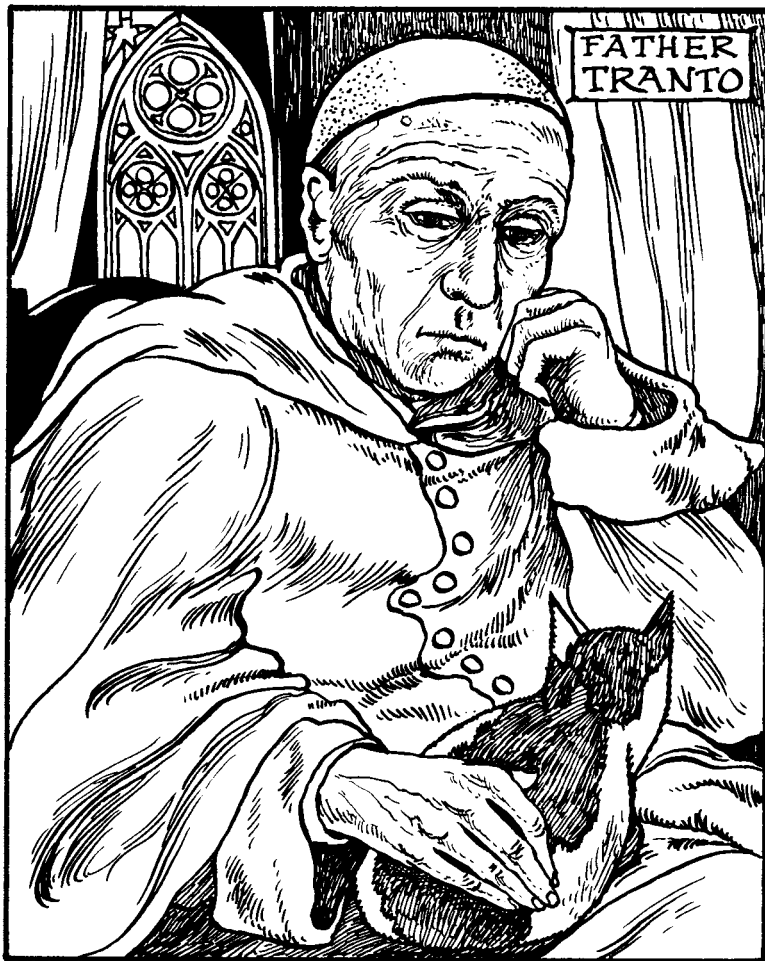
Banomil: male human Ftr10; Medium-size Humanoid (human); HD 10d10+20; hp 75; Init +6 (Dex, Improved Initiative); Spd 20 ft; AC 14, flatfooted 12, touch 12; Atks +15/+10 melee (1d8+5/crit 19-20, mw longsword); AL NG; SV Fort +10, Ref +6, Will +6; Str 20, Dex 15, Con 14, Int 13, Wis 11, Cha 13.

Skills and Feats: Climb +19, Jump +19, Ride +15, Swim +19; Power Attack, Cleave, Great Cleave, Improved Initiative, Weapon Focus (battleaxe), Weapon Specialization (battleaxe), Iron Will, Expertise, Dodge, Mobility, Whirlwind Attack.

Typical Equipment: +2 amulet of natural armor, +1 cloak of resistance, mw longsword

Other Equipment: +2 battleaxe, +1 breastplate, +1 large shield, +2 gauntlets of ogre power (not included in stats)

Father Tranto



Background

Father Tranto is a very old man. Many years ago, he was named as the official representative to the council of the city's most prominent church when the previous occupant passed away. His finest days are behind him, and frankly, his mind isn't always all there, but so far he hasn't done anything truly inept, and the hierarchy doesn't

have the stomach to replace him just yet. In point of fact, it's not a terribly popular position, and no one is aching to provide a moral compass to such a fractious bunch as the council.

Before coming to the council, Father Tranto was an inquisitor. He investigated and prosecuted crimes against the church, and crimes committed by the church's priests. He had a highly successful record and a fine reputation at the time, but few remember this part of his career.

Relationships

Prince Kargil: Tranto has some hope for the young lad, and tries to offer encouragement when he can.

Count Misagno: Tranto hopes that the Count's financial troubles can be worked out, and that he will eventually learn a more gentlemanly standard of conduct.

Dame Colanto: Tranto does not trust Colanto at all, as he has seen the dark blot on her soul. He keeps a close eye on her.

Lord Remorga: Tranto respects Remorga's conservatism.

Admiral Olana: Tranto worries that Olana has focused too much on profit and power.

Guildmistress Occameno: Tranto admires Occameno's dedication, but wishes it were not so disruptive.

Guildmaster Laretta: Tranto fears that Laretta is beyond hope, and is suspicious of his every motive.

Portrayal Hints

Heavy-lidded eyes are a must. Stretch your lips down over your teeth, as if you don't have any. Lean forward, head bowed. Speak slowly, and in a deeper, gravelly voice if possible. Your mouth should be moving constantly. Repeat yourself. Ask for others to repeat themselves. Complain, mildly, that they are mumbling.

Organization

Father Tranto has only one person assigned to him, a lay brother who wheels him around, and wakes him up when something important is happening.

Brother Crisari

Brother Crisari is a large man, who doesn't look very bright. He doesn't stay in the room with Tranto when important business is being discussed, but instead waits outside to be summoned. He functions mainly to wheel Tranto around, but has also functioned as a bodyguard on occasion. He doesn't suspect Tranto's secret. Instead, he believes that the old priest is guided directly by his deity.

If cornered away from Father Tranto, his attitude will shift from indifferent to unfriendly.

Father Tranto: male human Clr11; Medium-size Humanoid (human); HD 11d8-33; hp 24; Init -2 (Dex); Spd 30 ft; AC 9, 9 flatfooted, 8 touch. Atks +5/+0 melee (1d3-3, unarmed strike); SA spells, turn undead; AL LG; SV Fort +4, Ref +1, Will +14; Str 5, Dex 6, Con 4, Int 18, Wis 25, Cha 16.

Skills and Feats: Concentration +4, Diplomacy +17, Heal +14, Knowledge (arcana) +18, Knowledge (history) +18, Knowledge (religion) +18, Sense Motive +23, Spellcraft +18.; Combat Casting, Craft Wondrous Item, Extra Turning, Negotiator, Scribe Scroll.

Special Attacks: Turn Undead (Su): 10/day, Father Tranto can attempt to turn undead creatures. He can turn undead with no more than $(1d20+26)/3$ HD. Each attempt, he turns $2d6+14$ total HD. Undead with 5 or fewer HD are destroyed instead.

NOTE: In his wheelchair, Father Tranto counts as "sitting" and therefore melee attacks against him are at +2, and missile attacks against him are at -2. In an emergency, Father Tranto is capable of getting up from the chair, but he tires very quickly. In such a situation he's far more likely to just use his Word of Recall.

Typical Equipment: Periapt of Wisdom +4, wheelchair, heavy robes which count as padded armor. If he feels it is possible that they will be needed, he will have one or more scrolls with useful spells.

Cleric Spells Prepared (6/7/6/6/4/3/2): 0th : *Guidance* x3, *Purify Food and Drink* x3; 1st : *Bless*, *Command*, *Detect Chaos*, *Detect Evil*, *Protection from Evil*, *Remove Fear*, *Sanctuary*; 2nd : *Augury*, *Calm Emotions*, *Enthrall*, *Zone of Truth*; 3rd : *Dispel Magic* x2, *Helping Hand*, *Invisibility Purge*; 4th : *Dimensional Anchor*, *Discern Lies*, *Neutralize Poison*; 5th : *Break Enchantment*, *True Seeing*; 6th : *Word of Recall*

Cleric Spell Slots Open: 1x1st, 2x2nd, 1x3rd, 1x4th, 1x5th, 1x6th

Domain Spells: (law, knowledge) *Protection from Chaos*, *Detect Thoughts*, *Clairaudience / Clairvoyance*, *Divination*, *True Seeing*, *Hold Monster*

Brother Crisari, male human Commoner 2: Medium-size Humanoid (human); HD 2d4+6; hp 11; Init +0; Spd 30 ft; AC 10, flatfooted 10, touch 10; Melee unarmed strike +5 (1d3+4); AL LN; SV Fort +3, Ref +0, Will +1; Str 18, Dex 10, Con 17, Int 6, Wis 12, Cha 10.

Skills and Feats: Knowledge (religion)(cross-class) +0, Profession (attendant) +9; Skill Focus (Profession (attendant)), Improved Unarmed Strike.

Typical Equipment: Lay brother's robes, purse with 5gp, 12sp, 35cp, and Father Tranto's prayer book.



Count Braglio Misagno

Background

Count Misagno holds the position on the council that represents the massive food-producing industry that supports the city. According to the city charter, this position is held by the rural landowner who holds the largest area of cultivated land within one days ride of the city. In his youth, Count Misagno begged, bought, or stole land outside of the previously understood limits of that rule, and then proceeded to prove that it all was within one days ride by making a series of dawn-to-dusk rides using a series of fast horses stationed along his route. As a result, Count Misagnos land forms an irregular ring around the city, at the closest forty miles out. He also owns almost NO land that actually provides food to the city. Much of it is virgin forest that he has declared as truffle farms. Some of it actually produces truffles.

Relationships

Prince Kargil: Misagno likes Kargil, but more as a friend than a political ally.

Father Tranto: Misagno dismisses him as irrelevant.

Dame Colanto: Colanto scares Misagno, pure and simple. He avoids having anything to do with her.

Lord Remorga: Misagno doesn't understand why Remorga doesn't like him. He keeps trying to win him over.

Admiral Olana: Misagno doesn't understand that Olana doesn't genuinely like him, and counts on that friendship too much.

Guildmistress Occameno: Misagno ignores her because she doesn't have any money.

Guildmaster Laretta: Misagno doesn't like him much, but likes his money, and accepts it gladly.

Portrayal Hints

Throw out your chest. Speak louder than necessary. Make



grand, sweeping gestures, as if you were making a speech to a big crowd. Pound the table with your fist (or better yet, a book) for emphasis.

Organization

Count Misagno has organized his far-flung domain into a collection of smaller baronies, each of which is further divided into



domains. Seneschals govern those lands that do not currently have nobles invested. He retains those lands that are the most productive for his own personal domains, which means that they tend to be scattered around. Misagno stays at his modest townhouse when he is in the city, which is about half the time. When he is not at home, his majordomo collects mail and informs visitors that the Count is not available.

Yugarro Alvamazza

Count Misagno's majordomo

Alvamazza has served the Misagno family since before the present count was born. He is an elderly man, bent but never broken. He maintains the Count's townhouse. He despises the Count, and makes no attempt to hide it, but the Count can't afford to fire him because Yugarro knows all of the Count's secrets.

Count Braglio Misagno: male human Ari9; CR 8; Medium-size Humanoid (human); HD 9d8+9; hp 33; Init +2 (Dex); Spd 20 ft; AC 17 (+5 mw breastplate, +2 Dex); Atks +11/+6 melee (1d8+6/crit 19-20, +2 longsword); AL N; SV Fort +4, Ref +5, Will +3; Str 16, Dex 14, Con 13, Int 12, Wis 4, Cha 15.

Skills and Feats: Appraise +5, Bluff +16, Gather Information +10, Intimidate +16, Knowledge (local) +5, Knowledge (nobility) +9, Perform (oratory) +14, Ride +14, Commanding Voice (see New Feats), Mounted Combat, Persuasive, Power Attack, Ride-By Attack.

Possessions: mw Breastplate, +2 longsword, noble clothing, pouch with 5gp, 10sp, 10cp.

Yugarro Alvamazza, male human Exp3; CR 2; Medium-size Humanoid (human); HD 3d6-6; hp 6; Init -1; Spd 30 ft; AC 9 (-1 Dex); Melee dagger +2 (1d4/crit 19-20); Ranged dagger +1 (1d4/crit 19-20); AL LN; SV Fort -1, Ref +0, Will +5; Str 10, Dex 8, Con 7, Int 13, Wis 14, Cha 8.

Skills and Feats: Diplomacy +5, Gather Information +5, Intimidate +7, Knowledge (local) +3, Knowledge (nobility) +4, Literacy (common), Profession (servant) +11, Sense Motive +11; Skill Focus (Intimidate), Skill Focus (Profession (servant)), Skill Focus (Sense Motive).

Equipment: House Misagno livery, dagger, purse with 10sp, 20cp.

Georvano Antonovi

Underworld usurer

Antonovi has bought most of Misagno's gambling debts. He is a major figure in the city's underworld, having a hand in most of the smuggling that Olana and Remorga are constantly trying to stamp out. He uses the debts to get information from Misagno on anti-smuggling operations within the city. He arranges for the operation of secret smuggling ports on Misagno's coastal land. He meets with Misagno in disguise on a weekly basis.

Georvano Antonovi, male human Rog3/Ari3; CR 5; ECL 6; Medium-size Humanoid (human); HD 3d6+3d8-6; hp 18; Init +1; Spd 30 ft; AC 16 (+5 chain shirt, +1 Dex); Melee +1 dagger +4 (1d4/crit 19-20); Ranged +1 dagger +6 (1d4/crit 19-20); SA sneak attack; SQ evasion, uncanny dodge; AL LE; SV Fort +1, Ref +5, Will +5; Str 8, Dex 12, Con 9, Int 14, Wis 13, Cha 16.

Skills and Feats: Appraise +11, Bluff +15, Diplomacy +9, Disguise +12, Forgery +8, Gather Information +9, Intimidate +6, Knowledge (local) +5, Listen +7, Move Silently +4, Open Lock +7, Perform +6, Search +5, Sense Motive +8; Information Network (see New Feats), Skill Focus (Bluff), Skill Focus (Disguise), Leadership.

SA-Sneak Attack (Ex): Georvano Antonovi deals +2d6 damage against an opponent with a discernable anatomy who is denied a Dex bonus or is flanked.

SQ-Uncanny Dodge: Dex bonus to AC.

Equipment: Expensive clothing, +1 dagger, +1 chain shirt (underneath his clothes), I.O.U.'s

Dame Ingaria Colanto



Background

Dame Colanto is an entirely self-made woman. She was the leader of a small company of adventurers who operated in a nearby mountain range. While there, she scouted a route through the mountains, most of it underground, that gave access to new markets and new resources that were not otherwise available, except at very steep prices. She negotiated a trade route through the mountains,

and used it to build a highly successful mercantile company. The other members of her adventuring group have gone on to new challenges, but she decided to leave that life behind and become a merchant. She still retains her adventurous roots, however, and House Colanto is known for taking big risks, making big successes, or big failures.

Relationships

Prince Kargil: Colanto believes that the young and somewhat naive prince would make a dandy puppet. She maintains friendly relationships with him.

Father Tranto: Colanto stays away from Tranto as much as she can.

Count Misagno: Colanto finds him a brainless buffoon, and has a hard time stifling it.

Lord Remorga: Colanto sees him as visionless and inflexible, ultimately to be replaced.

Admiral Olana: Colanto finds him reasonable to work with, on most occasions.

Guildmistress Occameno: Colanto sees her as merely an obstacle, probably the next to be removed.

Guildmaster Laretta: Colanto thinks she understands him perfectly, and thinks she knows how to manipulate him.

Portrayal Hints

Always look people in the eye. Stare intently. Make intricate gestures that look like spells, even when they're not. Use facial expressions that center on the eyes.

Organization

Dame Colanto runs her organization with an iron fist. She uses her magic to contact each caravan master on a weekly basis, and

expects a full report. When something goes wrong, she often teleports directly to the scene to deal with it. Everyone reports directly to her. In the city, she has a small staff to handle things like mundane correspondence and the like, and a few servants, but she doesn't believe in having too many people close to her. Many of her servants are, in fact, magical constructs of one kind or another.

"Boolie" (Groolxub)

Dame Colanto's "pet"

"Boolie" has been called and controlled by Dame Colanto's use of the Planar Binding spell. It serves more-or-less voluntarily, because she has more than enough power to bind it indefinitely, and the arrangement offers the little imp opportunities to tempt the lady

Dame Ingaria Colanto: female human Sor13; CR 13; Medium-size Humanoid (human); HD 13d4; hp 32; Init +2 (Dex); Spd 30 ft; AC 17 (+2 Dex, +5 Bracers); Atks +1/-4 melee (1d3+1, unarmed strike); SA spells; SQ summon familiar; AL LE; SV Fort +4, Ref +6, Will +10; Str 13, Dex 15, Con 11, Int 17, Wis 15, Cha 25.

Skills and Feats: Bluff +33, Concentration +10, Diplomacy (cross-class) +23, Intimidate (cross-class) +20, Knowledge (arcana) +19, Knowledge (local, cross-class) +6, Profession (merchant) +8, Sense Motive (cross-class) +5, Speak language (undercommon, cross-class), Spellcraft +19; Cultist of Akrozar (see chapter 11), Dangerous Insinuations (see chapter 10), Eschew Material Components, Improved Familiar, Silent Spell, Still Spell.

Possessions: Crystal Ball, Bracers of Armor +5, Wand of Baleful Polymorph (13 charges remaining, save DC 16)

Gifts of Akrozar: Gift of the Fiery Heart, Gift of Razor Words (see new rules, chapter 11)

Sorcerer Spells Known (cast 6/8/8/8/7/7/5): 0th: *Resistance, Detect Poison, Dancing Lights, Disrupt Undead, Mage Hand, Arcane Mark, Prestidigitation, Detect Magic, Read Magic*; 1st: *Cause Fear, Disguise Self, Magic Missile, Obscuring Mist, Shield*; 2nd: *Arcane Lock, Bull's Strength, Detect Thoughts, Misdirection, See Invisible*; 3rd: *Dispel Magic, Fireball, Magic Circle against Evil, Nondetection*; 4th: *Dimensional Anchor, Detect Scrying, Scrying, Lesser Globe of Invulnerability*; 5th: *Baleful Polymorph, Sending, Teleport*; 6th: *Eyebite, Planar Binding*

to deeper acts of evil. Dame Colanto uses Misdirection spells to keep its nature secret when it is outside her home.

"Marlisi Antonuno"

(Urgygalagunyoga)

Dame Colanto's chief of staff

Marlisi is a polymorphed Erinyes who has infiltrated Colanto's organization without her knowledge. Using her potent skills and a few masterful assassinations, she has risen to the second most powerful position in the hierarchy. Her sole function is to keep an eye on Colanto's organization and make sure that it continues to serve her master's interests; if it doesn't, she is ready to bring the whole affair crashing down. She has revealed to her boss that she knows

Tactics: It's very difficult to spot a silent, stilled spell... she'll use them if she's reasonably sure she'll get away with it. She tends to lead with smaller spells, such as Cause Fear, so as to avoid giving away the true scale of her power.

Groolxub: Imp (Baatezu) Tiny Outsider (Evil, Extraplanar, Lawful); CR 2; HD 3d8; HP 13; Init +3; Spd 20 ft, fly 50 ft (perfect); AC 20 (17 flatfooted, 15 touch); Atks Sting +8 melee (1d4 and poison); SA Spell-like abilities, poison; SQ DR 5/good or silver, SR 5, Baatezu qualities, see in darkness, polymorph, fast healing 2 resistance to fire 5; AL LE; SV Fort +3, Ref +6, Will +4; Str 10, Dex 17, Con 10, Int 10, Wis 12, Cha 14

Skills and Feats: Diplomacy +8, Hide +17, Knowledge (Arcana) +6, Listen +7, Move Silently +9, Search +6, Spellcraft +6, Spot +7, Survival +1 (+3 following tracks); Feats: Dodge, Weapon Finesse

Spell-Like Abilities: At will - Detect Good, Detect Magic, Invisibility (self only); Suggestion 1/day, as 6th level sorcerer (save DC 16).

Poison: Sting, fortitude save (DC 13), initial damage 1d4 dexterity, secondary damage 2d4 dexterity.

Alternate form: Can assume other forms as a standard action. This particular imp can become a tiny ugly dog, or a goblin with a horn in the middle of its forehead. This effect functions as a polymorph self cast by a 12th level sorcerer.



of Colanto's secret diabolical connections, and uses it to maintain a certain amount of control over Dame Colanto. She typically only uses her Charm Monster ability on those she intends to destroy before it wears off. Her polymorph spell was placed on her by Akrozar himself, and is effectively permanent, and has a caster level of 20. If it is ever dispelled, she will attempt to destroy any witnesses, and return to Akrozar to have it replaced.

Morizeska

Dame Colanto's alter ego

Morizeska appears to be a young adult Elf, who usually dresses in black leather armor and carries long, curved daggers.

Dame Colanto uses this persona when she needs to act untraceably, using a polymorph self spell. She often will also use teleport spells to appear to be in more than one place at a time. Lately, how-

ever, Marlisi has been taking this form as well. In particular, Marlisi has contacted several dissolute, idle young ladies of the city, and created the "Dare Society". She trains them as rogues, and sets dares for them to do in the city. She uses them to test the defenses of various important buildings.

Urgzgalagruzoga Erinyes (Baatezu) Medium-size Outsider (Evil, Extraplanar, Lawful); CR 7; HD 9d8+45; HP 85; Init +1; Spd 30 ft, fly 50 ft (good); AC 23 (touch 15, flat-footed 18); Atks Longsword +14melee (1d8+5, 19-20); or +1 flaming composite longbow (+5 strength bonus) +15 ranged (1d8+6, x3 plus 1d6 fire); or rope +14 ranged(entangle); SA Entangle, spell-like abilities, Summon baatezu; SQ DR 5/good, SR 20, darkvision 60', immunity to fire and poison, resistance to acid 10 and cold 10, telepathy 100', true seeing; AL LE; SV Fort +11, Ref +11, Will +10; Str 21, Dex 21, Con 21, Int 14, Wis 18, Cha 20

Skills and Feats: Concentration +17, Diplomacy +7, Escape Artist +17, Hide +17, Knowledge (Nobility) +14, Knowledge (arcana) +14, Listen +16, Move Silently +17, Search +14, Sense Motive +16, Spot +16, Survival +4 (+6 following tracks), Use Rope +5 (+7 with bindings) speak Infernal, Celestial, and Draconic; Dodge, Mobility, Point Blank Shot, Precise Shot, Rapid Shot, Shot on the Run

Spell-Like Abilities: At will: greater teleport (self and up to 50 pounds of objects only), charm monster (DC 19), minor image (DC 17), unholy blight (DC 19). These abilities are as the spells cast by an 8th-level sorcerer.

Entangle (Ex): Each Erinyes carries a stout rope some 50 feet long that entangles opponents of any size as an animate rope spell cast by a 16th-level sorcerer. The Erinyes can hurl the rope 30 feet with no range penalty.

Summon Devil (Sp): Once per day an Erinyes can attempt to summon 2d10 lemures or 1d4 bearded devils with a 50% chance of success. On a failure, no baatezu answer the summons. Summoned creatures automatically return whence they came after 1 hour. A devil that has just been summoned cannot use its own summon ability for 1 hour.

Possessions: Ring of Undetectable Alignment, clerk's clothing

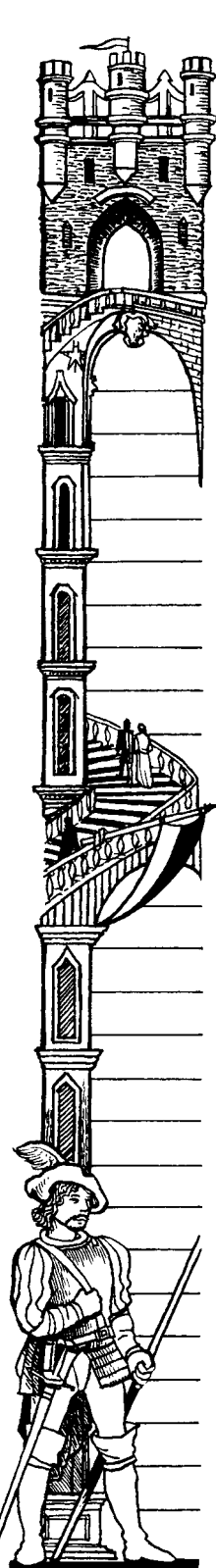
Generic Dare Society Rogue: female human Rog2; CR 2; Medium-size Humanoid (human); HD 2d6; hp 7; Init +1 (Dex); Spd 30 ft; AC 13 (+2 leather, +1 Dex); Atks +1 melee (1d6-1/crit 18-20, rapier); SA sneak attack; SQ evasion; AL N; SV Fort +0, Ref +4, Will +0; Str 9, Dex 13, Con 11, Int 14, Wis 9, Cha 13.

Skills and Feats: Bluff +6, Climb +4, Disable Device +7, Disguise +6, Escape Artist +6, Hide +6, Listen +4, Move Silently +6, Open Lock +6, Search +7, Spot +4; Dodge, Run.

SA - Sneak Attack (Ex): Generic Dare Society Rogue deals +1d6 damage against an opponent with a discernable anatomy who is denied a Dex bonus or is flanked.

SQ - Evasion: no damage on successful reflex save

Possessions: mw rapier, leather armor



Lord Antonoli Carmotti

Dame Colanto's nemesis

Lord Carmotti is an older fellow, about sixty, with graying hair swept back in waves over his head. His clothes are a bit out of style, perhaps a year or two, and except on special occasions show a certain amount of wear.

The Carmotti family was the previous holder of the chair on the council where Dame Colanto now sits. He desires nothing as much as he desires her downfall, but his resources are limited. He is constantly working to increase his wealth and influence. He ran caravans to the destinations that Colanto now serves, but via surface routes which were longer and less profitable. These caravans have mostly been discontinued. His only remaining source of income is a group of stone quarries not far from the city.

Lord Antonoli Carmotti: male human Ari7; CR 6; Medium-size Humanoid (human); HD 7d8+7; hp 39; Init +2 (Dex); Spd 30 ft; AC 16, touch 12, flatfooted 14; Atks +3 melee (1d6-1/crit 18-20, rapier); AL LN; SV Fort +3, Ref +4, Will +7; Str 8, Dex 14, Con 13, Int 13, Wis 14, Cha 15.

Skills and Feats: Bluff +12, Diplomacy +14, Gather Information +12, Intimidate +12, Knowledge (local) +11, Knowledge (nobility) +11, Profession (merchant) +15, Sense Motive +12; Combat Expertise, Negotiator, Skill Focus (Profession (merchant)).

Possessions: mw rapier, chain shirt, purse with 15gp, 20sp, 10cp



Lord Visatto Remorga



Background

Lord Remorga is the head of House Remorga, a merchant house that has been in existence since the founding of the city. It has held official charters that give it exclusive right to trade in certain goods ever since, and makes a nice, fat profit from it. He runs both ocean-going ships and overland caravans. He got his position by being the

most ruthless member of his generation. Lord Remorga was granted his lordship by the king himself, when both were young men, when he uncovered an assassination plot.

Relationships

Prince Kargil: Kargil offends Remorga's sense of stability. Why didn't the King send a normal Lord Mayor? That being said, it's the King's prerogative to do so, so there's no reason to gainsay it. Remorga tries to keep Kargil in his place, as a ceremonial figurehead.

Father Tranto: Remorga dismisses him as irrelevant, but respects his office.

Count Misagno: Remorga hates Misagno's unconventional rise to power, but he knows Misagno is easily manipulated so it's not so bad.

Dame Colanto: Remorga can't stand Colanto. He wants to destroy her more than anyone else does.

Admiral Olana: Olana and Remorga are close allies, most of the time.

Guildmistress Occameno: A dangerous "loose cannon" that needs to be dealt with.

Guildmaster Laretta: Worries that the Guildmaster's goals may not be good for the city.

Portrayal Hints

Frown. Speak with loose cheeks, as if they had no muscles in them. Scowl. Look down your nose at those upstart adventurers. Walk the fine line between hopelessly pretentious and incomprehensible.

Organization

House Remorga has a huge bureaucracy, keeping records on

everything from weather, pirates, and smugglers, to prices of commodities bought and sold. There are at least a hundred clerks working in the city, recording, collating, and analyzing the huge amount of information that comes in from their ship and caravan logs. Lord Remorgas relatives populate the upper levels of this hierarchy, almost exclusively, and while they may not like him personally, they are fanatically loyal to the house as a whole.

Sir Antani Remorga

Sir Antani was a knight in the service of His Majesty, who retired from active service when his age started catching up with him. He feels that he would have been a better head for the household, being not only older but wiser than Lord Remorga, but hes not willing to cause damage to the house by contesting it. He now heads up the military hierarchy, coordinating both caravan guards and ship escorts. Lord Remorga is always looking over his shoulder, and micro-managing military affairs, which Antani resents strongly. He doesn't let this resentment show to outsiders, but it colors his thinking. So far, his resentment hasn't boiled over into action, but if someone were to present the right situation, he might betray Lord Remorga.

Baron Tano Fulisi

Baron Fulisi is the head of House Fulisi, a minor noble family with holdings in orchards and plantations far from the city. He is one of Lord Remorgas trading partners, and a strong supporter of House Remorga. Over the years, there have been many marriages between members of the two families, enough so that consanguinity prevents most of the members of these two families from marrying now. He's young and lively, having inherited his position recently. As a result, he sees Lord Remorga more as an uncle than as a peer.

Norok

Norok is a Reskovari wolfhound, a beast from a far distant, very cold land. Lord Remorga has trained it himself, and it responds only to him. It uses its ability to smell magic to alert Lord Remorga whenever there is magic present. Lord Remorga doesn't like magic, and takes pains to make sure that it is not brought into his household. Whenever Lord Remorga is at home, the hound is at his side.

Other supporters

Lord Rotalio Ersano, Lord Lanido Rulalia, Lord Kedrin Yesavo

Lord Visatto Remorga: male human Ari10; CR 9; Medium-size Humanoid (human); HD 10d8; hp 45; Init +0; Spd 30 ft; AC 11 (+1 padded); Atks +10/+5 melee (1d6+1/crit 18-20, rapier); AL N; SV Fort +3, Ref +3, Will +10; Str 12, Dex 11, Con 11, Int 14, Wis 13, Cha 13.

Skills and Feats: Bluff +10, Diplomacy +16, Gather Information +10, Handle Animal +8, Knowledge (history)+18, Knowledge (local) +7, Knowledge (nobility) +10, Listen +5, Profession (merchant) +10, Ride +7, Sense Motive +16; Animal Affinity, Iron Will, Negotiator, Skill Focus (Knowledge (history)) Weapon Focus (rapier).

Possessions: mw rapier, heavy clothes that count as padded armor, purse with 20gp, 25sp, 10cp

Sir Antani Remorga: male human Ari4/Ftr4; CR 7; Medium-size Humanoid (human); HD 4d8+4d10+8; hp 48; Init +0; Spd 20 ft; AC 20 (+8 full plate, +2 mw large steel shield); Atks +10/+5 melee (1d8+4/crit 19-20, +1 longsword); AL LG; SV Fort +6, Ref +2, Will +7; Str 13, Dex 11, Con 12, Int 14, Wis 15, Cha 14.

Skills and Feats: Bluff +8, Diplomacy +10, Forgery +8, Gather Information +10, Intimidate +12, Knowledge (nobility) +8, Ride +11, Sense Motive +10; Mounted Combat, Ride-By Attack, Spirited Charge, Weapon Focus (heavy lance), Weapon Focus (longsword), Weapon Specialization (heavy lance), Weapon Specialization (longsword).

Possessions: +1 longsword, full plate armor, mw large steel shield (only in battle)



Reskovari Wolfhound

Medium Animal

Hit Dice: 3d8+3 (17 hp)**Initiative:** +3 (Dex)**Speed:** 50 ft. (10 squares)**AC:** 15 (+2 Dex, +3 natural)**Attack:** Bite +5 melee**Full Attack:** Bite +5 melee**Damage:** Bite 1d6+1**Space/Reach:** 5 ft. / 5 ft.**Special Attacks:** Trip**Special Qualities:** Scent, Sense Magic**Saves:** Fort +4, Ref +6, Will +2**Abilities:** Str 13, Dex 16, Con 13, Int 2, Wis 12, Cha 6**Skills:** Listen +7, Spot +7, Wilderness Lore +1***Feats:** Weapon Finesse (bite), Power Attack**Climate/Terrain:** Any Land**Organization:** Solitary**Challenge Rating:** 2**Treasure:** None**Alignment:** Always neutral**Advancement:** 4-6 HD (Large)

Reskovari Wolfhounds are fierce creatures, bred for guarding the homes of noblemen and wealthy merchants. They are leaner and more agile than wolves, and comparably sized. They are often trained to use their Detect Magic ability to alert their owners when magic is present.

Trip (Ex): A Reskovari Wolfhound that is trained for it that hits with a bite attack can attempt to trip the opponent as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wolfhound.

Sense Magic (Su): A Reskovari Wolfhound can sense magic as if it were constantly using a Detect Magic spell, which works in all directions. This works through the hounds sense of smell, so it cannot pinpoint the source of the magic unless it is within five feet. If the hounds sense of smell is impaired, then it will not be able to sense magic. It cannot sense magic on a target that has been enchanted to have no odor.

Skills: Reskovari Wolfhounds receive a +2 racial bonus to Wilderness Lore checks when tracking by scent, +6 if the target of tracking is carrying magic items, or has spells active, or is an outsider or construct.

A Reskovari Wolfhound pup, untrained, costs 1,000gp.

Baron Tano Fulisi: male human Ari3; CR 2; Medium-size Humanoid (human); HD 3d8; hp 13; Init +3 (Dex); Spd 20 ft; AC 18, touch 13, flatfooted 15; Atks +7 melee (1d6+1/crit 18-20, rapier); AL LG; SV Fort +1, Ref +4, Will +5; Str 12, Dex 17, Con 10, Int 12, Wis 15, Cha 16.

Skills and Feats: Bluff +8, Diplomacy +8, Gather Information +8, Knowledge (nobility) +6, Knowledge (nature) +10, Ride +8, Sense Motive +7; Skill Focus (knowledge (nature)), Weapon Finesse, Weapon Focus (rapier).

Possessions: mw rapier, mw breastplate



Admiral Billano Olana



as a meritocracy, with the admiralship being voted in from the captains of the various ships that make up the fleet. Admiral Olana was elected five years ago in a hotly contested election, and since then he has striven to prove that he was the proper choice. This activism has manifest in a desire to expand the fleet into new markets, so he has begun sending exploration ships far and wide.

Admiral Olana started off as a sniper and lookout, watching for enemy ships, and shooting at their leaders with his crossbow. He still has a tendency to direct his attacks, whether military or political, at the top of a hierarchy when he comes into conflict. He doesn't carry his crossbow unless he believes he'll be using it, such as on a hunting trip, or when at war.

Relationships

Prince Kargil: He has scant respect for the young prince, but he doesn't show it. He would much rather Kargil stayed in the background where he belongs.

Father Tranto: While he respects the church, Olana dismisses Tranto as irrelevant.

Count Misagno: Remorga sees the count as merely a place to buy a vote if he needs it.

Dame Colanto: He doesn't trust Colanto, but allies with her when their interests clearly coincide.

Lord Remorga: Olana understands Remorga best, and often finds himself on the same side of a situation.

Guildmistress Occameno: Olana tries to block Occameno at every turn, knowing that if she makes no progress, she will be replaced.

Guildmaster Laretta: He knows that Laretta's power is growing, but doesn't know how to slow it.

Background

Admiral Olana is the head of House Teremori. Originally, it was a hereditary house like Remorga, but in ages past, when assassins killed off the owners of the house, the admiral of the Teremori merchant fleet stepped in, and took control. Ever since, it has been run

Portrayal Hints

Sit or stand ramrod straight. Speak directly and precisely, but not particularly fast or slow. Use no more words than necessary. Make gestures directly in front of the body, as if you were fencing. Salute people you respect. Rub your nose when something comes up that might cost money.

Organization

Admiral Olana runs the merchant house the way it has been run for centuries, as a quasi-military organization. Each ship is part of a squadron, commanded by a Commodore. Admiral Olana respects the value of magic in administering his organization, and makes sure that each squadron has a qualified wizard or sorcerer available, along with a generous supply of useful scrolls, such as Sending. Admiral Olana maintains a wizard in his offices in the city, as well, in addition to several junior officers who help keep his huge fleet organized.

Admiral Billano Olana: male human Rog7/Ari4; CR 10; Medium-size Humanoid (human); HD 7d6+4d8+22; hp 60; Init +5 (Dex); Spd 30 ft; AC 11, 11 touch, 10 flatfooted; Atks +9/+4 melee (1d4+1/crit 19-20, dagger), or +9/+4 ranged (1d4/crit 19-20, dagger), or +10 ranged (1d10+1/crit 19-20, +1 heavy crossbow); SA sneak attack; SQ evasion, uncanny dodge, trap sense; AL LN; SV Fort +4, Ref +6, Will +3; Str 12, Dex 13, Con 14, Int 16, Wis 11, Cha 12.

Skills and Feats: Appraise +7, Balance +3, Bluff +17, Climb +3, Diplomacy +15, Gather Information +15, Intuit Direction +10, Knowledge (nobility) +12, Knowledge (local) +12, Knowledge (geography, Cross-class) +8, Listen +12, Perform +2 (sea Chanties), Profession (sailor) +10, Sense Motive +16, Spot +12, Swim +3, Use Rope +4; Alertness, Improved Initiative, Information Network (see chapter 10), Skill Focus (sense motive), Weapon Focus (crossbow)

Special Attacks: Sneak Attack (Ex): Admiral Billano Olana deals +4d6 damage against an opponent with a discernable anatomy who is denied a Dex bonus or is flanked.

Special Qualities: Uncanny Dodge: Dex bonus to AC, can't be flanked; Trap Sense +2; Evasion

Possessions: dagger, noble clothes, purse with 30gp, 15sp, 10cp. He has a +1 crossbow at home that he can access easily if he needs to.

Lukior the Interminable: male human Conjurer 11; CR 11; Medium-size Humanoid (human); HD 11d4; hp 35; Init +1 (Dex); Spd 30 ft; AC 15, touch 11, flatfooted 14; Atks +7 melee (1d6+3, quarterstaff); SA spells; SQ summon familiar; AL N; SV Fort +3, Ref +4, Will +7; Str 14, Dex 12, Con 10, Int 17, Wis 11, Cha 18.

Skills and Feats: Concentration +14, Diplomacy (cross class) +15, Knowledge (arcana) +17, Knowledge (geography) +17, Knowledge (nobility) +17, Spellcraft +17; Combat Expertise, Eschew Material Components, Scribe Scroll, Silent Spell, Skill Focus (diplomacy), Spell Focus: Transformation, Spell Mastery (Teleport, Black Tentacles, Dispel Magic), Still Spell. Prohibited spell schools are Enchantment and Illusion.

Possessions: quarterstaff (if engaged in melee, will often use Expertise for +5 AC), fine clothes, +4 Bracers of Armor, +2 Cloak of Resistance, Wand of Black Tentacles (23 charges), belt pouch with 20gp, 30sp, 10cp.

Wizard Spells Prepared (4/6/6/6/4/3/2): 0th: *Acid Splash, Arcane Mark, Detect Magic, Detect Poison, Prestidigitation*; 1st: *Mage Armor, Obscuring Mist (x2), Erase, Identify*; 2nd: *Glitterdust, Detect Thoughts (x2), Locate Object (x2), Silent Stilled Detect Magic*; 3rd: *Sepia Snake Sigil, Dispel Magic (x3), Tongues, Silent Detect Thoughts*; 4th: *Black Tentacles, Scrying, Locate Creature, Silent Stilled Detect Thoughts*; 5th: *Mage's Private Sanctum, Teleport (x2)*; 6th: *Silent Teleport, Monster Summoning VI*

Melnurio Olana: male human Ari8; CR 7; Medium-size Humanoid (human); HD 8d8; hp 36; Init +0; Spd 30 ft; AC 10; Atks +9/+4 melee (1d8+4/crit 19-20, +1 longsword); AL LN; SV Fort +2, Ref +2, Will +9; Str 15, Dex 11, Con 11, Int 16, Wis 17, Cha 14.

Skills and Feats: Appraise +14, Bluff +13, Diplomacy +13, Gather Information +13, Intimidate +13, Knowledge (geography) +17, Knowledge (nobility) +14, Knowledge (local) +14, Ride +11, Sense Motive +13; Combat Expertise, Improved Disarm, Leadership, Skill Focus (Knowledge (geography)).

Possessions: +1 longsword, uniform, belt pouch with 20gp, 30sp, 10cp.



Lukior the Interminable

Communications wizard

Lukior makes a very nice living casting spells and scribing scrolls for the fleet. Hes not an adventuring wizard, and doesn't want to be. He occasionally responds to difficult situations by teleporting in when a Teremori ship is under attack, but only if he knows that he can turn the tide in the battle. Hes much more likely to bring in a small group of expendable mercenaries than he is to go and fight in his own right.

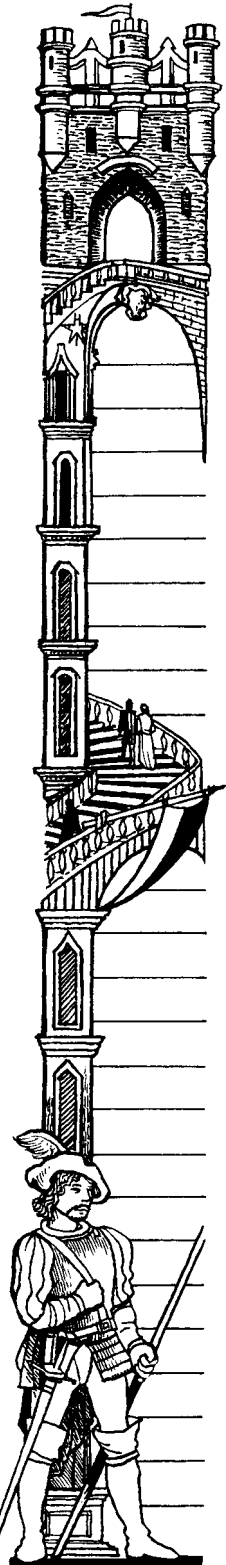
Melinurio Olana

Nephew and confidante

The son of Billano's older brother, Melnurio is only five years younger than the Admiral. They are more like brothers than uncle and nephew, and they cooperate closely on many decisions. The Admiral often sends Melnurio out to handle situations that require high authority, so that he can remain in the city. The fleet knows that Melnurio speaks with the Admiral's voice.

Other Supporters:

Lord Razzebio Iscarla, Lord Rulo Polcci, Lady Ascoma Opartini



Guildmistress Occameno



Background

Guildmistress Occameno is the city councilor who represents the city's craft guilds. She was elected by the guildmaster assembly, which meets once a year to choose their representative on the city council. She is the guildmistress of the weavers guild, and was elected just this year after the discovery of rather severe corruption on the part of the previous office holder.

Relationships

Prince Kargil: She wants to form a power bloc with the young prince, and appeals to his sense of justice to oppose the corrupt members of the council.

Father Tranto: She sees opportunity where everyone else sees decay. She works hard to pierce Tranto's veil and get him on her side.

Count Misagno: Occameno despises his corrupt nature. He represents everything she hates.

Dame Colanto: Occameno doesn't trust the witch, but she knows that she needs someone on her side, and tries to play on her "outsider" status.

Lord Remorga: He's one of the corrupt people she opposes.

Admiral Olana: He's another one of the corrupt people she opposes.

Guildmaster Laretta: He's the first of the corrupt people she opposes. More than anyone else, she wants to remove this man from power, permanently.

Portrayal Hints

Curl your fingers as if they're arthritic from years of manual labor. Squint at people. Jab at them with your finger, as if to test if they're cooked all the way. When you're pleased with someone, smile gently. She's grandmotherly when she's not a harridan.

Organization

Guildmistress Occameno doesn't have much of an organization. The craft-guilds are as fractious a bunch as the Council is, so she maintains her power by appealing to the common people. They protect her, to a great extent; she's an excellent public speaker, and makes addresses, often impromptu, on a regular basis. If something were to happen to her, there would be a great deal of unrest.

Tamonia Occameno

The Guildmistress's Daughter

Tamonia is young and impressionable, and as a result her mother and grandmother never let her out of their sight. She wants nothing more than to be free of them, however, as she finds the art of tapestry-making boring. She'd much rather be working with her mother on the intricacies of politics, but the guildmistress will hear nothing of it. Tamonia is gorgeous, and has many suitors among the crafterfolk of the city, but she isn't really interested in getting married. Her mother might someday marry her off for some kind of political advantage, but she hasn't quite sunk to that level yet.

Guildmistress Tana Occameno: female human Com13/Dem2 (Demagogue; see chapter 10); CR 14; Medium-size Humanoid (human); HD 15d4-30; hp 18; Init +0; Spd 30 ft; AC 10; Melee unarmed strike +6/+1 (1d3-1 subdual); AL N; SV Fort +2, Ref +4, Will +11; SA Matching Speech, Enthralling speech; Str 9, Dex 10, Con 7, Int 16, Wis 14, Cha 17.

Special Abilities: Matching Speech: +2 reaction bonus to Bluff, Diplomacy, Disguise, and Perform (oratory) when she has an audience.

Enthralling Speech: After speaking to an audience for two rounds, and making a perform (oratory) check (DC 20) the audience becomes fascinated for as long as she speaks. She gains +2 circumstance bonus to any skill check to influence her audience. She may speak for two hours before becoming exhausted.

Skills and Feats: Bluff (cross-class) +13, Craft (tapestry making) +22, Diplomacy (cross-class) +11, Gather Information (cross-class) +16, Heal (cross-class) +6, Intimidate (cross-class) +10, Perform (oratory) +13, Sense Motive (cross-class) +12; Commanding Voice (see chapter 10), Iron Will, Rabble Rouser (see chapter 10), Skill Focus (craft (tapestry making)), Skill Focus (gather information), Skill Focus (intimidate).

Possessions: Masterwork dress made of leftover pieces of brocade, purse with 10sp, 40cp

Tamonia Occameno: female human Com3; CR 1; Medium-size Humanoid (human); HD 3d4; hp 7; Init +1 (Dex); Spd 30 ft; AC 11 touch 11, flatfooted 10; Atks +0 melee (1d3-1, unarmed strike); AL N; SV Fort +1, Ref +2, Will +1; Str 8, Dex 12, Con 10, Int 12, Wis 10, Cha 18.

Old Mother Occameno

The Guildmistress's Mother

Well over eighty years old, the old crone of the tapestry-weaver's guild is a terrific resource to the guildmistress. She's very wise, and an excellent judge of character. She's also got a good bit of the 'gift', and provides the guildmistress with some magical power that she can trust. She is the mother of the guildmistress's late husband.

Skills and Feats: Craft (tapestry) +9, Diplomacy (cross-class) +7, Perform (cross-class, oratory) +9, Sense Motive (cross-class) +3; Commanding Voice, Skill Focus (Craft Tapestry), Skill Focus (Perform).

Possessions: Commoner's clothes, purse with 5sp, 10cp

Old Mother Occameno: female human Adp12; CR 11; Medium-size Humanoid (human); HD 12d6-24; hp 24; Init +0; Spd 30 ft; AC 10; Atks +4/-1 melee (1d3-2, unarmed strike); SA spells; SQ summon familiar; AL N; SV Fort +2, Ref +4, Will +13; Str 7, Dex 11, Con 6, Int 16, Wis 20, Cha 14.

Skills and Feats: Concentration +13, Craft (tapestry) +21, Knowledge (arcana) +9, Knowledge (local) +8, Knowledge (nature) +8, Listen +7, Sense Motive (cross-class) +17, Spellcraft +18, Spot +7; Alertness, Brew Potion, Negotiator, Skill Focus (craft tapestry), Skill Focus (sense motive), Silent Spell.

Possessions: Spell components, Purse with 5sp, 5cp. She usually keeps a potion of Neutralize Poison handy.

Adept Spells Prepared (3/5/4/3/1): 0th: *detect magic, guidance, mending*; 1st: *bless, comprehend languages, cure light wounds, detect magic, protection from evil*; 2nd: *delay poison, resist energy, see invisibility, silent detect evil* 3rd: *bestow curse, remove curse, remove disease*; 4th level: *polymorph*.

If she polymorphs herself into a hill giant, her stats change to Str 25, Dex 8, Con 19; melee to-hit becomes +12/+7, AC becomes 17, fortitude save becomes +8, and reflex save becomes +3. She only uses this trick in extreme, life-or-death circumstances.



Guildmaster Orcamo Laretta



Background

Guildmaster Laretta is technically the head of the goldsmiths guild, but the actual job of metalworking is a very small part of the business now. The guild primarily deals in banking and finance, that is, keeping peoples' money safe, and making loans.

Relationships

Prince Kargil: He looks for opportunities to make loans to the young prince and get his hooks into him.

Father Tranto: Laretta dismisses the priest as irrelevant.

Count Misagno: He has his hooks firmly in the money-hungry count, and regularly buys his support.

Dame Colanto: He distrusts the upstart, but knows that eventually she'll come to him for a loan.

Lord Remorga: Laretta knows that he can take Remorga down if he really tries, so he doesn't hesitate to bully him if he needs to.

Admiral Olana: Likewise, he knows he can bully the Admiral around from time to time as well.

Guildmistress Occameno: He makes sure that her finances are always thin, but she's too frugal to eliminate entirely.

Portrayal Hints

Purse your lips. Speak through a small mouth. Sneer. Sarcasm is your friend. Glare menacingly. To the truly wealthy, give an insincere, squinty smile that still doesn't show any teeth.

Organization

Clerks and tellers, legion in number, work in Laretta's guild, tracking the movements of money and goods around the city. Guards and braves make sure that they get where they are going, and stay there when they arrive. Separate divisions handle loans, deposits, real estate speculation, business investment, minting coins, and goldsmithing. He doesn't have any real lieutenants, though. He shares his secrets with almost noone, which means that he works almost all the time, keeping track of things and micro-managing.

Guildmaster Laretta keeps a group of six monks on retainer to act as his personal bodyguards whenever he should need them. They are linked to his Bracelet of Friends. Three are on duty during the day, three are on duty at night, though if he is pressed, Laretta can call on all six. They always have their amulets and bracers handy; when on duty, they may have other resources as well.

Guildmaster Laretta would never think of using his mistress, Alya, for any work-related purpose, but he tells her a great deal that's on his mind, and she often gives him advice. Alya was a simple high-class courtesan until Orcamo bought her contract and took her as his mistress. Since then, she has been contacted by a secretive organization that has begun teaching her secret techniques for surreptitiously extracting information from him. So far, she has not had much use for this information, but at some point in the future they may require payment for the training they have provided. Her mercenary roots tell her to make the most of the situation until Laretta tires of her, but in her heart of hearts, she fears that she may be falling in love with him.



Guildmaster Orcamo Laretta: male human Exp12; CR 11; Medium-size Humanoid (human); HD 12d6; hp 42; Init +0; Spd 30 ft; AC 10; Atks +6/+1 melee (1d4-3/crit 19-20, dagger), or +9/+4 ranged (1d4-3/crit 19-20, dagger); AL N; SV Fort +4, Ref +4, Will +10; Str 4, Dex 11, Con 10, Int 21, Wis 15, Cha 8.

Skills and Feats: Appraise +20, Bluff +14, Craft (goldsmith) +15, Diplomacy +16, Forgery +20, Gather Information +14, Intimidate +17, Knowledge (local) +23, Knowledge (history) +9, Knowledge (law) +20, Literacy (common), Profession (clerk) +17, Sense Motive +22; Information Network (see chapter 10), Negotiator, Security Clearance (see chapter 10), Skill Focus (intimidate), Skill Focus (knowledge (local)), Skill Focus (sense motive).

Possessions: dagger, Bracelet of Friends, money-belt with 50gp, 50sp

Generic Bodyguard: male human Mnk6; CR 6; Medium-size Humanoid (human); HD 6d8+12; hp 39; Init +2 (Dex); Spd 30 ft; AC 18, touch 16, flatfooted 13; Atks +7 melee (1d8+2, unarmed strike), or ++6/+6 melee (1d8+2, unarmed strike); SA flurry of blows, stunning attack; SQ evasion, fast movement, purity of body, slow fall, still mind; AL LN; SV Fort +7, Ref +7, Will +7; Str 14, Dex 14, Con 14, Int 10, Wis 14, Cha 10.

Skills and Feats: Balance +11, Climb +11, Listen +11, Spot +11, Tumble +11;

Blind-Fight, Combat Reflexes, Dodge, Improved Trip, Mobility, Stunning Fist, Weapon Focus (unarmed strike).

SA - Stunning Attack (Su): 6/day, a bodyguard may attempt to stun a living creature for 1 round. The creature is unable to act unless it succeeds a Fortitude save (DC 15).

SQ - Slow Fall (Ex): When within arm's length of a wall, reduce the effective height of a wall by 30 ft when falling.

Possessions: +1 amulet of natural armor, +2 bracers of armor.

Alya: female human Exp5/Dcm2 (Discreet Companion, see Prestige Classes); CR 6; Medium-size Humanoid (human); HD 7d6; hp 27; Init +1; Spd 30 ft; AC 11; Atks +4 melee (1d4/crit 19-20, dagger), or +4 ranged (1d4/crit 19-20, dagger); AL N; SV Fort +1, Ref +2, Will +7; Str 11, Dex 12, Con 11, Int 14, Wis 14, Cha 16.

Skills and Feats: Bluff +15, Diplomacy +15, Gather Information +18, Innuendo +12, Knowledge (local) +8, Literacy (common), Perform (sing) +11, Profession (courtesan) +15, Search +12, Sense Motive +15, Spot +12; Skill Focus (gather information), Skill Focus (perform), Skill Focus (profession(courtesan)), Skill Focus (sense motive).

Possessions: dagger, seductive clothes, lots of pretty presents, pouch with 20gp

Section 2 - The Palace

The central headquarters of the city government is housed in a place known simply as, The Palace. Originally built as a royal residence, portions of it have been converted for the city's use over the years. The reasons for this are long forgotten, and now remains the status quo out of sheer inertia. The edifice is built around a central rotunda, with three wings projecting outwards. Each wing has three stories.

In several places in the palace, there are 'gem sockets' which activate various defensive enchantments. These can only be triggered by use of the "Eye of Korlan," a large ruby that is part of the Lord Mayor's regalia, which is worn by the Prince. This gem can be detached from the rest of the heavy gold chain, and he often does, when its not appropriate to wear the whole thing. Any 5,000gp ruby could be used to activate the gem sockets, with a Use Magic Device check, DC 30, but that often has attendant risks.

The whole edifice is riddled with secret passages and hidden compartments. The walls themselves are mortared with alchemical cement that resists scrying, teleports, and any other magic that tries to cross their boundaries or affect the structure of the palace itself. This works as magic resistance 21 versus any such spells.

A roving patrol moves through the palace in a set pattern. Each post has two guardsmen, plus two on the roving patrol. The patrol pattern moves through the room numbers as follows. The asterisks indicate points in the route where the roving patrol stops, replaces the guards at that location, and the guards at that location move on as the roving patrol.

9-29-11*-75-10-6-11-21-10*-5-11-12-7*-38-11-56-9-84-11-66-7-1-4-9*

When the guard changes from one shift to the other, they feed into the system from the beginning (area 9), and replace the guards by doing their patrols. It takes about 30 minutes for the whole system to cycle once.

In the description of the areas of the palace, italicized elements are immediately apparent to anyone entering the room. Other parts may require some effort to uncover.

The Palace Exterior

1. Eagle Plaza

The entire south side of the Palace faces out onto a broad area paved with flagstones. It takes its name from the fifty-foot columns that run from the rotunda entrance of the palace out to the Processional Gate (2). The east side of the square abuts a ten foot hedge in front of the stables (3), and hedges bound the west and south borders of the plaza. The hedges are five feet thick, and quite dense.

Squirring through the hedge requires a full round action, and an escape artist skill check, DC 30. It can also be chopped through, but the hedges have hardness 5, and 120hp.

Generic Palace Guardsman, male human Ftr3: CR 3; ECL 3; Medium-size Humanoid (human); HD 3d10+3; hp 19; Init +0; Spd 20 ft; AC 17 (+7 half-plate); Melee guisarme +6 (2d4+3/crit x3); Ranged longbow +4 (1d8/crit x3); AL LG; SV Fort +4, Ref +1, Will +1; Str 15, Dex 11, Con 13, Int 13, Wis 10, Cha 12.

Skills and Feats: Perform (cross-class, marching and weapon drill) +3, other skills differ by individual; Expertise, Improved Trip, Power Attack, Weapon Focus (guisarme), Weapon Focus (longbow).

Equipment: Guisarme, half-plate armor, longbow, 20 arrows



4. Practice Field

The field is roughly square, bounded on the north by the garden wall, on the east by the palace itself. The soil is hard packed, from constant pounding by human and equine feet.

The palace guard uses this field to perform a daily weapons practice before breakfast, horse exercise and riding practice after lunch, and an evening weapons practice before dinner. Weapons practice is conducted in the morning for the night and afternoon shifts, and the evening practice is for the daytime shift. Each practice takes about an hour, and consists of fifteen minutes of guisarme drills to warm up, and a half-hour of practice at guisarme, sword-and-shield, or archery, and fifteen minutes of marching drills. Since the palace guard often accompanies His Highness on parade, they must have perfect precision when marching. The Prince often joins in the morning practice.

5. Gardens

There are two sections to the gardens. The eastern section is an herb garden, with high hedges around every side. Dozens of different herbs grow there, many of them not native to the area. Through the entire growing season, they are excellent examples of their type. The western section is a decorative garden, with flowers, shrubs, and small flowering trees. Here, too, the garden is always in excellent condition, with aromatic flowers and beautiful greenery from the last frost of spring to the first snows of autumn.

If someone knowledgeable in herb lore (profession: herbalist skill ranks 8+) examines the herb garden closely, a very special

plant will be discovered growing in the northeast corner.

Orethail is a very difficult plant to cultivate, requiring an hour of labor every day for each plant. Each week, the cultivator must make a profession(herbalist) check, DC 20, in order for it to survive. It never grows taller than about a foot, with greenish-gold leaves. Sometimes it can be prompted to put forth tiny white flowers, which in turn produce white berries. Each profession (herbalist) check that exceeds 30, in the autumn, causes one flower to appear. If the plant does not die, each of these flowers will produce one berry on the first day of winter. These berries can be used to grow another plant (if planted the following spring) or they can be used as a potent restorative. Each berry has the same effect as a potion of cure light wounds and a vial of antitoxin.

Due to the excellent care this plant receives, it never fails to produce berries.

The reason for this growth is a creature by the name of Tralg. Tralg has been at the palace for longer than anyone can remember. He is very shy, and only works in the garden when noone else is there, often late at night. If anyone defiles his precious garden, however, he defends it viciously. He is usually near to the garden, in one animal form or other, and uses his summon nature's ally spells to chase off interlopers. He doesn't keep an animal companion because it would be too conspicuous.

Tralg tends this garden because, unbeknownst to everyone but himself, it is the hiding place for a dangerous magical artifact, which he has buried under one of the larger decorative trees.

Tralg: male halfling Drd11; CR 11; Medium-size Humanoid (halfling); HD 11d8+11; hp 60; Init +2 (Dex); Spd 30 ft; AC 15 (+3 amulet of natural armor, +2 Dex); Atks +6/+1 melee (1d6-2, club), or +10/+5 ranged (1d6-2, club); SA spells; SQ animal companion, halfling traits, nature sense, resist nature's lure, trackless step, venom immunity, wild entropy, wild shape, woodland stride; AL N; SV Fort +9, Ref +6, Will +11; Str 6, Dex 14, Con 12, Int 12, Wis 17, Cha 15.

Skills and Feats: Animal Empathy +16, Heal +17, Knowledge (nature) +15, Profession (Herbalist) +20, Wilderness Lore +17; Craft Wand, Craft Wondrous Item, Natural Spell, Skill Focus (profession herbalist).

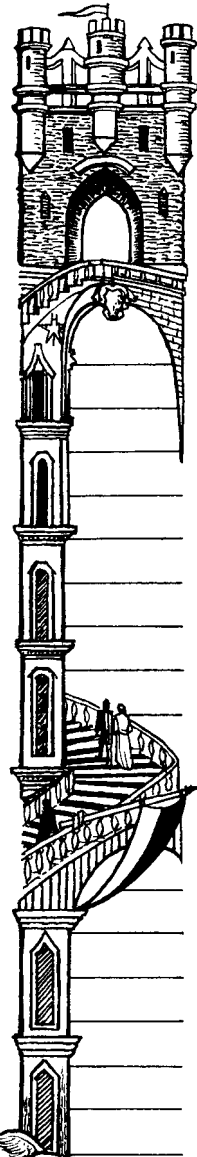
SQ -- Halfling Traits (Ex): +2 save vs. fear, +1 attack with thrown weapons.

SQ -- Wild Shape (Sp): 4/day, Tralg may assume the form of a natural animal, from Tiny to Large.

Possessions: club, gardening tools, decanter of endless water, +3 amulet of natural armor.

Druid Spells Prepared (6/6/5/5/3/2/1): 0 - *Cure Minor Wounds, Create Water, Detect Magic, Detect Poison, Mending, Resistance*; 1 - *Obscuring Mist, Pass Without Trace, Shillelagh, Summon Nature's Ally I (x3)*, 2 - *Animal Messenger, Lesser Restoration, Speak with Animals (x3)*; 3 - *Plant Growth, Remove Disease, Summon Nature's Ally III (x3)*; 4 - *Dispel Magic, Summon Nature's Ally IV (x3)*, 5 - *Awaken, Commune with Nature*, 6 - *Stone Tell*.





TRALG AND THE ORETHAIL PLANT

of the disk are difficult to decipher (decipher script DC 30) as they are an ancient form of undercommon used by a now-extinct race. They read, "One life at the summit, a thousand lives in the pass, One rock starts an avalanche."

6. The Lawn

A hedge on the north and west sides, and the palace itself on the east and south, borders this broad, flat area of grass. There is a pair of wrought iron benches flanking the door inside, but aside from that, the area is featureless. The lawn is soft and luxuriant, perfect for relaxed lawn games like croquet.

The lawn is used for social gatherings when the weather is nice. With tables moved out from the basement, this area can provide seating for hundreds of people.

The Palace Interior - First Floor

7. Public Entrance

These broad doors are the entrance through which the public accesses the offices on the ground floor of the west wing. They are open from dawn until dusk. The 10' wide, 20' tall doors are heavily reinforced. A layer of brass, heavily embossed with decorations and embellishments, covers a layer of wood with an iron core. An iron bar on a counterweighted swivel on the back of the door allows it to be securely barred.

The brass covering on the door is kept impeccably polished. It is embossed with the royal seal of the kingdom.

All together, the door has 8 hardness and 50 hp, and has a break DC (when barred) of 28. A gem socket (see above) causes an Arcane Lock spell to be activated on the door, increasing the break DC to 38. At midnight, the doors are closed and locked (pick lock DC 30). The doorway has a glyph of warding that casts dispel magic if an invisible creature passes it.

Inside the doors, there is a small ten-foot by twenty-foot room leading to a second, more mundane pair of doors. A spiral stair

The Black Amulet of Fledmur

This dark metal disk, engraved with ancient runes, drains the life from creatures nearby in order to heal the wounds taken by the wearer. If the wearer is wounded, each living creature within thirty feet loses one hit point per round, and the wearer is healed of one hit point per two creatures in the same radius. Against undead, the process works in reverse, and a living wearer is drained of one hit point per wounded undead within thirty feet. The runes on the face

takes up the southern half of the room, leading up and down, with a white silk rope across it, with a sign that reads, "staff only". A pair of guardsmen, in the kings livery, guards this room.

These inner doors are not as sturdy as the front doors (5 hardness, 20 hp, break DC 23). The guards only stop people who are heavily armed (visible weapons, armor, or shields) or who have made trouble in the past from coming in.

8. *Rotunda Entrance*

Two pair of doors identical to the doors at location (7) are usually kept closed and locked (pick lock DC20). They are only used when there is a ceremony or event in the Eagle Square (1). The guards in the Rotunda (11) keep an eye on these doors, and anyone who comes in through them under normal circumstances will be under suspicion.

9. *Private Entrance*

This entrance is very similar to the entrance at location (7). The doors are kept closed, but not locked, all the time. The guards open the doors for any of the castle staff. This is generally the entrance that the Prince and his guests use. This is where coaches generally drop off visitors to the palace. The stairs inside the entrance are not roped off.

10. *Servants' Entrance*

This entrance is identical to the entrance at location (7) except that the spiral staircase is not roped off. The doors are kept closed, but not locked, all the time. The guards open the door for castle staff.

11. *Rotunda*

The rotunda is the center of the palace, and the grandest room in it by far. The floor is tiled with white marble, with a labyrinth pattern inlaid with tiles of black marble. A twenty-foot bronze statue dominates the center of the room, sitting on a massive octagonal granite pedestal. Two alert guardsmen in the royal livery stand where they can see most of the room. A grand staircase, with

gleaming polished brass handrails, allows access to the upper floors. Underneath it, another stair leads down into the foundations. The walls are decorated with murals depicting great events in the history of the Kingdom. Wide balconies overlook the room at the second and third floors, connecting the three wings together. The dome over the rotunda is painted gleaming white, in order to retain as much light as possible in the room. Huge chandeliers hang from slim chains that lead up to pulleys on the ceiling, so that they can be let down to be lit.

The guards are there to make sure that the public doesn't come into the private areas of the palace, but also keep an eye out for anyone else passing through the room that they don't recognize.

The chandeliers are generally only lit when the room is in use for an official function, making it a fairly dim place most of the time.

The statue's pedestal bears a gem socket. If it is activated, each of the exterior doors (areas 7-10) close and lock, and wall of stone spells (caster level 12) seal up all of the windows. If a Use Magic Device check is failed in an attempt to activate the gem socket with an ordinary ruby, the miscreant will be surrounded by a ten foot diameter sphere of stone instead.

In the northwest and northeast corners, short corridors connect to doors that lead out into the lawn (6) and garden (5) areas, respectively. These doors are normally kept locked (DC20) except when an event is being held there.

12. *Public Corridor*

This corridor holds the various city government offices that are open to public contact. It is busy during the day, with messengers and other citizens coming and going. There are no decorations on the walls, and the only illumination comes from whatever sunlight may be spilling in from the public entrance (8). Signs give an indication of what is to be found behind each of the doors..

Signs tacked up on the wall mark the doors to the rooms off of this corridor. They are strong doors (hardness 5, hp 20, break DC 18) which are kept locked (DC 15) when not in use, generally after dark.



13. Taxation and Revenue (sign: pile of coins)

13a Records

Four clerks do the unending job of keeping track of who has paid taxes and tariffs, and how much. They sit behind ordinary wooden desks, in front of large bookcases full of ledger-books. This is one of the busiest offices in the building, often with a line stretching out the door to speak with the clerks during office hours.

The records here only go back for ten years or so; anything earlier than that is moved to the records storage rooms (62-64). Every evening, after the public has been cleared from the building, a well-guarded wagon brings the day's receipts from the city's customs houses, which are transferred to the vault (13b).

The four clerks are:

Venato Orsina is an older fellow with white hair, is the nominal supervisor of the group, even though he isn't any more knowledgeable than the rest of them. He has been in the pay of Guildmaster Laretta for years, and passes on any information about unusual events without hesitation.

Largo Pondari is very fat, with about fifty years behind him. He is balding, and has great big jowls. He likes to spend his money in the local eateries, and so otherwise leads a fairly austere life. He has a lavish dinner at Lord Remorgas townhouse regularly to report about anything unusual in the revenue office.

Generic Revenue Clerk: male human Exp1; CR 1/2; Medium-size Humanoid (human); HD 1d6; hp 4; Init +0; Spd 30 ft; AC 11 (+1 padded); Atks +0 melee (1d4/crit 19-20, dagger), or +0 ranged (1d4/crit 19-20, dagger); AL LN; SV Fort +0, Ref +0, Will +2; Str 10, Dex 11, Con 10, Int 13, Wis 11, Cha 10.

Skills and Feats: Appraise +4, Forgery +6, Intimidate +4, Knowledge (local) +5, Literacy (common), Profession (clerk)+6, Sense Motive +4; Skill Focus (Forgery), Skill Focus (Profession).

Possessions: heavy clothes that count as padded armor, dagger, purse with 5sp, 10cp

Jandaro Pini is a rail-thin man with a severe, hawkish face. He is something of a miser, and as a result has hoarded a considerable sum of money for his retirement. He is in the pay of Admiral Olana.

Cendrigo Mondri is a younger fellow, and usually the one who must deal with the public first in the office. He finds this duty unrewarding, mainly because he rarely gets information worth the graft that the other members of the office get.

13b Vault

The door to this room is iron (hardness 10, 30 hp, break DC 25) and locked (pick lock DC 30). It is trapped (search DC 25, disable DC 25) to ring a gong if the door is not opened with the proper key. It is only kept closed and locked at night, after the days revenues are put inside.

Inside, there are twenty iron chests strapped securely to the floor with iron straps (burst DC 27), secured with padlocks (Pick DC 25). The chests themselves are made of iron (hardness 10, 50hp) and are locked as well (DC 25). There is also a large wooden desk and a comfortable chair. The windows have been bricked up solidly, and the only light comes from a globe containing a "continual flame" hanging from the ceiling.

The room inside is not only a storage room for gold and silver, but also the office of the Lord Exchequer. He does not see guests in this room, but rather comes out to speak with anyone who has business with him. The Lord Exchequer is a stern fellow, and brooks no nonsense. If he thinks someone is trying to scam him, he will not hesitate to summon the guard to eject the culprit.

Franccierto Robini, the Lord Exchequer: male Human Ari2, Exp2; CR 3; Medium-size Humanoid (Human); HD 2d6+2d8; hp 16; Init +0; Spd 30 ft; AC 11 (+1 padded); Atks +2 melee (1d4/crit 19-20, dagger), or +2 ranged (1d4/crit 19-20, dagger); AL LN; SV Fort +0, Ref +0, Will +6; Str 10, Dex 11, Con 10, Int 13, Wis 11, Cha 10.

Skills and Feats: Appraise +5, Forgery +11, Intimidate +5, Knowledge (local) +6, Literacy (common), Profession (clerk)+8, Sense Motive +7, Gather Information +7; Skill Focus (Forgery), Skill Focus (Profession).

Possessions: padded armor, dagger, purse with 5 gp, 10sp, 10cp, key to the vault, keys to vault padlocks, keys to vault chests.



The total value of gold and silver in the room usually totals 10,000 gp or more, but roughly half of it is in the form of silver, so all of the coin would weigh over a thousand pounds.

14 Streetsweeper's Guild (sign: broom)

The streetsweeper's guild is not so much a trade guild as a regulated band of rag-pickers. Each day of the week, a different set of streets is slated for collection. The streetsweepers may not 'salvage' anything from the refuse unless they bring it to a dumping ground. There, they may sift through it for whatever resources they can find, and then tip it into the midden or river.

The people in the guild office are not streetsweepers themselves, but rather the clerks and bureaucrats who supervise them. When a street is not adequately cleaned, complaints come here first. Needless to say, complaints from the nobility take precedence over complaints from the common folk.

Four clerks work in this room.

The four clerks are:

Edmurio Nima is the nominal supervisor of the group. He's about forty-five years old, portly but not really fat, and bald except for tufts of white hair over his ears. He reports to the Lord Architect, but he gets his orders from Guildmaster Larretta the graft he takes is many times his salary.

Domalo Aburreno is a middle-aged family man, slightly overweight, with a heavy mop of black hair and a bushy moustache. He

doesn't like the graft in his office, but he tolerates it for the sake of his wife and sons.

Seraccio Ciero is the only one of the clerks who used to be a streetsweeper. He's short but muscular, with a significant amount of fat added on. He despises the streetsweepers, and believes that since he was lucky enough, smart enough, and tough enough to improve his station, anyone should be able to do so.

Orciola Erceci is a young fellow, only recently hired to replace a retiree. He is barely seventeen, only just graduated from school, and still learning the ropes. He is lanky and ungainly, with a stubbly moustache and unkempt red hair.

15. Lord Architect (sign: gateway arch)

The Lord Architect of the City is responsible for all of its public buildings and structures. This includes the fountains, wells, and sewers that serve the people of the city, as well as the paved streets and city walls (such as they are), and its gates and defenses. The various members of the council manipulate this office shamelessly, to have fountains and sewers installed in neighborhoods where they (or their allies) own a significant amount of property, thereby increasing the value of the land tremendously, at government expense. Guildmaster Laretta is the worst of these, and as a result, nothing in this office happens without him knowing about it. The existing city walls are not well maintained, because they are deep within the city, and are of no real military use anymore. Several of

Generic Streetsweeper Clerk: male human Com1: CR 1/4; Medium-size Humanoid (human); HD 1d4; hp 2; Init +0; Spd 30 ft; AC 10; Melee unarmed strike +0 (1d3); AL LN; SV Fort +0, Ref +0, Will +0; Str 10, Dex 10, Con 10, Int 12, Wis 10, Cha 10.

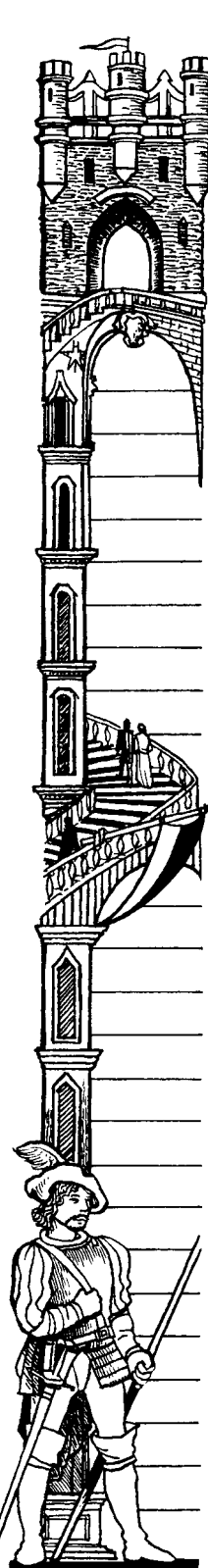
Skills and Feats: Profession (clerk) +7, Knowledge (local) +7, Knowledge (architecture And Engineering) +5, Literacy (Common); Skill Focus (profession(clerk)), Skill Focus (Knowledge(local)).

Possessions: Purse with 5sp, 10cp

Generic Architect Clerk: male human Com2: CR 1/2; Medium-size Humanoid (human); HD 2d4; hp 5; Init +0; Spd 30 ft; AC 10; Melee unarmed strike +0 (1d3); AL LN; SV Fort +0, Ref +0, Will +0; Str 10, Dex 10, Con 10, Int 12, Wis 10, Cha 10.

Skills and Feats: Literacy (Common), Profession (clerk) +7, Knowledge (local) +6, Knowledge (architecture And Engineering) +9; Skill Focus (profession(clerk)), Skill Focus (Knowledge (architecture and engineering)).

Possessions: Purse with 10sp, 10cp



the gates are maintained more as landmarks than as defensive works.

15a. Lord Architect Outer Offices

Four clerks work in the outer room, at four desks spaced evenly in the four corners of the room. The walls are covered with maps and plans, with notes scribbled here and there on them. Desks and tables are piled high with ledger-books, plans, and drawings.

These four men keep track of various construction and maintenance tasks around the city, by means of supervisors who report in weekly. They compile reports and ensure that the business of keeping the city's infrastructure from falling apart continues as efficiently as possible (which sometimes isn't very efficient).

The four clerks are:

Cerosio Iseno is a slick, thirty-ish fellow with a very good wig and a huge waxed moustache and goatee. He maneuvers carefully to make sure that the most important jobs (and therefore, the larger bribes) come his way. He is in the pocket of both Guildmaster Laretta and several other lesser landowners within the city; if Laretta ever finds out he'll be in big trouble.

Danto Sarisdi is an old man with long white hair who works here

for the challenge of it more than anything else. As a result, he gets assigned the most difficult jobs with the least chance of success, jobs that are political suicide. He pulls a solution out often enough that others don't wish to see him gone.

Simonori Azuro is a young man of about twenty, who has quickly learned to play the game. He's of medium build, with blonde hair and green eyes. He doesn't commit to any one political faction, but plays them one against the other for maximum gain. Laretta will probably have him replaced soon.

Alya Saracia is a rebellious, self-centered woman who took over the job when her husband died young. She is pretty, but not beautiful, with long black hair which she keeps tied up in looped braids, and a plain face. She is in the pay of Guildmaster Laretta.

15b. Lord Architect's Office

This office looks much like the outer room, with desks and tables piled up with maps, drawings, and plans.

The Lord Architect is a nervous, fidgety old man. He fears that he will be fired from his job whenever the slightest thing goes wrong, and as a result his nerves are shot. He is a man with eight masters, all of whom are directly impacted by the decisions he makes on his job. He really ought to retire, but he needs the money he makes, as he has no family to take care of him.

Tezzabio, the Lord Architect: male human Exp7; CR 6; Medium-size Humanoid (human); HD 7d6-7; hp 18; Init -1 (Dex); Spd 30 ft; AC 9 (-1 Dex); Atks -2 melee (1d3-2, unarmed strike); AL LN; SV Fort +1, Ref +1, Will +6; Str 6, Dex 8, Con 9, Int 14, Wis 12, Cha 14.

Skills and Feats: Appraise +12, Knowledge (architecture And Engineering) +14, Knowledge (nobility) +12, Knowledge (local) +11, Literacy (common), Listen +3, Profession (builder) +13, Sense Motive +13, Spot +3; Alertness, Skill Focus (Knowledge (Architecture And Engineering)), Skill Focus (Profession (builder)), Skill Focus (Sense Motive).

Possessions: Expensive clothes, worry beads, purse with 25gp, 15sp, 20cp

Jando Bella, the Lord Harbormaster: male human Exp3; CR 2; Medium-size Humanoid (human); HD 3d6+3; hp 13; Init +0; Spd 30 ft; AC 10; Melee rapier +4 (1d6-1/crit 18-20); AL N; SV Fort +2, Ref +1, Will +3; Str 9, Dex 10, Con 13, Int 11, Wis 10, Cha 11.

Skills and Feats: Diplomacy +5, Forgery +6, Knowledge (law) +6, Knowledge (local) +6, Knowledge (nobility) +6, Literacy (common), Profession (harbormaster) +6; Martial Weapon Proficiency (rapier), Weapon Finesse, Weapon Focus (rapier).

Possessions: mw rapier, key to his office on the harbor, key to his office in the palace, purse with 15gp, 20sp, 10cp



16. Lord Harbormaster (sign: anchor)

This room is largely empty. The only furnishings are a large desk and a comfortable chair near the front door, and an upholstered wing chair near the windows.

The harbormaster himself is rarely in this office, except when he is preparing for a meeting with the city council. When he's not, it's locked (pick lock DC 25). Instead, he maintains an office in the customs-house by the harbor. As a result, this place is not so much a working office as a place for the harbormaster to relax and get his thoughts together before his reports to the City Council, and a place to meet with them informally when one of them would like to speak privately, away from the confusion of the customs-house.

The Lord Harbormaster works closely with the office of Taxation and Revenue, to make sure that the proper tariffs have been paid on goods coming into the city. He fancies himself quite the fencer, and spends much of his spare time polishing his skills with the rapier.

17. Constabulary (sign: baton)

A single counter crosses the front part of this room, providing space for four clerks to work. A large chalkboard on the wall provides space for notices of contracts that are available for bounty hunters. In the back of the room, a large, clean desk can be seen, in front of a pair of largely empty bookcases.

The city constabulary is concerned much more with maintaining the peace than they are with seeking out criminals. They watch for fires and help organize bucket brigades, help to deal with dangerous

animals, and other large-scale problems. They also take custody of criminals when other groups (such as guilds, neighborhood gangs, or the like) catch them. The status and wealth of the criminal matter a lot more to the constabulary than possible guilt or innocence, when it comes to how they are treated.

Four clerks work at a single long table in this office, processing the papers and messages that constantly come into this office. They are:

Sestuno Arraba, an otherwise non-descript man with a hideous scar on this forehead. He is an old associate of Baron Misagno, and is being thoroughly blackmailed by him. He feeds everything he learns to Misagno.

Peorio Rotuna, a distant cousin of Guildmaster Laretta. He gives his information to his associate, a street vendor in a nice neighborhood, who in turn sells it to people in the know, and splits the take with Peorio.

Iveso Rotuna, brother of Peorio. He is a tall, handsome fellow with black hair and a neatly trimmed moustache. He smokes a sweet smelling pipe most of the time. He delivers his information to Lord Remorga.

Bacaro Ursino, a large, completely hairless fellow with loose jowls. He sells his services to Admiral Olana.

Generic Constabulary clerk, male human Exp2: CR 1; Medium-size Humanoid (human); HD 2d6; hp 7; Init +0; Spd 30 ft; AC 10; Melee dagger +1 (1d4/crit 19-20), or club +1 (1d6); Ranged dagger +1 (1d4/crit 19-20), or club +1 (1d6); AL LN; SV Fort +0, Ref +0, Will +4; Str 10, Dex 11, Con 10, Int 12, Wis 12, Cha 11.

Skills and Feats: Forgery +8, Knowledge (law) +6, Knowledge (local) +6, Literacy (common), Profession (clerk) +7; Skill Focus (Forgery), Skill Focus (Profession (clerk)).

Possessions: dagger, club, purse with 10sp, 10cp

Lord Constable Berucca, male human Ari4: CR 3; ECL 4; Medium-size Humanoid (human); HD 4d8; hp 18; Init +3; Spd 30 ft; AC 17 (+4 chain shirt, +3 Dex); Melee rapier +7 (1d6/crit 18-20); AL LN; SV Fort +1, Ref +4, Will +5; Str 10, Dex 16, Con 10, Int 8, Wis 12, Cha 15.

Skills and Feats: Appraise +0, Bluff +11, Diplomacy +3, Forgery +0, Gather Information +3, Handle Animal +3, Intimidate +4, Knowledge (law) +0, Knowledge (nobility) +4, Listen +2, Ride +5, Sense Motive +11; Skill Focus (Sense Motive), Skill Focus (Bluff), Weapon Finesse.

Possessions: mw rapier, chain shirt, purse with 25gp, 30sp, 20cp



This office does not have much to do with actual police work; that is handled at stations around the city. Instead, this office handles such things as recruiting, coordination, and record-keeping. Anyone who wishes to become a constable must apply in this office, prove his qualifications for the job, and interview with the Lord Constable. In addition, the work of hiring bounty hunters is handled here, when the city council decides that it is in the interest of the city to have a crime investigated on their dime.

The Lord Constable's desk is in the back of this large room, but he is rarely there. He comes in to check on things daily, but he's a figurehead, controlled by what the four bureaucrats here tell him. At city council meetings, he simply reads his prepared report. At least one of the clerks always accompanies him to these meetings, so that if any questions come up, they can feed him their answers.

18. Judiciary (*sign: scales*)

This room contains three small desks at the front of the room. Behind them, are two large bronze statues, one male, one female, depicting angels of justice, each holding aloft a set of scales, and holding a sword point downwards. Each is clad only in a blindfold. Behind that, a set of curtains is strung across the room, but a larger desk can be made out through the gap between them.

The city judiciary is one of the more corrupt institutions in the city. If you're poor and you can't afford a good lawyer, you're guilty until proven innocent; if you're wealthy, and grease the appropriate palms, you can get off with a light punishment unless there is enough well-publicized, convincing evidence that the public is like-

Generic Judiciary clerk, male human Exp2: CR 1; ECL 2; Medium-size Humanoid (human); HD 2d6; hp 7; Init +0; Spd 30 ft; AC 10; Melee dagger +1 (1d4/crit 19-20), or club +1 (1d6); Ranged dagger +1 (1d4/crit 19-20), or club +1 (1d6); AL LN; SV Fort +0, Ref +0, Will +4; Str 10, Dex 11, Con 10, Int 12, Wis 12, Cha 11.

Skills and Feats: Forgery +8, Knowledge (law) +6, Knowledge (local) +5, Literacy (common), Profession (clerk) +8; Skill Focus (Forgery), Skill Focus (Profession (clerk)).

Possessions: dagger, club, purse with 10sp, 10cp

LORD MAGISTRATE PELLICURO



Lord Magistrate Pellicuro: male human Ari5; CR 4; Medium-size Humanoid (human); HD 5d8; hp 22; Init +2 (Dex); Spd 30 ft; AC 16 (+4 chain shirt, +2 Dex); Atks +5 melee (1d6-1/crit 18-20, rapier); AL N; SV Fort +1, Ref +3, Will +2; Str 9, Dex 14, Con 11, Int 10, Wis 6, Cha 7.

Skills and Feats: Appraise +8, Bluff +6, Diplomacy +6, Knowledge (law) +10, Knowledge (nobility) +8; Dodge, Skill Focus (Knowledge (law)), Weapon Finesse

Possessions: mw rapier, chain shirt, purse with 25gp, 30sp, 10cp

ly to become incensed at the verdict.

As with many offices in the palace, this office is not concerned so much with the actual dispensing of justice as it is with coordinating, planning, and collecting information. The three clerks in this office keep track of the dockets at the various courthouses around the city, handle employment of various officials of the court (except the judges themselves, who are chosen by the city council) and handle the budgetary needs of the courts.

The three clerks are:

Geralto Laconori is a small fellow, only five feet tall, who insists on wearing cheap, fake-looking wigs. He handles employment in the courts, and as a result he's a common one to bribe in order to get someone employed.

Fanato Rali has a large red birthmark on his face. He handles the funds, and saves his corruption for himself. He makes sure that contracts are awarded for more than they are worth for services needed by the Judiciary, and takes a kickback from the vendor for a share of the excess.

Polavo Urgezzi has very long hair that he keeps in a neat braid.

Generic Gaol clerk, male human Exp2: CR 1; Medium-size Humanoid (human); HD 2d6; hp 7; Init +0; Spd 30 ft; AC 10; Melee dagger +1 (1d4/crit 19-20), or club +1 (1d6); Ranged dagger +1 (1d4/crit 19-20), or club +1 (1d6); AL N; SV Fort +0, Ref +0, Will +4; Str 10, Dex 11, Con 10, Int 12, Wis 12, Cha 11.

Skills and Feats: Forgery +8, Knowledge (law) +6, Knowledge (local) +5, Literacy (common), Profession (clerk) +8, ; Skill Focus (Forgery), Skill Focus (Profession (clerk)).

Possessions: dagger, club, purse with 20gp, 10sp, 10cp

Aro Strattera, male human Exp4: CR 3; Medium-size Humanoid (human); HD 4d6; hp 14; Init +0; Spd 30 ft; AC 10; Melee dagger +3 (1d4/crit 19-20), Ranged dagger +3 (1d4/crit 19-20); AL LN; SV Fort +1, Ref +1, Will +6; Str 10, Dex 11, Con 10, Int 12, Wis 12, Cha 11.

He vowed a long time ago to cut his hair when his wife returned to him, and that was more than a decade ago. He's double-dipping Lord Remorga and Admiral Olana, and neither of them know it.

The Lord Magistrate's desk is behind the curtain, and while he spends a good deal of time here, he spends most of it reading obscure histories and debating minor elements of the law with his cronies. Theoretically, cases can be appealed to his court, but they never get that far, because he universally rejects such appeals because they take time away from his studies.

Lord Magistrate Pellicuro is a spry, dapper fellow of about sixty years. He's single, mainly because he has never found a lady who enjoys talking about the law as much as he does.

19. Gaol (sign: manacles)

There are three desks here, arranged in a semicircle. On either side, clerks work studiously at the mountains of paper around them. Their desks, the tables behind them, and the bookshelves behind that are stuffed with scrolls, pages, and books in endless disarray.

It is rare for anyone to be imprisoned for a crime in the city. The prisons, instead, serve to hold suspects until their trial, which can be

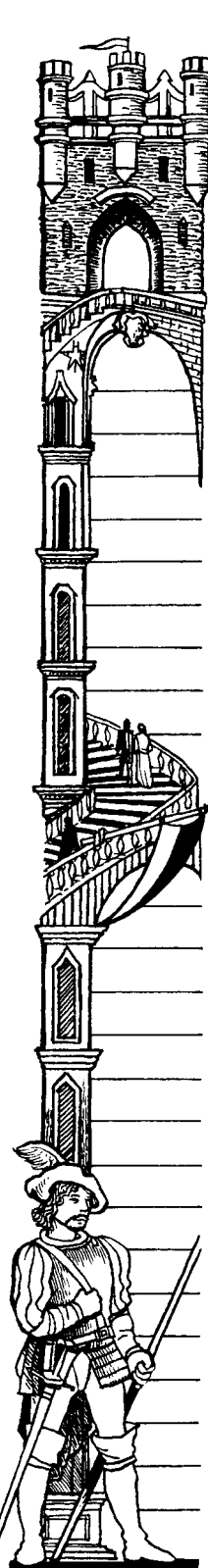
Skills and Feats: Forgery +11, Knowledge (law) +8, Knowledge (local) +7, Literacy (common), Profession (clerk) +11; Skill Focus (Forgery), Skill Focus (Profession (clerk)), Alertness.

Equipment: dagger, purse with 40gp, 20sp, 10cp

Lon Chainer, Execution Clerk: male human Com1; CR 1/4; Medium-size Humanoid (human); HD 1d4; hp 2; Init -2 (Dex); Spd 30 ft; AC 8 (-2 Dex); Atks +0 melee (1d4/crit 19-20, dagger), or -2 ranged (1d4/crit 19-20, dagger); AL LN; SV Fort +0, Ref -2, Will +1; Str 10, Dex 7, Con 10, Int 13, Wis 12, Cha 10.

Skills and Feats: Knowledge (local) +5, Literacy (common), Perform +1 (bagpipe), Profession (clerk) +7, Profession (executioner) +5, Use Rope +0; Skill Focus (Profession), Weapon Focus (Greataxe).

Possessions: Clothes, dagger, purse with 5gp, 10sp, 20cp



months or years if things go badly for them. Generally, prisons are only used when commoners are under arrest. Upper-class prisoners are placed under house arrest, kept within their own homes, with a detachment of the watch to make sure that they stay there. As a result, the city's jails are hellholes of privation and disease, and a long stay there can be a death sentence with no trial.

The two clerks in this office keep track of which prisoners are in which jail, and process requests by the court to bring them out for their hearings. Bribery goes a long way in this office, allowing someone to be lost forever, or to be brought out in a timely manner. They both know better than to be bought off by just one power group, as there's much more money to be made by remaining up for auction.

Aro Strattera, the Lord Gaol-Warden, is a conscientious man, but insufficient budget and inefficient staff hamper him. When his conscience bothers him, he silences it with drink.

20. Executioners (sign: axe)

A single clerk works at a lonely table in this room. He doesn't look particularly overworked, though, and his office is neat and well-organized.

Punishment for crimes in the city usually takes the form of either fines, or dismemberment (that is, chopping something off). The former is handled by Taxation and Revenue; the executioners handle everything else. The clerk in this office hires and schedules the executioners who perform the needed functions of branding, removal of fingers, hands, feet, tongues, or other appendages, beheadings, hangings, or whatever else may be required. Such functions are handled purely on an as-needed basis; there is no permanent staff aside from the clerk. Often, the clerk can be bribed to hire an injured party to perform the required job, as a black hood always conceals the executioners identity. Also, the clerk can be bribed to ensure a particularly quick and painless execution, or prolonged ordeal.

There is no "Lord Executioner." Technically speaking, the city

should have one, but the position has been vacant for some time. Since everything seems to move along well enough without him, the clerk stands in for the nonexistent official.

21. Great Hall

A long "high table" seats sixteen people, while rows of cruder tables and benches can support up to 150 more. The walls are decorated with the banners of the great noble houses of the city, with the royal banner having the most prominent position. The area of the great hall fills two levels of the north wing, except for the musician's loft (56) at the south end of the upper floor.

This is where the palace staff takes their meals, and where city-sponsored banquets are held. Generally, only enough tables for the staff are laid out, and the rest are kept in storage in the basement storage area (95).

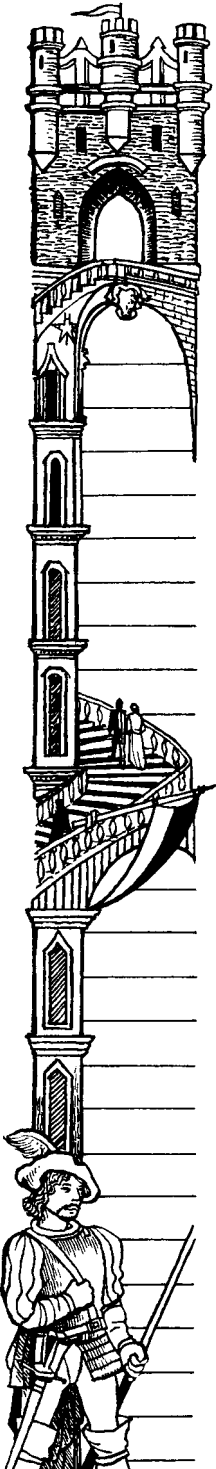
22. Kitchen

The palace kitchens are a wonder to behold. The oven is a great thing of brick and stone, set over a wide fireplace, big enough to roast an entire side of beef. Copper kettles, stew-pots, and griddles are available to cook on, kept mirror-polished when not in use. The worktables are topped with stone, polished smooth so that they are easy to clean.

Most of the kitchen goes unused except during banquets. It is well appointed, with copper pots and kettles, a large fireplace for cooking, and plenty of utensils. The garden and a generous budget keep it well supplied with herbs and spices, and the kitchen has its pick of the best meat and produce for the Prince's table.

Three cooks, led by a chief cook by the name of Aborelia, staff the kitchens. There are three servants for bringing out food and bringing back dishes, and three sculleries that help keep everything clean. At night, the sculleries sleep on the kitchen floor, just inside the doors to the garden and the lawn, to help keep track of intruders. The cooks love to gossip, and a great deal can be learned by listening to their conversations.

One of the sculleries, White, was a foundling at the palace. She doesn't know who her parents are, and doesn't know how her magic



works. She just finds that some jobs are just a great deal easier for her when she sings a little song and waves her hands a bit before she starts. Since she's small and frail, the idea of adventuring is not a good one for her. She especially likes climbing up the walls to get to hard-to-reach spots. Because it's hard to be modest when climbing around on the walls, she wears trousers rather than a skirt.



There is a dumbwaiter in the wall that leads up to the third floor north hall (75). It is operated by hauling on a rope that is attached to a block and tackle. A red rag tied to the rope shows where the rope should be tied off to put the dumbwaiter at the top level. There is no indication of where to tie it off for the second floor. Anyone using this rope to move between levels requires a strength check, DC 10. Each five points (or part thereof) allows moving up five feet or down ten feet.

Climbing inside the shaft (without using the dumbwaiter itself) is easy (DC 10).

Aborelia: female human Com4; CR 2; Medium-size Humanoid (human); HD 4d4+12; hp 22; Init +0; Spd 30 ft; AC 10; Atks +0 melee (1d6/crit x3, handaxe); AL NG; SV Fort +4, Ref +1, Will +3; Str 11, Dex 11, Con 16, Int 11, Wis 14, Cha 8.

Skills and Feats: Gather Information (cross-class) +6, Listen +5, Spot +3, Profession (cook) +12; Alertness, Skill Focus (cook), Skill Focus (gather Info).

Possessions: handaxe (kitchen cleaver), apron, clothes, purse with 5sp, 10cp

Note: Aborelia gets -2 with her kitchen cleaver because it's not made to be a combat weapon.

Generic palace cook: female human Com1; CR 1/4; Medium-size Humanoid (human); HD 1d4; hp 2; Init +0; Spd 30 ft; AC 10; Atks -1 melee (1d4/crit 19-20, kitchen knife); AL NG; SV Fort +0, Ref +0, Will +0; Str 11, Dex 11, Con 11, Int 10, Wis 10, Cha 10.

Skills and Feats: Gather Information (cross-class) +5, Profession (cook) +7; Skill Focus (cook), Skill Focus (gather Information).

23. Janacco's room

This office is impeccably clean and orderly. There is a single large desk, with pens, ink, and a few sheets of paper handy to one side, and a straight-backed chair near the door. A cabinet to one side contains a few bottles of wine and liquor, and has a few glasses handy for enjoying them. The paneled walls are decorated with dozens of embroidery samplers, decorated everything from complex domestic scenes to simple alphabets and quotes from the scripture.

Janacco's duties are mostly performed among the rooms and passages of the palace, so his office is more of a refuge than a place of work. He keeps the business of the palace in his head, but he records important events in his journals here, more for the benefit of those who come after him than for his own. He keeps a supply of his favorite wine here, which he partakes of, in moderation, in his rare moments of relaxation. He also has a pipe and some fine sweetleaf in his desk.

The embroidery samplers on the wall are gifts, not to Janacco, but to his predecessor. When his predecessor passed away, Janacco

Possessions: dagger (kitchen knife), apron, clothes, purse with 10cp

Note: The cooks get -1 with their kitchen knives because they are not as big or as useful as true daggers.

White: female half-elf Sor1; CR 1; Medium-size Humanoid (elf); HD 1d4-3; hp 1; Init +1 (Dex); Spd 30 ft; AC 11 (+1 Dex); Atks -1 melee (1d3-1, unarmed strike); SA spells; SQ half-elven traits, summon familiar; AL NG; SV Fort -3, Ref +1, Will +1; Str 8, Dex 12, Con 5, Int 12, Wis 9, Cha 14.

Skills and Feats: Profession (cook) +3, Profession (scullery) +6, Spot (cross-class) +1; Skill Focus (profession (scullery)).

SQ -- Half-Elven Traits (Ex): Sleep immunity, +2 save vs. Enchantment, low-light vision, Elven blood.

Possessions: clothes, old brass key that doesn't open anything

Sorcerer Spells Known (cast 5/4): 0th: *Mage Hand, Mending, Open/Close, Prestidigitation*; 1st: *Erase, Spider Climb*

could not bear to remove them.

The wine cabinet contains very good wines, and is usually kept locked (pick DC 25). Janacco holds the key to this cabinet. There are usually ten to fifteen (1d6+9) bottles of fine wine (worth 10gp each) and one to four (1d4) bottles of exceptionally fine wine (worth 50gp each) in the cabinet.

24. Wine Cellar

This room is kept locked (DC 20) except when Janacco himself is inside.

The walls of this room are entirely lined with tall racks and shelves for bottles. It's usually about half-empty, unless Janacco has been buying up supplies against a party planned for the near future. Casks and barrels are piled in the center of the room.

Janacco, serves as the wine-steward for the palace, and this room is his personal domain. The wines, ales, and other beverages here are quite ordinary. Janacco keeps the really good wines in his office.

25. Pantry

The door isn't kept locked, but sneaking in would be difficult, because there is someone in the kitchen, twenty-four hours a day.

The day-to-day food stores are kept here. The only time when it would be significantly emptied would be after a major feast or banquet. It contains sacks of flour, strings of sausage, smoked and salted meats, barrels of preserved fish, and whatever fresh produce, eggs, and bread that needs to be kept aside for the day's cooking.

26. Male Servant Quarters

This area is partitioned off into ten small areas, each big enough for a bed, a shelf, and a small table. The room is simple, and undecorated.

Most of the male servants are handymen, groundskeepers, and animal tenders. Married servants live on the second floor of this wing.

27. Herbarium

Long strings hang from the ceiling, where bunches of herbs are tied up to dry. Jars on shelves along the lower parts of the room are used to store them once they are dry and prepared. More shelves hold bottles of oil and vinegar which have sprigs of herbs in them to absorb the flavor.

Tralg (see (5)) leaves the herbs here, which are then processed by the cooks.

28. Female Servant Quarters

This area is partitioned off into ten small areas, each big enough for a bed, a shelf, and a small table. The room is simple and undecorated.

Most of the female servants are cooks, sculleries, and animal tenders. Married servants live on the second floor of the north wing.

29. Palace Guard hallway

This hallway is decorated with a determinedly martial theme. There is no carpeting on the floor, only smooth flagstones, and the walls are decorated with shields, weapons, and bits of armor.

None of the weapons hung from the walls are of particularly high quality as weapons, they're just polished and prettied up.

30. Armory

Dozens of narrow racks line the sides of this room, each one alike. Most of them are laden with weapons and armor. In the center of the room, an iron chest has been bolted securely to the floor.

This room houses the weapons and armor used by the palace guard when they are on duty. They are all masterwork items, and are kept carefully polished. Each guardsman has his own rack, where he keeps a guisarme, a longbow, a quiver of arrows, a longsword, a shield, and a suit of half-plate armor. The shields and helms are decorated with the emblem of the palace guard, plus either a star, a moon, or a sun, according to which squad he is assigned. A locked (DC 25) iron chest (hardness 10, 200 hp) that is strapped down to the ground contains a stock of 50 +3 thundering holy arrows. These are only distributed if the palace comes under



attack by a supernatural threat that isn't damaged by the guards' usual weapons. Sir Benettini carries the key to this chest on his key ring. The chest is also used to contain any dangerous objects that the guard confiscates from prisoners.

In addition, there is a supply of 15 shortspears and 15 suits of leather armor that are used to equip the able-bodied members of the staff if the guard needs reinforcement.

31-33. Barracks rooms

Each of these rooms is the same.

There are ten beds, five on each side, with a shelf, a small footlocker, and a small side table for each one. The far side of the room is decorated with the squad's war banner.

The footlockers can be locked (DC20) if the guardsman feels that there's something inside worth protecting.

31. Star Squad Barracks

The star squad takes their shifts at night, between 6pm and 10pm, and then between 2am and 6am. They have their practice before their first shift, from 4pm to 5pm. They generally sleep here during the day, starting after taking breakfast with the rest of the palace staff at 7am.

The Star Squad is characterized by a very gung ho attitude. They're brash and energetic, and tend to be younger, tougher, stronger, and more agile than the other squads, though not as skilled. Any particular member of the star squad has a +2 to strength, dexterity, or constitution compared to the average.

32. Moon Squad Barracks

The moon squad takes their shifts from 2pm to 6pm, and from 10pm to 2am. They have their practice in the morning, with the sun squad, from 5am to 6am. They also sleep during the day, while the sun squad is on duty.

The Moon squad is characterized by a thoughtful, imperterbable attitude. They tend to be smarter and wiser than the other squads, and quite skilled, though not as precise as the



sun squad. Any particular member of the moon squad has a +2 to either intelligence or wisdom compared to the average.

33. Sun Squad Barracks

The sun squad takes their shift from 6am to 2pm. They have their practice in the morning, with the moon squad, from 5am to 6am. They generally sleep at night.

The Sun squad is characterized by precision, skill, and excellence. They tend to be more charismatic and better looking than the other squads, and look the best when they're marching or doing weapon drills. They have +2 charisma compared to the average trooper.

34. Practice Room

This room is empty, except for some weapon racks near the door which contain wooden practice weapons.

When the weather is particularly inclement, the palace guard does their practicing in here.

35. Squires

This room has six beds, three along each side of the room, with a footlocker, a shelf, and a small writing-desk with a chair.

The six squires, from all three squads, sleep in this room. There is often at least one of them here, sleeping, or maintaining equipment.

Generic Knight of the Guard: male human Ftr5; CR 5; Medium-size Humanoid (human); HD 5d10+5; hp 32; Init +0; Spd 20 ft; AC 20 (+8 full plate, +2 large steel shield); Atks +7 melee (1d8+1/crit 19-20, longsword), or +6 melee (1d8+1/crit x3, heavy lance), or +5 ranged (1d8/crit x3, longbow); AL LN; SV Fort +5, Ref +1, Will +1; Str 13, Dex 11, Con 12, Int 13, Wis 10, Cha 12.

Skills and Feats: Perform (cross-class, Marching And Weapon Drill) +4, Handle Animal +8, Intimidate +9, Ride +8; Expertise, Improved Trip, Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Weapon Focus (longsword).

Possessions: MW longbow, heavy lance, MW longsword, full plate armor, large steel shield.

36. Knights

Each of these three rooms is furnished the same.

The room has a comfortable feather bed, a table, chair, washbasin, and armoire.

The three knights, from all three squads, live in these three rooms. The bed-linens for each bed are decorated with that knight's personal heraldic design.

37. Lord Commander

This room is a simple office, with a table and four utilitarian, straight-backed chairs.

These two rooms are for the use of the Lord Commander of the palace guard, Sir Benettini. He uses the outer room for an office and meeting room, where he gives his knights daily briefings about goings-on in the palace. Janacco usually attends these meetings, to keep up with events in the palace.

The inner room is a bedroom. It is an austere place, with a simple cot and a table with a washbasin and a few toiletries.

Under his pillow, Sir Benettini keeps his only real treasure, a miniature painting of his dead wife.

38. Councilor Offices hallway

The hallway is decorated with tapestries and large paintings depicting grand historical events of the city. There are also benches outside every office. The floor is dark, polished wood, with a long blue and green patterned rug down the middle.

Sir Benettini: male human Ftr6; CR 6; Medium-size Humanoid (human); HD 6d10+6; hp 39; Init +0; Spd 20 ft; AC 21 (+8 full plate, +3 large steel shield); Atks +9/+4 melee (1d8+3/crit 19-20, longsword), or +8/+3 melee (1d8+3/crit x3, heavy lance), or +6/+1 ranged (1d8/crit x3, longbow); AL LN; SV Fort +6, Ref +2, Will +2; Str 14, Dex 10, Con 12, Int 13, Wis 11, Cha 16.

Skills and Feats: Perform (cross-class, Marching And Weapon Drill) +7, Handle Animal +12, Intimidate +12, Ride +9; Expertise, Improved Trip, Mounted Combat, Power Attack, Ride-By Attack, Spirited Charge, Trample, Weapon Focus (longsword).

Possessions: MW longbow, heavy lance, MW longsword, full plate armor, +1 large steel shield.



The doors into this hallway are kept locked (pick lock DC 20) from when the last person leaves, until the first clerks arrive in the morning. Janacco and the guardsmen each have copies of the key (which opens both sets of doors).

The Palace Interior - Second Floor

39. Father Tranto's receiving room

The room has wooden benches on the east and west sides of the room, and three upholstered chairs by the fireplace. The floor has a simple rug, woven of soft rags.

Father Tranto doesn't keep an office per se, but simply uses this room for interviewing his very rare guests. Since there's nothing here of any real value, he doesn't bother to keep it locked.

40. Dame Colanto's Offices

Dame Colanto has divided her office space into two areas. The outer area is a receiving room, where Marlisi Antonuno keeps an eye on people waiting to see her boss. When noone is in the office, Dame Colanto keeps it locked (pick DC 25) with an Arcane Lock spell (caster level 13) on it.

The outer office is dominated by Marlisi's large hardwood desk. On the east and west walls of the room, hard benches provide the only other seating. The walls are undecorated, painted a pale beige.

People of status, of course, are not kept waiting; they are immediately conducted to Dame Colanto's inner office. When she's not glaring menacingly at guests, Marlisi helps Dame Colanto read reports and copies the pertinent details into Colanto's logs.

The primary furnishing of Dame Colanto's office is a trio of comfortable chairs, each with a small table on either side. A small lap-desk sits ready next to the center chair. The windows to this room are heavily curtained, and the room is kept dark except for a few candles.

On the east side of the room, another table holds some of her magical accoutrements, such as supplies of material components, under a black cloth.

The cloth is stitched with silver thread, and if laid out on the floor, forms a calling diagram used for her Planar Binding spell. She doesn't normally do callings here, but she wants it handy in case she needs it. She likes dealing with Erinyes devils, because they have abilities that are useful to her. She knows the true names of three such devils, and has strong working relationships with them.

On the west side of the room is a large bookcase with glass shelf covers.

Each shelf of the bookcase has a lockable (pick lock DC 20) glass lid, and the bottom shelf is trapped to release alchemist's fire on the contents if the glass is broken or the lock is picked (search DC 25, disarm DC 25). The bottom shelf contains copies of her spellbooks, and the others contain various logs of information about the underground that she has collected over the years.

41. Count Misagno's Office

This room is crammed with clerks, who sit at small writing-desks on either side of the room, facing in to the center. Behind them, shelves contain stacks of papers and ledger-books. A desk in the center of the room is reserved for this room's supervisor, who makes sure that everyone keeps working diligently on numerous financial calculations.

Count Misagno doesn't use his space, so he rents it out to Guildmaster Laretta. At night, the door is kept locked (pick lock DC 20).

42. Prince Kargil's Office

The nominal Lord-Mayor, Prince Kargil, has recently set up this room as his office, rather than the library on the third floor. The room is often unused, during which time the door is kept locked (pick DC 25).

The northern part of the room holds a large wooden desk, facing the east wall, with a fairly ordinary chair behind it. The south part of the room holds another desk, a massive granite-topped affair with solid oak legs. Behind the desk, an old tapestry depicts a stylized map of the city as it was about four hundred years ago. To the right of that, a tapestry depicts a gentle domestic scene, and on the left, a



battle, complete with hippogriff cavalry, and duelling wizards. Two comfortable chairs are set in front of the desk, and another one behind it.

The desk in the north section of the room is where Kargil's clerk, Paghla, works on projects for the Crown. He's an official herald of the realm, so much of his work has to do with keeping track of changes to the noble hierarchy, and copying official pronouncements. He also takes messages for the prince when he's the only one in the office. Paghla is young, just sixteen, but has a sharp mind, and has studied hard. He's pudgy and his freckled face looks boyish.

Prince Kargil's desk has a gem socket on the underside (search DC 15), which summons a Shadow Mastiff for 15 rounds (caster level 15). It obeys the holder of the Eye of Korlon (but not someone with an ordinary ruby, using Use Magic Device). Prince Kargil knows this function of the desk.

On the east side of the room is a low table, covered with a red cloth. A bowl of fruit is usually sitting here, along with a pair of polished brass lamps. The table is, however, not a table, (Search DC 10) but actually a heavy oak throne laid on its face and covered with some wooden planks. The throne has gem sockets in the arms, one each on the left and right side. The left socket casts a Flesh to Stone spell at the nearest creature in front of the throne (not sitting on it) and the right casts a Stone to Flesh. Both are cast at caster level 15, save DC 24, and will function once per day. Prince Kargil doesn't know these functions of the throne. If a Use Magic Device check (DC 30) is failed in an attempt to activate either of these sockets, the *Flesh to Stone* spell is targeted on the activator.

A plaque on the south wall, between the windows, holds a pair of antique scimitars. There is a gem socket on the underside that releases them from the plaque. One is a +2 dancing flaming burst

scimitar, and the other is a +2 dancing frost burst scimitar. If a Use Magic Device check (DC 30) is failed in an attempt to activate this socket, the swords are released, but they attack the wielder rather than his opponents.

43. Guildmaster Laretta's Office

Guildmaster Laretta keeps his office packed full of clerks, each of them working at a small writing desk. They sit shoulder to shoulder, packed in at the maximum possible density.

Most of the clerks are involved with processing long columns of numbers, of which they know none of the meaning. Only the senior clerks actually know what the numbers mean. Messengers constantly come and go, bringing information from the goldsmith's guild's various houses around the city. When not in use, the door is kept locked (pick DC 30).

The Guildmaster's desk is all the way at the north end of the room, and in spite of his small stature, is taller than all the other desks. From where he sits, he can make sure that everyone in the room is working diligently. All of this computation has a very important purpose, to determine such things as the optimal interest rate to charge for loans, the optimal rent to charge for various properties, and predictions of the prices of various important commodities. He knows how to squeeze the optimum amount of gold out of the city. Laretta's secret is that he has deduced the law of supply and demand, and now applies it ruthlessly to manipulate prices in his favor.

44. Guildmistress Occameno's Office

This room is completely dark and empty. Guildmistress Occameno doesn't use his space, but rather than rent it out to Guildmaster Laretta, she lets it sit idle. The room is kept unlocked.

Paghla: male human Exp2; CR 1; Medium-size Humanoid (human); HD 2d6-2; hp 5; Init -1 (Dex); Spd 30 ft; AC 9 (-1 Dex); Atks +0 melee (1d3-1, unarmed strike); AL LG; SV Fort -1, Ref -1, Will +4; Str 8, Dex 9, Con 9, Int 12, Wis 13, Cha 10.

Skills and Feats: Craft (calligraphy) +6, Knowledge (nobility) +9, Knowledge (history) +3, Perform +2 (Herald's Trumpet), Profession (herald) +9,

Profession (scribe) +6, Search +6, Speak Language (Celestial, Dwarven, Elven, Gnome, Undercommon), Literacy (Common, Celestial, Dwarven, Elven, Gnome, Undercommon); Skill Focus (knowledge (nobility)), Skill Focus (profession(herald)).

Possessions: Armorial (book of coats of arms of the realm's nobles), clerical garb, herald's tabard



45. Admiral Olana's Office

This room is decorated with a nautical theme, with a blue rug, paintings of ships and the sea, and various items of shipboard significance hung on the walls. The outer room has a single desk, manned by a sharp-looking young man in a naval uniform.

The outer room has a young lieutenant, chosen for his charisma and diplomatic nature. He maintains the Admiral's schedule, and does the work of keeping track of the activities of the city officials. He briefs the Admiral on a regular basis. When noone is present, the outer door is kept locked (pick DC 20).

The inner room is similar to the outer room, except that it's somewhat more opulent.

Admiral Olana maintains this office for meetings with the city's officials. As a result, he makes sure to keep a ready supply of brandy and cigars.

46. Lord Remorga's Office

The room is just as crammed with clerks, who sit at the same small writing-desks. Behind them, shelves contain stacks of papers and ledger-books. A desk in the center of the room is reserved for this room's supervisor.

The supervisor makes sure that everyone keeps working diligently on Laretta's numerous financial calculations. It is locked (pick DC 20) when not in use.

Like Count Misagno, Lord Remorga doesn't use his space, so he rents it out to Guildmaster Laretta. Lord Remorga does the business of maintaining his merchant empire from his luxurious townhouse, not far from the palace.

47-49. Married Servant Bedrooms

These rooms are fairly small, only ten feet by fifteen, and each contains a double bed, a chest or armoire for clothes, and a small

table with a washbasin. Decorations on the walls are sparse.

Married servants in the palace occupy these rooms.

50. Janaccos Room

This room is well furnished, with a nice bed, a group of chairs and a table by the window, an armoire, tapestries on the walls, and a patterned rug on the floor.

Janacco only uses this room for sleeping.

51. Second floor hallway

This hallway is fairly non-descript. The the runners on the floor are thick, but undecorated.

There are two balconies that open out onto the great hall (21), and a dumbwaiter that leads down to the kitchen (22) and up to the third floor north hall (75). It is accessed by a door that is usually kept locked (pick lock DC 15) because of the proximity to the nursery. It is seldom used here.

52. Nursery

This room has a thick rug, decorated with small animals like rabbits and ducks. There is a single large bed near the door, and about a half-dozen each of cribs and small beds along the walls. A couple of latched chests sit against the wall near the large bed. The chests are latched, but do not appear to have locks.

This room is used for taking care of whatever young children (under five) that the palace finds itself hosting. The bed is for a governess or nurse, and the smaller beds and cribs are appropriate for children. The chests are full of toys and other belongings, waiting for the day when they may again be used.

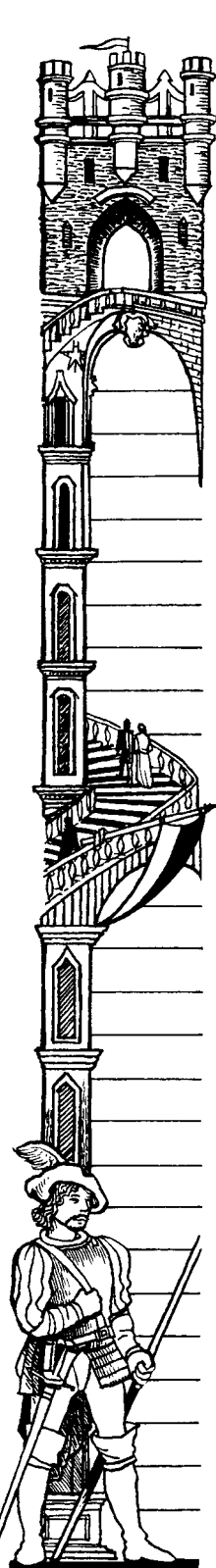
53-55. Married Servant Bedrooms

See 47-49, above.

Lieutenant Bario Eccelto: male human Aril; CR 1/2; Medium-size Humanoid (human); HD 1d8; hp 4; Init +0; Spd 30 ft; AC 10; Atks +0 melee (1d8/crit 19-20, longsword); AL LN; SV Fort +0, Ref +0, Will +2; Str 10, Dex 11, Con 10, Int 10, Wis 10, Cha 17.

Skills and Feats: Bluff +7, Diplomacy +7, Knowledge (nobility) +7, Profession (aide) +7; Skill Focus (Knowledge(nobility)), Skill Focus (Profession(aide)).

Possessions: MW longsword, uniform, 5gp, 10sp, 10cp.



56. Musician's Loft

This small balcony has a simple wooden floor, and a high, solid railing all around.

When banquets and balls are held in the great hall, this area is used to keep the musicians out from underfoot. There is enough room for eight musicians to play comfortably.

57. Storage Hallway

The hallway is undecorated, and unlit. There is no carpet on the floor, and there are no signs on the doors. Because of the lack of windows, even in during the day, this hallway is dark, granting 50% concealment (and therefore a 20% miss chance) unless light is brought in. At night, this hallway is pitch-black.

The rooms on this floor are not commonly used, and the doors are normally kept closed, though not locked. The doors to rooms 58-65 are kept locked except for the rare occasions when they are in use, and are checked when the guards come through. If they find a door unlocked, they investigate. The exception is room 61, which the members of the guard (knights and squires, most of the time) use when they want some privacy with a romantic partner. On those occasions, they sign out the key from Sir Benettini.

58-60. Furniture Storage Rooms

This room is filled, floor to ceiling, with furniture, tapestries, paintings, and sculptures.

As various Lord Mayors come and go, they tend to buy furniture they like, and the servants dutifully put the old furniture into storage against a future day when a future Lord Mayor might actually use some of it. Prince Kargil has expressed a desire to auction some of them off, to benefit charity, but has yet to find a good date for it.

61. Palace guard storage

Spare suits of armor, banners, tilting lances, and all sorts of other martial gear are stored here.

There is a space in the middle, about ten feet by ten feet, well hidden from the door and the windows, where a mattress and a low table have been set up. This is where the guardsmen bring roman-

tic partners when they want to have some privacy. They make a genuine effort to keep it clean, and usually find fresh sheets to bring in when they use it.

62-65. Records storage

This room has four long sets of bookshelves that reach up to the ceiling. The shelves are stacked with books, loose pages, scrolls, and here and there, small boxes.

These rooms are used for the storage of the city's records. They are not well organized, but the clerks who use them are reasonably familiar with things to have a decent chance of finding things.

If a special treasure needs to be hidden someplace forgotten, this would be a good place for it.

66. Council Hallway

The council hallway is paneled with dark hardwood, and hung with paintings that depict notable figures in the history of the city. A thick red carpet runs down the middle of the corridor. The area is lit by continual flame spells, which have been cast inside glass globes that hang from the ceiling.

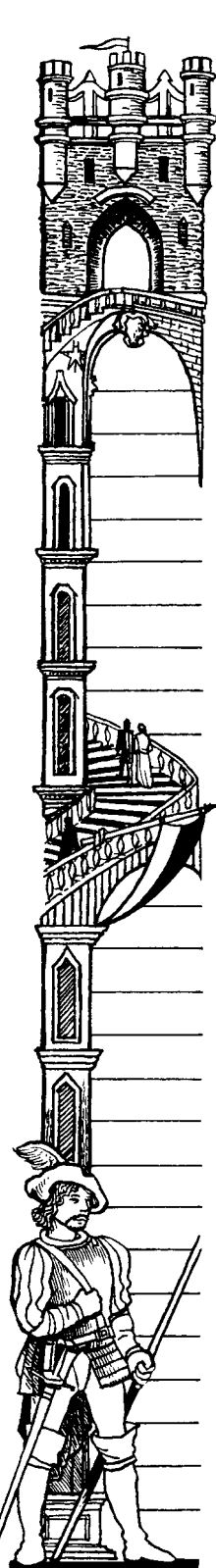
This room has been imbued with a subtle spell that causes anyone who has a spell of the enchantment school on him to glow .

Palace Interior - Third Floor**67. Palace Chaplain's Office**

This room is usually kept locked (DC 25). Father Collinaro and Janacco hold the keys.

The room contains a large wooden desk and four wooden chairs, and an armoire. Aside from a large holy symbol hanging on the wall, it is devoid of embellishment.

This is the office of Father Collinaro, an ex-adventurer who celebrates the weekly religious services in the chapel, and maintains some of the minor protections around the palace, such as glyphs of warding. He is rarely here. He comes here to prepare for his services, and then to change back out of his ecclesiastical robes afterwards.



The armoire contains an assortment of priestly robes and other accoutrements. In the drawer in the bottom of the armoire, Collinaro keeps a flanged heavy mace and a large steel shield, just in case.

68 - 70. Guest Rooms

These rooms are generally used for guests that are not trusted in the Royal bedroom hallway. Visiting dignitaries are often housed here. They are kept locked (DC 25) when not in use.

This room is well appointed, with luxurious tapestries and paintings on the wall, a comfortable bed, a desk, a dressing table, and comfortable chairs arranged around a small dining table.

71. Council Room

A single large table in the center of the room dominates the council room. It is made of thick oak timbers, and surfaced on the top with a twenty foot long, ten foot wide slab of polished granite. Eight chairs sit along each side, and one at each end. The chairs are padded and carved in the shape of castle towers. The walls are paneled with light colored wood. Hanging on the walls, every ten feet, there is a mirror, which is inscribed with a single large rune. The mirror that hangs on the

doors is split in half, one half on each door.

When those halves of the rune on the door meet, the magic of the runes is activated, and the interior of the chamber becomes an anti-magic zone.

Father Collinaro: male human Clr9; CR 9; Medium-size Humanoid (human); HD 9d8+9; hp 49; Init +1 (Dex); Spd 30 ft; AC 13 (+2 large steel shield, +1 Dex); Atks +8/+3 melee (1d8+1, heavy mace); SA spells, turn undead; AL LG; SV Fort +7, Ref +4, Will +9; Str 13, Dex 13, Con 12, Int 12, Wis 16, Cha 14.

Skills and Feats: Concentration +13, Heal +15, Knowledge (arcana) +6, Knowledge (religion) +8, Spellcraft +8, Perform (oratory) +7; Cleave, Commanding Voice (see New Feats), Great Cleave, Power Attack, Weapon Focus (Heavy Mace).

SA -- Turn Undead (Su): 5/day, Father Collinaro can attempt to turn undead creatures. He can turn undead with no more than $(1d20+19)/3$ HD. Each attempt,

he turns $2d6+11$ total HD. Undead with 4 or fewer HD are destroyed instead.

Possessions: heavy mace, large steel shield, clerical vestments.

Cleric Spells Prepared (6/5/5/4/2/1): 0th: *Detect Magic, Guidance* (x3), *Mending, Purify Food and Drink*; 1st: *Bless, Detect Chaos, Detect Evil, Protection from Evil, Sanctuary*; 2nd: *Augury* (x2), *Enthrall, Hold Person, Zone of Truth*; 3rd: *Dispel Magic, Glyph of Warding, Remove Curse, Remove Disease*; 4th: *Discern Lies, Divination*; 5th: *Mark of Justice*

Domain Spells: (Law and Protection): *Protection from Chaos, Calm Emotions, Protection from Energy, Spell Immunity, Spell Resistance*



72. Chapel

The doors to the chapel are kept locked (pick lock DC25). Father Collinano and Janacco hold the keys for it.

This chapel is dedicated to the dominant religion in the city, and is decorated appropriately. It can house up to 120 people, on the rare occasion that it needs to. The usual attendants, the residents and staff of the palace, only about half fill it.

The room has been consecrated, so undead suffer a -2 penalty on attack rolls, damage rolls, and saving throws, and charisma checks to turn undead are at +6.

73. Third Floor North Corridor

This hallway provides access to the various rooms for the use of the royal family, which usually consists of just the prince himself.

The hallway has plaster walls, painted with frescoes depicting a happy, prosperous city. A thick blue carpet runs down the middle of the corridor. The area is lit by continual flame spells, which have been cast inside glass globes that hang from the ceiling.

The doors in this corridor are usually kept unlocked, but they can be locked (pick lock DC 25) if necessary. Janacco carries the key that unlocks any of the rooms on this corridor.

74. Trophy Room

This room is filled with hunting trophies. Most of the trophies are of mundane creatures, like lions, bears, deer, and the like, but there is a display with all three heads of a chimera, and another display with a complete young white dragon skin.

Some previous Lord Mayors have been avid hunters, and the trophies they collected are displayed here. Prince Kargil doesn't like this room much, and never uses it, so the most attention it ever gets is an occasional tidy-up.

75. Game Room

This room is devoted to the playing of games. Small tables around the edge of the room provide space for chess, backgammon, alquerque, rithmomachia, and the like, while larger round tables in the center of the room can host larger groups for cards or dice. A

single large cabinet sits against the wall, near the door.

The cabinet provides supplies of markers, playing cards, paper, pens, dice, and other gaming supplies. A thick book, forgotten in the bottom of the cabinet, is titled "Papers and Paychecks" but the game that it describes is almost incomprehensibly complex.

76. Private Dining Room

This room contains a ten foot long, five foot wide table of fine wood, with a linen tablecloth, and ten matching padded chairs. The white painted plaster walls are decorated with still life paintings. A cabinet near the door holds silverware and porcelain.

This is where the Prince entertains guests with whom he wishes to speak one-to-one.

77. West Lounge

This room is crammed with furniture, in several different conversation groups, with knickknacks, small sculptures, and decorations scattered throughout.

This room is made for entertaining small groups of guests, ten or perhaps twenty people. This allows for many quiet conversations, without much in the way of "mingling."

78. East Lounge

This room is remarkably austere, with a large open space in the middle of the floor, and buffet tables around the outside, to hold hors d'oeuvres and drinks. The room is decorated in a martial theme, with shields and weapons hung from the walls, as well as paintings and tapestries depicting armies and battles.

The space allows for a larger, single group of partiers, with more mingling, and less longevity of any one conversation.

79. Bath

The front part of this room is a large bath, ten feet in diameter, covered entirely in blue tile. There's enough room inside for four people to sit comfortably, or up to twelve in increasing intimacy. A large brass tap on the wall permits filling the tub. There are hooks for hanging up clothes, and a supply of clean linen towels. On the



rim of the bath, a supply of fragrant oils and soaps are maintained. Underneath, a fireplace allows the bath to be heated to anything from tepid to scalding. Behind the bath, a large cistern retains rainwater for filling the bath. In one corner there is a wheeled tub.

The wheeled tub can be filled and heated here, and brought around to any of the rooms on the upper floor. The tap leads to a large cistern, fed by rainwater from the entire palace roof. Each heavy rain permits filling the tub twice; a light rain fills the tub once. The cistern will hold four tubfuls before it runs out.

80. Library

The door to this room is usually kept unlocked, but it can be locked (DC 25) if necessary.

This room has four large bookshelves along the north wall that reach up to the eight foot ceiling. Each has seven shelves, and can be closed with two glass cabinet doors. On the south side of the room, various chairs are provided for use while reading. There are divans, wing chairs, and sofas, arranged near the windows to avail of the sunlight. A large fireplace dominates the south side of the room.

The bookcases contain a limited variety of books. The first set of shelves contains books that have been presented as gifts to the city. These include a number of histories of the city, biographies of its noted citizens, and other items of local interest. Anyone trying to answer questions using Knowledge (local) skill gains a +1 bonus if they use these books as a reference. The second set of shelves contains books about the nobility of the kingdom and neighboring lands, including armorials, biographies, histories, and social registers. It grants a +2 to Knowledge(nobility) skill checks. The third set of bookcase contains novels, collections of short stories and poems, books of engravings and woodcuts, and folios. The fourth bookshelf contains religious books, including various books of scripture, prayer books, hymnals, biographies of saints, religious

philosophy and scholarship, and other works of hagiography. It grants +2 to Knowledge (Religion) skill checks.

81. Art Gallery

The walls of this room are filled with dozens of paintings, of all different sorts. There are still life paintings, portraits, landscapes, and architectural studies. The middle of the room has an assortment of sculptures, including a startlingly realistic sculpture of a shepherd.

This sculpture is, in fact, a petrified human (Takhar, the shepherd) who angered one of the ancient kings who ruled here, and was petrified by use of the throne (see room 42). If returned to flesh, he will be disoriented and confused, and will generally have a hard time of things, as he does not have any connection to anyone yet living.

82. Bedroom Corridor

The walls of this corridor are plastered and painted a pale blue, and a purple carpet covers the floor. The walls are decorated with mirrors of many different shapes, styles, and sizes.

These rooms are usually kept locked (pick lock DC 25), except for Kargils Room (83) and Uellans Room (84), which are unlocked when they are using the room. All of these rooms contain the same furniture. There's a large four-poster bed, a dressing table with a mirror and a small chair, a large armoire with a drawer in the bottom, and a small cluster of comfortable chairs and small tables by the window. The walls are plastered, and decorated with tapestries and large paintings. Each room has a color scheme, and a decorative theme that runs through most of the furnishings and decorations.

83. Prince Kargil's Room

This room is decorated in blues and greens, and has a theme of

Takhar, the ancient shepherd: male human Com3; CR 1/2; Medium-size Humanoid (human); HD 1d8; hp 4; Init +0; Spd 20 ft; AC 13 (+3 hide); Atks +1 melee (1d6, quarterstaff), or +2 ranged (1d4, sling); AL N; SV Fort +2, Ref +0, Will -1; Str 10, Dex 10, Con 10, Int 10, Wis 8, Cha 12.

Skills and Feats: Handle Animal +5, Profession (shepherd) +5, Wilderness Lore (cross-class) +2; Far Shot, Point Blank Shot, Weapon Focus (sling).

Possessions: sling, hide armor, quarterstaff



forest and ocean. The ceiling is decorated with a trompe l'oeil painting that gives the impression of looking up at the evening sky from within a forest clearing.

The armoire contains Prince Kargil's personal effects, which include a gold circlet inset with rubies, worth 500gp, an enameled scabbard inlaid with silver worth 200gp, and eight sets of very elaborate noble clothing.

84. Spare Bedroom

This room is decorated in yellows, greens, and browns, and has a theme of farming.

85. Another Spare Bedroom

This room is decorated in pale blues, oranges, and yellows, and has a theme of sunsets.

86. Yet Another Spare Bedroom

This room is decorated in red and gold, and has a theme of love. The prince uses this room when he hires a young woman for companionship.

87. Uellan's Room

This room is decorated in maroon and purple, and has a theme of birds.

There is a secret door in the corner (search DC 25) that leads to a secret passage (91). It is operated by twisting a carved stone bird on the mantelpiece.

88. Still Another Spare Bedroom

This room is decorated in dark blues and silver, and has a theme of night sky, moon and stars.

There is a secret door in the corner (search DC 25) that leads to a secret passage (91). It is operated by turning one of many silver stars affixed to the wall.

89. One More Spare Bedroom

Flowers are the theme in this room, with many different colors.

There is a secret door in the corner (search DC 25) that leads to

a secret passage (91). It is operated by putting a knife or dagger in a slot near the floor.

90. The Last Spare Bedroom

Dogs are the theme in this room, and the colors are mainly brown and white, with some gray and black here and there.

There is a secret door in the corner (search DC 25) that leads to a secret passage (91). It is operated by pressing on a stone in the fireplace.

91-94. Secret Passages

The secret passages in the palace are generally the same.

The passage is about three feet wide, and only five feet high; you have to crouch down to move through it. The walls, floor, and ceiling are smoothly carved out of the stone blocks that make up the walls.

The secret doors lead to ladders that go down a five feet to a level between the third and second floors, so that the passageway does not intersect with the window. At each window space, there is a peephole which is hidden in the space above or below the window. These peepholes are very difficult to notice (Search DC 30) from inside the room.

Large creatures (or larger) cannot fit through this space, except for something snake-shaped. Medium creatures must crouch, and so have a -2 to hit in melee combat. Where the passages move from one level to another, there are iron ladders embedded in the walls.

Palace Interior - Underground

95. Basement Storage Area

This space is piled high with spare tables, benches, and chairs, and about a dozen heavy trunks. A large number of shelves on the south side of the room contain carefully folded and tagged pieces of fabric. The double doors to the north, east, and west are made of iron.

The tables and chairs are only hauled out when the palace is



hosting a large banquet. The trunks contain spare dinnerware, service, candlesticks and table linens, for really large banquets. The shelves contains banners for every possible occasion. There are banners for every noble house in the kingdom, plus more from nearby lands; there are banners to celebrate a birth or marriage, and others for mourning.

96. Food Storage

All of these chambers are dry, dark, and empty.

If it ever became likely that there would be a famine or a seige, these areas would be stocked with food, but they have not been used in many years. Kitchen staff sometimes come down here when they want to have some privacy.

The iron doors at the north end are kept unlocked, but the ones at the south end are locked (pick DC 30).

97. Catacombs

Both sets of doors into these chambers are made of iron, and fit together very well. After being used to inter a fresh corpse, they are often sealed with wax to keep the smell from coming up into the palace. The doors are usually kept locked (pick DC 30)

The central area of this group of chambers holds twelve stone biers, each seven feet long and four feet wide, in two rows. The six chambers to each side are stacked with bones, sorted by type and arranged in artistic patterns. At the east end of the room, two chambers have been walled off carefully, and brass plaques affixed to the barrier.

When a servant of the castle dies, and no other family claims the corpse, as is often the case, it is interred here with flowers and spices, on one of the biers. After a few years, when the flesh has all rotted away, the bones are moved to the ossuaries in the north or south chambers, and anything else that remains is either burned or salvaged. Nothing else except bones can be found there.

The walled-off chambers are crypts, and house the remains of noblemen who have been residents of the castle. Exactly what is found inside them will depend on the history of the city. The listings below (including the descriptions of the contents of the crypts)

should be taken as examples.

The plaque on the north side is very old, and will require careful cleaning or a prestidigitation spell to make legible. It reads, "Here lies the last worldly remains of Duke Okhadel of Highbridge, born 423, died 486. May the Lord and Lady forgive him for his crimes." A knowledge (history) check, DC 25, or a knowledge (nobility) check, DC 30, will reveal this information: Duke Okhadel was exiled to the city after he was implicated in a plot against the king, and was a virtual prisoner of the palace until he died.

The plaque on the south side is not as old. It reads, "May the Lord and Lady watch over the souls of Uzbardek and his family, who died in the service of the King, during the uprising of 645. Let it be known to all who find this, that Uzbaridek was elevated posthumously to the rank of Lord, and with him, his family, in recognition of their great sacrifice."

98 North crypt

The wall of this crypt is solid stone, eighteen inches thick. Breaking through it is not easy, as the wall has hardness 8 and 270 hit points.

This room contains a single stone sarcophagus, with a carving of an armored knight on the top.

The lid of the sarcophagus is very heavy, and shifting it requires either a block and tackle, or a strength check, DC 30. Inside is the remains of a wooden coffin, and the mouldering bones of the Duke. No valuables of any kind were buried with him.

99 South Crypt

The wall of this crypt is twelve inches thick. It has hardness 8 and 180 hit points.

These three small crypts each contain one bier, with a coffin on top of each bier. The southernmost coffin is smaller than the other two. All three coffins are still mostly intact, carefully preserved with thick layers of shiny black paint, though the brass fittings are heavily tarnished.

If pried open, each will be found to have mouldering bones dressed in finery decayed to rags, and all three corpses are wearing



elaborate silver circlets worth 15gp each, but in the center, a rusty masterwork sword and masterwork large steel shield can be found.

100. East stairwell, lowest level

The stairs end at a pair of iron doors, secured with a heavy lock.

The DC to pick the lock on these doors is 30. The key to these doors are held only by Sir Benettini and Janacco. They are only unlocked on the rare occasion that someone needs to be kept inside.

101. Guardroom

This room is dark and empty, except for an old table and a couple of chairs.

The door to room 102 is not locked, though it is stuck (DC 16) due to disuse. Opening any of the doors to the rooms in 103, 104, or 105 would make a great deal of noise, as the long-undisturbed metal screeches in complaint. The listen DC would be 0, but distance and closed doors will increase that for people upstairs. The doors to those cells can be securely locked (pick DC 30), but are not when there is noone inside.

102. Torture chamber

There is no doubt as to the use for this room. There is a rack, an iron maiden, and whole shelves full of implements of pain. There are three separate tables for strapping down a captive, adjustable for horizontal, vertical, or slanted work. None of it appears to have been used, or even maintained, in years.

Escaping from the restraint tables, iron maiden, or rack in this room would require an Escape Artist check, DC 35.

103. Barred Cells and

104. More Barred Cells

These cells are empty except for a simple wooden pallet. They are all covered with a thick layer of dust.

These are the cells where commoners would be kept, if the palace had any reason to incarcerate them. Slipping through the bars would require an escape artist check DC 50, +16 for small creatures.

105. Enclosed Cells

The doors to these cells are made of iron, and have small shuttered peepholes for looking inside. The cell inside is fairly comfortable, as such things go; there is a bed, a desk, and a chair, though none of them look anything but utilitarian.

These cells are for the incarceration of noble prisoners.

106. Vault corridor

This wide corridor has four identical iron doorways. Each one is a smooth sheet of iron, except for a single small keyhole in the center of the door. These locks are extremely complex, and difficult to pick (pick lock DC 35) because of their very small size.

The locks on all four rooms are opened by the same key, and due to a mechanism that connects them together, all four doors open when the door to the real vault (107) is unlocked, in order to make sure that all of them maintain the same amount of wear. If the key is used in any of the other doors, a trap is triggered. All four of the doors radiate conjuration magic strongly. None of the doors will operate unless the doors leading into the room are closed.

107. True vault

A few small iron coffers sit near the door of this room. They are open, and the glint of gold can be seen inside.

Janacco keeps the operating money for the palace in here. In years long past, when this was a royal residence, the kingdom treasury has been kept here, but it was moved long ago to the city where the capitol is now located. Now, it never contains more than a few thousand gold pieces, much of it in silver.

108. False vault

As the door opens, there is a flash of light, and suddenly you are surrounded by huge beasts!

If this door is opened, whether by picking the lock or by using the key, a summon monster VIII spell is triggered, at caster level 15, and 1d4+1 celestial dire bears attack anyone in sight. The trap can be detected by a search check at DC 32, and disabled with a disable device check, also at DC 32.



**109. False Vault**

As the door opens, a bluish gas suddenly erupts from the keyhole!

If this door is opened, it releases an acid fog spell, enlarged to fill the whole area, centered on the door. The trap can be detected by a search check at DC 32, and disabled with a disable device check, also at DC 32. The acid fog does 2d6 damage per round to anyone in its area, and movement is restricted to 1/10 normal speed. It lasts for 15 rounds.

110. False Vault

As the door opens, black tentacles erupt from the floor and ceiling all around you!

If this door is opened, it casts a black tentacles spell, enlarged to cover all of rooms 110 and 106, at caster level 15. Assume that there are enough tentacles that there is one on the floor and one on the ceiling in each five foot space.

111. Blocking Stone

Before you, a huge stone blocks the passageway from floor to ceiling. It appears to have slid down into place from above.

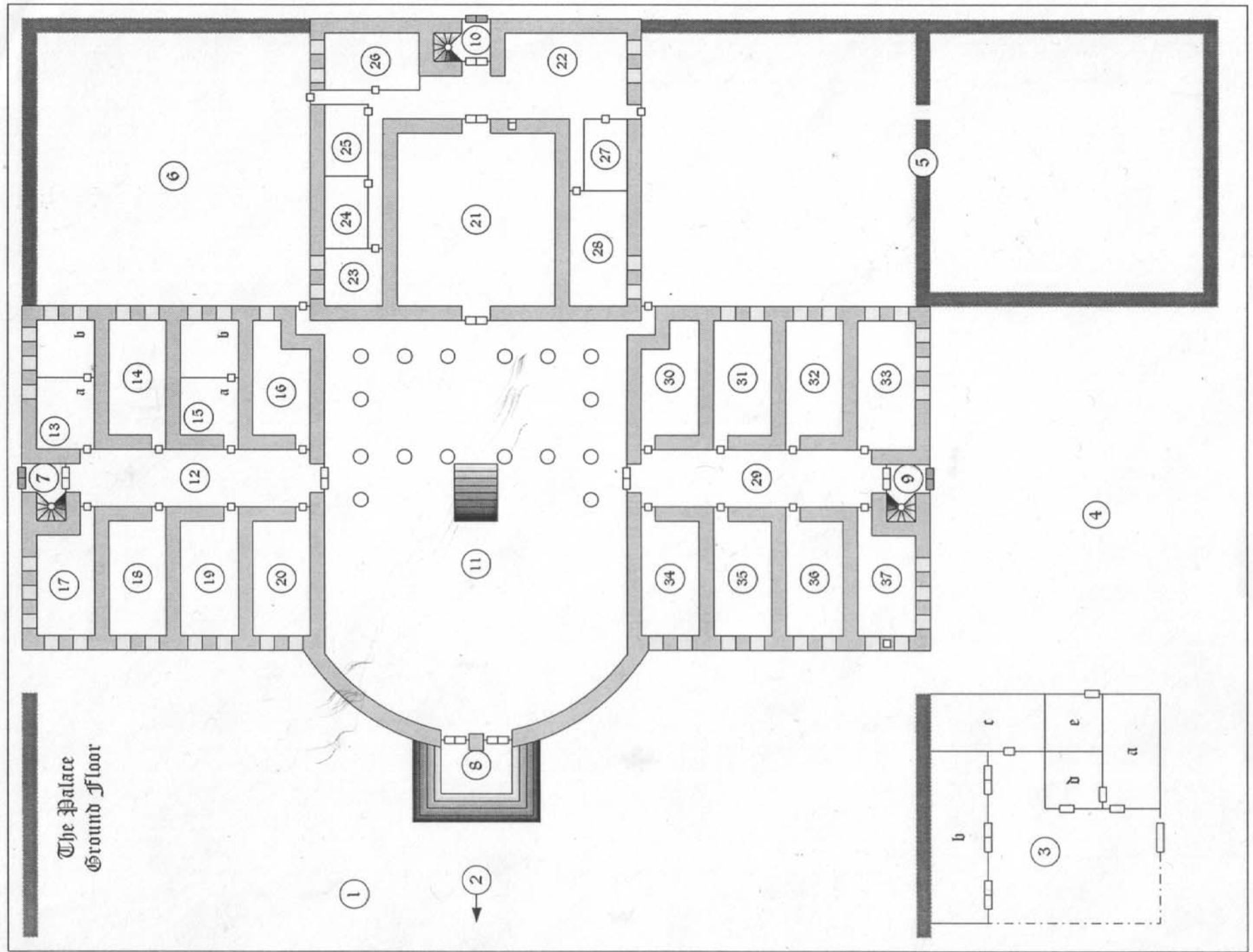
There is a gem socket in the middle of the block. Its easy to find (search DC 15) but not immediately apparent to the eye. If the socket is activated, the block slides up, but it slams back down again on anyone who is not carrying the Eye of Korlon, doing 16d6 damage, reflex save DC 25 for half damage. Anyone reduced to -10 hit points or less is crushed flat under the block. Anyone who takes full damage is pinned under the block, and requires an Escape Artist check (DC equal to half the damage taken) to wriggle free.

Celestial Dire Bear: Large Outsider; CR 9; HD 12d8+51; HP 105; Init +1; Spd 40 ft (8 squares); Base Attack/Grapple +9/+23; Attack 2 claws +19 melee (2d4+10) and bite +13 melee (2d8+5); Space/Reach 10ft/10 ft; SA Improved Grab, Smite Good; SQ Scent, Darvision 60 ft, Acid, cold and electricity resistance 20, DR 10/+3, SR 24; AL LG; SV Fort +12, Ref +9, Will +9; Str 31, Dex 13, Con 19, Int 3, Wis 12, Cha 10;

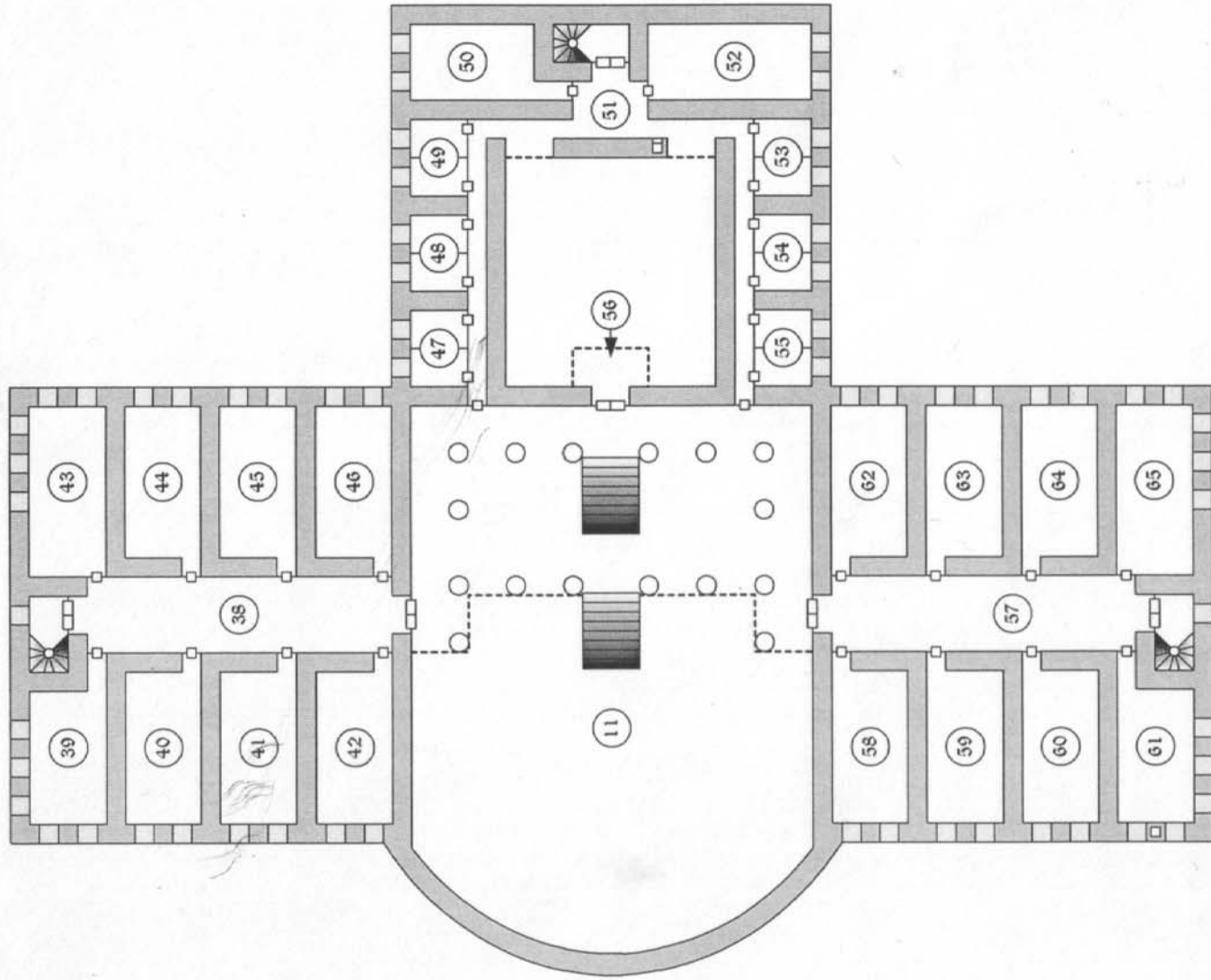
Skills and Feats: Listen +10, Spot +10, Swim +13; Alertness, Endurance, Run, Toughness, Weapon Focus (claw)

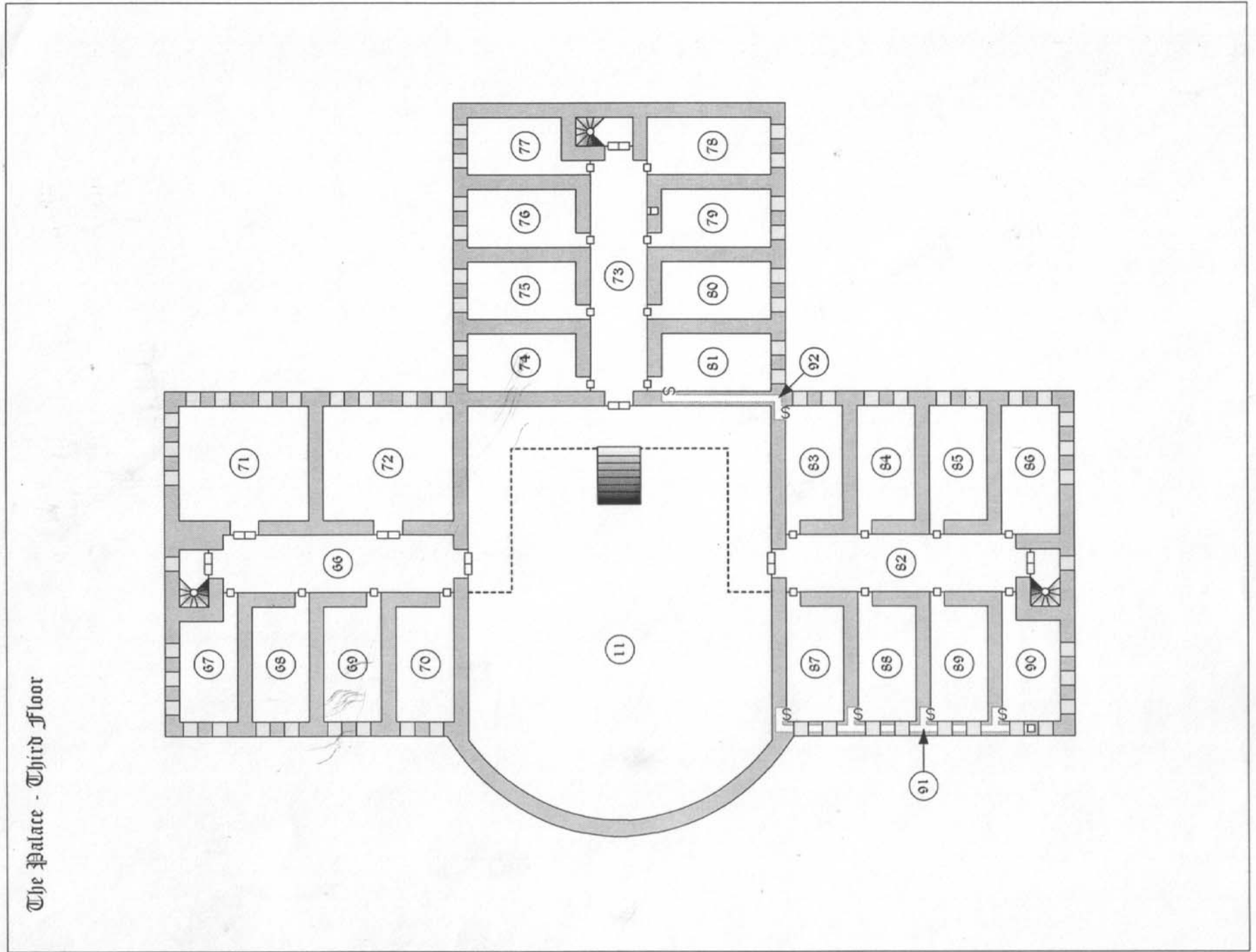
SA -- Improved Grab (Ex): To use this ability, the dire bear must hit with a claw attack.

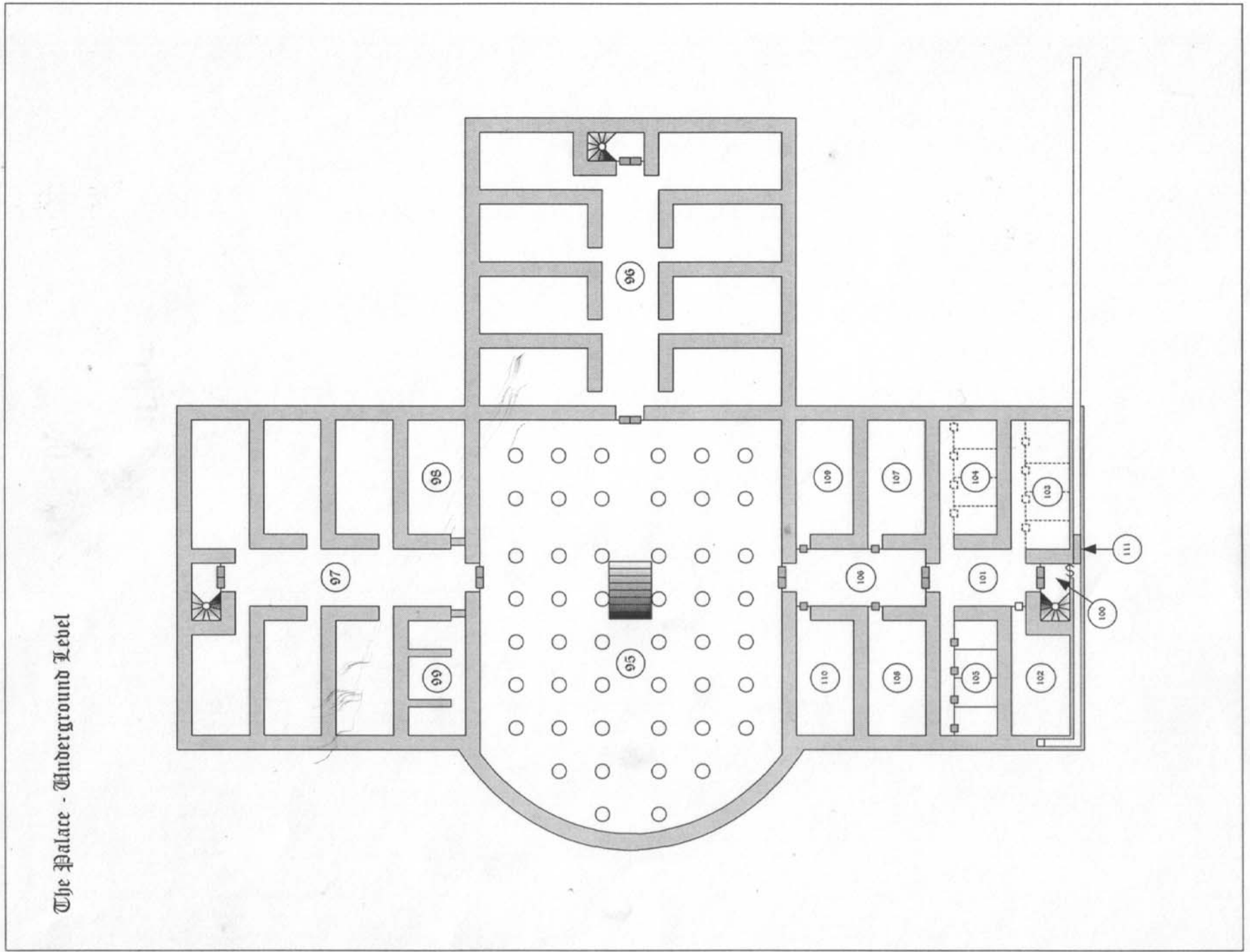
SA -- Smite Evil (Su): Once per day the creature can make a normal attack to deal +12 additional damage against an evil foe.



The Palace - Second Floor







Section 3 - The City

This book assumes that a few things are true about the city. If these are not true of the city where you use this product, you will need to make some changes to make it fit in.

The city is assumed to be a coastal city, and a trading center. It has some manufacturing, but the primary function of the city is to exchange goods. If you change the mix, you may want to change the balance between the merchant houses and the craft guilds; make one or two of the merchants into masters of crafting guilds.

The city is assumed to be mostly human, with a few other races here and there. If there are numerous other races in the city, you may need to explain why all of the members of the council are human; on the other hand, it wouldn't be a stretch to say that someone like Guildmaster Laretta is a Gnome, or Dame Colanto is a Half-elf.

The culture is assumed to be only slightly patriarchal; men occupy a majority of the positions of power, but there is little to no censure of a woman who decides to pursue a career in business or government. In a more patriarchal environment, you may want to add reasons why the female members of the council are there.

The general climate of the city is assumed to be basically peaceful, with no significant outside threats. If there were threats from outside, it is likely that the council members would put aside their differences and work together more efficiently than they do.

Other Powers in the City

Any city this size is going to have more people than just the city council who hold a certain amount of power. Underworld figures, like Georvano Antonovi, mentioned in Count Misagnos supplementary material, would count heavily in this regard. Future products, made to link with this one, will cover such things as secret cults and criminal organizations, as well as more legitimate institutions.

The City Charter

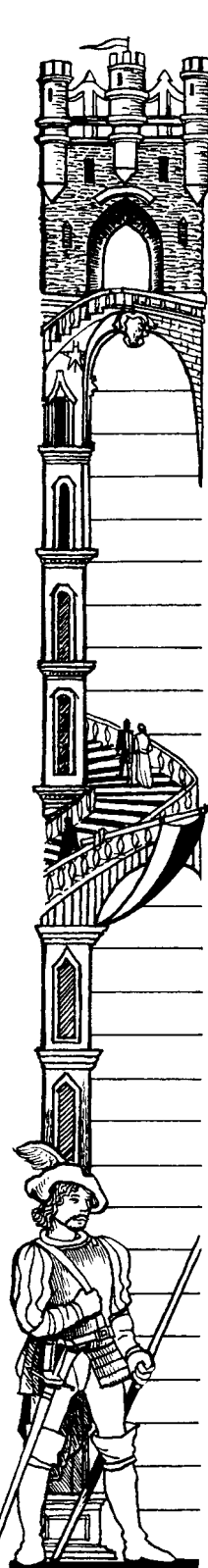
The city charter is the document that empowers and constrains the city council. It was signed by the king centuries ago, and was designed to give all of the important elements of the city a say in the governance of the city.

The first article of the charter empowers the citizens of the city to maintain a city council, and describes the manner in which the councilors are chosen. The city council consists of eight seats. One of them is appointed by the crown, and is styled the Lord Mayor, and serves at the king's pleasure. One is appointed by the head of the dominant church, and likewise serves at the command of the leadership of the church. The other six posts are determined once a year, on the king's birthday. Three of them are based on tariffs - the three people who have paid the most to import goods into the city sit on the council. Two are based on real property. Whichever lord owns the most farmland within a day's ride of the city has a seat on the council, and whoever owns the most land within the city limits also has a seat. The last seat is elected by the guildmasters of all of the chartered guilds within the city.

The second article of the charter delineates the powers the king bestows upon the city council. It may levy property taxes, tariffs on imported goods, and charge fees for the use of city property. It may raise a military force for the purposes of defense of the city, plus constables for the purpose of maintaining the peace. It may have its own courts, which may exercise justice over any common citizen of the city, according to the laws of the kingdom. Any noble citizen may appeal his case to be heard by the King. The council may purchase property. The council may appoint officials to administer the functions of the city government. The council may borrow money.

The third article enumerates the duties imposed upon the city council. They must maintain the infrastructure of the city, including its streets, fountains, wells, sewers, and harbor facilities, and the city wall. It must pay one tenth of its gross receipts to the king, and one twentieth of its receipts, as a tithe, to the dominant church.

The charter itself is, of course, much more complicated than this summary, with details of exactly how each function is to be performed.



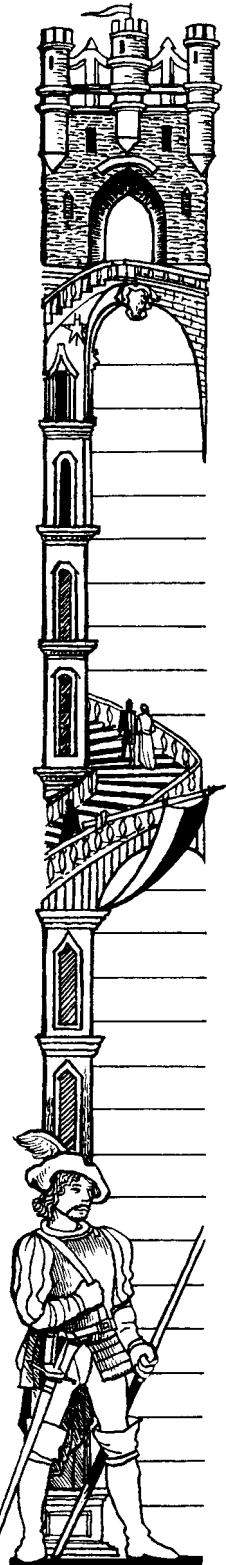
Section 4 - Enemies & Allies

Occameno and Laretta are the bitterest enemies on the council; she is staunchly against corruption, and he is about as corrupt as they get. They can only work together when the talk of taxes come up, because taxes hit them (and Misagno) harder than anyone else. Otherwise, both of them work constantly to get the other one off the council.

Remorga is in competition with both Colanto and Olana, and this often causes strife, but when the topic of tariffs comes up, they are able to set aside their differences and put up a united front. They often will maneuver, however, to raise the tariffs on goods that their competitors bring in, and lower the tariffs on their own. The tariff game is a risky one, however. Since the merchant seats are allocated based on how much is paid in tariffs each year, they must be careful to pay enough to actually stay on the council. In order to be sure that the same kind of maneuver that allowed Colanto onto the council in the first place doesn't catch them, they all keep careful track of what has been paid.

Kargil and Laretta often butt heads over the need for various city services; Kargil wants the city to be a good place to live for everyone, which Laretta only wants to provide the bare minimum of services so that taxes can be low.

In general, Kargil, Tranto, Colanto, and Occameno form one power bloc, and Laretta, Remorga, Olana, and Misagno another, but these are very loose and there are frequent defections depending on the circumstances.



Section 5 - Adventures

Here are some adventure seeds that can come from events within the City Council.

The Secret Tapestry

Several council members have had enough of Occameno and her constant investigations. They have decided to act. They know that assassinating her will only strengthen her cause, so they need to discredit her, instead. Dame Colanto's diabolical contacts tell her about the tapestry that still hangs in the ruined fortress, and in cooperation with others on the council, she sends a group of adventurers to recover it. This group can be the PC's, or else Occameno can find out about the mission and, suspecting its target, send the PC's after it to find out what they're up to. Colanto will have covered her tracks by making one of Occameno's more typical adversaries, such as Misagno, front for her.

Colanto's Tail

Lord Remorga has decided that he can't let Colanto have a lock on the underground trade routes. After all, she doesn't have a royal charter for them, does she? He hires the PC's to follow behind one of her caravans and map out the route. Unbeknownst to both Colanto and Remorga, this particular caravan has a representative of Prince Kargil along, a diplomat sent to open formal relations with the small underground kingdoms which the caravan trades with. Colanto doesn't want this, however, and she sends word to the caravan master that the representative is to be killed, and the PC's framed for it. As an alternate hook, the PC's could be caravan guards for Colanto, or bodyguards for Kargil's representative.



Murder Mystery

A group of young noble ladies are found dead in a disused storage room, and evidence indicates that they clawed each other to death. The PC's are hired, either by the city constabulary, or by one of the noble houses, to investigate the crime. The girls were killed

with a memory and intellect-destroying poison, so "Speak with Dead" spells won't work. "Raise Dead" spells won't help either, because even if the INT damage from the poison is repaired, it still won't bring back their memories. "Wish" and "Miracle" spells are not available because there are no spellcasters of high enough level in the city. The girls are the former members of Marlisi's "dare club", so the trail will lead first to Morizeska, then Dame Colanto, then possibly Marlisi, who killed the girls when information about the club started leaking out. Marlisi will also be attempting to track down and kill others who know about the dare club, which may at some time include the PC's.

Tarriff Patrol

Admiral Olana and Lord Remorga want someone to track down the smuggling operations in the city to their source. The PC's could work from either end, starting out at another city, and following goods moving in, or track them back starting inside. In any case, they're certain to run afoul of criminal elements in the city that would rather the PC's didn't mess about with their organization. Baron Misagno will probably be asked by his creditors to take action if the PC's start making inroads on the smuggling traffic.

Invalidate the Palace

A wizard needs, as a spell focus for a spell he's developing, the skull of a man who was convicted of treason, but died of old age. There is only one person this spellcaster can find, historically, who fits this description; he is buried in the catacombs under the palace. He wants the PC's to retrieve it for him, quietly. If anyone knows it's gone, there'll be problems with his plans. Getting in and out would be easy; getting in and out without leaving clear evidence of having done so is not so easy.

Repo Men

Guildmaster Laretta needs to evict an old wizard from a property he owns on the edge of town. The old tower used to be outside the city boundaries, but over the years the city has grown around it. The complication to this apparently simple job is that the wizard knows Guildmistress Occameno's secret, and he has demanded that she help him stay in his home. Occameno has put a few words in the right ear, and now the local population is willing to stand up before Laretta's bully-boys to keep him there. The PC's can come in on either side of the conflict.

What Evil Lurks

The PC's are aboard one of Admiral Olana's ships, when in the middle of the night, a terrible monster breaks out of the hold. It begins stalking the crew, killing them off one by one. The creature should be more powerful than they can handle by a large margin. In the captain's quarters, a letter can be found that instructs him to be very careful that the VERY valuable cargo stored in the black wooden crate not be disturbed. In the hold, the PC's find the black wooden crate, and the body of the captain. This was a trap laid by Olana to eliminate one of his blackmailers. The secret to dealing with the creature is to somehow use the black wood against it, which has been specially prepared to contain it. A kind DM can allow any reasonable plan that involves the black crate to have a good chance of succeeding.

All Those In Favor?

The PC's want the council to approve something for them, but a majority of the council members are against them. The PC's have to do what they can to arrange the vote in their favor. Possible goals include: A charter for an adventurer's guild in the city, permission to build a fortified tower within the city limits, nomination as official special constables of the city.



Section 6 - Campaign

The Mountain Wars

One of the ways that Colanto makes sure that she retains her monopoly on the trade routes through the mountains is that she secretly keeps the surface-dwelling creatures there hostile to any human incursions, so that it's too dangerous for any caravan to cross reliably. One of the ways that she does this is by planting rumors in towns near the edge of the mountains, both of mountain dwellers and the more civilized folk downhill, that they are being raided by their erstwhile neighbors. Before too long, actual raids materialize. By use of skillful manipulation, Colanto believed she could keep the conflict simmering at a low level indefinitely.

Dame Colanto was wrong. The King (Prince Kargil's Father) has had entirely enough of these raids, and has raised an army to go and "pacify" the mountains. He has put a bounty on the heads of the mountain races that are causing him troubles, and attracted several groups of adventurers to his banner. The King believes he can end these raids for good by a significantly large show of force. Lord Remorga and Lord Carmotti support this effort strongly, knowing that a pacification of the mountains would eliminate Dame Colanto's monopoly on trade routes through the mountains. Either of them may hire the PC's to participate in an invasion of the mountains.

The king is wrong. The mountain races have become stronger as a result of trading with the underground folk who are Dame Colanto's suppliers. The King's army quickly finds its situation untenable, and the Crown Prince, Kargil's brother, is captured, along with several other important personages, and another of his brothers is killed in the field. The army is scattered, and returns to the kingdom in disarray. Adventuring parties that are hunting heads also find things going poorly; the creatures are more numerous, more prosperous, and better-equipped than they ought to be.

At this point Colanto gets a message from her devil prince; she is commanded to make an offer to Prince Kargil that if he agrees to surrender his will to her, and become her permanent thrall, she can use her connections to have his brother released. When Colanto makes her offer, Uellan gets wind of it, and worried that he might accept, desperately enlists the aid of the PC's to rescue the Crown Prince before Dame Colanto can get her hooks into a man who's now third in line for the throne.

Locating the Prince won't be easy. He is being held somewhere that scrying spells won't work. Father Tranto is one of the few clerics in the city powerful enough to receive clear divine guidance as to where to start looking. His pronouncements are not quite as cryptic as usual, but nevertheless they are meager clues. "The heir is held by the second son of Ragnak and Ethelbore." Research will reveal that Ragnak is an ancestral Trollish hero, and Ethelbore is an ancestral Hobgoblin chieftain.

Consulting with Carmotti or Remorga will reveal that they, too, have had captives taken, and are looking for people to bring ransoms into the mountains to get sons of their respective clans returned to them. They have had to go significantly into debt to Guildmaster Laretta to pay them, but they feel they have no choice. This would be an excellent opportunity to gather information about the Crown Prince. By taking on this mission, the PC's find an outpost on the edge of the mountain, which had once been part of the kingdom, but has now been taken over by the mountain folk. The ransom payment goes well, and the captives are able to tell the PC's that the Crown Prince was removed from their number by a hulking creature that was rumored to be a cross between a hobgoblin and a troll. If peaceful contact can be gained with some of the mountain folk, it may be possible to find out where a rare creature like that might have its lair.

Further investigations among the mountain people reveal that



there are two such "Trogoblins" that are known to visit the mountains, one which is a powerful chieftain deep in the mountains, and the other which is rumored to have a lair on an isolated island. Careful piecing together of clues will reveal that it's the island Trogoblin they're looking for. Of course, this Trogoblin is a devotee of the same devil prince that Colanto serves. Admiral Olana is the only man who can arrange transport to this place; only his charts are complete enough to safely bring a ship there. The reason that he knows where it is, is that he had once brought a load of striped cerulean truffles to the island, which only grow on Count Misagno's land. He can suggest that if another load of them can be obtained from Misagno, they might provide enough of a pretense to be able to approach the island safely.

As it turns out, the striped cerulean truffles are the secret of the island's resistance to scrying and divination. This is a property that the smugglers cooperating with Misagno have known for some

time, and one of the reasons that they cooperate with him so readily. The island is now rife with them, carefully cultivated everywhere. As a result, anyone bringing them there would immediately be suspect. The island is a haven for smugglers, kidnappers, and other undesirables. The "truffle traders" would immediately be marked as spies or worse. Sneaking onto the island and getting safely to the Trogoblin's lair should be an adventure in itself, not to mention rescuing the crown prince.

With the crown prince safely back at the capital, it is now up to Prince Kargil what actions he will take against Dame Colanto; if she has played things correctly, however, there is little he can do against her, as there would be no evidence that she has committed any crime. He may simply use this event as leverage against her, to get her influence on his side.

Trogoblin

Medium-size giant

Hit Dice: 3d8+12 (25hp)

Initiative: +1 (Dex)

Speed: 30 ft. (6 squares)

AC: 14 (+1 Dex, +3 natural)

Attacks: 2 claws +5 melee

Damage: Claw 1d4+3

Space/Reach: 5 ft./5 ft.

Special Attacks: Rend 1d6+4

Special Qualities: Regeneration 2, Darkvision 60'

Saves: Fort +7, Reflex +2, Will +0

Abilities: Str 17, Dex 13, Con 18, Int 10, Wis 9, Cha 10

Skills: Spot +2, Listen +3

Feats: Alertness, Power Attack

Climate/Terrain: Any land, underground

Challenge Rating: 3

Trogoblins are crosses between hobgoblins and trolls. They appear very rarely, usually as a result of bizarre experiments. Their half-breed nature is evident, as they tend to have a generally hobgoblin stature, but very misshapen, troll-like features.



Section 7 - Other Uses

Other Ways to Use This Product

The Shared Campaign

If you're lucky enough to have access to a very large gaming group, on the order of twenty or thirty people, you have another option for using this product. A central group, perhaps the dungeon masters of the group, play the characters listed here as sort of "meta PC's" that jointly decide what is going on in the city. As events unfold in this central campaign, it generates events to use in the campaigns they run with their individual groups. It is very important that the people playing the city council members not see it as a competitive enterprise; they should be cooperating to improve the game for the players.

The coordinating gaming groups need not even be located in the same place! This kind of play is ideally suited to online play-by-post, given the collaborative nature.

One on One

On the other hand, if you don't have a large group, a political game can be the best way to play one-on-one. The challenges faced by the PC are rarely deadly, but the stakes can be very, very high. Many of the members of the council would make good one-on-one PC's, most notably Prince Kargil, but also Dame Colanto. This kind of play is particularly well suited to online play-by-chat. Player and DM can play whenever they're online together, using any of a number of online instant messaging systems. This was the method used to develop many of the characters found in this product.



Section 8 - Intrigues

You can use these plot events as background events within the city, or as the subject of shared or one-on-one games. These events will not usually have much to do with adventurers, though they may have an impact on the character of the city.

The City Walls

A command comes down from the king: The city walls must be upgraded. He's worried about a war, and the city is far too vulnerable. Where, exactly, the wall will go, and what happens to any structures already built there, are an important question. If the city is going to compensate the owners of the property for the wall, then the council members will maneuver to have it placed on the land owned by their supporters; otherwise, they will try to get the wall moved onto land owned by their rivals.

Revolution!

Guildmistress Occameno's daughter, steeped in anti-aristocratic philosophy from her mother, has decided that working within the system isn't going to work. She is secretly organizing the common folk, to begin staging protests and work stoppages to start improving their status in the city. She's young and inexperienced, but she's got a lot of natural charisma, and she tells people what they want to hear. Several of the council members could learn of the movement, but rather than expose it early and defuse it, they would decide to attempt to turn it to their own ends. Prince Kargil's love for the young lady might cause him a good deal of trouble in this intrigue.

The King is Coming!

The king is coming to visit the city! This is a once-in-a-life-time opportunity for everyone on the council to advance their position, or to trip up a rival. A fine line must be walked, however, because if His Majesty thinks that things are TOO fouled up, he might just decide that the city charter isn't working, and rewrite it.

Wedding Bells

The king has decided that it's time for Prince Kargil to be wed. Princess Ulfarda arrives with servants and chaperones to have a look around. While the king doesn't offer Kargil the choice of whether to be married or not, Ulfarda's father is permitting her to decide whether she wants to marry him. If they do get married, new markets will open up in Ulfarda's home kingdom, which may be good or bad depending on who has easier access to them. Dame Colanto certainly doesn't want Kargil to get married now, and may conspire with him to drive Ulfarda off without making it look like his fault. Count Misagno doesn't want this marriage either, as he has unfounded hopes that his own niece has a chance of marrying Kargil, when she's old enough.

The Prophet

An independent prophet has begun preaching in the streets that the corruption and vice in the city must stop or a terrible fate awaits it; Father Tranto confirms this. CAN the city clean up its act, and if so, what happens as a result? Panic may well ensue.



Section 9 - OGC Rules

The following material is adapted from from Open Game Content sources listed in the Section 15 of the Open Game License. They are all designated as Open Game Content.

New Uses for Old Skills

The following are alternate methods and mechanics for using the skills from the core rulebooks instead of introducing new skills or feats to the game.

Appraise (Int)

Most characters use Appraise to judge the value of physical objects. However, Appraise can also evaluate abstract valuables like trade offers, treaties, and political deals.

Check: To evaluate an abstract valuable, make an Appraise check (DC 20). If you succeed, the GM must point out all significant benefits of the deal or offer, and the costs or consequences that would result from your character agreeing to it. If there is a hidden clause or consequence that your character might regret later, the GM must inform you of it. The GM must tell you whether this is a "good deal" for your character. (This judgment is subjective, but the GM must present your character's informed opinion. What you do with that opinion is up to you.)

You may also use Appraise to determine the value of an abstract valuable to another character. This requires a successful check against a DC of 30. The GM secretly rolls this check for you. If you succeed, you receive the information above as it would apply to the other character. If you fail, the GM may give you inaccurate information.

Special: Evaluating a deal takes more skill than judging the

worth of a necklace. You must have at least 6 ranks in Appraise to assess the worth of an abstract valuable.

Sometimes one or more parties involved in a deal may wish to misrepresent it. Any party who wishes to obscure the deal may make a Bluff check. To correctly evaluate the deal, your Appraise check must exceed all of the Bluff checks as well as the normal DC.

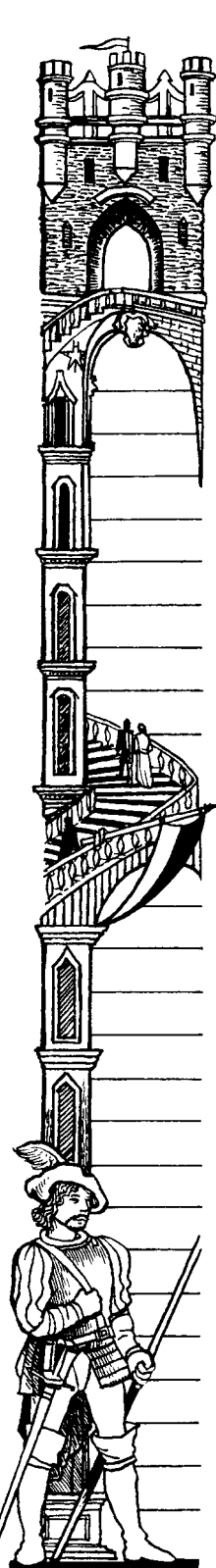
If you have 5 or more ranks in Knowledge (law) or Knowledge (local) you get a +2 synergy bonus on Appraise checks to evaluate an abstract valuable.

Gather Information (Cha)

Not all information is gained in a smoky bar. Sometimes you have to dig through ancient tomes or government files to learn what you need to know.

Check: If you are doing research that involves documents or physical evidence instead of interaction with others, you may still make a Gather Information check. You apply your Intelligence modifier instead of your Charisma modifier, however. The time spent, cost, and DC is up to the GM, but is usually identical to a Charisma-based check. Only the method changes.

Special: The Information Network competence bonus applies just as well to an Intelligence-based Gather Information check as it does to a Charisma-based check; see the new feats section in this chapter for more on this. Other Gather Information bonuses and penalties may also apply. In general, the bonus applies if it depends on training and skill rather than a winning personality.



Knowledge (Int; Trained Only)

Knowledge (law) is a new field of study. You may create and understand legal texts, or evaluate the legality of an action. A lawyer or politician uses Knowledge (law) to find or write the correct law to describe a situation.

Check: Here are some of the tasks Knowledge (law) can accomplish:

DC	Task
10	Determine if a common or daily activity is legal or not.
15	Write a simple law, determining if an unusual or rare activity is legal or not.
20	Write a complicated law that takes into account special cases or establishes legal standards of measurement. Write a competent legal argument that proves a civil or criminal case.
25	Recognize the loopholes in an existing law and know how to exploit them.
30	Write legal theory that proves an existing law should be reinterpreted or overturned.
35	Develop a complete legal system from two or three basic principles.

Special: If you have 5 or more ranks in Appraise, you get a +2 synergy bonus on Knowledge (law) checks to create and understand legal texts.

Perform (Cha)

Perform (oratory) is a new type of performance. Lawyers and politicians often use it to make speeches, convince others with verbal arguments, or to impress audiences with their talent and skill. It doesn't change attitudes, as that takes a Charisma check, but it does convince an audience to agree with your position.

Check: Most Perform (oratory) checks are opposed, with the higher result winning the agreement of the audience. However, here are some benchmarks of what Perform (oratory) can accomplish.

DC	Task
10	Convince an audience with a Helpful attitude to agree with your position
15	Convince an audience with a Friendly attitude to agree with your position. Speak as skillfully as a village headman does.
20	Convince an audience with an Indifferent attitude to agree with your position. Speak as skillfully as a city council member does.
25	Speak as well as a city mayor or general does.
30	Convince an audience with an Unfriendly attitude to agree with your position. Speak as skillfully as most national politicians do.
35	Speak with the skill and authority of most presidents or emperors.
40	Convince an audience with a Hostile attitude to agree with your position (assuming they let you speak at all)

Special: If you have 5 or more ranks in Knowledge (law), you get a +2 synergy bonus on Perform (oratory) checks to make legal arguments.

New Feats

Winning favor and agreement isn't just about skill and charisma. Some people have a talent for being convincing or inspiring. Others gain political leverage with alliances and secret information. Just like combat, political maneuvers require fancy footwork and an edge over the opponent. The new feats detailed below can supply the edge.

Commanding Voice [General]

You have a strong voice that sounds authoritative when you address a crowd.

Prerequisite: Cha 15+

Benefit: You receive a +2 reaction bonus to Bluff, Diplomacy,



Intimidate, and Perform checks when speaking to five or more people. If you have the Leadership feat, you gain a +2 modifier to your Leadership score for recruiting cohorts and followers.

Special: Commanding Voice may be taken as a fighter's bonus feat.

Dangerous Insinuations [General]

Prerequisite: Cha 13+

Benefit: You receive a +2 influence bonus to Bluff, Diplomacy, and Perform checks when inciting distrust and paranoia.

Information Network [General]

You have a network of contacts and informants that keeps you up to date. When you need information, they can provide it to you. An information network can be expensive, but not knowing the latest can be far more costly.

Prerequisites: Int 13+, Cha 13+

Benefit: Choose a city to be the center of your network. You receive a +2 competence bonus to Gather Information checks within your network's reach. You may use your Gather Information skill without spending your own time and effort. (A lackey does the legwork for you.) This feat may be taken multiple times to expand your network's reach and speed up its response time. Successive levels do not increase the Gather Information bonus.

The response time of a network may vary by up to 25% (either shorter or longer) as determined by the GM. Gathering Information is an art, not an exact science.

The table shows how far the network reaches, based on the number of times the feat has been taken. How quickly information can be gathered is measured in hours (h), days (d), or weeks (w).

Special: An information network costs money to maintain. The more powerful you are, the larger and more expensive a network must be to be useful to you. For each level of this feat that you have, your information network costs you 50 gp per month. If you fail to pay this expense, you lose the use of this feat until you catch up on missed payments.

Feat	City	Province	Continent	World
1st	12h	-	-	-
2nd	6h	1w	-	-
3rd	3h	3d	1w	-
4th	1h	1d	3d	2w
5th	*	12h	1d	1w

*Immediately; you've known this since last week, and just remembered it right now.

If you are part of an organization, that organization will usually pay this cost for you. Whether it does or not - and whether it sends you into a dungeon to get the money it needs to pay your information network - is up to the GM.

Rabble Rouser [General]

You can excite a crowd with a fiery speech. Mobs love you because you "tell it like it is" and inspire them to action.

Prerequisites: Cha 13+

Benefit: You receive a +2 influence bonus to Bluff and Perform (oratory) checks when you incite a crowd of ten or more people to immediate action.

Secret [General]

You have information that would embarrass or endanger someone you wish to influence. This gives you leverage over that person, as long as you don't overuse it - and as long as nobody else finds out.

Prerequisite: Information Network

Benefit: Choose a character you wish to influence. You have learned an important secret - work out exactly what with your GM - about that character. Once per session, you may invoke that secret to gain a +4 influence bonus on one Diplomacy or Intimidate check opposed by the target character.

Special: You may also "burn the evidence" to automatically succeed at a single Diplomacy or Intimidate check opposed by the target character. If you do this, you lose the Secret feat. You also lose the Secret feat if the secret you control becomes public, worthless,



or irrelevant, either through your actions or of other characters.

You may gain this feat multiple times, either to hold multiple secrets over one character, or to obtain influence over several different characters. Multiple feat bonuses applied to one character do not stack for a single roll, but rather allow you to use the benefit of the Secret feat multiple times each session.

Security Clearance [General]

You have routine access to sensitive information. Exactly what that information is depends on the organization supplying it - it could be military secrets, trade secrets, or police files, for example. Many organizations have wide interests, however, and an organization may have information that goes far beyond its official mission.

Prerequisites: Information Network. You must have a relationship with an organization that can supply information to you.

Benefit: Once per session, you may automatically succeed at a Gather Information check that involves information available to the organization that has given you security clearance. The information arrives in half the usual time required for the check. The GM decides if the information is available.

Prestige Classes

Demagogue

Some people get power from blades. Others get it from mobs. The demagogue inspires and incites. He makes his listeners want what he wants, then tells them how to get it. He makes them forget law and morality.

Personal charisma is everything to a demagogue. With it, he can rise to power with few achievements and skills. A great general or renowned priest is even more effective as a demagogue, however. It's easier to get the mob to chant your name if you're famous., and

a good reputation will win the thoughtful as well as the foolish to your side. The hearts and minds of the thoughtful are almost irrelevant, though. The demagogue's power always rests in the goose-stepping cadres and the blind masses chanting his name.

Bards make distinguished demagogues; they already do on a small scale many of the things that demagogues do on a larger stage. Demagogues make commanding villains.

Hit Die: d4

Requirements

To qualify for the demagogue prestige class, the character must fulfill the following criteria.

Bluff: 6 ranks

Perform (oratory): 6 ranks.

Feats: Commanding Voice

Class Skills

The demagogue's class skills (and the key ability for each skill) are Bluff (Cha), Concentration (Con), Craft (Int), Diplomacy (Cha), Gather Information (Cha), Perform (oratory) (Cha), and Sense Motive (Wis).

Skill Points at Each Level: 2 + Int Modifier

Class Features

All the following are class features for the demagogue prestige class. The DC's for required skill checks are included where appropriate.

Weapon and Armor Proficiency: The demagogue is proficient with simple weapons.

Audience (Ex): The demagogue's abilities require an audience, even if that audience is only one creature. A creature must be able to see and hear the demagogue to be affected by his abilities. Any creature that can see and hear the demagogue is part of the "audience" referred to below, though the demagogue can intentionally



exclude one or more creatures from his audience with the content and tone of his speech.

Languages in Common: The demagogue's abilities depend on his ability to speak. They are useless if he is unable to speak, or if he does not share a common language with his audience.

Matching Speech: At 1st level, the demagogue learns how to vary speech rhythms and vocabulary to mirror those to whom he's talking. He inspires confidence and trust by talking in the same way as the person he is trying to influence. This gives the demagogue a +2 reaction bonus on Bluff, Diplomacy, Disguise, and Perform (oratory) checks.

Enthralling Speech (Sp): At 2nd level, the demagogue, learns how to hold an audience spellbound. He must speak to the audience for two rounds, then make a Perform (oratory) check (DC 20). If he succeeds, the audience becomes fascinated. It remains quiet and listens attentively for as long as the demagogue continues speaking. The targets' Spot and Listen checks suffer a -4 penalty. The demagogue gains a +2 circumstance bonus to any skill checks to influence members of the audience for the duration of his speech. The demagogue may speak for one hour per class level before becoming exhausted; the Endurance feat doubles this.

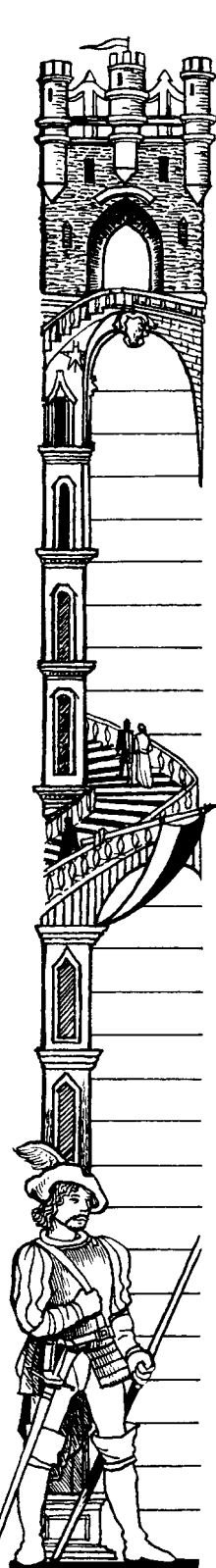
Any creature can negate the effect with a Will saving throw equal to or greater than the demagogue's Perform (oratory) check result. Any potential threat (such as an ally of the demagogue moving behind a fascinated creature) allows the fascinated creature a saving throw against a new Perform (oratory) check result. The new Perform (oratory) check receives the +2 circumstance bonus described above. Any obvious threat, such as casting a spell, drawing a weapon, or aiming, automatically breaks the effect. If a creature's saving throw succeeds, the demagogue cannot attempt to fascinate that creature again for 24 hours.

Enthralling Speech is a mind-affecting charm ability.

Blunt Hostility (Sp): At 3rd level, the demagogue learns how to forestall aggression long enough to talk his way out of a situation. When physically threatened, the demagogue may make an Intimidate, Diplomacy, or Perform (oratory) check (DC 15) as a full-round action. If the demagogue takes damage or fails a saving throw during this attempt, he must make a Concentration check (DC 15) to complete the action. If the demagogue is successful, each member of the audience must make a Will save equal or greater than the demagogue's check result to attack him. The effect persists for one round for each class level the demagogue has in this prestige class. If a creature's saving throw succeeds, Blunt Hostility has no effect on it for 24 hours.

Demagogue Level Advancement

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Audience, Language in Common, Matching Speech
2	+1	+0	+0	+3	Enthralling Speech
3	+1	+1	+1	+3	Blunt Hostility, Band of Brothers
4	+2	+1	+1	+4	Leadership
5	+2	+1	+1	+4	Personal Charm
6	+3	+2	+2	+5	Shifting Position
7	+3	+2	+2	+5	Fanatical Followers (cadre)
8	+4	+2	+2	+6	Fanatical Followers (mob)
9	+4	+3	+3	+6	Fanatical Followers (mass initiation)
10	+5	+3	+3	+7	Aura of Truth



Blunt Hostility is a mind-affecting charm ability.

Band of Brothers (Ex): At 3rd level, a demagogue also learns to play on his audience's need for belonging to bind it into a cohesive unit. The demagogue may speak for two rounds to draw his audience together in a feeling of brotherhood and instruct it on effective cooperation. He then makes a Perform (oratory) check (DC 20).

If the check is successful, the members of the audience automatically succeed at skill checks to help each other in cooperative efforts and attack rolls for "aid another" combat actions. Any character who benefits from the "aid another" combat action receives a +4 circumstance bonus instead of the usual +2 circumstance bonus. The effect persists for one hour per class level of the demagogue.

Leadership (Ex): At 4th level, the demagogue gains the Leadership feat if he does not already have it. The demagogue receives a +2 modifier to his Leadership score for recruiting cohorts and followers.

Personal Charm (Sp): At 5th level, the demagogue can turn his worst enemies into friends. Once per day, he may attempt to charm a character with his force of personality. The attempt takes at least a half an hour, and works best if the demagogue is alone with his target. The demagogue gains a +1 circumstance bonus for each hour he spends with the target, up to a +6 bonus. The demagogue suffers a -2 penalty for each person other than himself and the target that is present during the attempt.

At the end of the attempt, the demagogue makes a Perform (oratory) check, adding his class level to the result. The target must make a Will save against this result. If the target succeeds, she is not and can never again be affected by this demagogue's Personal Charm ability.

If the target fails the save, she becomes charmed, and treats the demagogue as a trusted ally. This effect is permanent and cannot be dispelled. It can be broken by the usual violations of trust that break a charm person spell, as well as by a greater restoration, limited wish, miracle, or wish spell.

Personal Charm is a mind-affecting charm ability.

Shifting Position (Ex): At 6th level, the demagogue also learns to lead his audience to subtle shifts in their opinions. Given enough time and skill, he can convince them that day is night.

Each attempt takes at least one hour of oration. For every two hours the demagogue spends speaking to his audience, he gains a +1 circumstance bonus, up to a +12 bonus. (It takes extraordinary measures to make an audience listen to you for 24 hours, of course.)

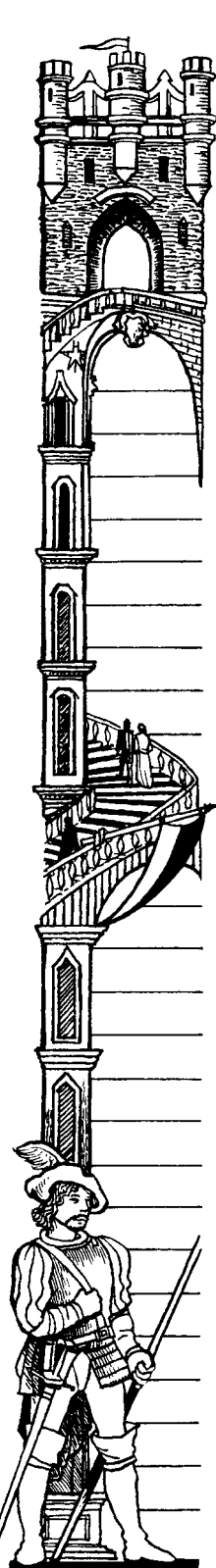
The demagogue must start from a position that his audience agrees with. This is easy to do if he is speaking to an audience made up of followers who already agree with the demagogue's public positions. If he is unsure what the audience agrees with, he may suggest a number of ideological positions in his oratory and measure the audience's response. A Sense Motive check (DC 10) will determine the most effective position from which to start.

The demagogue then uses his favorite rhetorical tricks to convince the audience of a new position. He speaks until he is ready to make the attempt to shift their position, then makes a Perform (oratory) check. The DC is determined by the magnitude of the shift that the demagogue is trying to accomplish; see the table below.

If the demagogue succeeds, any creature may avoid being convinced with a Will saving throw equal to or greater than the demagogue's Perform (oratory) check result. Success gives no immunity to future influence attempts by the demagogue. Most members of an audience will not make Will saves - in most situations, they probably wouldn't be listening in the first place if they weren't interested in the demagogue's opinions.

Shifting Position Difficulties

Degree of Shift	DC	From "The king is just!" To:
Slight	15	"The king is just, but he needs to be warned about the Elven peril."
Minor	20	"The king is a little soft on the Elves."
Significant	25	"The king has been favoring those insidious Elves."
Major	30	"The king has been suborned by the Elves."
Ridiculous	40	"The king is an Elf in disguise, secretly working against our way of life!"



Fanatical Followers (Sp): At 7th level, the demagogue may use ceremony and ritual to turn ordinary followers into fanatics. He may perform an initiation ceremony once per month of game time. The ceremony does not have to be formal - a chat over coffee can be as effective as a baptism or midnight hazing. The followers must be willing participants, though they need not be consciously aware of the ceremony's effect.

At the end of the initiation ceremony, the demagogue chooses which followers to affect and makes a Perform (oratory) check (DC 25). If he is successful, the chosen followers gain the benefits of a prayer spell. This effect lasts for one month and cannot be dispelled, though the effect on a follower will be broken if the follower becomes disaffected from the demagogue.

At 7th level, the demagogue may affect a number of characters equal to his class level in each initiation. Those characters must be followers or cohorts as described in the Leadership feat. At 8th level, the demagogue may affect all of his followers and cohorts in one initiation. At 9th level, the demagogue may affect a number of characters equal to twenty times his character level at once. At this point, the initiation ceremonies usually involve large rallies and long speeches rather than intimate kaffeeklatches.

Aura of Truth (Su): At 10th level, the demagogue automatically rolls a "natural 20" anytime he makes a Bluff or Perform (oratory) check, including attack rolls during political debates.

Discreet Companion

The powerful have powerful appetites. Discreet companions fulfill these appetites, but they charge a high price for their services - a price that is paid in access or information.

Most discreet companions are mistresses, but both men and women can master the arts of seduction, and the gender of a powerful leader's lover depends entirely on that leader's preferences. That said, being a good discreet companion requires the ability to draw

your lover out, to listen and to be a little passive. Many cultures teach one gender to be more subdued than the other, and most of the discreet companions in a culture tend to be of that gender.

Discreet companions rarely work for their own agenda. A few may aspire to be the power behind the throne, but most leave the politics to others. A companion may be in the pay of another political faction, or he may sell information and favors to the highest bidder. Whether he is a freelancer or not, a discreet companion must be quick-witted - he walks a fine line between dangerous forces.

Most discreet companions begin their careers as rogues or bards, using their talents to entertain or deceive others.

Hit Die: d6

Requirements

To qualify for the discreet companion prestige class, the character must fulfill the following criteria:

Alignment: Any non-lawful

Bluff: 6 ranks

Diplomacy: 8 ranks

Gather Information: 8 ranks

Innuendo: 4 ranks.

Feats: Alertness

Class Skills

The discreet companion's class skills (and the key ability for each skill) are Bluff (Cha), Craft (Int), Diplomacy (Cha), Disguise (Cha), Forgery (Int), Gather Information (Cha), Innuendo (Wis), Intimidate (Cha), Intuit Direction (Wis), Listen (Wis), Perform (Cha), Profession (Wis), Read Lips (Int, exclusive skill), Search (Int), Sense Motive (Wis), Spot (Wis).

Skill Points at Each Level: 6 + Int modifier

Class Features

All of the following are class features of the discreet companion prestige class.



Weapon and Armor Proficiency: The discreet companion is proficient in simple weapons but gains no new training with armor or shields.

Power Behind the Throne (Ex): A discreet companion may only advance in class levels if he has at least one lover in a position of power. The GM has final say over whether any of the companion's lovers are in a position of power.

Resist Charm (Ex): The discreet companion may apply his Charisma modifier to any Will save versus an enchantment or charm effect. The Charisma modifier replaces the normal Wisdom modifier.

Art of Seduction (Ex): At 1st level, the discreet companion gains +2 competence bonus at all skill checks made to befriend or seduce another character. This bonus increases to +4 at 3rd level.

Secret (Ex): At 2nd level, and every three levels thereafter, the discreet companion gains the new Secret feat. The feat must apply to a lover of the companion.

Charm Touch (Su): At 4th level, the discreet companion may charm someone as per the *charm person* spell by touch alone. This

ability may be used a number of times per day equal to the companion's Charisma bonus. It takes ten minutes of physical contact, usually accompanied by scintillating conversation. The DC to resist the charm is 10 + the discreet companion's Charisma bonus + half the discreet companion's class level.

Talking Touch (Ex): At 6th level, the discreet companion may converse with a lover or intimate friend through Talkingtouch, a special form of communicating through physical contact. This is not telepathy or psionics; it is the art of carefully orchestrated muscle motions and subtle body language. The discreet companion may teach the method to a character - this requires several hours of rather pleasant instruction - but that character may only use Talkingtouch with the discreet companion who taught it to her. A character may learn Talkingtouch from more than one discreet companion, however.

Anyone able to observe a Talkingtouch conversation must make an Innuendo check (DC 27) to notice it. A character with the Talkingtouch ability receives a +2 synergy bonus to this check.

Truth Touch (Ex): At 7th level, the discreet companion may use his intimate knowledge of muscle movements and physical response to determine if someone he is touching is lying or telling the truth. Flesh-to-flesh contact is required, and using this ability

Discreet Companion Level Advancement

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1	+0	+0	+0	+2	Power Behind the Throne, Resist Charm, Art of Seduction
2	+1	+0	+0	+3	Secret
3	+1	+1	+1	+3	
4	+2	+1	+1	+4	Charm Touch
5	+2	+1	+1	+4	
6	+3	+2	+2	+5	Talking Touch
7	+3	+2	+2	+5	Truth Touch
8	+4	+2	+2	+6	
9	+4	+3	+3	+6	Pain Touch
10	+5	+3	+3	+7	Caress of the Lost Hour



requires a Sense Motive check. The DC is 10 + the target's Wisdom modifier, with the following additional modifiers:

Activity	Example	Modifier
Casual Contact	Holding Hands	+2
Close Contact	Dancing, Massage	+0
Intimate or prolonged contact	Love-making	-2 to -4
Familiar species	PC races	+0
Unfamiliar species, same type	Other humanoids	+2
Other type, but not outsider	Giants, dragons	+4
Undead	Vampires	+6
Outsiders	Celestials	+8

These modifiers stack. For example, a human discreet companion reading an undead outsider while dancing would face a DC modifier of +14.

Pain Touch (Ex): At 9th level, the discreet companion may use his knowledge of muscles and nerves to do extra subdual damage with a successful unarmed strike. The discreet companion does 1d6 subdual damage for every 5 levels of discreet companion prestige class he possesses.

Caress of the Lost Hour (Ex): At 10th level, the discreet companion may use his personal magnetism and mastery of anatomy to make a target character forget recent events. Using this ability requires one minute of continuous physical contact, and the victim may make a Will save (DC 20 + the companion's Charisma bonus) to resist.

Up to one hour of time spent with the companion can be erased. The time erased must be continuous, and the target is not simply "blanked." She will have a vague sense of a pleasant experience, but will be unable to remember any details.

Voting

Individual voting can be handled with a mixture of roleplaying and strategy. This system works best with a dozen or fewer voters.

The first order of business is to define the issue. What do the PC's hope to accomplish, and how many minds do they have to change to do it?

There's no reason to play through any voting situation that the PC's are certain to win. That doesn't mean the characters shouldn't have the occasional easy victory, but the details of those votes aren't very interesting. If the PC's are going to have no trouble enacting trade sanctions against the Elves, ask for a quick skill check and declare the matter closed.

This voting system exists for situations where the PC's are behind and need to build a winning position. They may not have started out behind in the vote - perhaps a charismatic rival has undermined a once-commanding majority - but the action shouldn't start until the characters are in a position where they will be defeated if they don't act. Skip the preliminaries; play the main event.

Setting up the Situation

With this in mind, decide what the issue is, how many voters are involved, and what constitutes a winning majority. This system works best with a dozen or fewer voters - the number of members on a typical city council - though it can be stretched to two dozen. Most winning majorities are more than half the votes or, for grave matters, more than two-thirds of the votes. On rare occasions, an issue is so important that it requires a unanimous vote. The exact majority is mostly flavor text, however - what's important is the number of votes the PC's need to get, not the number of votes they have.

To randomly determine how many votes the PC's have to get, roll 1d6. The result is how many voters they have to convince to a winning majority, whatever that number is. If there are four to six voters, roll 1d3. If there are only two or three voters, this system isn't



really necessary.

The next step is to determine the specifics about the individuals involved in the vote. Each voter needs a name, an attitude, a shift resistance, and a leverage point, as described below. (all of the members of the City Council have been provided with this information) Important voters can be given character sheets and developed in as much detail as you like - an easy task if they're already regular characters in the campaign. Other voters need little more than a name like "Third Councilor on the Left."

As always, any player character participating in the vote controls his own opinions and actions. Do not develop attitudes, shift resistances, or leverage points for player characters, and don't count the PC as a vote the other characters have to win. If that PC doesn't wish to vote in accordance with his companions' wishes, that's a matter for individual roleplaying between them.

Voters and Their Attitudes

To randomly determine an attitude for each voter NPC, roll 1d8 or choose an attitude from the ones listed on the following table. When dealing with well-established and familiar NPC's, you should choose the attitude based on the NPC's previous interactions with the player characters.

1d8 Attitude	Shift resistance modifier
1 Reactionary	+6 pro change, +0 pro status quo
2-3 Conservative	+4 pro change, -2 pro status quo
4-5 Moderate	none
6-7 Progressive	-2 pro change, +4 pro status quo
8 Revolutionary	+0 pro change, +6 pro status quo

After determining the attitude of each voter, rank them in order from Reactionary to Revolutionary, and choose which voters oppose the player characters. If the player characters' position involves making a change to the way things are, then the voters opposed to the PC's are more likely to be the ones on the Reactionary end of the scale. If the player characters' goal involves supporting the existing paradigm, then the voters opposed to the

PC's are more likely to be from the Revolutionary end of the scale.

If you want a Revolutionary or Progressive to oppose the PC's attempt to change the status quo - perhaps because that voter has a personal dislike for the PC - go right ahead. As long as the number of voters opposed to the PC's remains the same, it doesn't matter which voters are chosen to oppose the PC's. Note that it's much easier for the PC's to win over like-minded voters than voters on the other end of the political side.

Voter Shift Resistances

Attitude is only the first important factor in a voter's decision. The second factor is shift resistance, or how hard that voter is to influence politically.

If the voter has a character sheet, that voter's shift resistance equals her Will save modifier + 10 + the shift resistance modifier from the attitude table above. If the voter does not have a character sheet, determine the voter's shift resistance with the table below.

Pay attention to the average level of the PC's when setting the experience level of the voters. Low-level voters aren't much of a challenge to high-level PC's, and high-level voters are hard for low-level PC's to sway. Either result can be fun and appropriate for the game, but neither situation should be entered into lightly.

To use this table, choose an experience level for the voter. Then roll the indicated dice and add the shift resistance modifier from the attitude table above to calculate that voter's shift resistance.

Voter	Example	Typical Levels	Roll
Novice	Villager	1st - 5th levels	1d4+13
Average	Townsmen	5th - 10th levels	1d6+16
Expert	City Leader	11th - 15th levels	1d6+22
Master	Ntl Leader	16th - 19th levels	1d8+28

Leverage Points

The leverage point indicates the idea or promise that is most likely to change a particular voter's opinion in favor of the player characters. This is secret at first, but if the characters can figure out the leverage point (or guess it correctly) they may gain a substantial



edge in gaining that character's vote.

Determine a leverage point for each voter NPC by rolling 1d12 or choosing an attitude from the ones listed on the following table. When dealing with well-established and familiar NPC's, choose the leverage point based on the NPC's previous interactions with the player characters.

1d12	Leverage Point	Game Effect
1-3	Ambition	+2 bonus to influence attempts that promise political gain to the voter
4-6	Constituency	+2 bonus to influence attempts that promise benefits for the people the voter represents or takes care of
7-9	None	No bonus
10	Greed	+4 bonus to influence attempts that promise monetary gain to the voter.
11	Hate	+4 bonus to influence attempts that promise harm to the specific thing that the voter hates
12	Idealism	+2 bonus to influence attempts that show how supporting the player's position promotes the common good.

Winning Votes

After the voters have been detailed, the player characters may try to gain votes with a series of influence attempts. Depending on the situation, each attempt may take minutes, hours, days, or weeks. No matter how long each individual attempt is, the characters have only a few opportunities to swing the vote their way. To determine the number of attempts the PC's may make to influence the voters, the GM rolls 1d4 and adds the number of voters that the characters must influence.

Each attempt to influence a voter may be roleplayed in detail or resolved with a skill check. A detailed influence attempt can include deal-making, bribes, threats, magic, or any other means of influence the players can imagine. A single influence attempt can easily become a complex adventure.

If the attempt is not played out in detail, one player character must make a skill check. (Each tactic discussed below includes some suggestions for the most appropriate skill to use) The DC of the skill check is equal to the shift resistance of the voter. If the PC

succeeds, that voter joins the PC's side and votes according to the character's wishes. If the PC fails, the voter is unaffected.

Other characters may interfere with the PC's attempt to influence the voter, however. Any character who interferes also makes a skill check. Appropriate skills are also suggested below. The PC making the skill check to influence the voter must beat any interfering skill checks as well as the shift resistance of the voter.

Example: Tarlan the Elder has a shift resistance of 27. Morag Swift-Tongue proposes a lucrative deal to Tarlan and gets a 29 on his Diplomacy check. Tarlan decides to vote for Morag's proposal to outlaw gnomes.

Morag then goes to secure the vote of Delbar Covet-Gold, who also has a shift resistance of 27. Morag appeals to Delbar's well-known love of gold - getting a +2 bonus to his skill check in the process from Delbar's leverage point of "greedy" - and gets a 28 on his Diplomacy check.

During the negotiations, however, Delbar is cornered by Morag's political rival, Valdor the Easily Angered. Valdor threatens Delbar, and gets a 30 on his Intimidation roll. Morag has beaten Delbar's shift resistance, but not Valdor's Intimidation check, so Delbar decides the safest course of action is to turn down Morag's offer and vote against the new law.

After the PC's have made all their attempts, count the votes in their favor. If enough voters have changed sides, they win!

Awarding Experience

The GM should reward successful influence attempts with experience points. The experience points for any individual voter who is a full-fledged NPC - in other words, a regular character in the campaign who has a detailed set of game statistics - is figured according to that character's challenge rating.

Individual voters who are not full-fledged non-player characters do not count for a reward. However, the players do receive an experience reward if they win the vote. The EL of the reward is equal to the average level of the party. IF the PC's had to influence more



than four individual voters, including the full-fledged NPC's, the reward is doubled.

Tactics

A variety of tactics that players can use to influence voters are listed below.

Negotiations

The most basic technique for influencing a voter is to talk the issues out and find common ground. The player characters may be able to change a voter's mind by offering political concessions, personal rewards, or a sympathetic ear.

If the voter is a regular character in the campaign, the PC's may already know what that character's goals are. If not, they can find out by researching the voter's attitude and leverage point. Most voters value their power, and do not sell it cheaply, so the PC's must be ready to make major concessions if they follow the route of negotiation. If the character's offer doesn't make them hesitate, they're probably not offering enough.

Sometimes getting access to the voter is more difficult than winning agreement. To get an opportunity to talk, the PC's may have to crash parties and meetings, bribe secretaries, sneak past guards, or even kidnap the voter. Overcoming obstacles like these can inspire many adventures.

Most negotiations use the Diplomacy skill. Each major concession the PC's make to the voter gives them a +2 bonus on the skill check. The leverage point is a particular example of this kind of concession.

Deception

Not all negotiations are in good faith. Political figures sometimes make promises they never intend to keep, but it's a dangerous practice. Most people in positions of power have long memories. They don't forgive trickery lightly, and they tell their allies about it.

Spreading disinformation that indirectly influences a voter is a more effective tactic. An ambitious councilman who thinks he's the

mayor's handpicked successor might be quick to support a policy he thinks the mayor supports. The mayor may hate the councilman, the policy, or both, but supporters of the policy can profit from helping the councilman fool himself.

Deception attempts use the Bluff skill, but deceiving an experienced political character is difficult. The target voter's shift resistance is increased by +4 if the PC's use false promises or insincere negotiations.

Threats

Threats may be spectacularly successful, or they may lead to disaster. You can get a political figure to do almost anything if you find out what she cares about and prove that you can destroy it or take it away from her. Slip up once, though, and you've got an angry and powerful opponent on your hands.

To make a credible threat against a voter, the PC's must first find out what the voter values most. This is usually family, wealth, position, or a prized possession. The player characters must then prove that what the voter values is vulnerable, without exposing his plans to other voters or the law. Any failure can lead to vicious reprisals.

Threat attempts use the Intimidation skill. The player characters must know what the target values and prove that it is vulnerable; if they cannot, the target voter's shift resistance is increased by +4. If the PC's fail at the skill check, they suffer a -4 penalty to all future attempts to influence this voter.

Gathering Information

Sometimes the PC's know a lot about the voters they're trying to influence. When they don't, however, they need to do research.

There are as many ways for player characters to learn more about the political landscape. Mentors and retired political figures can provide valuable insights and introductions. Secretaries and other underlings usually pay close attention to what their betters are doing, and even the man on the street can sometimes supply useful observations.

Gathering information counts as an influence attempt. Learning



basic facts like which voters support a particular issue does not require a skill check, though. Learning the attitude and leverage point of a particular voter requires a Gather Information skill check (DC 15). The PC's can attempt to gain information on more than one voter at once; each additional voter raises the DC of the skill check by +3.

The PC's can also gain specialized information about a voter, such as the ally most likely to influence her. This also raises the DC of the skill check by +3.

Enlisting Allies

Sometimes the best thing you can do for your case is to ask somebody else to make it. This can be a powerful ally of the PC's or a trusted friend of the voter. Senior advisors, sympathetic nobles, religious leaders, and idealistic clerks are all possibilities. Whoever the ally is, he is presumably easier to convince of the rightness of the PC's' case than the voter herself is.

The characters must have a specific ally in mind to attempt this tactic. The GM must decide if the ally has enough of a connection with the voter to influence her; if not, the PC's may want to gather information and find a more suitable ally.

The action of enlisting an ally could involve one of several skills - Diplomacy, Intimidate, or Bluff are all possibilities - but may also be roleplayed as an interaction with the ally character. If the characters enlist an ally with a reasonable chance of influencing the targeted voter, they receive a +4 bonus to their skill check for a later influence attempt. However, enlisting an ally uses up two influence attempts instead of one.

Enlisting Public Support

The masses can be a powerful ally. Even dictators must pay attention to public opinion, and many politicians depend on the support of the people. If the PC's can get the masses on their side, winning support among the decision-makers becomes much easier.

Winning over public opinion takes time and planning. It usually takes days or weeks to build support through speeches and meet-

ings, so there are many votes where this tactic is useless. This tactic is often played out as a complete adventure or a political debate.

Enlisting public support counts as an influence attempt. Each player character may make a Perform (oratory) check (DC 12). The PC's receive a +1 bonus on their next two influence attempt for each character who succeeds.



Section 10 - New Rules

The following rules are new creations for this book. They are designated as Open Game Content.

The Cult of Akrozar

Akrozar is not a widely-known devil prince, nor is his cult widespread or powerful. He prefers to act through individuals rather than groups, and prefers to keep his name out of public knowledge. He likes to be the 'Power behind the throne' and expects his followers to strive after the same goal.

Akrozar does not have clerics, and does not grant spells. Instead, he grants his gifts by means of transforming the energy of the sacrifices made in his name. While he prefers arcane spellcasters as his devotees, he will accept anyone who can understand his secret rituals as a cultist.

To gain gifts from Akrozar, a creature must first take the Cultist of Akrozar feat. When a creature with the Cultist of Akrozar feat wants to purchase a gift, it immediately spends the XP listed for that gift. It must then spend one day chanting, praying, and torturing an innocent captive per 1000XP (or part thereof) expended. At the end of this ritual, the captive is murdered, and the gift is granted. The ritual need not be completed immediately, and the days of ritual need not be continuous. Multiple gifts must be purchased with separate rituals.

Cultist of Akrozar [General]

You are devoted to the devil prince Akrozar, and have the ability to purchase his gifts.

Benefit: You may spend XP to gain gifts of Akrozar. You cannot spend the XP for a gift of Akrozar if that expenditure would reduce your level.

Once gained, Akrozar can withdraw the gift if the cultist betrays his allegiance. Loss of levels due to energy drain do not affect gifts, nor can they be dispelled. Most effects of gifts of Akrozar are extraordinary abilities, however spellcasting is considered supernatural.

One character cannot gain the same gift of Akrozar more than once.

The benefits provided by gifts follow the normal stacking rules for bonus types. For instance, if a creature has a +4 natural armor bonus from a gift, and an amulet of natural armor +3, it gains only the gift's natural armor bonus to its AC. If it had an amulet of natural armor +5, it would instead gain the benefit from the amulet and not the gift.

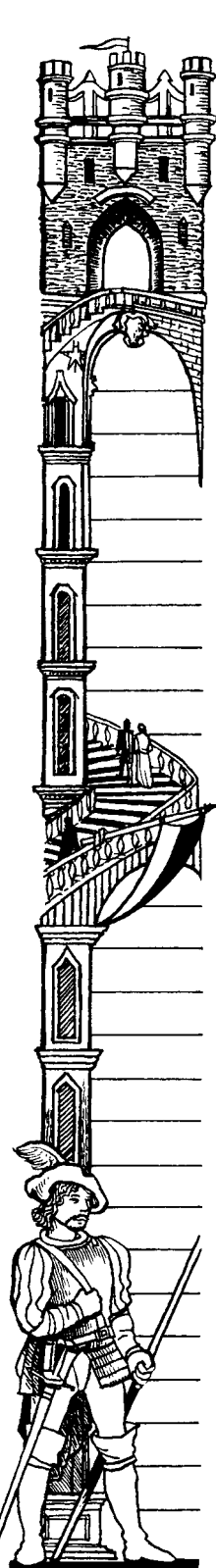
Gift of the Sheltered Mind

Akrozar shields the cultist's mind from intrusion, making him better able to keep the cult's secrets.

Prerequisite: Cultist of Akrozar feat

Benefit: He is immune to Detect Thoughts, Discern Lies, and any attempt to magically determine or detect his alignment. In addition, he gains a +4 insight bonus to Bluff skill checks, and a +4 bonus to will saves.

Cost: 4928 XP



Gift of the Fiery Heart

Akrozar inflames the cultist's confidence, giving him greater power to influence others.

Prerequisite: Cultist of Akrozar feat

Benefit: The cultist gains a +4 inherent bonus to Charisma.

Cost: 6400 XP

Gift of Rayor Words

Akrozar grants a special affinity for deception and influence.

Prerequisite: Cultist of Akrozar feat

Benefit: The cultist gains a +10 insight bonus to Bluff, Diplomacy, and Intimidate skills. (this bonus does not stack with the Gift of the Sheltered Mind)

Cost: 2400 XP

Gift of the Arcane Sentry

Akrozar warns the cultist if he is being scried upon.

Prerequisite: Gift of the Sheltered Mind

Benefit: The cultist is protected by a Detect Scrying spell at all times.

Cost: 4480 XP

These rules were adapted from the "Prestige Race" rules.

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