

ULP7-07

Pieces of Eight

A One-Round D&D[®] LIVING GREYHAWK[™]

Principality of Ulek Regional Adventure

Version 0.1.0

by Philip J. Slama

Reviewer: Principality of Ulek Triad

Circle Reviewer: Steven Conforti

Playtesters: Alicia Baldwin, Amy Baldwin, Samantha Baldwin, Andrew Barton, Kevin Becerra, Yvette-Brown Losson, Dane Hendricks, Ramon Guillen, Howard Losson, Matthew Tearle, Tom Vick

Centuries ago a treasure fleet of a renowned merchant consortium, known as the Suss North Greyhawk Company, disappeared in the Azure Sea and for decades adventurers from across Oerth attempted to locate and claim its lost treasures. Many tried and failed, tried and died, and eventually the treasure was considered lost between the devil and the deep blue sea. However, an ancient organization has been reactivated and now armed with new information plans to find and claim the lost treasure to aid the Principality in its time of need. A Principality of Ulek regional adventure for APLs 4-10.

Note: This adventure will be of particular interest to those who participated in *ULP5-101 Evanescence*, *ULP5-08: Flotsam and Jetsam*, members of the Royal Navy and those playing sea-faring characters.

Based on the original DUNGEONS & DRAGONS[®] rules created by E. Gary Gygax and Dave Arneson and the new DUNGEONS & DRAGONS game designed by Jonathan Tweet, Monte Cook, Skip Williams, Richard Baker, and Peter Adkison.

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For questions specific to this document and your region please e-mail your triad point of contact (POC) at michaeltlh@earthlink.net.
For LIVING GREYHAWK campaign questions email rpgahq@wizards.com.

RPGA SANCTIONED PLAY

Most likely you ordered this adventure as part of an RPGA even from the RPGA website, or you received it from your senior gamemaster. To play this adventure as part of the LIVING GREYHAWK campaign—a worldwide, ongoing D&D campaign set in the GREYHAWK setting—you must sanction it as part of an RPGA event. This event could be as elaborate as a big convention, or as simple as a group of friends meeting at the DM's house.

To sanction an RPGA event, you must be at least a HERALD-LEVEL gamemaster. The person who sanctions the event is called the senior gamemaster, and is in charge of making sure the event is sanctioned before play, runs smoothly on the date sanctioned, and then reported back to the RPGA in a timely manner. The person who runs the game is called the table Dungeon Master (or usually just DM). Sometimes (and almost all the time in the cases of home events) the senior gamemaster is also the table DM. You don't have to be a HERALD-LEVEL GM to run this adventure if you are not the senior GM.

By sanctioning and reporting this adventure you accomplish a couple of things. First it is an official game, and you can use the AR to advance your LIVING GREYHAWK character. Second player and DMs gain rewards for sanctioned RPGA play if they are members of the DUNGEONS & DRAGONS REWARDS program. Playing this adventure is worth two (2) points.

This adventure retires from RPGA-sanctioned play on December 31, 2008.

To learn more about the LIVING GREYHAWK character creation and development, RPGA event sanctioning, and DUNGEONS & DRAGONS REWARDS, visit the RPGA website at www.rpga.com.

PLAYERS READ NO FARTHER

If you are planning on playing this adventure, stop reading now. The rest of the information in this adventure is for the DM only. If you read farther than this section, you'll know too much about its challenges, which kills the fun. Also, if you're playing this adventure as part of an RPGA-sanctioned event, reading beyond this point makes you ineligible to do so.

PREPARING FOR PLAY

To get the most out of this adventure, you need copies of the following D&D books: *Player's Handbook*, *Dungeon Master's Guide*, and the *Monster Manual*.

Throughout this adventure, text in ***bold italics*** provides player information for you to paraphrase or read aloud when appropriate. Sidebars contain important information for you, including special instruction on running the adventure. Information on nonplayer characters (NPCs) and monsters appear in abbreviated form in the adventure text. Full information on NPCs and monsters are given in the *Appendices*.

Along with this adventure you'll find a RPGA Table Tracking sheet. If you're playing this adventure as part of an RPGA-sanctioned event, complete and turn in this sheet to your senior GM directly after play. You'll also find a LIVING GREYHAWK Adventure Record (AR).

LIVING GREYHAWK LEVELS OF PLAY

Because players bring their own characters to LIVING GREYHAWK games, this adventure's challenges are proportionate to the modified average character level of the PCs participating in the adventure. To determine this modified Average Party Level (APL) follow the steps below:

1. Determine the character level for each of the PCs participating in the adventure.
2. If PCs bring animals that have been trained for combat (most likely dogs trained for war), other than those brought by virtue of a class ability (such as animal companions, familiars paladin's mounts) or the warhorse of a character with the Mounted Combat feat, use the sidebar chart to determine the number of levels you add to the sum of step one. Add each character's animals separately. A single PC may only bring four or fewer animals of this type, and animals with different CRs are added separately.
3. Sum the results of step 1 and 2, and divide by the number of characters playing in the adventure. Round to the nearest whole number.
4. If you are running a table of six PCs, add one to that average.

Throughout this adventure, APLs categorize the level of challenge the PCs face. APLs are given in even-numbered increments. If the APL of your group falls on an odd number, ask them before the adventure begins whether they would like to play a harder or easier adventure. Based on their choice, use either the higher or the lower adjacent APL.

APL also affects the amount of experience and gold a PC can gain at the end of the adventure. If a player character is three character levels or more either higher or lower than the APL at which this adventure is being played, that character receives only one-half of the experience points and gold for the adventure. This simulates the fact that either the PC was not challenged as much as normal or relied on help by higher-level characters to reach the objectives.

Furthermore, a PC who is four or more levels higher than the highest APL supported by the adventure may not play the adventure.

Mundane Animals Effect on APL		# of Animals			
		1	2	3	4
CR of Animal	1/4 & 1/6	0	0	0	1
	1/3 & 1/2	0	0	1	1
	1	1	1	2	3
	2	2	3	4	5
	3	3	4	5	6
	4	4	6	7	8
	5	5	7	8	9
	6	6	8	9	10
	7	7	9	10	11

LIVING GREYHAWK adventures are designed for APL 2 and higher. Four or five 1st-level characters may find the challenge of an APL 2 adventure difficult. Suggest the following to these groups to help increase their chances of success:

1. Enlist a sixth player.
2. Advise characters to buy riding dogs to help protect them, and fight for them.

TIME UNITS AND UPKEEP

This is a standard one-round Regional adventure, set in the Principality of Ulek. Characters native to

the Principality of Ulek pay one Time Unit per round, all others pay two Time Units per round.

Adventurer's Standard Upkeep costs 12 gp per Time Unit. Rich Upkeep costs 50 gp per Time Unit. Luxury Upkeep costs 100 gp per Time Unit. Characters that fail to pay at least Standard Upkeep will retain temporary ability damage until the next adventure, must buy new spell component pouches and healer's kits, and may suffer other in-game penalties (or possibly gain in-game benefits) as may be detailed in this adventure.

A character who does not pay for at least Standard Upkeep may also avoid the above-described penalties by living off the wild. If the character possesses four or more ranks in the Survival skill and succeeds at a Survival check (DC 20), the character will heal temporary ability damage as if he or she paid for Standard Upkeep, may refill spell component pouches and healer's kits, and may restock up to 20 arrows or bolts if the character has at least four ranks in Craft (bowmaking). The player is allowed to Take 10 on this roll.

More information about Lifestyle and Upkeep can be found in the "Lifestyle and Upkeep" section of Chapter 3 of the *LIVING GREYHAWK Campaign Sourcebook*.

ADVENTURE BACKGROUND

In 347 C.Y. a renowned merchant fleet of Greyhawk, known for trafficking in treasure fleets, was given the responsibility of transporting a large cache of gold and valuable items from a successful adventuring run across the Azure Sea.

Pirates, rival trade organizations and secretive organizations tried to rob the merchant fleet of its lucrative prize. They all failed. As the fleet neared the coast of the Principality of Ulek a great storm rose up and sank the entire fleet as well as its cargo.

For decades treasure hunters and adventurers attempted to locate the cargo and with limited success. Divinations and other magics failed to locate the treasure, due to the fact that it was shielded by large iron deposits that blocked them, and what little information was gleaned came at a high cost of lives of those who ventured deep into the Azure Sea to claim the prize hidden beneath the calm blue waves.

In 423 C.Y. the current ruler of the Principality

of Ulek created a secret organization known as the Royal Order of Expropriators. Their mission was to search for viable treasure caches, research the legends and rumors surrounding them, then infiltrate and return with the valuables within. The organization was created with the intent to help offset the costs of continued warfare in the region as well as locating any objects of power to aid in the defense of the Principality of Ulek.

Specific guidelines were set as to the demeanor and overall mission of this new group. The Royal Order of Expropriators would be responsible for expropriating the wealth and fortunes of enemies against the crown or legendary treasure sites that were considered “fair game” in the eyes of many of the adventuring organizations of the time. Never would the Royal Order of Expropriators claim any allied or friendly government’s treasure or resources and would be tasked with returning it to its rightful order should that be the case.

The organization became a counterpoint to the stereotype the Dwarven people had accumulated over the years as a greedy, treasure hoarding race. The Royal Order of Expropriators was welcomed in most allied nations and helped locate and secure several major finds throughout Oerth and also engaged in missions to help reclaim lost or stolen good from its neighbors and allies.

The organization peaked in 492 C.Y., eventually collapsed, and officially disbanded in 503 C.Y. when most of its membership was killed during a Pomarj raid on their headquarters in “Ne-Ogard.” Of the original forty-three members only two survived. Both of these members were of the ruling council of the organization and are the only survivors of the organization.

The first, known as Korhm Stormgarde of Clan Ironwraught, was the most successful and well-liked of the Expropriators and was rumored to have collected nearly two million gold pieces for the Principality of Ulek as well having assisted the government of Keoland and the Gran March in locating and retrieving several pirated caches from their vaults.

The second and final survivor of the organization, Orner Besmear of Clan Drachmas, was a junior member of the organization and was mainly responsible for researching promising leads and rumors related to treasure caches and artifacts of power. He joined the organization in his youth and rose through the ranks of the

Expropriators faster than any others in his class. When the organization collapsed after a daring raid by the Pomarj on their headquarters Orner was busy collecting scraps of information and rumors relating to the lost fleet merchant fleet that sank in 347 C.Y. He had obtained several promising leads as to the location of the sunken fleet but before he could present his findings he was forced to gather his belongings and flee the outpost.

Now ninety-four years later, the Prince, under pressure from the noble houses and dwindling coffers has decided to reactivate the ancient organization and train a new generation of Expropriators. He has announced a royal decree reinstating the Royal Order of Expropriators at the most recent meeting of his wartime generals and received a standing ovation at the prospect of increased funds to the military and their operations.

The Fleet Admiral of the Royal Navy was tasked with putting together the newest generation along with the help of Korhm Stormgarde and Orner Besmear. The surviving members of the Royal Order of Expropriators were overjoyed to learn of the reinstatement of their organization and personally promised to return with the lost treasure of the sunken merchant fleet.

And so they set out to find suitable members for this latest inception of the organization in secret and have gathered them in Gryrax to explain the situation and the mission should they accept.

ADVENTURE SUMMARY

The “Introduction” finds the PCs bartering for one of the last few rooms in the Stuck Pig against a rival group of adventurers when a courier of Prince Olinstaad Corond enters the establishment and reads a loud a royal decree asking for adventurers to assist Fleet Admiral Tiberius Mansfield III with the reactivation of the Royal Order of Expropriators. The courier leaves a copy of the decree in the establishment and then exits leaving the PCs with a decision and possible employment from the Royal Navy.

In Encounter 1 the PCs are able to head to the Royal Naval Academy in Gryrax Harbor where the Fleet Admiral’s office is located. When the PCs mention to the ensign why they have come to the Royal Naval Academy he ushers them up to the Fleet Admiral’s office where they are met by Mansfield and the last two survivors of the Royal

Order of Expropriators. Mansfield and the two dwarves explain that new rumors have begun to circulate that the treasure fleet of the Suss North Greyhawk Company had been found. Before the Royal Order of Expropriators was overrun by the Pomarj, Orner had deposited most of the information concerning the treasure fleet in the hands of one of his trusted friends, a map maker, who would hold it until it was needed. Fleet Admiral Mansfield wants the players to retrieve the map and meet them in the harbor the next day so they can set sail for the supposed location of the treasure fleet.

In Encounter 2 the PCs are sent to reclaim the map from a shop known as the North Star and while they are in the shop they are attacked by a Pomarj squad that is also interested in the map discovered by Orner. Their spies have determined that the information pieced together by the Royal Order of Expropriators was hidden here and they have come to take it and claim the treasure as their own. A showdown takes place between the PCs and the Pomarj spies and either the players will defeat them and continue on to Encounter 3 or the Pomarj units defeat the players and escape with the map.

In Encounter 3 the PCs have sailed for several days and finally arrive at the location of the wreck site. However a slaver vessel is already in the area however it appears to have been deserted. Fleet Admiral Mansfield III orders the PCs to find out what happened aboard the other ship and to look for any clues as to the whereabouts of the treasure.

In Encounter 4 the PCs are able to board the Slaver ship and have two choices to make. Investigate the captain's quarters or descend into the hold of the ship. In the captain's quarters is a trapped chest that holds the initial survey map of the island as well as the possible sea lanes for approaching the island and avoiding the dangerous coral reefs that have sunk previous expeditions. Deep in the hold the players find the bodies of all of the crew stacked inside one of the storage rooms with their tongues cut out while in the bottom of the ship they find the captain at death's door. He dies telling the players that they were ambushed.

In Encounter 5 the players learn that the White Trident Tribe has established a smaller colony here on this remote island, far from the reaches of the Principality of Ulek and their armies. The local Sahuagin Baron Soaladaob was placed in charge of ensuring the survival of this new colony and

establishing a new stronghold along with the help of one of the White Trident Tribe's most accomplish defenders, Tiaras. The PCs will eventually come into contact with Tiaras and should they defeat her Soaladaob attempts to placate the adventurers by explaining what happened to the Slavers and produce an item that they took from the body of a Slaver that ventured to this island nearly a year ago. This item is the decipher key needed to understand the map and will help the PCs navigate the island to the lost treasure. Once the key has unlocked the cipher the map is more understandable and provides a route to a secluded bay where several sunken ships were found laden with treasure; the slavers planned to return with several more ships to claim the discovery and its riches but were stopped by the Sahuagin Tiaras and her companions.

In Encounter 6 the PCs finally reach the cove and find the wreckage of several sunken ships; within the wreckage they engage the undead who now guard the treasure as payment for their betrayal of the Suss North Greyhawk Company. The captain and several of his officers will fight the PCs until one side is slain. Once they have been defeated the PCs can search the bodies and the holds of the various ships. They will find the truth behind the storm that day and what happened to the rest of the treasure fleet.

PREPARATION FOR PLAY

Determine if any of the PCs have participated in *ULP5-08: Flotsam and Jetsam*. If they have participated in the module determine if they have *The Sea-Witch's Wrath*. Also determine if they have the *Enmity of the White Trident Tribe*; this enmity can also be gained from *ULP5-101 Evanesence*. If they have both enmities please note this as it is important later on.

INTRODUCTION

Allow the players to introduce themselves and provide character introductions to the rest of the table. Once you have completed this formality please continue with the following box text.

Nine long, tedious months have passed since the end Fireseek when Prince Olinstaad Corond made public his intentions to take back the so-called Disputed Territories and challenged his various enemies in his now famous Reclamation Proclamation.

During that time the forces of the Principality of Ulek, their numerous allies and the various adventurers of the realms have made considerable inroads within the Disputed Territories. Only the provinces that lie on the edges of the Pomarj remain in their hands and within the few remaining months, all of the areas should be reclaimed if the momentum behind this coordinated offensive does not wane.

But all of that action lies on the warfront with the Pomarj.

While you are not on the front lines, fighting for the restoration of these lost lands of the Principality of Ulek, you are engaged in another fight; this one taking place within the province of Adirole in Gryrax, where your way of life and welfare are on the line.

So far you've seen almost every underhanded trick, dirty move and dishonorable tactic from your opponents; they are determined to best you in this fight to the finish.

Apparently they want this room in the Stuck Pig just as badly as you do.

But before another round of negotiation with the establishment's owner can begin a man wearing the uniform of the Royal Navy barges in and shouts loudly calling for everyone's attention.

Heads slowly turn towards the officer and eyebrows are raised as a message tube, bearing the official seal of the Prince, is removed from his tunic and uncapped. He produces a fine sheet of vellum and begins to read aloud.

At this point the DM should read aloud **Player Handout #1 – A Royal Decree** to the players. Once you have finished reading the handout, continue with the following box text.

As he finishes reading the royal decree from Prince Olinstaad he posts a copy of the message in the Stuck Pig by nailing it to one of the support columns and then exits the establishment.

All eyes turn to the posted notification and suddenly your fight for a room within the Stuck Pig seems so insignificant and meaningless.

If the PCs wish to inspect or take the royal decree provide them with **Player Handout #1 – A**

Royal Decree. Let them decide if they wish to accept the opportunity of employment by the Office of the Admiral of the Royal Navy.

Also some of the PCs may wish to Gather Information regarding several of the people named in the royal decree or the organizations presented within. The only information that is available to the players is in reference to local rumors and the Royal Order of Expropriators. Please refer to **DM Aid: Gather Information** on page 45-46.

If the PCs decide not to accept the letter or decide not to go to the Office of the Admiral of the Royal Navy proceed to **Conclusion A**.

If the PCs accept the letter and decide to go to the Office of the Admiral of the Royal Navy proceed to **Encounter 1**.

ENCOUNTER 1: THE OFFICE OF THE ADMIRALTY

The PCs, deciding to accept the request for help from the Royal Navy, have headed to the Royal Naval Academy located near the harbor in Gryrax. Within the complex is the Office of the Admiralty where Fleet Admiral Mansfield III can be found. When the PCs are ready please read the following.

Arriving at the Royal Naval Academy, located near the expansive harbor in Gryrax, you present yourselves and are invited up to his office within the massive fortifications of the Royal Navy's headquarters.

Like all missions you've undertaken for the Royal Navy, or heard stories of, people normally end up horribly maimed or disfigured either by barbarous pirates, members of the Scarlet Brotherhood, or traitors from within.

Standing outside the doors to the Fleet Admiral's office you knock politely on the oaken barrier and patiently wait while the doors are opened and you are ushered in by a lowly ensign of the Royal Navy.

Once you have been comfortably seated the nervous ensign quickly excuses himself and dashes out of the spacious room. As he disappears out of sight another man, followed by two elderly dwarves, turns the corner and steps into the Fleet Admiral's office.

Before you, is a tall human man in his early fifties with close-cropped dark hair, dark eyes and jet black beard flecked with grey. He is dressed in the crimson robes of the Fleet Admiral, a throwback to more traditional and conservative styles within the Royal Navy. An exquisitely crafted rapier rests on his hip with a masterfully shaped mithral pommel and bronze sheath which gleams in the sunlight from large panel windows facing the courtyard below.

He steps forward to greet you, hand outstretched, "Welcome to the Royal Naval Academy, my name is Tiberius Mansfield III. I am the Fleet Admiral for the forces of the Royal Navy. The man to my left is Korhm Stormgarde of clan Ironwrought and to my right is Orner Besmear of clan Drachmas.

Please introduce yourselves so we may properly address those who would aid us when called to duty by their Prince and country."

At this point the PCs may introduce themselves to the Fleet Admiral and his two guests. Once the pleasantries have been completed please continue with the following.

With the introductions completed he seats himself behind the massive mahogany desk and continues, "As you no doubt know the Principality has involved itself in a long, drawn out war with the Pomarj in an attempt to reclaim our lost territories and free them from the yoke of Pomarj oppression. Unfortunately, as a result of our buildup of forces in preparation for the final assault, we have stretched our resources thin and our ability to maintain our fleet has become increasingly difficult."

He sighs heavily and rubs his forehead; returning his gaze to your group he speaks, "It has come to our attention that there have been substantial rumors concerning the location of the lost treasure fleet of the Suss North Greyhawk Company. If these rumors are to be believed, the value of the lost treasure is enough to fund the military forces of the Principality for decades to come.

Unfortunately we have little experience in dealing with these types of investigations which is why the Prince has ordered the reactivation of the Royal Order of Expropriators. Korhm Stormgarde can provide

better details regarding the situation with the treasure fleet and the proclamation by Prince Olinstaad."

He gestures to the dwarf on his left slowly pushes his chair back and rises to greet you. Korhm Stormgarde is of average height for a dwarf, entering his twilight years he appears to be nearly three centuries old with thinning, grey hair that has been carefully groomed and braided. His deep emerald eyes exaggerate the harsh lines of his face and clash with his simple, black linen robe with silver trim.

Stormgarde clears his throat and then speaks, "The Royal Order of Expropriators was comprised of seasoned adventurers, thrill-seekers, and treasure hunters with a strict moral code and duty to fund the activities of the Crown.

The organization, which was originally formed in 423 C.Y. by Royal Decree, was given a specific mission statement and goals which were aggressively followed and maintained during its long tenure.

The organization was responsible for researching legends and rumors relating to abandoned treasure caches that were no longer inhabited, or were maintained by enemies of the state.

Never would the organization engage in any activity that would deprive an allied nation or friendly government of their rightful wealth and should a treasure be discovered that was originally lost by one of these nations it would be reclaimed and returned to them as quickly and efficiently as possible.

Eventually the organization crumbled after our headquarters was attacked. Both Orner and I are all that remains of this once glorious organization and with its reactivation we have been tasked with training a new generation of Expropriators to carry out the wishes of the Prince and bring the organization to glory once again."

Fleet Admiral Mansfield nods in approval as Korhm seats himself and then gestures towards the other dwarf who was introduced as Orner Besmear.

Orner, clearly the younger of the two, stands almost a head taller than Stormgarde; his beard is still a dark black and has been split into two separate braids. Coal black eyes

stare back at you from under his bushy eyebrows while his face is still as stone. He wears a simple linen shirt, brown overalls and expensive looking miner's boots.

"While Korhm may know much about the daily workings of the Royal Order of Expropriators I was in charge of researching the various treasure caches and determining if they were of significant interest for the organization.

In 347 C.Y. the Suss North Greyhawk Company, known for trafficking in treasure fleets, was given the responsibility of transporting a large cache of gold and valuable items from a successful adventuring run across the Azure Sea.

Pirates, rival trade organizations and secretive organizations tried to rob the merchant fleet of its lucrative prize. They all failed. As the fleet neared the coast of the Principality of Ulek a great storm rose up and sank the entire fleet as well as its cargo.

For decades treasure hunters and adventurers attempted to locate the cargo and with limited success. Divinations and other magic failed to locate the treasure and what little information was gleaned came at a high cost of lives of those who ventured deep into the Azure Sea to claim the prize hidden beneath the calm blue waves.

When our organization collapsed I was in Gryrax at the time piecing together the last few scraps I had uncovered. I was close to finding its location but had to hide my research for fear that those who attacked our headquarters might come looking for it.

I left my notes and research materials with a friend of mine who operates a cartographer's shop in Gryrax and he was able to hide my work from the eyes of the enemy. It's still in his shop even now which makes it so much more important that we reclaim it before they find it.

With the Prince making a public proclamation regarding our intentions I can no longer visit the shop myself and reclaim my materials. I need you to go in my stead and ask for it and bring it back to us so as not to alert the enemy to our movements."

He seats himself in his chair as the Fleet Admiral Speaks once again, "And there you have it, we need to reclaim the map; once it is

in our possession we can set sail for the location of the treasure and have the needed funds to drive the Pomarj out of our territory once and for all. Are you still interested?"

The PCs have the opportunity to still decline, if they do please continue to **Conclusion A**. However if the PCs decide to take the mission please read the following.

The Fleet Admiral and his two companions brighten as you affirm your commitment to the cause, "I assume you'll want to ask us some questions before you head out no doubt, feel free to, an informed agent is less likely to end up dead."

QUESTIONS

Can we become members of the Royal Order of Expropriators?

(Korhm Responds) That remains to be seen, if this mission is a success you can rest assure that the organization will rise from the ashes and provide you with the opportunity to join our ranks at first notice.

Who attacked your headquarters? Who is the enemy?

(Orner Responds) The Pomarj was responsible for the destruction of our headquarters and has operated a rival organization to our own that has competed with us down the centuries. They slaughtered our compatriots and left Korhm for dead.

In which shop are your research materials located?

(Orner Responds) My friend's shop is located in the trade quarter and went by the name of "The North Star," hopefully he hasn't changed the name in the past century but I heard he is still in operation after all of these years.

How do we get the map from your friend?

(Orner Responds) Once you find and enter his shop ask him if he has reviewed the "Black Eagle Trust Papers" and he will provide you with the map and my materials; don't worry about paying him, it has all been arranged.

Why has no one found the treasure yet?

(Korhm Responds) We're not sure why the treasure has never been reclaimed yet, but we are sure that there are other forces at work concealing the treasure site; if the divinations were blocked

something is definitely protecting it, what or why we don't know.

What happened to the Suss North Greyhawk Company?

(Korhm Responds) The trading consortium known as the Suss North Greyhawk Company never recovered from the loss of the treasure fleet that sunk; they were ordered to repay the losses of the adventurers who paid for their services and the company eventually went bankrupt.

What are we being paid?

(Fleet Admiral Mansfield Responds) Ah, ever the mercenary at heart, don't worry the Royal Navy will compensate you for your work with coin if it will suit you; we can also provide you with access to our quartermaster once the mission is successfully completed to select items you may wish to purchase.

Once the PCs have completed asking questions please continue with the following.

As the questions come to a close the Fleet Admiral gestures towards the double doors, "Well if we are finished here you should head out and retrieve that map, without it we will never get underway. We'll leave immediately once we have the map so I suggest you get it and whatever supplies you will need for the mission and meet us in the harbor."

At this point the players may make any purchases they feel the need while in Gryrax to complete the mission. They may purchase anything they have access to as well as any items listed on *Table 7-5: Weapons*, *Table 7-6: Armor and Shields* or *Table 7-8: Goods and Services* of the **Player's Handbook**.

When they are ready to retrieve the map for Orner Besmear please continue to **Encounter 2**.

ENCOUNTER 2: THE NORTH STAR CARTOGRAPHER

Once the PCs are ready to proceed to the North Star, the shop that holds Orner's maps, please read the following.

The Trade Quarter is a bustle with activity as the rumors of the lost treasure fleet have surfaced and spread like wildfire amongst the adventurers and thrill-seekers of Gryrax.

Amidst the chaos and confusion a sickly green Orc rushes from shop to shop searching

for a legitimate treasure map that could lead him to the lost treasure. He pesters shop keeps and adventurers alike until the Guard appears and hauls him away for disturbing the peace.

No one seems to notice as the Orc is dragged away screaming that he is looking for a treasure map, apparently it seems to be quite commonplace here in the Trade Quarter. One of the adventurers laughs as he says under his breath, "I haven't seen him here in years; I wonder what brought him out of hiding..."

Eventually you arrive at the North Star; the building is small and quaint, with a fresh coat of paint sprawled across its exterior. The front window is crowded with boxes and scrolls containing yellowed maps and charts each leading to a specific location or possible treasure. The front door is made of glass and framed in oak giving a clear view into the shop; its walls are covered with various sea charts and maps of the realms, each individually framed and placed on display.

At this point the PCs can choose to enter the North Star and attempt to reclaim the materials that Orner needs. When the PCs are ready to enter the shop please continue with the following.

Opening the door and stepping inside the shop you are greeted by an ancient dwarf with long white hair and unkempt beard. Spectacles cover his eyes and are nearly half-an-inch in thickness; he smiles at you as he hears the bell jingle. He is clothed in simple attire, a linen shirt and patchwork shorts, currently he is seeing to three customers at the counter; he calls out, "I'll be with you in just a moment, please let me finish with these people."

The customers standing at the counter appear to be another treasure hunting adventuring group comprised of a human, half-orc and grey elf.

The human appears to be the leader and is dressed in dark, greasy leathers. Shoulder length brown hair accentuates his chiseled jaw and the harsh lines of his face show the hard treatment his body has received over the years. Gloved hands rest casually at his side near a matched set of finely crafted weapons.

The half-orc towers over his comrades and appears to be lost in a far-away gaze. His face is marred with a scar running down the left side of his face, his eye plucked out of his

skull, and his left tusk broken off still jagged as if it had happened just recently. His polished armor is dented in several places and apparently has served him well in recent times while a large weapon protrudes over his shoulder encased in a leathered scabbard.

The grey elf on the other hand is unlike her friends, well groomed and wearing the finest silks, she walks with a staff in her hand and a small raven perched on her shoulder. She appears extremely interested in the maps lining the walls.

These people are spies from Highport working for the Pomarj; they are members of the rival group that Orner and Korhm mentioned in the previous encounter. They have learned that Orner hid the maps here and have come to take them for themselves. Using their spies within the Royal Navy they were able to reach the North Star and convince Alder, the dwarf, that they were the adventurers sent from the Royal Order of Expropriators.

The human smiles as the elderly dwarf presents him with a large box filled with various materials, maps and equipment needed to chart the Azure Sea. He points to the box and the half-orc steps forward to take the package; the human thanks the dwarf, "I'm sure Orner will be happy to know you've held on to these maps for so long; I know the Principality of Ulek thanks you for your service to your country and hopefully we'll find the treasure and be able to stop the Pomarj and their allies once and for all."

The old dwarf smiles in return and says, "You just tell Orner to stop getting into trouble, I know the Expropriators have just been reactivated and he's all gung-ho about this treasure but it would do him well to watch his back; tell him I said hello."

Allow the PCs to take in the situation. Currently someone has already beaten them to the North Star and convinced the old dwarf that they are the team sent by the Royal Navy.

They can accuse the three spies of not working for the Royal Navy, which they will deny, and produce a copy of the notice that had been posted about the town. Unfortunately the only way to reclaim the maps from this team is to engage them in a fight; however there are laws against attacks others within Gryrax with lethal damage.

The players should know that lethal damage is not tolerated within the city of Gryrax and those who are caught in such activities are prosecuted to the fullest extent of the law when the watch arrives.

Once the PCs have expended their role playing options and have realized that they will have to fight the spies for the map please refer to ***DM Aid: Map #1 – The North Star*** for the layout of the North Star and the position of the enemy in relation to the players. Inform the PCs that combat is about to begin and to roll their initiative.

APL 4 (EL 7)

Harvard, Male Human, Rng2/Ftr2: hp 34; see *Appendix 1*

Armelle, Female Grey Elf, Wizard 3: hp 16; see *Appendix 1*.

Ceres, Male Half-Orc, Barbarian 4: hp 46; see *Appendix 1*.

APL 6 (EL 9)

Harvard, Male Human, 6: hp 46; see *Appendix 2*.

Armelle, Female Grey Elf, Wizard 5: hp 35; see *Appendix 2*.

Ceres, Male Half-Orc, Barbarian 6: hp 52; see *Appendix 2*.

APL 8 (EL 11)

Harvard, Male Human, 8: hp 58; see *Appendix 3*.

Armelle, Female Grey Elf, 7: hp 45; see *Appendix 3*.

Ceres, Male Half-Orc, 8: hp 68; see *Appendix 3*.

APL 10 (EL 13)

Harvard, Male Human, 10: hp 70; see *Appendix 4*.

Armelle, Female Grey Elf, Wizard 9: hp 55; see *Appendix 4*.

Ceres, Male Half-Orc, 10: hp 84; see *Appendix 4*.

Tactics: Both Harvard and Ceres will move forward to meet the PCs while Armelle supports them with area effect spells to disable the players from combat. Ceres will drop the package in his square and draw his weapon so he can engage the PCs. Armelle at lower levels will attempt to

incapacitate the PCs with *sleep* or *glitterdust* while at the higher levels she will attempt to control the battle field with her larger repertoire of spells. The price for failure in their organization is death and returning with the map is the only objective for them.

The Guards of Gryrax will arrive in ten rounds. On the tenth round if Armelle is still alive she will reach out to touch the box containing the maps and either *dimension door* or *teleport* away with the materials. If this is the case please proceed to **Conclusion B**.

Treasure: There is no additional treasure beyond the equipment carried.

Development: If the PCs have defeated the Pomarj unit that was sent to reclaim the map they can search the bodies of their fallen enemies. On the body of Harvard them they will find a letter addressed to his unit, please provide the PCs with **Player Handout #2 – Retrieval Orders**.

If the PCs were defeated proceed to **Conclusion B**. If the PCs were able to reclaim the map proceed to **Encounter 3**.

ENCOUNTER 3: A VOYAGE OF EPIC PROPORTIONS

When the PCs have completed their preparations and have reclaimed the map from the North Star, run by Alder, they will have the opportunity to rest and prepare new spells for the next day and the coming sea voyage. Once the PCs are ready to continue please read or paraphrase the following.

Arriving at the Gryrax harbor early the next morning you are greeted by several uniformed members of the Royal Navy who carefully escort you towards the waterfront. They lead you through the twisting and turning corridors of the docks until finally you arrive at the vessel that will take you into the Azure Sea and the location of the lost treasure fleet.

The vessel is impressive by itself, nearly two hundred feet in length bristling with magical armaments resting on four separate firing decks; forty-four to a side. Three large masts line the ship, with their sails unfurled, lazily flapping in the soft morning breeze. However more impressive is the adamantine plate that covers this massive ship of the line; it shines brightly in the early morning sun while the name of the ship can clearly be seen

etched into one of the plates, it is the *H.H.S. Reaver*.

Standing at the ramp of this impressive vessel is Fleet Admiral Mansfield as well as Orner and Besmear from the Royal Order of Expropriators. As you approach the Fleet Admiral he calls out, “Were you able to secure the map?”

Allow the players to respond to the question and explain the situation that occurred at the North Star when attempting to reclaim the maps and research material regarding the map. Once they have finished recanting their tale to the Fleet Admiral please read or paraphrase the following.

The Fleet Admiral shifts his position and coughs, “It seems that the Pomarj is also aware of our activities and is attempting to beat us to the treasure fleet in order to fund their own war machine. While this information is troubling we must not let it phase us. We will board the ship and set sail for the coordinates provided for us on the map, Orner if you will please take the maps and begin plotting a course for the captain of the *Reaver* it would be most appreciated.”

Orner bows and steps forward to take the maps and research materials from your group. Once he has secured them in his grip he turns and boards the ship headed for the captain’s quarters to complete his research, stalled for nearly a century.

Fleet Admiral Mansfield watches him board the vessel and then gestures for your group to do the same, “We must set sail immediately. The sooner Orner can plot a course the faster we can reach the location of the lost treasure fleet. Please, board the ship; I understand the captain is looking for volunteers for the night watch, if you are interested please speak with him.”

With that he leaves you standing on the edge of the harbor and ascends the ramp leading to the main deck of the battleship leaving you to follow him.

The PCs have the opportunity to speak with the captain of the *H.H.S. Reaver* if they wish to join the night watch during the voyage. If they would like to volunteer please read or paraphrase the following, if not, please skip over this section and continue.

Looking for the captain you find an exhausted looking human standing behind the wheel of the great sailing vessel shouting orders and preparing the ship to set sail for the Azure Sea. He notices your group standing there and calls out, "What do you want, you're in the way!"

The PCs are able to explain that they wish to join the night watch for the ship. The captain will appear to ease up on them as he explains that there are three night watch rotations: early evening, the graveyard shift and the early morning. The PCs may select any of the three rotations to join. Once they have completed volunteering for the night watch please continue with the following.

The captain smiles as you sign your names to the rotation list, "I do have other things to attend to, if you wish I can have an ensign escort you to your quarters to settle in; remember the early evening shift begins at sundown."

With that he calls out to an ensign who he charges with escorting you to your rooms while he continues shouting orders and preparing his ship for the rigors of sea travel.

The *H.H.S. Reaver* will have been at sail for three days before anything comes into sight. Please inform the PCs who have *The Sea-Witch's Wrath* that they have a -3 luck penalty to all of their attacks, saving throws and checks; this penalty will last throughout the rest of the adventure. When you are ready please read or paraphrase the following.

As dawn breaks on the third day an island slowly comes into view, as does the masts of an anchored ship. Orner confirms that these are the coordinates provided for on the map he acquired and that the ship must be from an unknown rival. He calls for the Fleet Admiral to come to the foredeck and asks him to identify the heraldry on the flag of the unknown ship.

The Fleet Admiral extends a spyglass and peers towards the derelict ship. As sudden gasp escapes from him as he quickly swallows and turns to the captain, he yells out, "Slavers, man the decks, prepare the weapons!"

The main deck becomes a flurry of activity as trained men and women scurry across the ship readying it for battle with an enemy well known and equipped. However there is no activity from the enemy vessel. Its armaments

are not extended, the sails are carefully stowed and there are no signs of life at all.

As the *H.H.S. Reaver* slowly approaches the other it is clear that there is no one left alive; something happened to the slaver ship, what it was is anyone's guess.

As the boats are lowered the Royal Navy personnel prepare to begin rowing towards the slaver vessel. Scanning the massive ship it is clear that an attack took place, by who or what is still unclear, but all of the smaller boats are still secured to the ship.

The PCs must decide whether or not to board the ship. If the PCs decide not to investigate the slaver ship proceed to **Encounter 5**; if they wish to investigate the ship please proceed to **Encounter 4**.

ENCOUNTER 4A: FURTHER INVESTIGATIONS

This section is an investigation of the slaver ship by the PCs. They will be able to learn the fate of the ship and its crew as well as what awaits them on the island. When the PCs have decided to board the vessel please read, or paraphrase the following.

Tossing several lines of rope with grappling hooks up towards the main deck of the ship, provided to you by the Royal Navy, you are able to easily gain access to the main deck of the ship.

Please allow the PCs to make a **Search Check DC 20** to notice that the deck has been scratched and marred from melee combat and what appears to be natural weapons such as claw attacks; faint red stains also mar the woodwork of the ship suggesting that those who fell in the onslaught were disposed of after the combat and the scene cleansed.

From your vantage point you are able to make out the captain's quarters to your left while to your right is clearly a stairwell leading down into the bowels of the deserted ship.

At this point the PCs have a choice to either enter the captain's quarters or to proceed down towards the crew quarters and storage areas of the ship. If the PCs choose to investigate the captain's quarters first please continue to **Encounter 4B** or if they choose to investigate the

lower levels of the ship please continue to **Encounter 4C**.

ENCOUNTER 4B: THE CAPTAIN'S QUARTERS

If the PCs chose to investigate the captain's quarters first please read or paraphrase the following.

Deciding to investigate the captain's quarters first leads you to an ornate door that has been expertly stained to preserve it against the rigors of sea-travel and salt water. On the front of the door is the standard of the ship identifying it as the *Sea Witch*.

The door to the captain's quarters is not trapped however it is equipped with a lock and can be bypassed with an **Open Lock Check DC 15+APL**. If the PCs are unable to open the lock they may attempt a **Break Check DC 20** to break the door open; alternatively they can spend a full minute attacking the door to break off the lock through brute force.

With the locked door behind you the interior of the captain's quarters is finally revealed. The floor is covered by an ornate scarlet Flan rug that is several centimeters thick with delicate gold trim. It is lavishly decorated with various plush pillows scattered about the room with the central feature obviously a large oaken desk, upon which sit a platter of uneaten food as well as a small, closed wooden box. Several trophies sit behind the desk showing the victories accomplished under the directorship of the captain and the enemies vanquished while on the high seas.

Maps and charts line the walls of the room, most of them detailing the waters surrounding the Pomarj and the Principality of Ulek while others provide sailing routes through some of the more treacherous seas surrounding the Lordship of the Isles and the Free City of Greyhawk.

At this time the PCs may be interested in several of the items describe in the text above. The only item worth any interest is the small wooden box on the captain's desk. The box unfortunately is trapped and differs at the various APLs; please consult the chart below for the differing traps.

APL 4 (EL 4)

Poisoned Dart Trap: CR 4; mechanical; location trigger; manual reset; Atk +15 ranged (1d4+4 plus poison, dart); multiple targets (1 dart per target in a 10-ft.-by-10-ft. area); poison (Small monstrous centipede poison, **DC 10 Fortitude** save resists, 1d2 Dex/1d2 Dex); **Search DC 21; Disable Device DC 22**. Market Price: 12,090 gp.

APL 6 (EL 7)

Chain Lightning Trap: CR 7; magic device; proximity trigger (*alarm*); automatic reset; spell effect (*chain lightning*, 11th-level wizard, 11d6 electricity to target nearest center of trigger area plus 5d6 electricity to each of up to eleven secondary targets, **DC 19 Reflex** save half damage); **Search DC 31; Disable Device DC 31**. Cost: 33,000 gp, 2,640 XP.

APL 8 (EL 8)

Prismatic Spray Trap: CR 8; magic device; proximity trigger (*alarm*); automatic reset; spell effect (*prismatic spray*, 13th-level wizard, **DC 20 Reflex, Fortitude, or Will** save, depending on effect); **Search DC 32; Disable Device DC 32**. Cost: 45,500 gp, 3,640 XP.

APL 10 (EL 10)

Wail of the Banshee Trap: CR 10; magic device; proximity trigger (*alarm*); automatic reset; spell effect (*wail of the banshee*, 17th-level wizard, **DC 23 Fortitude** save negates); multiple targets (up to 17 creatures); **Search DC 34; Disable Device DC 34**. Cost: 76,500 gp, 6,120 XP.

If the PCs are successful in bypassing the trap, or accidentally trigger them, please provide them with **Player Handout #3 – Slaver Island Survey** regardless. This concludes **Encounter 4B**, if the players would like to continue to **Encounter 4C** please continue on to the encounter; if not please proceed to **Encounter 5**.

ENCOUNTER 4C: WHAT LIES BENEATH THE WAVES

If the PCs chose to investigate the lower levels of the slaver ship first please read or paraphrase the following.

Deciding that the secrets of this vessel lie beneath the main deck in the bowels of the ship, you proceed to the stairwell opposite the

captain's quarters and head downward to the next level of the ship.

Like many vessels that sail the Azure Sea this one is similar to those you have traveled on that boast a large arsenal and firepower. Rows upon rows of weapons line either side of the ship.

Nothing appears to be out of place on the fire deck and only another set of stairs leading down another level can be seen to the left of your current position.

If the PCs decide to continue downwards into the ship please read or paraphrase the following.

Approaching the stairs two smaller rooms come into view, one of them appears to be a small storage room with personal items of the fire deck's crew, shielded only by a piece of dirty cloth while the other door is closed and locked.

The smaller room holds little of interest since most of it is spoiled general goods and trade goods. The locked, larger room can be opened with an **Open Lock Check DC 15+APL**. If the PCs are unable to open the lock they may attempt a **Break Check DC 20** to break the door open; alternatively they can spend a full minute attacking the door to break off the lock through brute force.

Once the door is opened please read or paraphrase the following to the PCs.

Opening the door to the larger of the two rooms you are met with a grizzly sight. Most of the crew has been neatly packed into this room and the mystery of the abandoned ship appears to be solved; curiously enough all of their tongues have been cut out. The captain however is missing from the assembled corpses and is no where to be found in this room along with his crew.

The PCs may search the bodies but will find little of value left on them; someone has already picked them clean. When the PCs are ready to continue allow them to make a **Listen Check DC 15+APL**. Those who succeed at the check will be able to hear a light scraping coming from below near the stairwell.

The PCs may interpret this as a threat but it is actually the barely alive captain of the vessel attempting to get the players attention. Allow the PCs to take any precautions they wish before venturing further downward still; when they are ready please read or paraphrase the following.

Cautiously you move down the last flight of stairs and are met with a sight you were unprepared for. The captain of this slaver vessel has been disemboweled but still clings to life at the bottom of the twisting stairwell. He is using his saber to scratch at the post nearby to catch your attention and then his eyes flicker towards the back of the large storage room urging you forward. His blood has poured across the woodwork and permanently stained it; as the light fades from his eyes he mouths one final word in common, "**Ambush**," then dies.

The PCs may feel that the captain is attempting to trick them but a simple **Heal Check DC 10** will ensure that he is dead. The PCs can continue to investigate the back end of the ship that the captain indicated to before he died or leave now and proceed to **Encounter 5**. If they wish to press forward please read or paraphrase the following.

Moving towards the back of the room you find that the floor has been covered in a thin layer of water, as if the bottom of the ship has been punctured by some unknown force. Rounding the last barrier, you can see that the bottom of the ship has been disturbed by some kind of force that has apparently warped and shaped the planks back into place.

The PCs, if they have not already, are still free to investigate the captain's quarters and may proceed to **Encounter 4B** to do so. If they have already done this and are finished with their investigation they may continue on to **Encounter 5**.

ENCOUNTER 5: ATTACK OF THE WHITE TRIDENT TRIBE

In this encounter you should remind the PCs that those with *The Sea-Witch's Wrath* have a -3 luck penalty to all of their attacks, saving throws and checks; this penalty will last throughout the rest of the adventure. Also check the players to ensure who, if any, have the *Enmity of the White Trident Tribe* as it will affect the upcoming combat.

Once you have completed check for these prerequisites and the PCs are ready to continue to the island please read, or paraphrase the following.

Leaving the derelict boat behind you the island looms ahead covered in bright, sandy

beaches; massive swaths of jungle vegetation, and high, craggy peaks from the mountains that make up its core. According to the survey map the slavers were only able to find two entry points into the island while the rest was surrounded by massive coral reefs which could possibly tear the hold of any ship not approaching on these vectors.

Off in the distance on the beachhead you can see several small huts that have been perched upon rickety stilts and clustered about various areas on the shoreline. Small shapes can be seen scurrying back and forth at tremendous speeds running in random paths while others simply patrol the beach and yet more wait in their small huts watching you.

Have the PCs roll a **Spot Check** against the hiding creatures in the water, they have taken twenty on their check, simply add their Hide Modifier to the result. If the players make the check they will notice several of the creatures swimming about beneath the surface of the water and will not be surprised once they reach the shoreline.

Once the PCs are at least one hundred feet off-shore roll initiative and begin combat.

APL 4 (EL 6)

Tiaras, Female Sahuagin, Drd2: hp 32; see *Appendix 1*.

Shark, Medium Animal (Aquatic): hp 16; see *Appendix 1*.

Shark, Huge Animal (Aquatic): hp 65; see *Monster Manual I*, page 279.

APL 6 (EL 8)

Tiaras, Female Sahuagin, Drd5: hp 56; see *Appendix 2*.

Rend, Medium Animal (Aquatic): hp 26; see *Appendix 2*.

Shark, Huge Animal (Aquatic): hp 65; see *Monster Manual I*, page 279.

APL 8 (EL 10)

Tiaras, Female Sahuagin, Drd8: hp 74; see *Appendix 3*.

Rend, Medium Animal (Aquatic): hp 36; see *Appendix 3*.

Shark, Huge Animal (Aquatic): hp 65; see *Monster Manual I*, page 279.

APL 10 (EL 13)

Tiaras, Female Sahuagin, Drd11: hp 92; see *Appendix 4*.

Rend, Medium Animal (Aquatic): hp 44; see *Appendix 4*.

Shark, Huge Animal (Aquatic): hp 65; see *Monster Manual I*, page 279.

Tactics: Tiaras, the Sahuagin druid, will remain mostly submerged underwater while her animal companion and the shark she has befriended attack the PCs while they are sailing towards shore. If any of the PCs have the *Enmity of the White Trident Tribe* she will direct her allies and her attacks to decimate that person first and then move on towards other targets. The PC or PCs who possess this certificate are targeted and killed one by one, singling them out until they have been killed; this directive supersedes all other tactics if in play.

At APLs 8 and 10 Tiaras will begin play already in her Wild Shape form of a Large Shark which is detailed in the statistics after her main section. She is equipped with the Natural Spell Feat as well as Wild Armor and her main statistics are updated to note these changes.

The boat the players are on moves at a speed of twenty feet a round and will reach the shoreline in five rounds. In the meantime they are vulnerable to attack by the druid, her animal companion and the befriended shark. At lower levels the animal companion and shark will attempt to drag players beneath the surface and kill them beneath the water by either drowning them or massive damage. In the opening round the druid will begin another summon spell and once that group has entered the combat she will animal growth all of her allies then use her powers to warp the ship and sink it, hoping to bring the PCs into the ocean where her companions will have an easier time with them.

Treasure: There is no additional treasure beyond the equipment carried.

Development: If the PCs defeat Tiaras and her companions they will have bested the main defender of the Sahuagin development located on the mainland and will cause the local Sahuagin Baron, Soaladaob, to rethink his battle plans. He will instead invite the PCs to his own private hut where he will meet with them to discuss terms for surrender and possibly get the PCs to leave the island and spare their lives and the community

they have built here. If the PCs are defeated in the battle, please continue to **Conclusion C**.

As your vessel closes in on the shoreline you can see a bustle of commotion from the cluster of huts as a large, elderly Sahuagin male with four arms emerges from an elaborate structure with his arms raised as he heads towards your landing point while speaking in some strange language.

If any of the PCs understand Aquan, Sahaugin or have a spell or item handy that can translate please read, or paraphrase the following. If the players have none of the above means Soaladaob will realize that they do not speak Aquan and switch to Common.

“Please, please do not harm us, my name is Soaladaob, I am the Baron of this community you have slain our only defender Tiaras. I ask that you do not cause any further harm to our small colony, we wish to capitulate to your superior force; what are your terms?”

Allow the PCs to discuss his offer, if they feel that he is being deceptive allow them a **Sense Motive Check DC 20** to determine that he is truly worried for the safety of his village and is trying to keep more of his people from being harmed. If the PCs reject his offer of surrender please continue on to **Encounter 6**. If they wish to accept the surrender of the Baron and his people please continue reading the following.

Soaladaob nods and leads you back towards his lavish hut. Several of the younger males regard you with what seems like burning hatred tainted with respect for your martial prowess at defeating their defender Tiaras.

The Baron’s hut is a large structure, capable of holding almost twenty creatures comfortably. Built completely of wood, seaweed and dried grasses it towers high above the other structures on stilts that are nearly ten feet in height.

Soaladaob points towards a ladder built onto one side of the structure and begins to climb it and enters his hut, once inside he seats himself comfortably on the floor and gestures for you to do the same.

He makes a strange croaking noise and then speaks, “With the defeat of our defender we no longer have any protection against the

creatures of the depths. Your...unfortunate arrival here at our colony has delayed the construction of our underwater homes and we must now train a new defender from our ranks to help us tame the creatures below so construction can resume.

I offer a truce, in the hopes that you will spare my people further harm. I have no wish to continue hostilities with those as powerful as you. As a token of my sincerity please accept these gifts.”

He gestures again as several female Sahuagin bring forth a basket of trinkets and treasure as well as several weapons and armors.

“I hope that they are satisfactory and to your approval, will you accept our surrender and leave our island without harming us?”

Have the PCs roll a **Spot Check DC 15** to notice a strange object mixed within the other trinkets. It is covered in strange runes with the symbol of the Slavers of Highport stamped into the middle of the island. If the PCs have discovered the initial survey map with the encrypted text they will notice that the symbols are almost the same. This is the cipher that the Slaver vessel was searching for.

If the PCs ask him where they found this item Soaladaob will explain that they acquired it from another human who arrived here with an expedition to chart the island; however the man attempted to double cross them so the village defender slew them and took their equipment since they had no need for it.

With the cipher in their hands the PCs will be able to finally locate the treasure without too much difficulty. The only question remaining is whether or not they will accept Soaladaob’s surrender. If they accept his surrender please note this on the Critical Event’s Summary.

If they accept Soaladaob’s surrender please continue with the following. If they do not accept his surrender please continue on to **Encounter 6** and do not award them the Cipher Tool.

Accepting Soaladaob’s surrender he claps his four hands together and gestures for the females to provide you with the requested treasure they have collected over the past few years. He thanks you for sparing his community and offers you food for your trek

into the jungles as well as the blessing of his tribe.

The PCs will be more likely to be interested in the Cipher Tool than Soaladaob's blessings. Once they wave the Cipher Tool over the map please provide them with **Player Handout #4 – Deciphered Text**. With this new information the PCs now have a route to the sunken treasure fleet. When the PCs are ready to leave, please continue to **Encounter 6**.

ENCOUNTER 6: THE COVE OF SUNKEN DREAMS

The PCs, armed with the directions to the cove, are easily able to discern its location and will arrive at the cove, if traveling on foot, within seven hours. Please check any currently active spell durations; if the players did not travel by foot and used magical means please estimate how much time it would have taken to determine active spell durations.

Following the carefully prepared directions of the initial survey team you arrive at the location designated as the cove. From your vantage point you can see several half submerged vessels in the large lake beneath the mountains of the island.

A large hole in the top of the mountain provides enough room for sunlight to pour through and provide shadowy illumination of the massive cavern and its waterlogged treasures.

One ship, the largest of the wrecks, proudly bears the standard of the Suss North Greyhawk Company identifying it as a member of the doomed treasure fleet.

The PCs must climb down to the wrecks which would require them to make a **Climb Check DC 10** to reach the lower levels of the cove. When the PCs are ready to proceed downward please continue with the following.

Climbing down to the next level you find yourselves face to face with one of the largest ships you have ever seen. A large gash along the ship's stern mars its pristine beauty and within, under the water glints thousands of gold and platinum pieces.

Please ask the PCs to make a **Spot Check DC 10+Hide Modifier** of the Incorporeal Captain.

APL 4 (EL 8)

Captain Silesia, Medium Incorporeal Undead, Level 6: hp 36; see *Appendix 1*.

APL 6 (EL 10)

Captain Silesia, Medium Incorporeal Undead, Level 8: hp 48; see *Appendix 2*.

APL 8 (EL 12)

Captain Silesia, Medium Incorporeal Undead, Level 10: hp 72; see *Appendix 3*.

APL 10 (EL 14)

Captain Silesia, Medium Incorporeal Undead, Level 12: hp 95; see *Appendix 4*.

Tactics: Captain Silesia has become a spectral remnant of himself after he turned against the fleet commander and sailed off on his own with a hold full of gold and treasure. As a result of his failure to follow orders he has become a Ghost and forced to haunt the wreckage of his own ship. Silesia will attack the weakest armored PC first and concentrate most of his attacks on that one person.

Captain Silesia begins play by attempting to sneak attacking any player wearing leather or no armor first; if there are not whoever seems the least armored. He will make use of his Improved Feint ability and sneak attack at higher levels. At APLs 8 and 10 he begins play with several spells already engaged while the players climb down and when he attacks it as a Death Attack upon the player with the least armor. He will continue to utilize his ability to hide and move silently as well as his higher feinting abilities to sneak attack the players.

If the Captain is able to get close enough to one of the fighters in the party he will attempt to use his Malevolence ability to take control of the player's body and attack the other players from within it. When he is destroyed he will rise again in 2d4 days. If the PCs are able to defeat Captain Silesia please continue to **Conclusion D**.

Treasure: None.

Development: When the captain is defeated the PCs will be able to search the ship and claim the treasure, they will also find the journal of the captain that we wrote before he died; he was seeking forgiveness for betraying his Fleet Captain and that he should have completed the mission. If the players successfully return with his ship to the mainland his soul will be put to rest.

CONCLUSION A

Deciding to err on the side of caution you allowed the employment opportunity from the Royal Navy pass you by. In the weeks after this decision you learned that the rumors were true and the fleet was found but not before it fell into the hands of the enemy along with all of its treasures and riches.

CONCLUSION B

While the fighting within the North Star cartographer's shop was intense they Pomarj forces bested you with their superior arcane abilities and brute strength. With the map in the hands of the Pomarj the fleet will be theirs for the taking. You have failed the Principality of Ulek, the Fleet Admiral and more importantly allowed evil to gain the upper hand in a decade's long war that may never end.

CONCLUSION C

The last thing you remember was the light slowly fading from view as you were dragged beneath the waves by the druid and her companions. As your body slowly overcomes your mind your body begin to spasm as the need for oxygen becomes desperate. Autonomous functions overtake you while your lungs try to breathe water, looking for sustenance to satiate your body's needs; a futile attempt as they fill with water and seal your fate.

CONCLUSION D

Emerging from the cove you make your way back towards the shoreline where you are met by Baron Soaladaob and Fleet Admiral Mansfield. You inform the Fleet Admiral of what has transpired and that you have found only a fraction of the lost treasure fleet, the rest is still out there waiting to be discovered.

The Fleet Admiral, while clearly dismayed at this news is still surprised that anything was found at all. He complements you on a job well done and that his men are standing by to reclaim the lost treasures from this single ship.

Baron Soaladaob has informed you that he will be relocating his small colony to another island after their new home was unfortunately

disturbed and discovered by outsiders. He hopes that the local Prince will afford him with a new defender so that they can begin construction on a new underwater home at another site.

Both Korhm and Orner approach from one of the many smaller ships that have landed on the beach; they present you with a small medallion marking you as a member of the Royal Order of Expropriators. Both of them beam with pride as their organization has once again risen from the ashes and become a success one final time.

But more disturbingly than that is the fact that the treasure fleet is still lost somewhere beneath the depths waiting for someone to find it and claim its wealth.

The End

EXPERIENCE POINT SUMMARY

To award experience for this adventure, add up the values for the objectives accomplished. Then assign the experience award. Award the total value (objectives plus roleplaying) to each character.

Encounter 2

Defeat the Pomarj tactical unit.

APL 4: 120 xp.
APL 6: 200 xp.
APL 8: 250 xp.
APL 10: 300 xp.

Encounter 4

Disable the trap.

APL 4: 120 xp.
APL 6: 200 xp.
APL 8: 250 xp.
APL 10: 300 xp.

Encounter 5

Defeat the Sahuagin Defender.

APL 4: 120 xp.
APL 6: 200 xp.
APL 8: 250 xp.
APL 10: 300 xp.

Encounter 6

Defeat the undead captain of the Suss North Greyhawk Company ship.

APL 4: 145 xp.
APL 6: 180 xp.
APL 8: 230 xp.
APL 10: 300 xp.

Story Award

Finding the Captain's Log.

APL 4: 70 xp.
APL 6: 70 xp.
APL 8: 95 xp.
APL 10: 95 xp.

Discretionary Roleplaying Award

APL 4: 50 xp.
APL 6: 50 xp.
APL 8: 50 xp.
APL 10: 50 xp.

Total possible experience

APL 4: 675 xp.
APL 6: 900 xp.
APL 8: 1,125 xp.
APL 10: 1,350 xp.

TREASURE SUMMARY

During an adventure, characters encounter treasure, usually finding it in the possession of their foes. Every encounter that features treasure has a "treasure" section within the encounter description, giving information about the loot, coins, and magic items that make up the encounter's treasure.

The loot total is the number of gold pieces each character gains if the foes are plundered of all their earthly possessions. Looting the bodies takes at least 10 minutes per every 5 enemies, and if the characters cannot take the time to loot the bodies, they do not gain this gold. If you feel it is reasonable that characters can go back to loot the bodies, and those bodies are there (i.e., not carted off by dungeon scavengers, removed from the scene by the local watch, and so on), characters may return to retrieve loot. If the characters do not loot the body, the gold piece value for the loot is subtracted from the encounter totals given below.

The coin total is the number of gold pieces each character gains if they take the coin available. A normal adventuring party can usually gather this wealth in a round or so. If for some reason, they

pass up this treasure, the coin total is subtracted from the encounter totals given below.

Next, the magic items are listed. Magic item treasure is the hardest to adjudicate, because they are varied and because characters may want to use them during the adventure. Many times characters must cast *identify*, *analyze dweomer* or similar spell to determine what the item does and how to activate it. Other times they may attempt to use the item blindly. If the magic item is consumable (a potion, scroll, magic bolts, etc.) and the item is used before the end of the adventure, its total is subtracted from the adventure totals below.

Once you have subtracted the value for unclaimed treasure from each encounter add it up and that is the number of gold pieces a characters total and coin value increase at the end of the adventure. Write the total in the GP Gained field of the adventure certificate. Because this is a Regional adventure, characters may spend additional Time Units to practice professions or create items immediately after the adventure so this total may be modified by other circumstances.

L = Looted gear from enemy; C = Coin, Gems, Jewelry, and other valuables; M = Magic Items.

Encounter 2:

APL 4: L: 2085 gp, M: +1 *Full Plate* (2,650 gp), *Cloak of Resistance +1* (1000 gp) x2, *Quaal's Feather Token Whip* (500 gp), *Scroll of Dimension Door* (750 gp), *Wand of Magic Missile* (2,250 gp).

APL 6: L: 630 gp M: +1 *Full Plate* (2,650 gp), *Cloak of Resistance +1* (1000 gp) x2, +1 *Mithral Chain Shirt* (3,100 gp) x2, +1 *Greatsword* (2,350 gp) *Quaal's Feather Token Whip* (500 gp) x2, *Scroll of Dimension Door* (750 gp), *Wand of Magic Missile* (2,250).

APL 8: M: +1 *Full Plate* (2,650 gp), *Cloak of Resistance +1* (1000 gp) x2, +1 *Mithral Chain Shirt* (3,100 gp) x2, +1 *Greatsword* (2,350 gp) *Quaal's Feather Token Whip* (500 gp) x2, *Scroll of Confusion* (750 gp), *Wand of Magic Missile* (2,250), +1 *Amulet of Natural Armor* (2,000 gp), *Headband of Intellect +2* (4,000 gp), *Gauntlets of Ogre Power* (4,000 gp), +1 *Rapier* (2,320 gp), +1 *Short Sword* (4,000 gp).

APL 10: +2 *Full Plate* (5,650 gp), *Cloak of Resistance +1* (1000 gp) x2, +1 *Mithral Chain Shirt* (3,100 gp) x2, +2 *Greatsword* (8,350 gp) *Quaal's Feather Token Whip* (500 gp) x2, *Scroll of Confusion* (750 gp), *Wand of Magic*

Missile (2,250), +1 *Amulet of Natural Armor* (2,000 gp), *Headband of Intellect* +4 (16,000 gp), *Gauntlets of Ogre Power* (4,000 gp), +1 *Rapier* (2,320 gp), +1 *Short Sword* (4,000 gp), *Ring of Protection* +1 (1,000 gp).

Encounter 5:

APL 4: L: 3,300 gp.

APL 6: M: +1 *Dragon Hide Plate* (4,300 gp), +1 *Ring of Protection* (1,000 gp), +1 *Cloak of Resistance* (1,000 gp).

APL 8: M: +2 *Dragon Hide Plate* (10,300 gp), +1 *Ring of Protection* (1,000 gp), +1 *Cloak of Resistance* (1,000 gp).

APL 10: M: +2 *Dragon Hide Plate* (25,300 gp), +1 *Ring of Protection* (1,000 gp), +1 *Cloak of Resistance* (1,000 gp).

Encounter 6:

APL 4: M: +1 *Mithral Chain* (2,100 gp), +1 *Rapier* (2,310 gp), +1 *Short Sword* (2,320 gp).

APL 6: M: +1 *Mithral Chain* (2,100 gp), +1 *Ghost Touch Rapier* (8,310 gp), +1 *Ghost Touch Short Sword* (8,320 gp).

APL 8: M: +1 *Glamered Mithral Chain* (4,800 gp), +1 *Ghost Touch Rapier* (8,310 gp), +1 *Ghost Touch Short Sword* (8,320 gp), *Headband of Intellect* +2 (4,000 gp), *Gloves of Dexterity* +2 (4,000 gp).

APL 10: M: +2 *Slick Shadow Silent Moves Glamered Mithral Chain* (19,050 gp), +1 *Ghost Touch Rapier* (8,310 gp), +1 *Ghost Touch Short Sword* (8,320 gp), *Headband of Intellect* +2 (4,000 gp), *Gloves of Dexterity* +2 (4,000 gp).

Total Possible Treasure (Maximum Reward Allowed)

APL 2: L: 5,385 gp, M: X gp – Total: X gp (450 gp).

APL 4: L: X gp, C: X gp, M: X gp – Total: X gp (650 gp).

APL 6: L: X gp, C: X gp, M: X gp – Total: X gp (900 gp).

APL 8: L: X gp, C: X gp, M: X gp – Total: X gp (1,300 gp).

APL 10: L: X gp, C: X gp, M: X gp – Total: X gp (2,300 gp).

ITEMS FOR THE ADVENTURE RECORD

Special

Favor of the Royal Order of Expropriators: For recovering a portion of the lost Suss North Greyhawk Company treasure fleet this organization offered to train as one of their members. As a result you have gained Regional Access to one of the following items, please circle the item chosen: *Panic Button* (CS), *Rod of Ropes* (CS), *Bands of Fortune* (CS) or a *Shrunken Shrieker* (CS).

Letter of Marquee: The Royal Army Fleet Admiral has provided you with a Letter of Marquee allowing you to claim the salvaged slaver Sailing Ship (as per the *PHB*) as your own. A small registration fee of 10,000 gold pieces is required before the ship can be released into your possession. Please cross out this favor once used.

Favor of the Quartermaster: The Quartermaster of the Principality's forces is grateful for your assistance in the recovery of the lost treasure fleet and has opened his stores to you. As a result you have gained Regional Access to one of the following items, please circle the item chosen: *Overhead Shield* (HB), *Portable Fox Hole* (HB), *Daern's Instant Tent* (HB), *Everlasting Rations* (HB) or a *Forgehome Standard* (HB).

Item Access

APL 4 (all of APL 2 plus the following):

- *Dragon Hide Plate* (*Adventure; Dungeon Master's Guide*)
- +1 *Mithral Chain* (*Adventure; Dungeon Master's Guide*)

APL 6 (all of APLs 2, 4 plus the following):

- +1 *Dragon Hide Plate* (*Adventure; Dungeon Master's Guide*)
- +1 *Ghost Touch Rapier* (*Adventure; Dungeon Master's Guide*)
- +1 *Ghost Touch Short Sword* (*Adventure; Dungeon Master's Guide*)

APL 8 (all of APLs 2, 4, 6 plus the following):

- +2 *Dragon Hide Plate* (Adventure; *Dungeon Master's Guide*)
- +1 *Glamered Mithral Chain* (Adventure; *Dungeon Master's Guide*)

APL 10 (all of APLs 2, 4, 6, 8 plus the following):

- +2 *Slick Shadow Silent Moves Glamered Mithral Chain* (Adventure; *Dungeon Master's Guide*)
- +1 *Wild Dragon Hide Plate* (Adventure; *Dungeon Master's Guide*)

Appendix I – APL 4

ENCOUNTER 2

Harvard, Male Human Ranger 2 / Fighter 2: Medium Humanoid; CR 4; HD 2d8+2d10+8; hp 34; Init +3; Spd 30 ft.; AC 18, touch 13, flat-footed 15 (+3 Dex, +4 Armor, +1 Shield); Base Atk/Grp: +4/+6; Atk +9 melee (1d6+2 18-20/x2, Masterwork Rapier) or +9 melee (1d6+2 19-20/x2, Masterwork Short Sword); Full Atk +7 melee (1d6+2, Masterwork Rapier) and +7 melee (1d6+2, Masterwork Short Sword; SQ Favored Enemy (Dwarf), Wild Empathy, Combat Style; AL N; SV Fort +6, Ref +3, Will +0; Str 14, Dex 16, Con 14, Int 12, Wis 11, Cha 8.

Skills & Feats: Balance +10, Escape Artist +10, Heal +6, Hide +10, Move Silently +10, Spot +7, Tumble +10; Track, Weapon Finesse: (Rapier), Weapon Finesse: (Short Sword), Two-Weapon Fighting, Improved Two-Weapon Fighting, Weapon Focus: (Rapier), Weapon Focus: (Short Sword).

Favored Enemy, Dwarf (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not

restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Languages: Common, Undercommon.

Possessions: Masterwork Rapier, Masterwork Short Sword, Mithral Shirt, Cloak of Resistance +1, Quaal's Feather Token Whip.

Description: Harvard appears to be the leader and is dressed in dark, greasy leathers. Shoulder length brown hair accentuates his chiseled jaw and the harsh lines of his face show the hard treatment his body has received over the years. Gloved hands rest casually at his side near a matched set of finely crafted weapons.

Armelle, Female Grey Elf Wizard 3: Medium Humanoid; CR 3; HD 3d4+6; hp 16; Init +6; Spd 30 ft.; AC 20, touch 12, flat-footed 18 (+2 Dex, +4 *Mage Armor*, +4 *Shield*); Base Atk/Grp: +1/-1; Atk +3 ranged (1d8 19-20/x2, Light Crossbow); Full Atk same; SQ Low-Light Vision, Summon Familiar, Scribe Scroll; AL N; SV Fort +7, Ref +4, Will +5; Str 6, Dex 14, Con 14, Int 18, Wis 12, Cha 8.

Skills & Feats: Concentration +12, Knowledge: (Arcana) +10, Knowledge: (Planes) +10, Spellcraft +10; Combat Casting, Improved Initiative, Scribe Scroll.

Summon Familiar (Ex): Description.

Languages: Common, Elven, Draconic, Dwarf, Undercommon.

Spells Prepared (4/3/2, save DC = 14 + spell level): 0 – *Acid Splash* x2, *Ray of Frost* x2; 1st – *Color Spray*, *Mage Armor*, *Shield*; 2nd – *Glitterdust* x2.

Spellbook: 0 – *All Spells*; 1st – *Color Spray*, *Grease*, *Mage Armor*, *Magic Missile*, *Mount*, *Obscuring Mist*, *Ray of Enfeeblement*, *Shield*, *Sleep*; 2nd – *Glitterdust*, *Scorching Ray*.

Possessions: Cloak of Resistance +1, Quarterstaff, Scroll of Dimension Door, Spellbook, Wand of Magic Missile (CL 3, 50 Charges), 20 Bolts.

Description: This female Grey Elf appears to be the brains of this operation. Wielding a quarterstaff and a light crossbow holstered to her hip she is prepared for the rigors of undercover life. A large spellbook is attached to her belt with a length of chain and is covered in arcane symbols.

Ceres, Male Half-Orc Barbarian 2 / Fighter 2: Medium Humanoid; CR 4; HD 2d12+2d10+12; hp 46; Init +1; Spd 20 ft.; AC 20, touch 11, flat-footed 19 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +4/+8; Atk +10 melee (2d6+6 19-20/x2), Masterwork Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +8, Ref +1, Will +1; Str 19, Dex 12, Con 16, Int 6, Wis 12, Cha 6.

Skills & Feats: Skills; Power Attack, Cleave, Great Cleave, Weapon Focus: (Greatsword).

Fast Movement (Ex): A barbarian's land speed is faster than the norm for his race by +10 feet. This benefit applies only when he is wearing no armor, light armor, or medium armor and not carrying a heavy load. Apply this bonus before modifying the barbarian's speed because of any load carried or armor worn.

Illiterate (Ex): Barbarians are the only characters who do not automatically know how to read and write. A barbarian may spend 2 skill points to gain the ability to read and write all languages he is able to speak.

A barbarian who gains a level in any other class automatically gains literacy. Any other character who gains a barbarian level does not lose the literacy he or she already had.

Rage (Ex): A barbarian can fly into a rage a certain number of times per day. In a rage, a barbarian temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but he takes a -2 penalty to Armor Class. The increase in Constitution increases the barbarian's hit points by 2 points per level, but these hit points go away at the end of the rage when his Constitution score drops back to normal. (These extra hit points are not lost first the way temporary hit points are.) While raging, a barbarian cannot use any Charisma-, Dexterity-, or Intelligence-based skills (except for Balance, Escape Artist, Intimidate, and Ride), the Concentration skill, or any abilities that require patience or concentration, nor can he cast spells or activate magic items that require a command word, a spell trigger (such as a wand), or spell completion (such as a scroll) to function. He can use any feat he has except Combat Expertise, item creation feats, and meta-magic feats. A fit of rage lasts for a number of rounds

equal to 3 + the character's (newly improved) Constitution modifier. A barbarian may prematurely end his rage. At the end of the rage, the barbarian loses the rage modifiers and restrictions and becomes fatigued (-2 penalty to Strength, -2 penalty to Dexterity, can't charge or run) for the duration of the current encounter (unless he is a 17th-level barbarian, at which point this limitation no longer applies).

A barbarian can fly into a rage only once per encounter. At 1st level he can use his rage ability once per day. At 4th level and every four levels thereafter, he can use it one additional time per day (to a maximum of six times per day at 20th level). Entering a rage takes no time itself, but a barbarian can do it only during his action, not in response to someone else's action.

Languages: Common, Orc.

Possessions: +1 Full Plate, Masterwork Greatsword.

Description: The half-orc towers over his comrades and appears to be lost in a far-away gaze. His face is marred with a scar running down the left side of his face, his eye plucked out of his skull, and his left tusk broken off still jagged as if it had happened just recently. His polished armor is dented in several places and apparently has served him well in recent times while a large weapon protrudes over his shoulder encased in a leathered scabbard.

(Raging, 8 Rounds) Ceres, Male Half-Orc Barbarian 4: Medium Humanoid; CR 4; HD 2d12+2d10+12; hp 54; Init +1; Spd 20 ft.; AC 18, touch 9, flat-footed 17 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +4/+8; Atk +12 melee (2d6+9 19-20/x2, Masterwork Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +10, Ref +1, Will +3; Str 23, Dex 12, Con 20, Int 6, Wis 12, Cha 6.

ENCOUNTER 5

Tiaras, Female Sahuagin Druid 2: Medium Monstrous Humanoid (Aquatic); CR 4; HD 2d8+2d8+8; hp 32; Init +1; Spd 30 ft., Swim 60 ft.; AC 19, touch 11, flat-footed 18 (+1 Dex, +8 Armor); Base Atk/Grp: +3/+3; Atk +3 melee (1d4 x2, Talon) or +3 melee (1d4 x2, Bite); Full Atk 4 talons +3 melee (1d4 x2, Talon) and +3 melee (1d4 x2, Bite); SA Blood Frenzy, Rake; SQ Animal Companion, Blindsight, Freshwater Sensitivity, Light Blindness, Nature Sense, Speak with Sharks, Water Dependant, Wild Empathy, Woodland Stride; AL N; SV Fort +5, Ref +3, Will +6; Str 10, Dex 12, Con 14, Int 12, Wis 17, Cha 10.

Skills & Feats: Handle Animal +7, Knowledge: (Nature) +10, Ride +8, Spot +10, Survival +12; Great Fortitude, Multiattack, Spell Focus: (Conjuration).

Animal Companion (Ex): A druid may begin play with an animal companion selected from the following list: badger, camel, dire rat, dog, riding dog, eagle, hawk, horse (light or heavy), owl, pony, snake (Small or Medium viper), or wolf. If the campaign takes place wholly or partly in an aquatic environment, the following creatures are also available: porpoise, Medium shark, and squid. This animal is a loyal companion that accompanies the druid on her adventures as appropriate for its kind.

A 1st-level druid's companion is completely typical for its kind except as noted below. As a druid advances in level, the animal's power increases as shown on the table. If a druid releases her companion from service, she may gain a new one by performing a ceremony requiring 24 uninterrupted hours of prayer. This ceremony can also replace an animal companion that has perished.

A druid of 4th level or higher may select from alternative lists of animals. Should she select an animal companion from one of these alternative lists, the creature gains abilities as if the character's druid level were lower than it actually is. Subtract the value indicated in the appropriate list header from the character's druid level and compare the result with the druid level entry on the table to determine the animal companion's powers. (If this adjustment would reduce the druid's effective level to 0 or lower, she can't have that animal as a companion.)

Blindsense (Ex): A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

Blood Frenzy (Ex): Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

Rake (Ex): Attack bonus +2 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

Freshwater Sensitivity (Ex): A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

Nature Sense (Ex): A druid gains a +2 bonus on Knowledge (nature) and Survival checks.

Speak with Sharks (Ex): Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as "food," "danger," and "enemy." Sahuagin can use the Handle Animal skill to befriend and train sharks.

Water Dependent (Ex): Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules).

Wild Empathy (Ex): A druid can improve the attitude of an animal. This ability functions just like a Diplomacy check made to improve the attitude of a person. The druid rolls 1d20 and adds her druid level and her Charisma modifier to determine the wild empathy check result.

The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the druid and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal conditions. Generally, influencing an animal in this way takes 1 minute but, as with influencing people, it might take more or less time. A druid can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a -4 penalty on the check.

Woodland Stride (Ex): Starting at 2nd level, a druid may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that have been magically manipulated to impede motion still affect her.

Languages: Common, Aquan, Sahuagin.

Spells Prepared (4/3, save DC = 13 + spell level): 0 – *Cure Minor Wounds, Guidance, Read Magic, Resistance*; 1st – *Cure Light Wounds, Magic Fang* x2.

Possessions: Dragon Hide Plate.

Rend (Animal Companion), Shark: Medium Animal (Aquatic); CR 1; HD 3d8+3; hp 16; Init +2; Spd 60 ft. (Swim); AC 15, touch 12, flat-footed 13 (+2 Dex, +3 Natural); Base Atk/Grp: +2/+3; Atk +4 melee (1d6+1, Bite; Full Atk same; SQ Blindsense, Keen Scent, Link, Share Spells; AL N;

SV Fort +4, Ref +5, Will +2; Str 13, Dex 15, Con 13, Int 1, Wis 12, Cha 2.

Skills & Feats: Listen +6, Spot +6, Swim +9; Alertness, Weapon Finesse: (Bite).

Tricks: Attack.

Blindsense (Ex): A shark can locate creatures underwater within a 30-foot radius. This ability works only when the shark is underwater.

Keen Scent (Ex): A shark can notice creatures by scent in a 180-foot radius and detect blood in the water at ranges of up to a mile.

ENCOUNTER 6

Captain Silesia, Male Human Ghost Ranger 2 / Fighter 2: Medium Incorporeal Undead; CR 6; HD 4d12; hp 36; Init +3; Spd 30 ft. (Fly, Perfect); AC 22, touch 17, flat-footed 18 (+3 Dex, +3 Deflection, +4 Armor, +1 Enhancement, +1 Shield); Base Atk/Grp: +4/+3; Atk +9 melee (1d6 18-20/x2, +1 Rapier) or +9 melee (1d6 19-20/x2, +1 Short Sword); Full Atk +7 melee (1d6 18-20/x2, +1 Rapier) and +7 melee (1d6 19-20/x2, +1 Short Sword); SA Corrupting Gaze, Corrupting Touch, Draining Touch, Frightful Moan, Horrific Appearance, Malevolence, Manifestation, Telekinesis; SQ Combat Style, Favored Enemy: (Humanoid), Rejuvenation, Turn Resistance, Wild Empathy; AL NE; SV Fort –, Ref +6, Will +2; Str 8, Dex 16, Con –, Int 12, Wis 14, Cha 16.

Skills & Feats: Jump +6, Diplomacy +10, Hide +18, Listen +17, Move Silently +18, Profession: (Sailor) +9, Search +16, Spot +17, Survival +9; Weapon Finesse: (Rapier), Weapon Focus: (Rapier), Track, Two-Weapon Fighting, Weapon Finesse: (Short Sword), Weapon Focus: (Rapier), Two-Weapon Defense.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Corrupting Gaze (Su): A ghost can blast living beings with a glance, at a range of up to 30

feet. Creatures that meet the ghost's gaze must succeed on a Fortitude Save DC 15 or take 2d10 points of damage and 1d4 points of Charisma damage.

Corrupting Touch (Su): A ghost that hits a living target with its incorporeal touch attack deals 1d6 points of damage. Against ethereal opponents, it adds its Strength modifier to attack and damage rolls. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Favored Enemy, Human (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Frightful Moan (Su): A ghost can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours.

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

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to a magic jar spell (caster level 10th or the ghost's Hit Dice, whichever is higher), except that it does not require a receptacle. To use this ability, the ghost must be manifested and it must try move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 15 + ghost's Cha modifier). A creature that successfully saves is immune to that same ghost's

malevolence for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost vanishes into the target's body.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon (see Ghostly Equipment, below). A manifested ghost remains partially on the Ethereal Plane, where it is not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

When a spellcasting ghost is not manifested and is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells continue to affect ethereal targets and can affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells don't work on nonethereal targets.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extra-planar when on either of these planes.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. As a rule, the only way to get rid of a ghost for sure is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require a good deal of research.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this power, it must wait 1d4 rounds before using it again.

Turn Resistance (Ex): A ghost has +4 turn resistance.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Languages: Common, Dwarven, Elven, Orc, Undercommon.

Possessions: +1 Rapier, +1 Short Sword, +1 Mithral Chain.

APPENDIX II – APL 6

ENCOUNTER 2

Harvard, Male Human Ranger 3 / Fighter 2 / Horizon Walker 1: Medium Humanoid; CR 6; HD 3d8+2d10+1d8+12; hp 46; Init +3; Spd 30 ft.; AC 19, touch 13, flat-footed 17 (+3 Dex, +4 Armor, +1 Shield, +1 Enhancement); Base Atk/Grp: +6/+8; Atk +11 melee (1d6+2 18-20/x2, Masterwork Rapier) or +11/ melee (1d6+2 19-20/x2, Masterwork Short Sword); Full Atk +9/+2 melee (1d6+2, Masterwork Rapier) and +9/+2 melee (1d6+2, Masterwork Short Sword; SQ Favored Enemy (Dwarf), Wild Empathy, Combat Style, Terrain Mastery: (Underground); AL N; SV Fort +8, Ref +3, Will +1; Str 14, Dex 16, Con 14, Int 12, Wis 11, Cha 8.

Skills & Feats: Balance +12, Escape Artist +12, Heal +6, Hide +12, Knowledge: (Geography) +9, Move Silently +12, Spot +9, Tumble +12; Track, Weapon Finesse: (Rapier), Weapon Finesse: (Short Sword), Two-Weapon Fighting, Two-Weapon Defense, Weapon Focus: (Rapier), Weapon Focus: (Short Sword), Endurance, Improved Two-Weapon Fighting.

Favored Enemy, Dwarf (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Terrain Mastery, Underground (Ex): You have magically adapted to your time in the dark. You have 60-foot darkvision, or 120-foot darkvision if you already had darkvision from another source. You gain a +1 insight bonus on attack and damage rolls against underground creatures.

Languages: Common, Undercommon.

Possessions: Masterwork Rapier, Masterwork Short Sword, +1 Mithral Shirt, Cloak of Resistance +1, Quaal's Feather Token Whip.

Description: Harvard appears to be the leader and is dressed in dark, greasy leathers. Shoulder length brown hair accentuates his chiseled jaw and the harsh lines of his face show the hard treatment his body has received over the years. Gloved hands rest casually at his side near a matched set of finely crafted weapons.

Armelle, Female Grey Elf Wizard 5: Medium Humanoid; CR 5; HD 5d4+10; hp 35 (+11 hp, *False Life*); Init +6; Spd 30 ft.; AC 21, touch 12, flat-footed 19 (+2 Dex, +4 Armor, +4 *Shield*, +1 Enhancement); Base Atk/Grp: +2/+0; Atk +4 ranged (1d8 19-20/x2, Light Crossbow); Full Atk same; SQ Low-Light Vision, Summon Familiar, Scribe Scroll; AL N; SV Fort +7, Ref +4, Will +6; Str 6, Dex 14, Con 14, Int 19, Wis 12, Cha 8.

Skills & Feats: Concentration +14, Knowledge: (Arcana) +12, Knowledge: (Planes) +12, Spellcraft +12; Combat Casting, Improved Initiative, Scribe Scroll, Extend Spell.

Summon Familiar (Ex): A wizard can obtain a familiar in exactly the same manner as a sorcerer can.

Languages: Common, Elven, Draconic, Dwarf, Undercommon.

Spells Prepared (4/4/3/2, save DC = 14 + spell level): 0 – *Acid Splash* x2, *Ray of Frost* x2; 1st – *Color Spray*, *Obscuring Mist*, *Ray of Enfeeblement* x2, *Shield*; 2nd – *False Life*, *Glitterdust* x2; 3rd – *Haste*, *Slow*.

Spellbook: 0 – *All Spells*; 1st – *Color Spray*, *Grease*, *Mage Armor*, *Magic Missile*, *Mount*, *Obscuring Mist*, *Ray of Enfeeblement*, *Shield*, *Sleep*; 2nd – *Acid Arrow*, *False Life*, *Glitterdust*, *Scorching Ray*; 3rd – *Haste*, *Slow*.

Possessions: Cloak of Resistance +1, +1 Mithral Chain, Quarterstaff, Scroll of Dimension Door, Spellbook, Wand of Magic Missile (CL 3, 50 Charges), 20 Bolts.

Description: This female Grey Elf appears to be the brains of this operation. Wielding a quarterstaff and a light crossbow holstered to her hip she is prepared for the rigors of undercover life. A large spellbook is attached to her belt with a length of chain and is covered in arcane symbols.

Ceres, Male Half-Orc Barbarian 2 / Fighter 4: Medium Humanoid; CR 6; HD 2d12+4d10+18; hp 52; Init +1; Spd 20 ft.; AC 20, touch 11, flat-footed 19 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +6/+10; Atk +13 melee (2d6+10 19-20/x2, Masterwork Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +10, Ref +2, Will +2; Str 19, Dex 12, Con 16, Int 6, Wis 12, Cha 6.

Skills & Feats: Skills; Power Attack, Cleave, Great Cleave, Weapon Focus: (+1 Greatsword), Victor's Luck^{CS}, Weapon Specialization: (Greatsword).^{CS}Complete Scoundrel.

Fast Movement (Ex): A barbarian's land speed is faster than the norm for his race by +10 feet. This benefit applies only when he is wearing no armor, light armor, or medium armor and not carrying a heavy load. Apply this bonus before modifying the barbarian's speed because of any load carried or armor worn.

Illiterate (Ex): Barbarians are the only characters who do not automatically know how to read and write. A barbarian may spend 2 skill points to gain the ability to read and write all languages he is able to speak.

A barbarian who gains a level in any other class automatically gains literacy. Any other character who gains a barbarian level does not lose the literacy he or she already had.

Rage (Ex): A barbarian can fly into a rage a certain number of times per day. In a rage, a barbarian temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2

morale bonus on Will saves, but he takes a -2 penalty to Armor Class. The increase in Constitution increases the barbarian's hit points by 2 points per level, but these hit points go away at the end of the rage when his Constitution score drops back to normal. (These extra hit points are not lost first the way temporary hit points are.) While raging, a barbarian cannot use any Charisma-, Dexterity-, or Intelligence-based skills (except for Balance, Escape Artist, Intimidate, and Ride), the Concentration skill, or any abilities that require patience or concentration, nor can he cast spells or activate magic items that require a command word, a spell trigger (such as a wand), or spell completion (such as a scroll) to function. He can use any feat he has except Combat Expertise, item creation feats, and meta-magic feats. A fit of rage lasts for a number of rounds equal to 3 + the character's (newly improved) Constitution modifier. A barbarian may prematurely end his rage. At the end of the rage, the barbarian loses the rage modifiers and restrictions and becomes fatigued (-2 penalty to Strength, -2 penalty to Dexterity, can't charge or run) for the duration of the current encounter (unless he is a 17th-level barbarian, at which point this limitation no longer applies).

A barbarian can fly into a rage only once per encounter. At 1st level he can use his rage ability once per day. At 4th level and every four levels thereafter, he can use it one additional time per day (to a maximum of six times per day at 20th level). Entering a rage takes no time itself, but a barbarian can do it only during his action, not in response to someone else's action.

Languages: Common, Orc.

Possessions: +1 Full Plate, +1 Greatsword.

Description: The half-orc towers over his comrades and appears to be lost in a far-away gaze. His face is marred with a scar running down the left side of his face, his eye plucked out of his skull, and his left tusk broken off still jagged as if it had happened just recently. His polished armor is dented in several places and apparently has served him well in recent times while a large weapon protrudes over his shoulder encased in a leathered scabbard.

(Raging, 8 Rounds) Ceres, Male Half-Orc Barbarian 2 / Fighter 4: Medium Humanoid; CR 6; HD 2d12+4d10+18; hp 60; Init +1; Spd 20 ft.; AC 18, touch 9, flat-footed 17 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +6/+10; Atk +15 melee (2d6+13 19-20/x2, +1 Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day;

AL CN; SV Fort +12, Ref +2, Will +2; Str 23, Dex 12, Con 20, Int 6, Wis 12, Cha 6.

ENCOUNTER 5

Tiaras, Female Sahuagin Druid 5: Medium Monstrous Humanoid (Aquatic); CR 7; HD 2d8+5d8+14; hp 56; Init +1; Spd 30 ft., Swim 60 ft.; AC 21, touch 12, flat-footed 20 (+1 Dex, +8 Armor, +1 Enhancement, +1 Deflection); Base Atk/Grp: +5/+5; Atk +5 melee (1d4 x2, Talon) or +5 melee (1d4 x2, Bite); Full Atk 4 talons +5 melee (1d4 x2, Talon) and +5 melee (1d4 x2, Bite); SA Blood Frenzy, Rake; SQ Animal Companion, Blindsense, Freshwater Sensitivity, Light Blindness, Nature Sense, Speak with Sharks, Water Dependant, Wild Empathy, Woodland Stride, Trackless Step, Resist Nature's Lure, Wild Shape 1/Day; AL N; SV Fort +7, Ref +5, Will +8; Str 10, Dex 12, Con 14, Int 12, Wis 16, Cha 10.

Skills & Feats: Handle Animal +9, Knowledge: (Nature) +12, Ride +10, Spot +12, Survival +14; Great Fortitude, Multiattack, Spell Focus: (Conjuration), Augment Summoning.

Animal Companion (Ex): A druid may begin play with an animal companion selected from the following list: badger, camel, dire rat, dog, riding dog, eagle, hawk, horse (light or heavy), owl, pony, snake (Small or Medium viper), or wolf. If the campaign takes place wholly or partly in an aquatic environment, the following creatures are also available: porpoise, Medium shark, and squid. This animal is a loyal companion that accompanies the druid on her adventures as appropriate for its kind.

A 1st-level druid's companion is completely typical for its kind except as noted below. As a druid advances in level, the animal's power increases as shown on the table. If a druid releases her companion from service, she may gain a new one by performing a ceremony requiring 24 uninterrupted hours of prayer. This ceremony can also replace an animal companion that has perished.

A druid of 4th level or higher may select from alternative lists of animals. Should she select an animal companion from one of these alternative lists, the creature gains abilities as if the character's druid level were lower than it actually is. Subtract the value indicated in the appropriate list header from the character's druid level and compare the result with the druid level entry on the table to determine the animal companion's powers. (If this adjustment would reduce the druid's effective level to 0 or lower, she can't have that animal as a companion.)

Blindsense (Ex): A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

Blood Frenzy (Ex): Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

Rake (Ex): Attack bonus +2 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

Freshwater Sensitivity (Ex): A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

Nature Sense (Ex): A druid gains a +2 bonus on Knowledge (nature) and Survival checks.

Speak with Sharks (Ex): Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as "food," "danger," and "enemy." Sahuagin can use the Handle Animal skill to befriend and train sharks.

Water Dependent (Ex): Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules).

Wild Empathy (Ex): A druid can improve the attitude of an animal. This ability functions just like a Diplomacy check made to improve the attitude of a person. The druid rolls 1d20 and adds her druid level and her Charisma modifier to determine the wild empathy check result.

The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the druid and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal conditions. Generally, influencing an animal in this way takes 1 minute but, as with influencing people, it might take more or less time. A druid can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a -4 penalty on the check.

Woodland Stride (Ex): Starting at 2nd level, a druid may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas,

and similar terrain) at her normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that have been magically manipulated to impede motion still affect her.

Trackless Step (Ex): Starting at 3rd level, a druid leaves no trail in natural surroundings and cannot be tracked. She may choose to leave a trail if so desired.

Resist Nature's Lure (Ex): Starting at 4th level, a druid gains a +4 bonus on saving throws against the spell-like abilities of fey.

Wild Shape (Su): At 5th level, a druid gains the ability to turn herself into any Small or Medium animal and back again once per day. Her options for new forms include all creatures with the animal type. This ability functions like the alternate form special ability, except as noted here. The effect lasts for 1 hour per druid level, or until she changes back. Changing form (to animal or back) is a standard action and doesn't provoke an attack of opportunity. Each time you use wild shape, you regain lost hit points as if you had rested for a night.

Any gear worn or carried by the druid melds into the new form and becomes nonfunctional. When the druid reverts to her true form, any objects previously melded into the new form reappear in the same location on her body that they previously occupied and are once again functional. Any new items worn in the assumed form fall off and land at the druid's feet.

The form chosen must be that of an animal the druid is familiar with.

A druid loses her ability to speak while in animal form because she is limited to the sounds that a normal, untrained animal can make, but she can communicate normally with other animals of the same general grouping as her new form. (The normal sound a wild parrot makes is a squawk, so changing to this form does not permit speech.)

A druid can use this ability more times per day at 6th, 7th, 10th, 14th, and 18th level, as noted on Table: The Druid. In addition, she gains the ability to take the shape of a Large animal at 8th level, a Tiny animal at 11th level, and a Huge animal at 15th level.

The new form's Hit Dice can't exceed the character's druid level.

At 12th level, a druid becomes able to use wild shape to change into a plant creature with the same size restrictions as for animal forms. (A druid can't use this ability to take the form of a plant that isn't a creature.)

At 16th level, a druid becomes able to use wild shape to change into a Small, Medium, or Large

elemental (air, earth, fire, or water) once per day. These elemental forms are in addition to her normal wild shape usage. In addition to the normal effects of wild shape, the druid gains all the elemental's extraordinary, supernatural, and spell-like abilities. She also gains the elemental's feats for as long as she maintains the wild shape, but she retains her own creature type.

At 18th level, a druid becomes able to assume elemental form twice per day, and at 20th level she can do so three times per day. At 20th level, a druid may use this wild shape ability to change into a Huge elemental.

Languages: Common, Aquan, Sahuagin.

Spells Prepared (5/4/3/2, save DC = 13 + spell level): 0 – *Cure Minor Wounds* x2, *Guidance*, *Read Magic*, *Resistance*; 1st – *Cure Light Wounds* x2, *Magic Fang* x2; 2nd – *Bull's Strength* x2, *Heat Metal*; 3rd – *Call Lightning*, *Cure Moderate Wounds*.

Possessions: +1 Dragon Hide Plate, Cloak of Resistance +1, Ring of Protection +1.

Rend (Animal Companion), Shark: Medium Animal (Aquatic); CR 1; HD 5d8+5; hp 26; Init +3; Spd 60 ft. (Swim); AC 18, touch 13, flat-footed 15 (+3 Dex, +5 Natural); Base Atk/Grp: +5/+7; Atk +8 melee (1d6+2, Bite); Full Atk same; SQ Blindsight, Evasion, Keen Scent, Link, Share Spells; AL N; SV Fort +4, Ref +6, Will +2; Str 14, Dex 16, Con 13, Int 1, Wis 12, Cha 2.

Skills & Feats: Listen +6, Spot +6, Swim +9; Alertness, Weapon Finesse: (Bite).

Tricks: Attack, Guard.

Blindsight (Ex): A shark can locate creatures underwater within a 30-foot radius. This ability works only when the shark is underwater.

Keen Scent (Ex): A shark can notice creatures by scent in a 180-foot radius and detect blood in the water at ranges of up to a mile.

ENCOUNTER 6

Captain Silesia, Male Human Ghost Ranger 3 / Fighter 2 / Assassin 1: Medium Incorporeal Undead; CR 8; HD 6d12; hp 48; Init +3; Spd 30 ft. (Fly, Perfect); AC 22, touch 17, flat-footed 18 (+3 Dex, +3 Deflection, +4 Armor, +1 Enhancement, +1 Shield); Base Atk/Grp: +5/+4; Atk +10 melee (1d6 18-20/x2, +1 Rapier) or +10 melee (1d6 [+1d6 Sneak Attack] 19-20/x2, +1 Short Sword); Full Atk +8 melee (1d6 [+1d6 Sneak Attack] 18-20/x2, +1 Rapier) and +8 melee (1d6 [+1d6 Sneak Attack] 19-20/x2, +1 Short Sword); SA Corrupting Gaze, Corrupting Touch, Draining Touch, Frightful Moan, Horrific Appearance, Malevolence, Manifestation, Telekinesis; SQ Combat Style,

Favored Enemy: (Humanoid), Rejuvenation, Turn Resistance, Wild Empathy; AL NE; SV Fort –, Ref +8, Will +3; Str 8, Dex 16, Con –, Int 12, Wis 14, Cha 16.

Skills & Feats: Jump +8, Diplomacy +12, Disguise +12, Hide +20, Listen +19, Move Silently +20, Profession: (Sailor) +11, Search +18, Spot +19, Survival +11; Weapon Finesse: (Rapier), Weapon Focus: (Rapier), Track, Two-Weapon Fighting, Weapon Finesse: (Short Sword), Weapon Focus: (Rapier), Two-Weapon Defense, Endurance, Combat Reflexes.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Corrupting Gaze (Su): A ghost can blast living beings with a glance, at a range of up to 30 feet. Creatures that meet the ghost's gaze must succeed on a Fortitude Save DC 15 or take 2d10 points of damage and 1d4 points of Charisma damage.

Corrupting Touch (Su): A ghost that hits a living target with its incorporeal touch attack deals 1d6 points of damage. Against ethereal opponents, it adds its Strength modifier to attack and damage rolls. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Favored Enemy, Human (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type.

Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Frightful Moan (Su): A ghost can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours.

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

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to a magic jar spell (caster level 10th or the ghost's Hit Dice, whichever is higher), except that it does not require a receptacle. To use this ability, the ghost must be manifested and it must try move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 15 + ghost's Cha modifier). A creature that successfully saves is immune to that same ghost's malevolence for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost vanishes into the target's body.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon (see Ghostly Equipment, below). A manifested ghost remains partially on the Ethereal Plane, where is it not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

When a spellcasting ghost is not manifested and is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells continue to affect ethereal targets and can affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells don't work on non-ethereal targets.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extra-planar when on either of these planes.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. As a rule, the only way to get rid of a ghost for sure is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require a good deal of research.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this power, it must wait 1d4 rounds before using it again.

Turn Resistance (Ex): A ghost has +4 turn resistance.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Sneak Attack (Ex): This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 every other level (1st, 3rd, 5th, 7th, and 9th). If an assassin gets a sneak

attack bonus from another source the bonuses on damage stack.

Death Attack (Ex): If an assassin studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). While studying the victim, the assassin can undertake other actions so long as his attention stays focused on the target and the target does not detect the assassin or recognize the assassin as an enemy. If the victim of such an attack fails a Fortitude save (DC 10 + the assassin's class level + the assassin's Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per level of the assassin. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if the assassin does not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before he can attempt another death attack.

Poison Use (Ex): Assassins are trained in the use of poison and never risk accidentally poisoning themselves when applying poison to a blade.

Languages: Common, Dwarven, Elven, Orc, Undercommon.

Spells Prepared (1, save DC = 11 + spell level): 1st – ~~True Strike~~.

Possessions: +1 Ghost Touch Rapier, +1 Ghost Touch Short Sword, +1 Mithral Chain.

APPENDIX III – APL 8

ENCOUNTER 2

Harvard, Male Human Ranger 3 / Fighter 2 / Horizon Walker 3: Medium Humanoid; CR 8; HD 3d8+2d10+3d8+16; hp 58; Init +3; Spd 30 ft.; AC 20, touch 13, flat-footed 18 (+3 Dex, +4 Armor, +1 Shield, +1 Enhancement, +1 Natural); Base Atk/Grp: +8/+10; Atk +12 melee (1d6+3 18-20/x2, +1 Rapier) or +12 melee (1d6+3 19-20/x2, +1 Short Sword); Full Atk +12/+5 melee (1d6+3, +1 Rapier) and +12/+5 melee (1d6+2, +1 Short Sword; SQ Favored Enemy (Dwarf), Wild Empathy, Combat Style, Terrain Mastery: (Underground), Terrain Mastery: (), Terrain Mastery: (); AL N; SV Fort +9, Ref +4, Will +3; Str 14, Dex 16, Con 14, Int 12, Wis 12, Cha 8.

Skills & Feats: Balance +14, Escape Artist +14, Heal +6, Hide +18, Knowledge: (Geography) +11, Move Silently +18, Spot +11, Tumble +14; Track, Weapon Finesse: (Rapier), Weapon Finesse: (Short Sword), Two-Weapon Fighting, Two-Weapon Defense, Weapon Focus: (Rapier), Weapon Focus: (Short Sword), Endurance, Improved Two-Weapon Fighting.

Favored Enemy, Dwarf (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Terrain Mastery, Underground (Ex): You have magically adapted to your time in the dark. You have 60-foot darkvision, or 120-foot darkvision if you already had darkvision from another source. You gain a +1 insight bonus on attack and damage rolls against underground creatures.

Terrain Mastery, Marsh (Ex): You have learned to be quieter than whispering rushes; your mystic connection to the marsh grants you a +4 competence bonus on Move Silently checks. You gain +1 insight bonus on attack and damage rolls against marsh creatures.

Terrain Mastery, Forest (Ex): You have an instinctive sense of camouflage from your time among the trees, granting you a +4 competence bonus on Hide checks. You gain a +1 insight bonus on attack and damage rolls against forest creatures.

Languages: Common, Undercommon.

Possessions: +1 Rapier, +1 Short Sword, +1 Mithral Shirt, Cloak of Resistance +1, Amulet of Natural Armor +1, Quaal's Feather Token Whip.

Description: Harvard appears to be the leader and is dressed in dark, greasy leathers. Shoulder length brown hair accentuates his chiseled jaw and the harsh lines of his face show the hard treatment his body has received over the years. Gloved hands rest casually at his side near a matched set of finely crafted weapons.

Armelle, Female Grey Elf Wizard 7: Medium Humanoid; CR 7; HD 7d4+14; hp 45 (+13 hp, *False Life*); Init +6; Spd 30 ft.; AC 21, touch 12, flat-footed 19 (+2 Dex, +4 Armor, +4 *Shield*, +1

Enhancement); Base Atk/Grp: +3/+1; Atk +5 ranged (1d8 19-20/x2, Light Crossbow); Full Atk same; SQ Low-Light Vision, Summon Familiar, Scribe Scroll; AL N; SV Fort +7, Ref +4, Will +6; Str 6, Dex 14, Con 14, Int 21, Wis 12, Cha 8.

Skills & Feats: Concentration +16, Knowledge: (Arcana) +18, Knowledge: (Planes) +18, Spellcraft +18; Combat Casting, Improved Initiative, Scribe Scroll, Extend Spell, Empower Spell.

Summon Familiar (Ex): A wizard can obtain a familiar in exactly the same manner as a sorcerer can.

Languages: Common, Elven, Draconic, Dwarf, Undercommon.

Spells Prepared (4/6/4/3/2, save DC = 15 + spell level): 0 – *Acid Splash* x2, *Ray of Frost* x2; 1st – *Color Spray*, *Magic Missile*, *Obscuring Mist*, *Ray of Enfeeblement* x2, *Shield*; 2nd – *False Life*, *Glitterdust* x2; 3rd – *Haste*, *Empowered Ray of Enfeeblement*, *Slow*; 4th – *Dimension Door*, *Fear*.

Spellbook: 0 – *All Spells*; 1st – *Color Spray*, *Grease*, *Mage Armor*, *Magic Missile*, *Mount*, *Obscuring Mist*, *Ray of Enfeeblement*, *Shield*, *Sleep*; 2nd – *Acid Arrow*, *False Life*, *Glitterdust*, *Scorching Ray*; 3rd – *Fireball*, *Haste*, *Ray of Exhaustion*, *Slow*; 4th – *Dimension Door*, *Fear*.

Possessions: Cloak of Resistance +1, Headband of Intellect +2, +1 Mithral Chain, Quarterstaff, Scroll of Confusion (CL 7), Spellbook, Wand of Magic Missile (CL 3, 50 Charges), 20 Bolts.

Description: This female Grey Elf appears to be the brains of this operation. Wielding a quarterstaff and a light crossbow holstered to her hip she is prepared for the rigors of undercover life. A large spellbook is attached to her belt with a length of chain and is covered in arcane symbols.

Ceres, Male Half-Orc Barbarian 2 / Fighter 6: Medium Humanoid; CR 8; HD 2d12+6d10+24; hp 68; Init +1; Spd 20 ft.; AC 20, touch 11, flat-footed 19 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +8/+12; Atk +15 melee (2d6+13 19-20/x2, +1 Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +11, Ref +3, Will +3; Str 22, Dex 12, Con 16, Int 6, Wis 12, Cha 6.

Skills & Feats: Skills; Power Attack, Cleave, Great Cleave, Weapon Focus: (Greatsword), Victor's Luck^{CS}, Weapon Specialization: (Greatsword), Advantageous Avoidance^{CS}.
^{CS}Complete Scoundrel.

Fast Movement (Ex): A barbarian's land speed is faster than the norm for his race by +10 feet. This benefit applies only when he is wearing no armor, light armor, or medium armor and not

carrying a heavy load. Apply this bonus before modifying the barbarian's speed because of any load carried or armor worn.

Illiterate (Ex): Barbarians are the only characters who do not automatically know how to read and write. A barbarian may spend 2 skill points to gain the ability to read and write all languages he is able to speak.

A barbarian who gains a level in any other class automatically gains literacy. Any other character who gains a barbarian level does not lose the literacy he or she already had.

Rage (Ex): A barbarian can fly into a rage a certain number of times per day. In a rage, a barbarian temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but he takes a -2 penalty to Armor Class. The increase in Constitution increases the barbarian's hit points by 2 points per level, but these hit points go away at the end of the rage when his Constitution score drops back to normal. (These extra hit points are not lost first the way temporary hit points are.) While raging, a barbarian cannot use any Charisma-, Dexterity-, or Intelligence-based skills (except for Balance, Escape Artist, Intimidate, and Ride), the Concentration skill, or any abilities that require patience or concentration, nor can he cast spells or activate magic items that require a command word, a spell trigger (such as a wand), or spell completion (such as a scroll) to function. He can use any feat he has except Combat Expertise, item creation feats, and meta-magic feats. A fit of rage lasts for a number of rounds equal to 3 + the character's (newly improved) Constitution modifier. A barbarian may prematurely end his rage. At the end of the rage, the barbarian loses the rage modifiers and restrictions and becomes fatigued (-2 penalty to Strength, -2 penalty to Dexterity, can't charge or run) for the duration of the current encounter (unless he is a 17th-level barbarian, at which point this limitation no longer applies).

A barbarian can fly into a rage only once per encounter. At 1st level he can use his rage ability once per day. At 4th level and every four levels thereafter, he can use it one additional time per day (to a maximum of six times per day at 20th level). Entering a rage takes no time itself, but a barbarian can do it only during his action, not in response to someone else's action.

Languages: Common, Orc.

Possessions: +1 Full Plate, +1 Greatsword, Gauntlets of Ogre Power.

Description: The half-orc towers over his comrades and appears to be lost in a far-away

gaze. His face is marred with a scar running down the left side of his face, his eye plucked out of his skull, and his left tusk broken off still jagged as if it had happened just recently. His polished armor is dented in several places and apparently has served him well in recent times while a large weapon protrudes over his shoulder encased in a leathered scabbard.

(Raging, 8 Rounds) Ceres, Male Half-Orc Barbarian 2 / Fighter 6: Medium Humanoid; CR 8; HD 2d12+6d10+40; hp 84; Init +1; Spd 20 ft.; AC 18, touch 9, flat-footed 17 (+1 Dex, +8 Armor, +1 Enhancement); Base Atk/Grp: +8/+12; Atk +17 melee (2d6+16 19-20/x2, +1 Greatsword); Full Atk same; SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +13, Ref +3, Will +5; Str 26, Dex 12, Con 20, Int 6, Wis 12, Cha 6.

ENCOUNTER 5

Tiaras, Female Sahuagin Druid 8: Medium Monstrous Humanoid (Aquatic); CR 7; HD 2d8+8d8+20; hp 74; Init +1; Spd 30 ft., Swim 60 ft.; AC 22, touch 12, flat-footed 21 (+1 Dex, +8 Armor, +2 Enhancement, +1 Deflection); Base Atk/Grp: +6/+6; Atk +6/+1 melee (1d4 x2, Talon) or +6/+1 melee (1d4 x2, Bite); Full Atk 4 talons +6 melee (1d4 x2, Talon) and +6 melee (1d4 x2, Bite); SA Blood Frenzy, Rake; SQ Animal Companion, Blindsight, Freshwater Sensitivity, Light Blindness, Nature Sense, Speak with Sharks, Water Dependant, Wild Empathy, Woodland Stride, Trackless Step, Resist Nature's Lure, Wild Shape 3/Day, Wild Shape: (Large); AL N; SV Fort +9, Ref +6, Will +11; Str 10, Dex 12, Con 14, Int 12, Wis 18, Cha 10.

Skills & Feats: Handle Animal +11, Knowledge: (Nature) +14, Ride +12, Spot +15, Survival +17; Great Fortitude, Multiattack, Spell Focus: (Conjuration), Augment Summoning, Natural Spell.

Animal Companion (Ex): A druid may begin play with an animal companion selected from the following list: badger, camel, dire rat, dog, riding dog, eagle, hawk, horse (light or heavy), owl, pony, snake (Small or Medium viper), or wolf. If the campaign takes place wholly or partly in an aquatic environment, the following creatures are also available: porpoise, Medium shark, and squid. This animal is a loyal companion that accompanies the druid on her adventures as appropriate for its kind.

A 1st-level druid's companion is completely typical for its kind except as noted below. As a druid advances in level, the animal's power increases as shown on the table. If a druid

releases her companion from service, she may gain a new one by performing a ceremony requiring 24 uninterrupted hours of prayer. This ceremony can also replace an animal companion that has perished.

A druid of 4th level or higher may select from alternative lists of animals. Should she select an animal companion from one of these alternative lists, the creature gains abilities as if the character's druid level were lower than it actually is. Subtract the value indicated in the appropriate list header from the character's druid level and compare the result with the druid level entry on the table to determine the animal companion's powers. (If this adjustment would reduce the druid's effective level to 0 or lower, she can't have that animal as a companion.)

Blindsight (Ex): A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

Blood Frenzy (Ex): Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

Rake (Ex): Attack bonus +2 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

Freshwater Sensitivity (Ex): A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

Nature Sense (Ex): A druid gains a +2 bonus on Knowledge (nature) and Survival checks.

Speak with Sharks (Ex): Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as "food," "danger," and "enemy." Sahuagin can use the Handle Animal skill to befriend and train sharks.

Water Dependent (Ex): Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules).

Wild Empathy (Ex): A druid can improve the attitude of an animal. This ability functions just like a Diplomacy check made to improve the attitude of a person. The druid rolls 1d20 and adds her druid

level and her Charisma modifier to determine the wild empathy check result.

The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the druid and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal conditions. Generally, influencing an animal in this way takes 1 minute but, as with influencing people, it might take more or less time. A druid can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a -4 penalty on the check.

Woodland Stride (Ex): Starting at 2nd level, a druid may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that have been magically manipulated to impede motion still affect her.

Trackless Step (Ex): Starting at 3rd level, a druid leaves no trail in natural surroundings and cannot be tracked. She may choose to leave a trail if so desired.

Resist Nature's Lure (Ex): Starting at 4th level, a druid gains a +4 bonus on saving throws against the spell-like abilities of fey.

Wild Shape (Su): At 5th level, a druid gains the ability to turn herself into any Small or Medium animal and back again once per day. Her options for new forms include all creatures with the animal type. This ability functions like the alternate form special ability, except as noted here. The effect lasts for 1 hour per druid level, or until she changes back. Changing form (to animal or back) is a standard action and doesn't provoke an attack of opportunity. Each time you use wild shape, you regain lost hit points as if you had rested for a night.

Any gear worn or carried by the druid melds into the new form and becomes nonfunctional. When the druid reverts to her true form, any objects previously melded into the new form reappear in the same location on her body that they previously occupied and are once again functional. Any new items worn in the assumed form fall off and land at the druid's feet.

The form chosen must be that of an animal the druid is familiar with.

A druid loses her ability to speak while in animal form because she is limited to the sounds that a normal, untrained animal can make, but she can communicate normally with other animals of the same general grouping as her new form. (The

normal sound a wild parrot makes is a squawk, so changing to this form does not permit speech.)

A druid can use this ability more times per day at 6th, 7th, 10th, 14th, and 18th level, as noted on Table: The Druid. In addition, she gains the ability to take the shape of a Large animal at 8th level, a Tiny animal at 11th level, and a Huge animal at 15th level.

The new form's Hit Dice can't exceed the character's druid level.

At 12th level, a druid becomes able to use wild shape to change into a plant creature with the same size restrictions as for animal forms. (A druid can't use this ability to take the form of a plant that isn't a creature.)

At 16th level, a druid becomes able to use wild shape to change into a Small, Medium, or Large elemental (air, earth, fire, or water) once per day. These elemental forms are in addition to her normal wild shape usage. In addition to the normal effects of wild shape, the druid gains all the elemental's extraordinary, supernatural, and spell-like abilities. She also gains the elemental's feats for as long as she maintains the wild shape, but she retains her own creature type.

At 18th level, a druid becomes able to assume elemental form twice per day, and at 20th level she can do so three times per day. At 20th level, a druid may use this wild shape ability to change into a Huge elemental.

Languages: Common, Aquan, Sahuagin.

Spells Prepared (6/5/4/4/3, save DC = 14 + spell level): 0 – *Cure Minor Wounds* x2, *Guidance*, *Read Magic*, *Resistance* x2; 1st – *Cure Light Wounds* x3, *Magic Fang* x2; 2nd – *Bull's Strength* x2, *Heat Metal*, *Warp Wood*; 3rd – *Call Lightning*, *Cure Moderate Wounds*, *Fog Cloud*, *Poison*; 4th – *Dispel Magic*, *Flame Strike*, *Freedom of Movement*.

Possessions: +2 Dragon Hide Plate, Cloak of Resistance +1, Ring of Protection +1.

Rend (Animal Companion), Shark: Large Animal (Aquatic); CR 1; HD 7d8+7; hp 36; Init +7; Spd 60 ft. (Swim); AC 20, touch 13, flat-footed 17 (+3 Dex, +7 Natural); Base Atk/Grp: +7/+9; Atk +9 melee (1d8+2, Bite; Full Atk same; SQ Blindsight, Devotion, Evasion, Keen Scent, Link, Share Spells; AL N; SV Fort +8, Ref +8, Will +3; Str 15, Dex 17, Con 13, Int 1, Wis 12, Cha 2.

Skills & Feats: Listen +8, Spot +7, Swim +11; Alertness, Weapon Finesse: (Bite), Improved Initiative.

Tricks: Attack, Guard, Defend.

Blindsense (Ex): A shark can locate creatures underwater within a 30-foot radius. This ability works only when the shark is underwater.

Keen Scent (Ex): A shark can notice creatures by scent in a 180-foot radius and detect blood in the water at ranges of up to a mile.

ENCOUNTER 6

Captain Silesia, Male Human Ghost Ranger 3 / Fighter 2 / Assassin 3 / Rogue 2: Medium Incorporeal Undead; CR 12; HD 10d12; hp 72; Init +4; Spd 30 ft. (Fly, Perfect); AC 24, touch 18, flat-footed 24 (+4 Dex, +3 Deflection, +4 Armor, +2 Enhancement, +1 Shield); Base Atk/Grp: +8/+7; Atk +13 melee (1d6 [+3d6 Sneak Attack] 15-20/x2, +1 Rapier) or +13 melee (1d6 [+3d6 Sneak Attack] 19-20/x2, +1 Short Sword); Full Atk +11/+6 melee (1d6 [+3d6 Sneak Attack] 15-20/x2, +1 Rapier) and +11 melee (1d6 [+3d6 Sneak Attack] 19-20/x2, +1 Short Sword); SA Corrupting Gaze, Corrupting Touch, Draining Touch, Evasion, Frightful Moan, Horrific Appearance, Malevolence, Manifestation, Telekinesis; SQ Combat Style, Favored Enemy: (Humanoid), Rejuvenation, Trapfinding, Turn Resistance, Uncanny Dodge, Wild Empathy; AL NE; SV Fort –, Ref +13, Will +4; Str 8, Dex 18, Con –, Int 14, Wis 14, Cha 17.

Skills & Feats: Jump +12, Diplomacy +16, Disguise +17, Hide +25, Listen +23, Move Silently +25, Profession: (Sailor) +15, Search +23, Spot +23, Survival +15; Weapon Finesse: (Rapier), Weapon Focus: (Rapier), Track, Two-Weapon Fighting, Weapon Finesse: (Short Sword), Weapon Focus: (Rapier), Two-Weapon Defense, Endurance, Improved Feint, Improved Critical: (Rapier).

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Corrupting Gaze (Su): A ghost can blast living beings with a glance, at a range of up to 30

feet. Creatures that meet the ghost's gaze must succeed on a Fortitude Save DC 15 or take 2d10 points of damage and 1d4 points of Charisma damage.

Corrupting Touch (Su): A ghost that hits a living target with its incorporeal touch attack deals 1d6 points of damage. Against ethereal opponents, it adds its Strength modifier to attack and damage rolls. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Favored Enemy, Human (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Frightful Moan (Su): A ghost can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours.

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

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to a magic jar spell (caster level 10th or the ghost's Hit Dice, whichever is higher), except that it does not require a receptacle. To use this ability, the ghost must be manifested and it must try move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 15 + ghost's Cha modifier). A creature that successfully saves is immune to that same ghost's

malevolence for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost vanishes into the target's body.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon (see Ghostly Equipment, below). A manifested ghost remains partially on the Ethereal Plane, where it is not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

When a spellcasting ghost is not manifested and is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells continue to affect ethereal targets and can affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells don't work on non-ethereal targets.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extra-planar when on either of these planes.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. As a rule, the only way to get rid of a ghost for sure is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require a good deal of research.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this power, it must wait 1d4 rounds before using it again.

Turn Resistance (Ex): A ghost has +4 turn resistance.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Sneak Attack (Ex): This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 every other level (1st, 3rd, 5th, 7th, and 9th). If an assassin gets a sneak attack bonus from another source the bonuses on damage stack.

Death Attack (Ex): If an assassin studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). While studying the victim, the assassin can undertake other actions so long as his attention stays focused on the target and the target does not detect the assassin or recognize the assassin as an enemy. If the victim of such an attack fails a Fortitude save (DC 10 + the assassin's class level + the assassin's Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per level of the assassin. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if the assassin does not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before he can attempt another death attack.

Poison Use (Ex): Assassins are trained in the use of poison and never risk accidentally poisoning themselves when applying poison to a blade.

Uncanny Dodge (Ex): Starting at 2nd level, an assassin retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

If a character gains uncanny dodge from a second class the character automatically gains improved uncanny dodge (see below).

Languages: Common, Dwarven, Elven, Orc, Undercommon.

Spells Prepared (3/1, save DC = 12 + spell level): 1st – *Obscuring Mist*, *True Strike*, ~~*True Strike*~~; 2nd – *Invisibility*.

Possessions: +1 Ghost Touch Rapier, +1 Ghost Touch Short Sword, +2 Glamerd Mithral Chain, Headband of Intellect +2, Gloves of Dexterity +2.

APPENDIX IV – APL 10

ENCOUNTER 2

Harvard, Male Human Ranger 3 / Fighter 2 / Horizon Walker 5: Medium Humanoid; CR 10; HD 3d8+2d10+5d8+20; hp 70; Init +4; Spd 30 ft.; AC 22, touch 15, flat-footed 17 (+4 Dex, +4 Armor, +1 Shield, +1 Enhancement, +1 Natural, +1 Deflection); Base Atk/Grp: +10/+12; Atk +16 melee (1d6+3 18-20/x2, +1 Rapier) or +16 melee (1d6+3 17-20/x2, +1 Short Sword); Full Atk +16/+9 melee (1d6+3 18-20/x2, +1 Rapier) and +16/+9 melee (1d6+2 17-20/x2, +1 Short Sword; SQ Favored Enemy (Dwarf), Wild Empathy, Combat Style, Terrain Mastery: (Underground), Terrain Mastery: (Marsh), Terrain Mastery: (Forest), Terrain Mastery: (Plains), Terrain Mastery: (Hills); AL N; SV Fort +10, Ref +5, Will +3; Str 14, Dex 18, Con 14, Int 12, Wis 12, Cha 8.

Skills & Feats: Balance +17, Escape Artist +17, Heal +6, Hide +21, Knowledge: (Geography) +13, Listen +18, Move Silently +21, Spot +18, Tumble +17; Track, Weapon Finesse: (Rapier), Weapon Finesse: (Short Sword), Two-Weapon Fighting, Two-Weapon Defense, Weapon Focus: (Rapier), Weapon Focus: (Short Sword), Endurance, Improved Two-Weapon Fighting, Improved Critical: (Short Sword).

Favored Enemy, Dwarf (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Terrain Mastery, Underground (Ex): You have magically adapted to your time in the dark. You have 60-foot darkvision, or 120-foot darkvision if you already had darkvision from another source. You gain a +1 insight bonus on attack and damage rolls against underground creatures.

Terrain Mastery, Marsh (Ex): You have learned to be quieter than whispering rushes; your mystic connection to the marsh grants you a +4 competence bonus on Move Silently checks. You gain +1 insight bonus on attack and damage rolls against marsh creatures.

Terrain Mastery, Forest (Ex): You have an instinctive sense of camouflage from your time among the trees, granting you a +4 competence bonus on Hide checks. You gain a +1 insight bonus on attack and damage rolls against forest creatures.

Terrain Mastery, Plains (Ex): The wide open spaces have sharpened your eyes, granting you a +4 competence bonus on Spot checks. You gain a +1 insight bonus on attack and damage rolls against plains creatures.

Terrain Mastery, Hills (Ex): The faintest echoes may their way to your ears, granting you a +4 competence bonus on Listen checks. You gain a +1 insight bonus on attack and damage rolls against hill creatures.

Languages: Common, Undercommon.

Possessions: +1 Rapier, +1 Short Sword, +1 Mithral Shirt, Cloak of Resistance +1, Amulet of Natural Armor +1, Gloves of Dexterity +2, Ring of Protection +1, Quaal's Feather Token Whip.

Description: Harvard appears to be the leader and is dressed in dark, greasy leathers. Shoulder length brown hair accentuates his chiseled jaw and the harsh lines of his face show the hard treatment his body has received over the years. Gloved hands rest casually at his side near a matched set of finely crafted weapons.

Armelle, Female Grey Elf Wizard 9: Medium Humanoid; CR 9; HD 9d4+18; hp 55 (+15 hp, *False Life*); Init +6; Spd 30 ft.; AC 21, touch 12, flat-footed 19 (+2 Dex, +4 Armor, +4 *Shield*, +1 Enhancement); Base Atk/Grp: +2/+0; Atk +4 ranged (1d8 19-20/x2, Light Crossbow); Full Atk same; SQ Low-Light Vision, Summon Familiar, Scribe Scroll; AL N; SV Fort +8, Ref +5, Will +7; Str 6, Dex 14, Con 14, Int 24, Wis 12, Cha 8.

Skills & Feats: Concentration +18, Knowledge: (Arcana) +20, Knowledge: (Planes) +20, Spellcraft +20; Combat Casting, Improved Initiative, Scribe Scroll, Extend Spell, Empower Spell.

Summon Familiar (Ex): A wizard can obtain a familiar in exactly the same manner as a sorcerer can.

Languages: Common, Elven, Draconic, Dwarf, Undercommon.

Spells Prepared (4/7/6/5/4/2, save DC = 17 + spell level): 0 – *Acid Splash* x2, *Ray of Frost* x2; 1st – *Magic Missile* x3, *Obscuring Mist*, *Ray of Enfeeblement* x2, *Shield*; 2nd – ~~*False Life*~~, *Glitterdust* x2; 3rd – *Haste*, *Empowered Ray of Enfeeblement*, *Slow*; 4th – *Confusion*, *Dimension Door*, *Enervation* x2; 5th – *Dominate Person*, *Feeblemind*.

Spellbook: 0 – *All Spells*; 1st – *Color Spray*, *Grease*, *Mage Armor*, *Magic Missile*, *Mount*, *Obscuring Mist*, *Ray of Enfeeblement*, *Shield*, *Sleep*; 2nd – *Acid Arrow*, *False Life*, *Glitterdust*, *Scorching Ray*; 3rd – *Fireball*, *Haste*, *Ray of Exhaustion*, *Slow*; 4th – *Confusion*, *Dimension Door*, *Enervation*, *Fear*; 5th – *Dominate Person*, *Feeblemind*.

Possessions: Cloak of Resistance +1, Headband of Intellect +4, +1 Mithral Chain, Quarterstaff, Scroll of Confusion (CL 7), Spellbook, Wand of Magic Missile (CL 3, 50 Charges), 20 Bolts.

Description: This female Grey Elf appears to be the brains of this operation. Wielding a quarterstaff and a light crossbow holstered to her hip she is prepared for the rigors of undercover

life. A large spellbook is attached to her belt with a length of chain and is covered in arcane symbols.

Ceres, Male Half-Orc Barbarian 2 / Fighter 8: Medium Humanoid; CR 10; HD 2d12+8d10+30; hp 84; Init +1; Spd 20 ft.; AC 21, touch 11, flat-footed 20 (+1 Dex, +8 Armor, +2 Enhancement); Base Atk/Grp: +10/+16; Atk +20 melee (2d6+15 19-20/x2, +2 Greatsword); Full Atk +20/+15 (2d6+15); SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +12, Ref +3, Will +3; Str 22, Dex 12, Con 16, Int 6, Wis 12, Cha 6.

Skills & Feats: Skills; Power Attack, Cleave, Great Cleave, Weapon Focus: (Greatsword), Victor's Luck^{CS}, Weapon Specialization: (Greatsword), Advantageous Avoidance^{CS}, Greater Weapon Focus: (Greatsword).
^{CS}Complete Scoundrel.

Fast Movement (Ex): A barbarian's land speed is faster than the norm for his race by +10 feet. This benefit applies only when he is wearing no armor, light armor, or medium armor and not carrying a heavy load. Apply this bonus before modifying the barbarian's speed because of any load carried or armor worn.

Illiterate (Ex): Barbarians are the only characters who do not automatically know how to read and write. A barbarian may spend 2 skill points to gain the ability to read and write all languages he is able to speak.

A barbarian who gains a level in any other class automatically gains literacy. Any other character who gains a barbarian level does not lose the literacy he or she already had.

Rage (Ex): A barbarian can fly into a rage a certain number of times per day. In a rage, a barbarian temporarily gains a +4 bonus to Strength, a +4 bonus to Constitution, and a +2 morale bonus on Will saves, but he takes a -2 penalty to Armor Class. The increase in Constitution increases the barbarian's hit points by 2 points per level, but these hit points go away at the end of the rage when his Constitution score drops back to normal. (These extra hit points are not lost first the way temporary hit points are.) While raging, a barbarian cannot use any Charisma-, Dexterity-, or Intelligence-based skills (except for Balance, Escape Artist, Intimidate, and Ride), the Concentration skill, or any abilities that require patience or concentration, nor can he cast spells or activate magic items that require a command word, a spell trigger (such as a wand), or spell completion (such as a scroll) to function. He can use any feat he has except Combat Expertise, item creation feats, and meta-magic feats. A fit of rage lasts for a number of rounds

equal to 3 + the character's (newly improved) Constitution modifier. A barbarian may prematurely end his rage. At the end of the rage, the barbarian loses the rage modifiers and restrictions and becomes fatigued (-2 penalty to Strength, -2 penalty to Dexterity, can't charge or run) for the duration of the current encounter (unless he is a 17th-level barbarian, at which point this limitation no longer applies).

A barbarian can fly into a rage only once per encounter. At 1st level he can use his rage ability once per day. At 4th level and every four levels thereafter, he can use it one additional time per day (to a maximum of six times per day at 20th level). Entering a rage takes no time itself, but a barbarian can do it only during his action, not in response to someone else's action.

Languages: Common, Orc.

Possessions: +2 Full Plate, +2 Greatsword, Gauntlets of Ogre Power.

Description: The half-orc towers over his comrades and appears to be lost in a far-away gaze. His face is marred with a scar running down the left side of his face, his eye plucked out of his skull, and his left tusk broken off still jagged as if it had happened just recently. His polished armor is dented in several places and apparently has served him well in recent times while a large weapon protrudes over his shoulder encased in a leathered scabbard.

(Raging, 8 Rounds) Ceres, Male Half-Orc Barbarian 2 / Fighter 8: Medium Humanoid; CR 10; HD 2d12+8d10+33; hp 107; Init +1; Spd 20 ft.; AC 19, touch 9, flat-footed 18 (+1 Dex, +8 Armor, +2 Enhancement); Base Atk/Grp: +10/+16; Atk +22 melee (2d6+18 19-20/x2, +2 Greatsword); Full Atk +22/+17 (2d6+18); SQ Fast Movement, Illiterate, Rage 1/Day; AL CN; SV Fort +12, Ref +3, Will +3; Str 26, Dex 12, Con 20, Int 6, Wis 12, Cha 6.

ENCOUNTER 5

Tiaras, Female Sahuagin Druid 11: Medium Monstrous Humanoid (Aquatic); CR 13; HD 2d8+11d8+26; hp 92; Init +1; Spd 30 ft., Swim 60 ft.; AC 21, touch 12, flat-footed 20 (+1 Dex, +8 Armor, +1 Enhancement, +1 Deflection); Base Atk/Grp: +8/+8; Atk +8/+3 melee (1d4 x2, Talon) or +6/+1 melee (1d4 x2, Bite); Full Atk 4 talons +8 melee (1d4 x2, Talon) and +8 melee (1d4 x2, Bite); SA Blood Frenzy, Rake; SQ Animal Companion, Blindsight, Freshwater Sensitivity, Light Blindness, Nature Sense, Speak with Sharks, Water Dependence, Wild Empathy, Woodland Stride, Trackless Step, Resist Nature's

Lure, Venom Immunity, Wild Shape 4/Day, Wild Shape: (Large), Wild Shape: (Tiny); AL N; SV Fort +10, Ref +7, Will +12; Str 10, Dex 12, Con 14, Int 12, Wis 19, Cha 10.

Skills & Feats: Handle Animal +13, Knowledge: (Nature) +16, Ride +14, Spot +17, Survival +19; Great Fortitude, Multiattack, Spell Focus: (Conjuration), Augment Summoning, Natural Spell, Toughness.

Animal Companion (Ex): A druid may begin play with an animal companion selected from the following list: badger, camel, dire rat, dog, riding dog, eagle, hawk, horse (light or heavy), owl, pony, snake (Small or Medium viper), or wolf. If the campaign takes place wholly or partly in an aquatic environment, the following creatures are also available: porpoise, Medium shark, and squid. This animal is a loyal companion that accompanies the druid on her adventures as appropriate for its kind.

A 1st-level druid's companion is completely typical for its kind except as noted below. As a druid advances in level, the animal's power increases as shown on the table. If a druid releases her companion from service, she may gain a new one by performing a ceremony requiring 24 uninterrupted hours of prayer. This ceremony can also replace an animal companion that has perished.

A druid of 4th level or higher may select from alternative lists of animals. Should she select an animal companion from one of these alternative lists, the creature gains abilities as if the character's druid level were lower than it actually is. Subtract the value indicated in the appropriate list header from the character's druid level and compare the result with the druid level entry on the table to determine the animal companion's powers. (If this adjustment would reduce the druid's effective level to 0 or lower, she can't have that animal as a companion.)

Blindsight (Ex): A sahuagin can locate creatures underwater within a 30-foot radius. This ability works only when the sahuagin is underwater.

Blood Frenzy (Ex): Once per day a sahuagin that takes damage in combat can fly into a frenzy in the following round, clawing and biting madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and takes a -2 penalty to Armor Class. A sahuagin cannot end its frenzy voluntarily.

Rake (Ex): Attack bonus +2 melee, damage 1d4+1. A sahuagin also gains two rake attacks when it attacks while swimming.

Freshwater Sensitivity (Ex): A sahuagin fully immersed in fresh water must succeed on a DC 15 Fortitude save or become fatigued. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed.

Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds sahuagin for round. On subsequent rounds, they are dazzled while operating in bright light.

Nature Sense (Ex): A druid gains a +2 bonus on Knowledge (nature) and Survival checks.

Speak with Sharks (Ex): Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as "food," "danger," and "enemy." Sahuagin can use the Handle Animal skill to befriend and train sharks.

Water Dependent (Ex): Sahuagin can survive out of the water for 1 hour per 2 points of Constitution (after that, refer to the drowning rules).

Wild Empathy (Ex): A druid can improve the attitude of an animal. This ability functions just like a Diplomacy check made to improve the attitude of a person. The druid rolls 1d20 and adds her druid level and her Charisma modifier to determine the wild empathy check result.

The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the druid and the animal must be able to study each other, which means that they must be within 30 feet of one another under normal conditions. Generally, influencing an animal in this way takes 1 minute but, as with influencing people, it might take more or less time. A druid can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but she takes a -4 penalty on the check.

Woodland Stride (Ex): Starting at 2nd level, a druid may move through any sort of undergrowth (such as natural thorns, briars, overgrown areas, and similar terrain) at her normal speed and without taking damage or suffering any other impairment. However, thorns, briars, and overgrown areas that have been magically manipulated to impede motion still affect her.

Trackless Step (Ex): Starting at 3rd level, a druid leaves no trail in natural surroundings and cannot be tracked. She may choose to leave a trail if so desired.

Resist Nature's Lure (Ex): Starting at 4th level, a druid gains a +4 bonus on saving throws against the spell-like abilities of fey.

Wild Shape (Su): At 5th level, a druid gains the ability to turn herself into any Small or Medium

animal and back again once per day. Her options for new forms include all creatures with the animal type. This ability functions like the alternate form special ability, except as noted here. The effect lasts for 1 hour per druid level, or until she changes back. Changing form (to animal or back) is a standard action and doesn't provoke an attack of opportunity. Each time you use wild shape, you regain lost hit points as if you had rested for a night.

Any gear worn or carried by the druid melds into the new form and becomes nonfunctional. When the druid reverts to her true form, any objects previously melded into the new form reappear in the same location on her body that they previously occupied and are once again functional. Any new items worn in the assumed form fall off and land at the druid's feet.

The form chosen must be that of an animal the druid is familiar with.

A druid loses her ability to speak while in animal form because she is limited to the sounds that a normal, untrained animal can make, but she can communicate normally with other animals of the same general grouping as her new form. (The normal sound a wild parrot makes is a squawk, so changing to this form does not permit speech.)

A druid can use this ability more times per day at 6th, 7th, 10th, 14th, and 18th level, as noted on Table: The Druid. In addition, she gains the ability to take the shape of a Large animal at 8th level, a Tiny animal at 11th level, and a Huge animal at 15th level.

The new form's Hit Dice can't exceed the character's druid level.

At 12th level, a druid becomes able to use wild shape to change into a plant creature with the same size restrictions as for animal forms. (A druid can't use this ability to take the form of a plant that isn't a creature.)

At 16th level, a druid becomes able to use wild shape to change into a Small, Medium, or Large elemental (air, earth, fire, or water) once per day. These elemental forms are in addition to her normal wild shape usage. In addition to the normal effects of wild shape, the druid gains all the elemental's extraordinary, supernatural, and spell-like abilities. She also gains the elemental's feats for as long as she maintains the wild shape, but she retains her own creature type.

At 18th level, a druid becomes able to assume elemental form twice per day, and at 20th level she can do so three times per day. At 20th level, a druid may use this wild shape ability to change into a Huge elemental.

Venom Immunity (Ex): At 9th level, a druid gains immunity to all poisons.

Languages: Common, Aquan, Sahuagin.

Spells Prepared (6/6/5/5/4/3/2, save DC = 14 + spell level): 0 – *Cure Minor Wounds* x2, *Guidance*, *Read Magic*, *Resistance* x2; 1st – *Cure Light Wounds* x4, *Magic Fang* x2; 2nd – *Bull's Strength* x2, *Heat Metal* x2, *Warp Wood*; 3rd – *Call Lightning*, *Cure Moderate Wounds* x2, *Fog Cloud*, *Poison*; 4th – *Dispel Magic*, *Flame Strike* x2, *Freedom of Movement*; 5th – *Animal Growth* x2, *Baleful Polymorph*, ~~*Stone Skin*~~.

Possessions: +1 Wild Dragon Hide Plate, Cloak of Resistance +1, Ring of Protection +1.

(Wild Shape, 11 Hours), Tiaras: Large Animal (Aquatic); CR 13; HD 2d8+11d8+26; hp 92; Init +1; Spd Swim 60 ft.; AC 25, touch 12, flat-footed 23 (+1 Dex, +8 Armor, +1 Enhancement, +1 Deflection, +4 Natural); Base Atk/Grp: +8/+8; Atk +11/+6 melee (1d8+3 x2, Bite); Full same; SQ Animal Companion, Blindsense, Freshwater Sensitivity, Light Blindness, Nature Sense, Speak with Sharks, Water Dependant, Wild Empathy, Woodland Stride, Trackless Step, Resist Nature's Lure, Venom Immunity, Wild Shape 4/Day, Wild Shape: (Large), Wild Shape: (Tiny); AL N; SV Fort +10, Ref +8, Will +12; Str 17, Dex 15, Con 14, Int 12, Wis 19, Cha 10.

Rend (Animal Companion), Shark: Large Animal (Aquatic); CR 1; HD 9d8+9; hp 44; Init +7; Spd 60 ft. (Swim); AC 23, touch 14, flat-footed 19 (+4 Dex, +9 Natural); Base Atk/Grp: +7/+9; Atk +11 melee (1d8+3, Bite); Full Atk same; SQ Blindsense, Devotion, Evasion, Keen Scent, Link, Share Spells, Multiattack; AL N; SV Fort +8, Ref +8, Will +3; Str 16, Dex 18, Con 13, Int 1, Wis 12, Cha 2.

Skills & Feats: Listen +8, Spot +7, Swim +11; Alertness, Weapon Finesse: (Bite), Improved Initiative.

Tricks: Attack, Guard, Defend.

Blindsense (Ex): A shark can locate creatures underwater within a 30-foot radius. This ability works only when the shark is underwater.

Keen Scent (Ex): A shark can notice creatures by scent in a 180-foot radius and detect blood in the water at ranges of up to a mile.

ENCOUNTER 6

Captain Silesia, Male Human Ghost Ranger 3 / Fighter 2 / Assassin 5 / Rogue 2: Medium Incorporeal Undead; CR 14; HD 12d12; hp 95 (*False Life*); Init +4; Spd 30 ft. (Fly, Perfect); AC 25, touch 19, flat-footed 25 (+4 Dex, +4 Deflection, +4 Armor, +2 Enhancement, +1 Shield); Base

Atk/Grp: +9/+8; Atk +14 melee (1d6 [+4d6 Sneak Attack] 15-20/x2, +1 Rapier) or +14 melee (1d6 [+4d6 Sneak Attack] 17-20/x2, +1 Short Sword); Full Atk +12/+7 melee (1d6 [+4d6 Sneak Attack] 15-20/x2, +1 Rapier) and +12 melee (1d6 [+4d6 Sneak Attack] 17-20/x2, +1 Short Sword); SA Corrupting Gaze, Corrupting Touch, Draining Touch, Evasion, Frightful Moan, Horrific Appearance, Malevolence, Manifestation, Telekinesis; SQ Combat Style, Favored Enemy: (Humanoid), Rejuvenation, Trapfinding, Turn Resistance, Uncanny Dodge, Improved Uncanny Dodge, Wild Empathy; AL NE; SV Fort –, Ref +13, Will +4; Str 8, Dex 18, Con –, Int 14, Wis 14, Cha 18.

Skills & Feats: Jump +16, Diplomacy +21, Disguise +21, Escape Artist +29, Hide +33, Listen +27, Move Silently +33, Profession: (Sailor) +20, Search +27, Spot +27, Survival +20; Weapon Finesse: (Rapier), Weapon Focus: (Rapier), Track, Two-Weapon Fighting, Weapon Finesse: (Short Sword), Weapon Focus: (Rapier), Two-Weapon Defense, Endurance, Improved Feint, Improved Critical: (Rapier), Improved Critical: (Short Sword).

Combat Style (Ex): At 2nd level, a ranger must select one of two combat styles to pursue: archery or two-weapon combat. This choice affects the character's class features but does not restrict his selection of feats or special abilities in any way.

If the ranger selects archery, he is treated as having the Rapid Shot feat, even if he does not have the normal prerequisites for that feat.

If the ranger selects two-weapon combat, he is treated as having the Two-Weapon Fighting feat, even if he does not have the normal prerequisites for that feat.

The benefits of the ranger's chosen style apply only when he wears light or no armor. He loses all benefits of his combat style when wearing medium or heavy armor.

Corrupting Gaze (Su): A ghost can blast living beings with a glance, at a range of up to 30 feet. Creatures that meet the ghost's gaze must succeed on a Fortitude Save DC 15 or take 2d10 points of damage and 1d4 points of Charisma damage.

Corrupting Touch (Su): A ghost that hits a living target with its incorporeal touch attack deals 1d6 points of damage. Against ethereal opponents, it adds its Strength modifier to attack and damage rolls. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Draining Touch (Su): A ghost that hits a living target with its incorporeal touch attack drains 1d4 points from any one ability score it selects. On each such successful attack, the ghost heals 5 points of damage to itself. Against ethereal opponents, it adds its Strength modifier to attack rolls only. Against non-ethereal opponents, it adds its Dexterity modifier to attack rolls only.

Favored Enemy, Human (Ex): At 1st level, a ranger may select a type of creature from among those given on Table: Ranger Favored Enemies. The ranger gains a +2 bonus on Bluff, Listen, Sense Motive, Spot, and Survival checks when using these skills against creatures of this type. Likewise, he gets a +2 bonus on weapon damage rolls against such creatures.

Frightful Moan (Su): A ghost can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours.

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

Malevolence (Su): Once per round, an ethereal ghost can merge its body with a creature on the Material Plane. This ability is similar to a magic jar spell (caster level 10th or the ghost's Hit Dice, whichever is higher), except that it does not require a receptacle. To use this ability, the ghost must be manifested and it must try move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 15 + ghost's Cha modifier). A creature that successfully saves is immune to that same ghost's malevolence for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost vanishes into the target's body.

Manifestation (Su): Every ghost has this ability. A ghost dwells on the Ethereal Plane and, as an ethereal creature, it cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic

weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon (see Ghostly Equipment, below). A manifested ghost remains partially on the Ethereal Plane, where is it not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

When a spellcasting ghost is not manifested and is on the Ethereal Plane, its spells cannot affect targets on the Material Plane, but they work normally against ethereal targets. When a spellcasting ghost manifests, its spells continue to affect ethereal targets and can affect targets on the Material Plane normally unless the spells rely on touch. A manifested ghost's touch spells don't work on non-ethereal targets.

A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extra-planar when on either of these planes.

Rejuvenation (Su): In most cases, it's difficult to destroy a ghost through simple combat: The "destroyed" spirit will often restore itself in 2d4 days. Even the most powerful spells are usually only temporary solutions. A ghost that would otherwise be destroyed returns to its old haunts with a successful level check (1d20 + ghost's HD) against DC 16. As a rule, the only way to get rid of a ghost for sure is to determine the reason for its existence and set right whatever prevents it from resting in peace. The exact means varies with each spirit and may require a good deal of research.

Telekinesis (Su): A ghost can use telekinesis as a standard action (caster level 12th or equal to the ghost's HD, whichever is higher). When a ghost uses this power, it must wait 1d4 rounds before using it again.

Turn Resistance (Ex): A ghost has +4 turn resistance.

Wild Empathy (Ex): A ranger can improve the attitude of an animal. This ability functions just like a Diplomacy check to improve the attitude of a person. The ranger rolls 1d20 and adds his ranger level and his Charisma modifier to determine the wild empathy check result. The typical domestic animal has a starting attitude of indifferent, while wild animals are usually unfriendly.

To use wild empathy, the ranger and the animal must be able to study each other, which

means that they must be within 30 feet of one another under normal visibility conditions. Generally, influencing an animal in this way takes 1 minute, but, as with influencing people, it might take more or less time.

The ranger can also use this ability to influence a magical beast with an Intelligence score of 1 or 2, but he takes a -4 penalty on the check.

Sneak Attack (Ex): This is exactly like the rogue ability of the same name. The extra damage dealt increases by +1d6 every other level (1st, 3rd, 5th, 7th, and 9th). If an assassin gets a sneak attack bonus from another source the bonuses on damage stack.

Death Attack (Ex): If an assassin studies his victim for 3 rounds and then makes a sneak attack with a melee weapon that successfully deals damage, the sneak attack has the additional effect of possibly either paralyzing or killing the target (assassin's choice). While studying the victim, the assassin can undertake other actions so long as his attention stays focused on the target and the target does not detect the assassin or recognize the assassin as an enemy. If the victim of such an attack fails a Fortitude save (DC 10 + the assassin's class level + the assassin's Int modifier) against the kill effect, she dies. If the saving throw fails against the paralysis effect, the victim is rendered helpless and unable to act for 1d6 rounds plus 1 round per level of the assassin. If the victim's saving throw succeeds, the attack is just a normal sneak attack. Once the assassin has completed the 3 rounds of study, he must make the death attack within the next 3 rounds.

If a death attack is attempted and fails (the victim makes her save) or if the assassin does not launch the attack within 3 rounds of completing the study, 3 new rounds of study are required before he can attempt another death attack.

Poison Use (Ex): Assassins are trained in the use of poison and never risk accidentally poisoning themselves when applying poison to a blade.

Uncanny Dodge (Ex): Starting at 2nd level, an assassin retains his Dexterity bonus to AC (if any) regardless of being caught flat-footed or struck by an invisible attacker. (He still loses any Dexterity bonus to AC if immobilized.)

If a character gains uncanny dodge from a second class the character automatically gains improved uncanny dodge (see below).

Improved Uncanny Dodge (Ex): At 5th level, an assassin can no longer be flanked, since he can react to opponents on opposite sides of him as easily as he can react to a single attacker. This

defense denies rogues the ability to use flank attacks to sneak attack the assassin. The exception to this defense is that a rogue at least four levels higher than the assassin can flank him (and thus sneak attack him).

If a character gains uncanny dodge (see above) from a second class the character automatically gains improved uncanny dodge, and the levels from those classes stack to determine the minimum rogue level required to flank the character.

Languages: Common, Dwarven, Elven, Orc, Undercommon.

Spells Prepared (5/4/3, save DC = 12 + spell level): 1st – *Feather Fall*, *Obscuring Mist*, *True Strike*, *True Strike*, ~~*True Strike*~~; 2nd – *Invisibility*, *Pass Without Trace*, *Spider Climb*, ~~*Undetectable Alignment*~~; 3rd – *Deeper Darkness*, ~~*False Life*~~, *Magic Circle vs. Good*.

Possessions: +1 Ghost Touch Rapier, +1 Ghost Touch Short Sword, +2 Slick Shadow Silent Moves Glamered Mithral Chain, Headband of Intellect +2, Gloves of Dexterity +2.

DM AID: GATHER INFORMATION

Gather Information (Rumors):

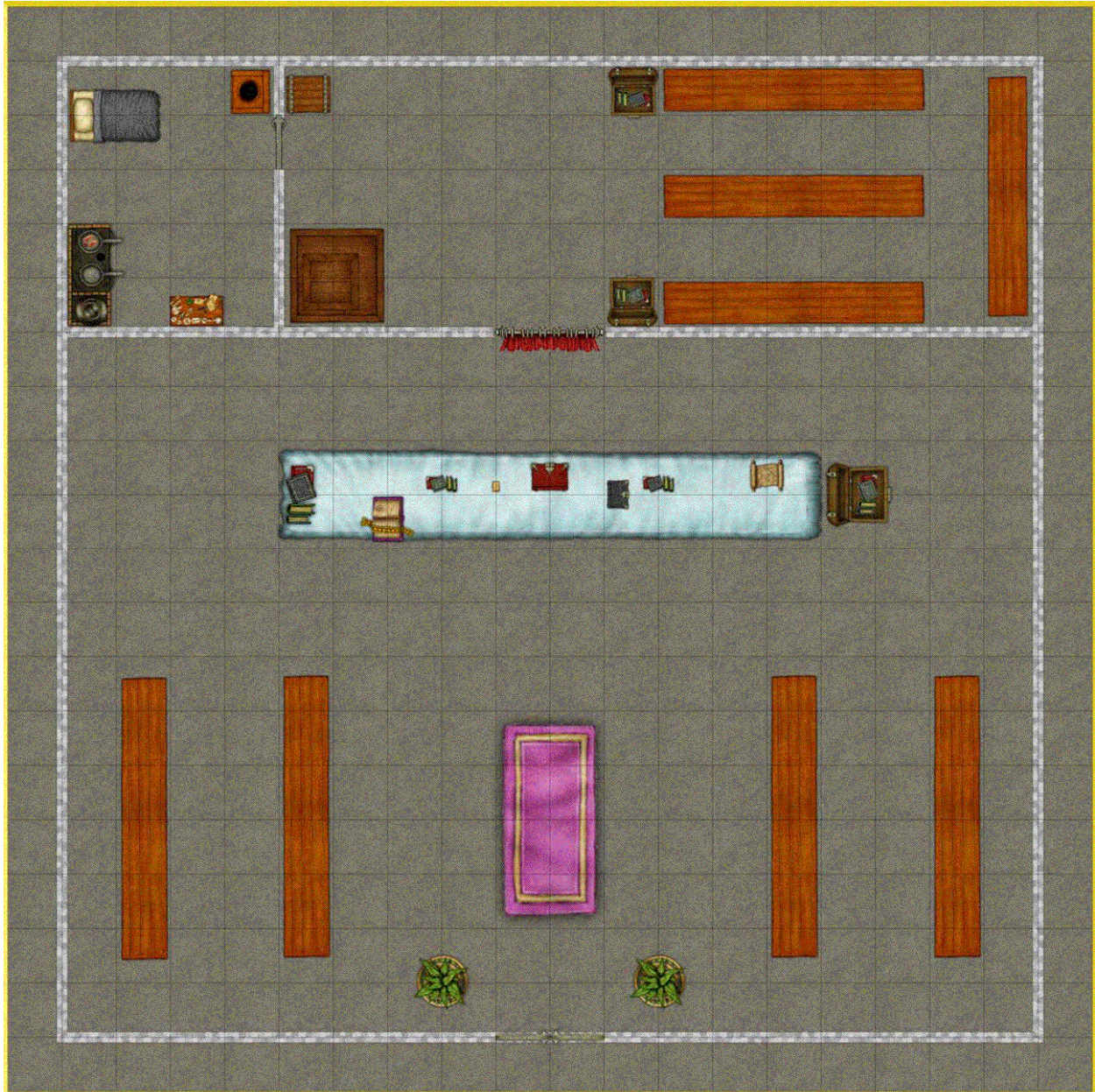
- **DC 10:** Apparently the year-long offensive campaign in the Disputed Territories is going well, nearly seventy percent of the area has been reclaimed; there are rumors that another concentrated push led by the Royal Army is about to take place sometime within the month of Ready'reat.
- **DC 15:** Recruitment numbers for all branches of the Principality of Ulek's military have increased steadily since the Reclamation Proclamation and show no signs of slowing, it seems as though the Prince has stirred the hearts and minds of his followers and they have heeded the call to reclaim their lost lands from the hands of the Pomarj.
- **DC 20:** A year has passed since the battle of Mantrax where the "Shrine at Heroes Hill" became the focal point for a Kaorti Cyst and nearly corrupted the Hammer Archon by the power of Nerull, through the Kaorti Cyst, creating an Angel of Decay to bring destruction and ruin upon the Principality; no unusual activity has occurred since that time and the citizens of Mantrax have finally finished repairing the damage and clearing the debris from the shrine. After the dead were identified it was discovered that one Kaorti, a powerful wizard and high-ranking member of the Cyst, was unaccounted for after the battle. Rumor has it that he was taken by the forces of the Pomarj that day for reasons unknown.
- **DC 25:** Adventurers who have recently traveled to Highport have noticed an increase in the number of ships departing from this Pomarj port and fewer of them are returning with slaves but with demands for more supplies and experienced sailors as they plan to lengthen the journey and increasing the number of sectors they can cover; it seems that they are also looking for something, but what no one knows.
- **DC 30:** Reports of attacks on the shipping lanes by the Scarlet Brotherhood have increased sharply; those who have been attacked by Scarlet Brotherhood ships have rarely been taken as slaves and instead interrogated as to their destination and backgrounds and while the ship and its cargo were thoroughly searched, looking for something, what it could be is anybody's guess at this point but they are desperate to find it.
- **DC 35:** A crazed Orc, known to the locals for harassing various adventurers for treasure maps and sometimes assaulting them, claimed to have found the location of the lost treasure fleet of the Suss North Greyhawk Company that sunk nearly three centuries ago while transporting a tribute cargo across the Azure Sea. His claims, while unsubstantiated, have sparked an interest in the lost treasure fleet and "treasure maps" are selling at an all-time premium.
- **DC 40:** Many believe the recent offensive and string of successes in the Disputed Territories has come only as a result of the renewed interest by various adventurers who have answered the Prince's call; the military's involvement has been small and calculated to say the least which some believe is the result of dwindling coffers and lack of funding.

Gather Information (The Royal Order of Expropriators):

- **DC 15:** No one seems to know what the Royal Order of Expropriators are but by the sound of their name they seem to be some kind of organization that is responsible reclaiming things that have been lost, but reclaiming what and for who is unclear.
- **DC 20:** There were unconfirmed rumors that members of an organization known as the Royal Order of Expropriators were involved in the recovery of a fabled text known as the *Fundamentals of Dweomercraft* from a lost city of the Suel in late 594 C.Y. but the claims were proven to be false.

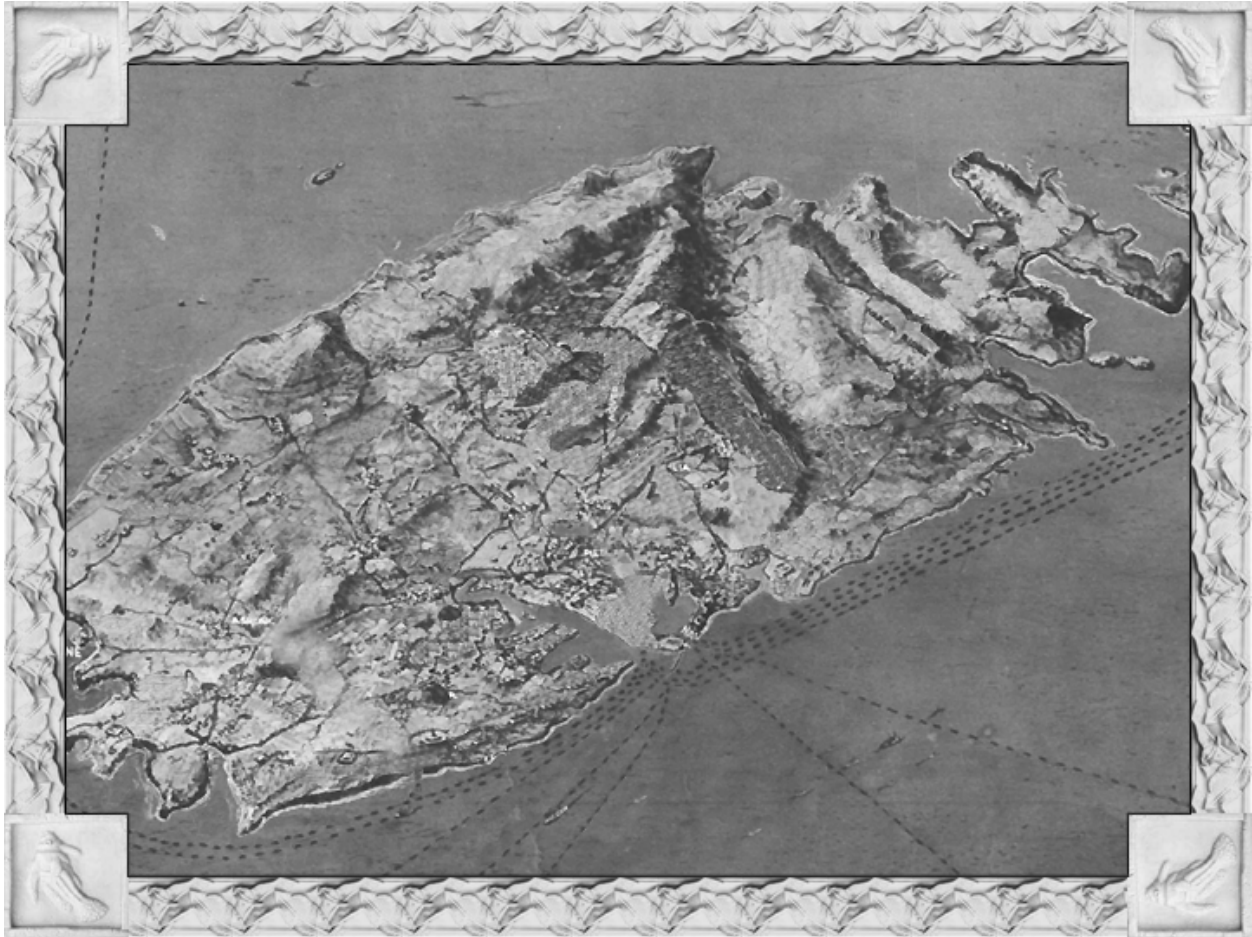
- **DC 25:** Some of the adventurers who entered Castle Greyhawk in 594 C.Y. during the month of the Reaping heard quiet whisperings that several of the parties entering the castle from the Principality of Ulek were armed with information from the Royal Order of Expropriators. All of the groups who were made up of or contained citizens from the Principality of Ulek denied these rumors adamantly even though one of their citizens did find the special key and was named a "Disciple of Zagyg" along with the rest of his party from which the Prophet was named a year later.
- **DC 30:** Several of the older Dwarves, who used to work in the government during the early years of Prince Olinstaad's reign, remember the Treaty of Orlenddare and that it contained a provisional clause to create an organization called the Royal Order of Expropriators that would report directly to the Prince; their duties were never spelled out.
- **DC 35:** A group of Dwarves, veterans from the Hateful Wars, remember a daring raid by a Pomarj strike force in Ne-Ogard in early 503 C.Y. which was unexplained. They apparently razed a large keep in the outer province and by the time that the Royal Army appeared it was too late to mount a response. There was one survivor, although he was unconscious; before he awoke a contingent of the Adamantine Guard arrived and, under the authority of Prince Olinstaad, took him and his belongings with them and was never seen or heard from again.
- **DC 40:** A Grey Elf, clearly advanced in age, was able to tell you that the Treaty of Orlenddare which helped form the Royal Order of Expropriators was signed with the intent to help offset the costs of continued warfare in the region as well as locating any objects of power to aid in the defense of the Principality of Ulek but was disbanded in 503 C.Y. after their headquarters was destroyed in a Pomarj raid into Ne-Ogard.

DM AID: MAP #1 – THE NORTH STAR



Combat Preparation: The Pomarj spies are standing next to the counter with Armelle flanked on either side by Harvard and Ceres. The PCs, when they enter the establishment, will begin in the area between the two plants. On the first round of combat Alder will run through the curtains and lock himself in his room until the fight is over.

DM AID: MAP #2 – SLAVER ISLAND SURVEY



Description: This map was obtained from the slaver ship investigated by the PCs. It shows where the Slavers planned to land their craft and begin the search for the lost treasure. Unfortunately no inland surveys have been completed and there have been no forays into the interior of the island. The only marked location on the map is near the landing coordinates spelling out a crude, rudimentary sea-side town that the Slavers made contact with during their first survey, since then no contact has been made.

DM AID: NEW RULES

NEW FEATS

Victor's Luck (*Complete Scoundrel*)

Prerequisite: None.

Benefit: You can expend one luck reroll as a swift action to reroll a critical threat confirmation roll. You gain one luck reroll per day.

Advantageous Avoidance (*Complete Scoundrel*)

Prerequisite: Character level 3rd, any luck feat.

Benefit: Expend luck reroll to force foe to reroll critical threat confirmation, or three rerolls to force foe to reroll attack. You gain one luck reroll per day.

Special: Unlike other luck feats, you can use this feat after seeing the success of the roll being affected.

PLAYER HANDOUT #1 – A ROYAL DECREE

By
Royal Decree of
Prince Olinstaad Corond

Does hereby state the reactivation of
The Royal Order of Expropriators
And does recognize their original charter and intent as was previously detailed in
423 C.Y. by the Treaty of Orlenddare signed by

Prince Olinstaad Corond,
The Dwarven Noble Houses,
And the Royal Army and Navy of the Principality of Ulek,

Those wishing to present themselves to the reactivated Royal Order of Expropriators shall be informed by
messenger by the Fleet Admiral of the Royal Navy, Tiberius Mansfield III, and report to the

Office of the Admiralty of the Royal Navy
in Gryrax Harbor should they wish to participate in the defense and security of the Principality of Ulek,

Let it be known that Fleet Admiral Tiberius Mansfield III has complete jurisdiction over

The Royal Order of Expropriators
Until further notice has been given by Prince Olinstaad Corond and the Dwarven Noble Houses and in
keeping with the reactivation of this most ancient and sacred order we have called upon two of our own to
answer the call.

Kohrm Stormgarde of Clan Ironwraught

And

Ormer Besmear of Clan Drachmas

PLAYER HANDOUT #2 – RETRIEVAL ORDERS

Forwarded: POMARJ forward unit

MESSAGE: YOU HAVE BEEN TASKED WITH LOCATING AND RETRIEVING AN ANCIENT MAP ONCE HELD IN THE HANDS OF ONE OF OUR MOST HATED RIVALS. AN ORGANIZATION KNOWN AS THE ROYAL ORDER OF EXPROPRIATORS ONCE FOUND INFORMATION REGARDING THE LOST TREASURE FLEET OF THE SUSS NORTH GREYHAWK COMPANY.

WE WANT YOU TO RECLAIM IT.

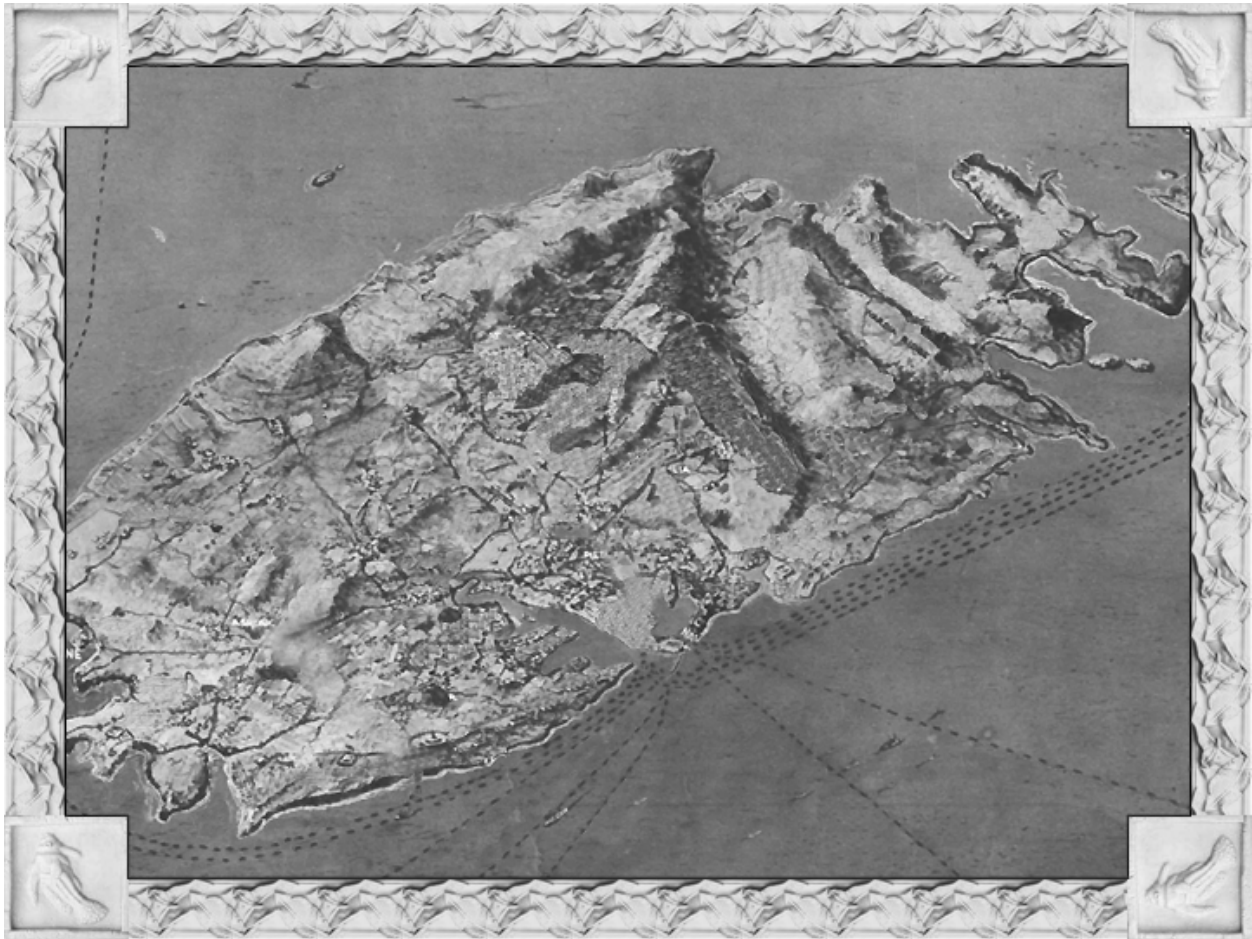
OUR SPIES IN THE ROYAL NAVY HAVE CONFIRMED ITS LOCATION AND WE WANT YOU TO GET THERE BEFORE THEY DO. WE HAVE ALREADY PROVIDED YOU WITH THE NEEDED CODEWORDS TO CONVINCE THE MAPMAKER TO GIVE YOU THE MATERIALS.

DO NOT FAIL US.

YOUR LIVES DEPEND ON IT.

RECEIVED: FORWARD COMMAND POST ALPHA

PLAYER HANDOUT #3 – SLAVER ISLAND SURVEY



Description: This map has seen better days and appears to be an initial survey of the island. Several sea lanes have already been discovered along the bottom portion of the map. Scrawled along the backside of the parchment are several strange symbols which are indecipherable, however written in Common beneath them, presumably by the captain are the following, *“Must find translation key, originally lost during initial survey; presumed missing on island.”*

PLAYER HANDOUT #4 – DECIPHERED TEXT

After our initial survey of the island we found no evidence that the lost treasure fleet of the Suss North Greyhawk Company had ever visited this island. We made camp within one of the caves on the north side of the island and prepared to settle down for the night.

While exploring the cave system we found a strange sight indeed. Stuck inside one of the larger caverns was the wreckage from several different ships, one of them displayed the decaying heraldry of the Suss North Greyhawk Company.

I immediately ordered my Commander to retrace our route and encode it on the back of our survey map so that we could relocate the treasure when we returned with a larger fleet. The directions are as follows.

North from the village is a small statue to a heathen god the Sahuagin call Sekolah, from their travel northwest until you come to a treacherous river, follow it upstream until you come to a canyon within the mountain system; once inside the canyon

search the right side until you find the first cave, enter it and then continue following the right side of the network.

If done correctly it will lead you to the cove with the ships.

I will return to claim this treasure but first I must deal with this Sahuagin threat, should we return later they may not be as friendly as the first time we engaged them; we are planning an attack on their village tonight, when we are finished with them the treasure will be ours...

CRITICAL EVENT SUMMARY: ULP7-07 PIECES OF EIGHT

For use only at Weekend in the Principality of Ulek 2007.

1. Did the PCs accept the surrender of Soaladaob and his community?

Yes No

2. Did the PCs discover the encryption tool and decipher the survey map?

Yes No

3. Did the PCs learn the true fate of the Suss North Greyhawk Company's treasure fleet?

Yes No

4. Did the PCs accept membership into the Royal Order of Expropriators?

Yes No

If so, list whom here:

Notes: (Add anything that happened that might be considered out of the ordinary – Strange occurrences, results that may not fit the above, etc):