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CREATINVARIES OF FREEPORT



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CREATURES OF FREEPORT

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~ INTRODUCTION ~

Self-preservation, nature's first great law, All the creatures - except man - doth awe.

—from *Hodge's Vision*, Andrew Marvell

Welcome to *Creatures of Freeport*, the latest supplement for Green Ronin's award-winning *Freeport* d20 System setting. The creatures in this book will add challenge and variety to your games even if you don't own any *Freeport* products, but if you do – especially the *Freeport: The City of Adventure* sourcebook (abbreviated *F:CoA*) – you will get even more out of them!

Freeport is more than just a city, and the creatures in this book reflect that. Inside these pages, you'll find marine creatures from the seas that bring the city its wealth, creatures from the jungles that fringe the city's landward side, and even a few creatures that have traveled to Freeport from other parts of the world.

Most of the creatures come with expanded information that you won't find in an ordinary monster book. As well as the usual statistics and descriptions, *Creatures of Freeport* gives you:

- **Knowledge:** What a character knows about a creature from Knowledge skills, Bardic Knowledge, and other sources of information. Many of these tests use the Knowledge (sea lore) skill, which was introduced in *Freeport: The City of Adventure*. If you are not using this skill in your campaign, these checks can be resolved with Knowledge (nature) or even Knowledge (local) if appropriate.
- **Uses:** Some creatures are valuable in their own right, and some have parts that can be used by alchemists, spellcasters, and others.
- **Adventure Hooks:** Most creature descriptions come with a selection of ideas for using them in your own adventures.
- **Sample NPCs:** Some creature descriptions include ready-to-use NPCs, in the same style as *Denizens of Freeport*.

One appendix presents some new animal species, and another covers some of the creatures from this book and the *MM* that can be used as companion animals in the *Freeport* setting – including several creatures commonly used by aquatic races as pets, guards, and hunting beasts.

BEASTES OF YE FARRE LANDES

Written by the explorer and naturalist Edmund Smallpiece, *Beastes of Ye Farre Landes* is the most complete and authoritative source on the flora and fauna of the Serpent's Teeth, and is quoted extensively in this book. As GM, you may use the passages given here to provide a colorful introduction to the creatures, or present the relevant information to your players in other ways if you see fit.

A sometimes confusing tangle of fact, folklore and hearsay, *Beastes of Ye Farre Landes* was published by an academic press on the mainland, and was largely ignored by everyone except devoted scholars of natural (and unnatural) history. The Freeport Institute has a copy in its library, as does the Temple of the God of Knowledge, and characters with the right connections might be able to consult a copy if they have occasion to research a creature. There is also a well-thumbed and rather battered copy in the offices of *The Shipping News*, to which C.Q. Calame (see *F:CoA*, page 44, or *Denizens of Freeport*, page 20) refers quite frequently. He is especially fond of blaming dramatic-looking aquatic monsters for the loss of ships at sea – complete with exaggerated woodcuts of the monsters in the act of perpetrating some atrocity against a ship or its crew.

Smallpiece wrote of creatures more or less in the order in which he heard of them rather than grouping them by theme or placing them in convenient alphabetical order. Because the book lacks an index, researching a particular creature in the book requires an Intelligence check with a DC of 20, and takes 15 minutes per creature. If a character is using *Beastes of Ye Farre Landes* to research a creature that is not mentioned in *Creatures of Freeport* or any other *Freeport* publication, there is only a 10% chance that the book contains information about it.

A determined effort through booksellers and antique dealers in Freeport or on the mainland may turn up a copy for sale; an example in good condition, with a tight binding and all its pages, would go for at least 250 gp – perhaps more if the PCs were to get into a bidding war with a rival collector.

A character who studies *Beastes of Ye Farre Landes* in its entirety (a task taking at least 24 hours over a minimum of three days) gains a +2 bonus to all Knowledge and Gather Information checks regarding creatures native to the Serpent's Teeth and the surrounding waters.

~ CORPSE FLOWER ~

CORPSE FLOWER

Medium Plant

Hit Dice: 3d8+9 (21 hp)

Initiative: +0

Speed: 0 ft.

Armor Class: 12 (-4 Dex, +6 natural), touch 6, flat-footed 12

Base Attack/Grapple: +2/+2

Attack: —

Full Attacks: —

Space/Reach: 5 ft./5 ft.

Special Attacks: Fetid burst, stench of death

Special Qualities: Damage reduction 5/slashing, immunity to electricity, plant traits, resistance to cold 10

Saves: Fort +6, Ref -3, Will +1

Abilities: Str 10, Dex 1, Con 17, Int —, Wis 10, Cha 1

Skills: —

Feats: Ability Focus (fetid burst)^B

Environment: Warm forest

Organization: Solitary or pair; may be accompanied by a solitary ant swarm, centipede swarm, spider swarm, or shambling mound

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 3-6 HD (Medium)

Level Adjustment: —

The leaves of this plant are broad and shiny, and its brightly colored flowers rise to the height of a tall man. Its squat trunk is several feet in diameter. The corpses of animals, both great and small, lie scattered around its base, covered by clouds of flies and hordes of crawling scavengers. The stench of death and decay covers everything.

The corpse flower uses its poisonous scent as part of a complex feeding strategy. With the help of insects and other vermin attracted by the stench of death, the bodies of its victims slowly rot into the ground providing nourishment for the plant. Its scent does not seem to affect invertebrates, and all manner of such creatures may be found crawling over and through the pile of humanoid, animal, and

bird corpses that surround its base. It has a symbiotic relationship with these creatures, providing them with food and protection in return for their work breaking down its victims' carcasses.

Typical creatures found around a corpse flower include ants, centipedes, and beetles – either in swarms or as a group of monstrous individuals. Their exoskeletons seem to protect them from the flower's poisonous scent. Shambling mounds sometimes settle near a corpse flower, to share in the nourishment it provides. These creatures will always defend the plant where they live.

COMBAT

A corpse flower is a mindless, immobile plant. It poses a threat merely by existing: its sickly odor contains a powerful neurotoxin that will paralyze and kill most living creatures. A corpse flower cannot take any sort of voluntary action, but the insects and other creatures that choose to make their home around the flower will act to preserve the plant.

Even if the plant is unprotected, destroying a corpse flower can be a dangerous task. The plant is surprisingly tough and difficult to damage; arrows have little effect, and anyone who gets close enough to use a slashing weapon risks exposure to the deadly poison.

Fetid Burst (Ex): When a corpse flower is destroyed, it explodes with a final burst of compressed gases, spreading its poison across a wide area. The poison cloud covers a 30-foot radius around the corpse flower, and lingers for 1d4 rounds; anyone who remains in the area of effect must make a new saving throw at the start of each round. The poison is inhaled, Fortitude DC 16, initial damage paralysis, secondary damage 1d8 Con. The save DC is Constitution-based. The poison has no effect on insects or similar creatures.

Stench of Death (Ex): The corpse flower is surrounded by a sickly odor. This smells like rotting flesh, but in fact it is a deadly poison that will paralyze and kill most creatures. Any creature that comes within 20 feet of the plant is threatened by this poison. The poison is inhaled, and its effects become more powerful the closer a creature gets to the plant. See the table below.

STENCH OF DEATH

Distance	Save DC	Initial Damage	Secondary Damage
16-20 feet	11	Nausea	1d4 Con
11-15 feet	12	Paralysis	1d4 Con
6-10 feet	13	Paralysis	1d6 Con
0-5 feet	14	Paralysis	1d6 Con

~ CORPSE FLOWER ~

The effect is continuous, and a creature that remains in the area of effect must make a saving throw at the start of each round. The save DC is Constitution-based. The poison has no effect on insects or similar creatures.

KNOWLEDGE

Knowledge skills can yield the following information about the corpse flower:

Skill Check: Knowledge (nature) (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature – the stench of death and the plant’s resistance to electricity and cold.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (nature) (DC 15) and Craft (alchemy) (DC 15)

Information: *The Essential Oil of the Corpse-Flower, if harvest’d properly, can be turn’d into Poisons of various Types by one skill’d in the Crafte of Alchemy.*

Benefit: The character knows how to harvest the venomous elements of a corpse flower and can distill the venom to create various poisons, as described below.

Skill Check: Knowledge (nature) (DC 20)

Information: *Even Destruction does not end the Menace of the Corpse-Flower, for it bursts like a Balloone when it is destroy’d, scattering its Poison over a wide Area that it may thus avenge Itselfe upon Those that kill’d it.*

Benefit: The character knows about the fetid burst ability of the corpse flower.

Skill Check: Knowledge (nature) (DC 20) and Heal (DC 15)

Information: *Notwithstanding the Potency and Deadely effect of its Scent, there be various Scavengers in its native Landes, that do feast upon the Corpses of those Creatures it has kill’d. At first, it was thought that these had some Forme of Immunity to its Effectes, but Careful Observation has reveal’d that they chew first upon a low-growing Herbe call’d Motherdew, that*



growes oftentimes nearby; and thus fortified, they may breathe the Noxious Vapours of the Corpse-Flower without Ill Effect.

Benefit: The character is familiar with an herbal remedy that helps to counter the effects of the corpse flower’s poison. These herbs only grow in temperate forest and jungle environments. Searching for the herbs requires 30 minutes and a Survival check (DC 15); the character that possesses the knowledge does not have to be the one who makes the Survival check. A successful check turns up enough herbs to protect 1d4 people. Anyone who chews on the herbs receives a +2 circumstance bonus to saving throws against the fetid burst and stench of death abilities of the corpse flower; this protection lasts for 30 minutes. The herbs retain their potency for 24 hours after being harvested, after which they are useless.

This Flowering Plante runs counter to the normal Practice of its Fellowes that put forth pleasing Smells and provide sweet Nectar to attract Bees and other Insectes. So Contrary is its Nature that its Scent is deadely Poison, even to those who Breathe but a Little. In the Places where it is founde, the Plante is invariably surrounded by the Corpses of those Unfortunate Creatures it has poisoned, which in their turn attract Greate Cloudes of Flyes and other Verminne, which seem themselves to be immune. The Stench of Deathe that rises from these Victims is stronger even than the Deadely Scent of the Plante that killed them, and gives warning not to approach.

—*Beastes of Ye Farre Landes*, by Edmund Smallpiece.

~ CORPSE FLOWER ~



USES

The poisonous glands of the corpse flower have a variety of alchemical uses. However, only a character with the appropriate skills knows how to harvest these glands and properly utilize them. These venom glands are often damaged during the destruction of a flower. An intact corpse flower has five glands, but if it is destroyed with physical weapons only 1d4+1 will survive; if it is destroyed with fire, all of the glands will be lost. An alchemist can use the venom glands of a corpse flower to create the following items.

CORPSE CLOUD (POISON)

A skilled alchemist can distill the poison from a single venom gland to create a potent, concentrated gas. This is a difficult, expensive, and dangerous process – especially the final stage when the alchemist compresses the gas in an eggshell or stoppered glass vial. This requires a successful Craft (alchemy) check (DC 25); if this check fails, the poison explodes in the alchemist's face. Otherwise, it can be used to create a poison trap or made into a grenade-like weapon. Either way, when the glass is shattered it releases an invisible poisonous cloud with a radius of 10 feet. The gas lingers for 1d4 rounds; anyone who remains in the area of effect must make a new saving throw at the start of each round. This poison has no effects on insects or similar creatures.

Type: Inhaled DC 15; **Initial Damage:** Paralysis;
Secondary Damage: 1d6 Con; **Price:** 1,000 gp

HOUNDBLINDER (ALCHEMICAL ITEM)

This aromatic oil traps the terrible smell of the corpse flower, if not its lethal power. By making a Craft (alchemy) check (DC 15), a character can create up to 2d4 doses of houndblinder from a single venom gland. If the roll fails the components are lost, but there is no other ill effect. The value of the oil is to throw off pursuit; when spread on the ground, the intense odor will temporarily blind the senses of creatures tracking by smell. Any creature tracking by scent takes a -8 circumstance penalty when attempting to follow a character that has covered her tracks with houndblinder.

Price: 50 gp

STENCH VAPOR (POISON)

Similar to both corpse cloud and houndblinder, this is a concentrated gas that magnifies the horrible odor while removing its lethal effect. This requires a Craft (alchemy) check (DC 20); a single venom gland can produce 1d3 doses of stench vapor. If the check fails, the components are ruined but the alchemist is not harmed. Stench vapor can be used as a grenade-like weapon or to create a gas trap. When activated, it creates a 10-foot cloud of mist laced with the concentrated smell of rotting flesh. Regardless of whether the victims succumb to the effects of the poison, the horrible stench will permeate clothes, hair, and armor. Until the character engages in a thorough cleaning – requiring *prestidigitation* or a few hours worth of soaking with soap and perfumes – she suffers a -4 circumstance penalty to all Charisma-related skill checks. The cloud lasts for 1d4 rounds, and creatures that remain in the area of effect must make a new saving throw at the start of each round. The poison has no effect on insects or similar creatures.

Type: Inhaled DC 14. **Initial Damage:** Nausea (2d6 minutes). **Secondary Damage:** None. **Price:** 400 gp.

ADVENTURE HOOKS

A RARE SPECIES

A strange, odd-smelling seed is acquired by a botanist in Freeport – perhaps Dordendun, the plant merchant, or Palatella and Lozenkranz Bloom, the herbalists (see *Denizens of Freeport*, pages 31 and 15-16 respectively). Unable to identify the plant to which the seed belongs, its owner decides to plant it and see what grows. What grows, of course, is a corpse flower.

At first, the seedling is unremarkable – some kind of broad-leaved rainforest plant by all appearances, but without enough distinctive features for a positive identification. It has no noticeable scent. Its owners tend the young plant as its main stem thickens and grows woody, and at last a flower bud appears.

~ CORPSE FLOWER ~

The tiny flower's smell is unpleasant, but not dangerous to humanoids. However, an occasional mouse is found dead in the plant's pot, and flies begin to congregate around it.

The danger mounts as the plant grows. Its smell becomes stronger and stronger, and larger creatures are found dead beside it. Or perhaps nothing happens for a while, and its owners are found dead in their greenhouse one day with only a journal or scattered notes to tell the story. The plant will continue to grow as long as it has nourishment, and it will attract ants or other vermin as it does so. In the close environment of the city, several households might be affected by the deadly scent before it can be traced to its source.

Once the deaths are traced back to the corpse flower, the party must decide on a course of action. Fire is an obvious solution, but one that carries serious hazards in a city built largely of wood. Getting close enough to the plant to do anything else will place the PCs in danger both from its scent and from the creatures it shelters.

EAU DE COLLAPSE

Socialites are dropping like flies at balls and parties, and no one knows why. They usually complain of a headache and difficulty breathing about an hour and a half after arriving at the ball, then they fall unconscious. They normally recover after three or four days, but can relapse the very next time they attend a social function.

Doctors across the city are scratching their heads, and more than one person has commented on how thick the flies are in Freeport this season – the sea breeze normally stops them being much of a problem, but they have been covering everything for weeks. Perhaps they have brought some sort of dropsy or falling sickness with them. There is even some talk of burning down Scurvytown to prevent this disease – whatever it is – from taking a firmer hold in Freeport.

However, the ailment has some puzzling elements. Although Scurvytown is the obvious place to look for a source of disease, not a single case has been reported from that part of the city. The disease only seems to affect women, and its victims are exclusively wealthy and usually young. The connection with social events is also puzzling – the disease has only struck under different circumstances in a handful of cases.

The “disease” is actually a mild case of poisoning caused by a perfume that is new on the market. A fashionable alchemist and perfumier has produced a new scent which is all the rage this season, from a blend of rare and exotic local flowers. Unknown to all concerned, one of the sources is the bud of the corpse flower, brought in from the jungles by collectors who have not realized the connection between the harmless seedling and the deadly full-grown plant. Extracting the aromatic oil from the plant and blending it with different ingredients has neutralized its normally offensive scent, turning it into an intriguing note in the perfume's overall

symphony – but it has done nothing about its poisonous nature. Luckily, a single application of the perfume does not contain enough poison to cause permanent damage, but it can still make a person sick – and it attracts flies . . .

A DEADLY GIFT

The bard Roger le Jongleur is a well-known performer at the Freeport Opera House (see *F:CoA*, pages 66-67), and often performs at private functions such as society balls. All the ladies are charmed by him, and all the men are slightly jealous of him; as a result he is much in demand. However, he has recently fallen in love with Maria Whiteside, the daughter of a mainland ambassador, and this has changed his happy life.

Although society ladies are willing enough to flirt with a hired performer – rumors abound of torrid affairs with poets and musicians – even in Freeport no young woman of quality would ever consider marriage with such a social inferior. Maria made this clear to Roger when he declared his love, and he was crushed. Now, he plans his revenge.

He is hired to perform at a birthday ball for one of Maria's society friends, and as she prepares to leave at the end of the evening, he manages to catch a moment alone with her. Sadly acknowledging that their love can never be, he gives her a single exquisite flower as a token, and tells her that after this night, she will never hear from him again. Moved by the romantic gesture, Maria allows Roger to pin the flower to her dress, thinking that he intends to leave Freeport forever once the ball is over. She does not suspect that the musician's love-token is a corpse flower, covered by a *neutralize poison* spell to hold back its deadly scent until after she is alone in her bedroom. If something is not done to prevent it, the flower will poison her while she sleeps, and unless anyone saw Roger give it to her, no one will suspect the truth.

LOST PROPERTY

The PCs are hired by a professor at the Freeport Institute – or perhaps by a scholar or spellcaster elsewhere in the city – to track down and return a stolen book. Investigations reveal that the thief intended to make a secret rendezvous on a remote beach with a buyer from the mainland, but failed to keep the appointment. The shortest route from the city to the beach is to cut northwest across the jungle; by tracking or searching along this route, the PCs find that the thief fell victim to a corpse flower along the way. The body is lying close to the plant itself, and a corner of the book can be seen peeking out from a satchel still clutched in the corpse's hand – but how to get it back? It will be difficult to destroy the plant without damaging or destroying the book, and more difficult still to reach the book without being affected by the plant's deadly scent. Characters with the requisite Knowledge skills might know about the effects of the herb Motherdew (see *Uses*) in counteracting the poison, and others might try anything from *telekinesis* to long hooked poles to recover the book.

- DEAD MAN'S BRAIN -

DEAD MAN'S BRAIN

Medium Plant (Aquatic)

Hit Dice: 5d8+16 (37 hp)

Initiative: -5

Speed: None

Armor Class: 15 (-5 Dex, +10 natural), touch 5, flat-footed 15

Base Attack/Grapple: +3/-2

Attack: Psionics

Full Attacks: Psionics

Space/Reach: 5 ft./0 ft.

Special Attacks: Absorb thoughts, implant spores, mental cacophony, psychic lure

Special Qualities: Blindsight 60 ft., damage reduction 2/—, mineral nature, plant traits

Saves: Fort +8, Ref -4, Will +6

Abilities: Str 1, Dex 1, Con 18, Int 2, Wis 16, Cha 16

Skills: Spot +12

Feats: Alertness, Iron Will

Environment: Any aquatic

Organization: Solitary, cluster (3-6) or field (11-20)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: 6-7 HD (Medium), 8-10 HD (Large)

Level Adjustment: —

This creature is a large, rounded coral, its surface indented with ridges and whorls that resemble those of a brain.

Dead Man's Brain is a variety of coral that grows on wrecks and on the bones of intelligent creatures. It feeds on the lingering mental energies of dead creatures – the same traces of knowledge and memory a cleric accesses via *speak with dead* – and in the process it develops a rudimentary intelligence and psionic powers. As it expands and consumes the thoughts of more creatures, it begins to broadcast powerful telepathic signals. This mental barrage

consists of the last thoughts of all creatures buried beneath the coral. Multiple voices all clamor at once, some begging for release, some concerned about unfinished business, and some simply repeating their dying thoughts over and over. It is impossible to communicate with these voices since they have no independent existence; they are simply recordings of psychic impressions held within the coral and replayed endlessly. There are stories of wizards and powerful psions who were able to filter through this noise, and occasionally gained some useful information such as the whereabouts of a treasure, but several others who tried to do this became hopelessly insane.

COMBAT

While it has a rudimentary intelligence, the dead man's brain is primarily driven by instinct. If it is attacked, it will respond by targeting the aggressor with one of its psionic powers. When attacked by a large group, it will defend itself with *fear*; a hostile individual will be targeted with *command* and compelled to move towards the dead man's brain. As impressive as the psionic abilities can be, the most dangerous abilities of the dead man's brain require no action on the part of the coral. It continuously broadcasts a babbling of disembodied thoughts over a 20-foot. radius. This mental cacophony can overwhelm the natural thoughts of anyone who comes too close. Anyone who falls prey to this mental storm will be targeted by the psychic lure of the coral and compelled to touch the dead man's brain, resulting in an infection by its spores. This is the only true threat the coral has to offer; it has no way to inflict a physical injury on an opponent. However, once a creature has been infected it is very difficult to remove the spores, and within a matter of days the coral will spread and kill the unfortunate victim.

Absorb Thoughts (Su): The dead man's brain feeds on the mental impressions of the creatures whose bones form its foundation. Any corpse that has been in contact with a dead man's brain cannot be targeted by *speak with dead*. This has no effect on raising or resurrecting the creature.

Certainly it is that there are more Unknowne Marvells beneath the Sea than are knowne on Lande. The Corals, for example, are Animals, yet they partake of the Nature of Rock, and have somewhat the appearance of Plants. They can appeare in a great Variety of Shapes and Colours. There are many Mariners' Tales and Vulgar Superstitions which seek to explain the more Fantastical varieties, but none are Stranger than that knowne as Deade Man's Brain.

Having the Outward Appearance of a Human Brain, but made, like all Corals, of a Calcine Rocky Substance, it is said that this forme of Coral grows upon the Bodies of the Drown'd, and more especially upon their Skulls, in just the Same Way as other Varieties take roote upon Rocks, and sometimes upon Ancient Wrecks. In the course of its Growthe, it is claim'd, the Coral absorbs somewhat of the Essence of these Bodies, feeding upon their Deade Thoughts and taking a part of their Energy into Itselke. From this Unnatural Sustenance, according to Common Belief, it has gain'd a limited Capacity for Thought, and an Array of Mental Powers. Others maintain that the Spirittes of the Deade upon which it grows make their Corporeal Abode in the Coral, as their Mortal Remains decay.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- DEAD MAN'S BRAIN -

Implant Spores (Ex): Any creature that touches bare flesh to the dead man's brain must make a Fortitude saving throw (DC 16). Failure results in a sharp stinging sensation and 1d2 points of damage. But the more serious consequence is infection by the spores of the coral. After 24 hours have passed, the victim begins to suffer from terrible headaches and disorientation causing a -1 circumstance penalty to all attack rolls, skill checks, and Will saving throws. This penalty increases by 1 point every 24 hours. If the spores are not treated within four days, the victim will die as coral protrusions sprout from beneath his skin and out of his ears, nose, mouth, and eye sockets. *Cure disease* has no effect on the coral; once infection has occurred, only a *wish*, *limited wish*, *heal*, or *miracle* spell can remove the spores.

Mineral Nature (Ex): While it has many of the traits of a plant, the dead man's coral is actually a mineral formation. It is not affected by spells that specifically target plants. However, other spells have a variety of special effects. *Soften earth and stone* will remove its natural AC bonus for the duration of the spell. *Stone shape* inflicts 2d8 points of damage. *Transmute rock to mud* will destroy a dead man's brain. The coral is allowed to make a Fortitude saving throw to resist the effects of these spells.

Mental Cacophony (Su): The dead man's brain projects a constant stream of disembodied thoughts that can overwhelm the minds of other creatures. Any living creature that comes within 20 feet of the coral must make a Will saving throw (DC 15) or be affected as if by *confusion*. The save DC is Charisma-based. This is a continuous ability, and the victim must make the saving throw every round that he remains within the area of effect. Once a creature fails a saving throw, he remains confused for as long as he is within 20 feet of the coral; if he moves out of range, the confusion continues for a number of rounds equal to the Hit Dice of the dead man's brain. The coral has no conscious control over this ability, and cannot deactivate it.

Psychic Lure (Su): Once a creature has fallen prey to the mental cacophony of the dead man's brain, he becomes vulnerable to its powers of suggestion. Each round that a *confused* character remains within 20 feet of the coral, he must make a Will saving throw (DC 15). If he fails, he has an overpowering urge to remove any sort of hand protection and touch the coral, as if under the influence of *suggestion*. The save DC is Charisma-based. This is not a conscious action on the part of the coral and does not require any sort of action.

Psionics (Sp): At will—*command* (DC 14), *fear* (DC 17). Effective caster level is equal to the coral's Hit Dice. The save DCs are Charisma-based. These abilities require a standard action and are affected by spell resistance, but do not trigger an attack of opportunity. *Command* issues a silent, telepathic command to the target, but can only be used to issue the command "approach"; this is a weaker form of the psychic lure.



KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about dead man's brain:

Skill Check: Knowledge (arcana) (DC 10), Knowledge (sea lore) (DC 10), Bardic Knowledge (DC 10)

Information: "The deade man's brain holdes the Souls of all those it's fed on. If ye Knowes how, ye can Bring the Deade out and Talk to 'em."

Benefit: There are many rumors and superstitions about what happens to the spirits of those unfortunates that lie buried beneath a growth of dead man's brain. If a character fails to get a result of 10 on a Knowledge (arcana), Knowledge (sea lore), or Bardic Knowledge check, he will recall a false rumor – that destroying the coral will free the trapped spirits, for example – and believe it to be true.

While the dead can't actually be talked to, a skilled character may be able to probe the mental cacophony broadcast by a dead man's brain and extract some useful information. To do so requires a *detect thoughts* spell or psionic ability, along with a successful Concentration check (DC 25). If the check is successful, the reader can extract 1d4 separate thoughts from amid the noise; according to the circumstances and the GM's discretion, they may or may not be significant or helpful. It should be remembered that they are the thoughts of creatures

- DEAD MAN'S BRAIN -



that have died under or near the coral, not those of the coral itself. If the check fails, the character must save against the *confusion* effect as usual.

Skill Check: Knowledge (arcana) (DC 15), Knowledge (sea lore) (DC 15), Bardic Knowledge (DC 15)

Information: The basic description of dead man's brain provided at the beginning of this entry.

Benefit: This basic check that must be made before any other information can be obtained.

Skill Check: Knowledge (arcana) (DC 20), Knowledge (sea lore) (DC 20), Bardic Knowledge (DC 20)

Information: *Those who have Ventured neare to the Thing have said that their Heads fill'd up with the Chatter of many Disembodied Voices, all Clamouring at once, which quite o'erwhelm'd their Senses; and beneath all, a more insistent Voice did call on them to Approach and Touch the Surface of the Creature. Some days afterward, those who yielde to this Terrible Lure begin to sprout sharp Corals from beneath their Skinne. They will die in great Agony if no Meanes can be found to Help them.*

Benefit: A character who accomplishes this skill check is fully aware of the threat posed by dead man's brain – the nature of the mental cacophony, psychic lure, and the threat posed by the coral spores. A character with this level of knowledge knows how to filter out the

coral thoughts, and receives a +2 circumstance bonus to all saving throws made to resist mental cacophony and psychic lure.

Skill Check: Knowledge (arcana) (DC 25)

Information: *Those knowledgeable in such Matters, upon examining the Deade Man's Brain, have declared that no Spirittes of the Deade are trapp'd within it; rather, it doth Sense and endlessly Re-Iterate their Thoughts as a Parrotte doth living Speeche, without Knowing or Caring what the Meaning may be. Thus, it may not be used, as commone Superstition would have it, as a means of Speeche with the Deade; however, its Substance may be form'd into useful Objects, and used in certain Magicks.*

Benefit: The character knows that the coral prevents the use of *speak with dead*. More importantly, she knows how to use the coral to create the special components and magic items described later in this section.

Skill Check: Special – Knowledge (sea lore) (DC 20), Survival (DC 20), and Heal (DC 15)

Information: *One who has touch'd the Deade Man's Brain will find his Skinne penetrated by sharpe Spores that do Burrowe down to the Bones, and there take Roote as Coral doth on a Rocke. The Merrefolke keepe an Herbal Preparation, made from the Pulpe of Kelpes and various other Marine Plantess, that will kill the Burrowing Spores ere they can take Holde, if only it be*

- DEAD MAN'S BRAIN -

administer'd soon enough; and one with Knowledge of Healing can readily learne to make it.

Benefit: A character with this knowledge can prepare a poultice from kelp and herbs that can counter the growth of coral spores. If applied within 24 hours of infection, this allows a character to make a second saving throw against the spores with a +2 circumstance bonus. A character can only receive one additional saving throw in this manner.

Creating this substance requires three successful skill checks, which can be performed by different characters. First, a Knowledge (sea lore) check must be made to see if a character knows about the salve and how to create it. Next, a Survival check must be made to see if a character can locate the necessary ingredients. This requires an hour in a temperate coastal region. Finally, a Heal check must be made to apply the poultice properly. Successful checks will allow a character to treat up to six people, but the poultice quickly loses its potency, and must be created and used within an hour of the time that the components are harvested.

USES

If a character has the proper knowledge, she can use the remains of dead man's brain for a wide variety of mystical and alchemical purposes. Coral shards and powder can be used to create potent magic items and to enhance the power of magic. The primary uses of dead man's brain are described below.

SPELL COMPONENTS

Due to its psionic properties, dead man's brain can be used to enhance spells that affect the mind. A piece of dead man's brain weighing at least one ounce can be used in place of the usual arcane focus or component required to cast *clairaudience/clairvoyance*, *daze*, *daze monster*, or *detect scrying*, while an ounce of powdered dead man's brain can be used in place of the usual focus required for *alarm*, *confusion*, and *crushing despair*. The dead man's brain is always consumed, regardless of whether the spell normally requires a focus or component. If you do not use spell components in your campaign, incorporating an ounce of dead man's brain into the spell should increase the effective caster level and save DC by 1.

MAGICAL AND ALCHEMICAL ITEMS

Due to the telepathic power locked in dead man's brain, it is an extremely useful substance when creating any sort of magic item related to mental power, including a *potion of detect thoughts*, *crystal ball*, *helm of telepathy*, *medallion of thoughts* or any similar effect. If the creator has access to at least 2 ounces of dead man's brain, the XP cost of creating the magic item is reduced by 5%.

In addition, dead man's brain is a required component in the creation of the following unique items.

MENTAL CHAFF (WONDROUS ITEM)

This is a pouch of powdered dead man's brain mixed with alchemical substances and prepared with various enchantments. When it is thrown into an area, it creates a zone of mental disruption with a 20-foot radius. This mental cacophony is weaker than that of the living coral, but still strong enough to have an adverse effect on anyone requiring clear concentration. For the next five minutes, if anyone makes a Concentration check within the area of chaff, the DC is increased by 5. In addition, if any sort of spellcaster attempts to cast a spell or manifest a psionic ability within the chaff, they must make a Concentration check (DC 10, plus the penalty) even if conditions are perfect for casting. Failure means that the spell is lost. Mental chaff is destroyed after a single use.

Faint abjuration; CL 6th; Craft Wondrous Item, 5 ranks of Knowledge (arcana); Price 450 gp.

OIL OF THE SILENT SOUL (POTION)

When this clear fluid is rubbed over a corpse, it eradicates all traces of memory imprinted on the body. This prevents anyone from using *speak with dead* to gather information from the corpse in the future. This oil is rarely created or used, but it is just the thing for rich families who want to make certain that pesky necromancers aren't going to dig up the skeletons in the ancestral closet.

Faint abjuration; CL 5th; Brew Potion, 5 ranks of Knowledge (arcana); Price 300 gp.

SCATTERBRAIN (POISON)

This poison is created from powdered dead man's brain. The victim's mind is filled with chaotic, random thoughts. **Type:** Ingested DC 15. **Initial Damage:** None. **Secondary Damage:** Confused (as the spell) for 2d4 minutes. **Price:** 150 gp.

ADVENTURE HOOKS

TANGLED THOUGHTS

A sailor became infected with the spores from a dead man's brain while on a voyage, but returned to Freeport before the signs of his condition progressed beyond joint pains and headaches. Trying to shake off the pain of what he thought was a simple ague, he drank heavily in several dockside taverns and collapsed unconscious in a darkened alley. Rather than coming to his aid, those who found him emptied his pockets and dumped him in the harbor where he drowned. His body sank to the bottom of the shallows under the weight of the growing coral. Like many who disappear in the poorer parts of Freeport, he was not missed. Now, a few years later, the dead man's brain has grown to several feet in width, and exhibits the corresponding psionic powers.

- DEAD MAN'S BRAIN -



The

area around one of the piers has developed an evil reputation. It is generally avoided at night; captains who know Freeport are reluctant to have their ships tie up there, and many stevedores refuse to work there. It is whispered that the pier is haunted, that disembodied voices can be heard – or rather, felt – around a particular spot. The pier's owners have hired various clerics and other spellcasters to take care of the problem, thinking it is no more than a haunting, but none of the usual precautions against the undead have had any effect.

The water under the pier is shallow enough that people on the pier and aboard ships moored nearby can hear the psionic noise generated by the dead man's brain. Since there is only one set of remains under the coral, its thoughts are fairly simple. Here are a few samples:

My head! It's going to split open!

Damn this pain!

What is happening to me?

It's an ague. It's just an ague.

I need another drink!

My wrist! Why can't I move my wrist?

If the PCs can deal with the psionic coral and restore the reputation of the "haunted" pier, its owners will be grateful to them, and they will gain a local reputation for solving

mysteries.

RESTLESS NIGHTS

The Freeport Institute is a respected place of learning despite the reputation of the city around it. However, as in any academic setting, there are occasional squabbles among the faculty over seniority, tenure, opposing theories, and academic reputation.

One of the better-known rivalries is that of Professor Ambrose Wedgely, a specialist in ancient languages, and Professor Barfield Crumhorn, a wizard who uses divination and other forms of magic to obtain research information. Using their different approaches, they have come up with radically different interpretations of Valossan culture (both of which are wrong, although no one knows that). Both participated in a recent symposium on the nature of Valossan culture; each presented a paper contradicting the other's research at every turn and criticizing his methods. Wedgely has been at the Institute longer than his rival, and as a result Crumhorn was officially reprimanded.

Stung by the rebuke and determined to do away with his rival, Crumhorn obtained a quantity of powdered dead man's brain and, through sleight of hand and a little magic, placed it inside the stuffing of Wedgely's pillow. Wedgely has not slept since, kept awake all night by the psionic clamor. He does not suspect that his pillow has been tampered with, and fears that he may be going mad – or that some hostile magic is being used to try and drive him mad. More than a week without sleep is taking its toll on his reason, to be sure, and if the ruse is not discovered he may be forced to retire, leaving Crumhorn as the logical candidate for his post on the faculty.

STRATEGIC RESOURCES

Strange-looking ships have been seen among the reefs around the Serpent's Teeth, crewed by tall, gaunt creatures with yellow skin and long russet hair pulled back into twin topknots. Those few pirates who have been brave enough to attack the unfamiliar vessels were driven back, and survivors tell tales of strange powers. The vessels keep to their mysterious mission, ignoring passing shipping unless directly attacked. Merfolk and other aquatic races that get too close are driven off by heavily armed fighters; those who watch from a distance see that the creatures appear to be salvaging some kind of rock or coral from the bottom. Investigating an area where they were working reveals that certain sections of coral have been stripped away, leaving bare rock behind; anyone familiar with the area will realize that the missing coral is dead man's brain.

The strangers are reavers from the Astral Plane, drawn to the area by the particular properties of the psionic coral. They are harvesting as much as they can, intending to make poisons like scatterbrain (see **Uses**) and other weapons to use against their former masters, the mind flayers. If the GM has access to a copy of *Denizens of Freeport*, these creatures may also be on the trail of the pirate Cuttleblack (see *Denizens of Freeport*,

- DEADWOOD TREE -

DEADWOOD TREE

Huge Undead

Hit Dice: 12d12 (78 hp)

Initiative: -1

Speed: 30 ft. (6 squares)

Armor Class: 21 (-2 size, -1 Dex, +14 natural), touch 7, flat-footed 21

Base Attack/Grapple: +6/+24

Attack: Slam +14 melee (2d6+10 + energy drain)

Full Attack: 2 slams +14 melee (2d6+10 + energy drain)

Space/Reach: 15 ft./15 ft.

Special Attacks: Spell-like abilities, touch of corruption, trample 2d6+15

Special Qualities: +4 turn resistance, damage reduction 10/slashing and magic, darkvision 60 ft., deadwood, immunity to cold, electricity, polymorph, and mind-affecting effects, low-light vision, undead traits, vulnerability to fire

Saves: Fort +4, Ref +3, Will +11

Abilities: Str 30, Dex 8, Con —, Int 18, Wis 17, Cha 16

Skills: Hide +6*, Intimidate +18, Knowledge (arcana) +14, Knowledge (nature) +14, Knowledge (religion) +14, Listen +18, Sense Motive +18, Spot +18, Survival +18

Feats: Awesome Blow, Improved Bull Rush, Improved Sunder, Power Attack, Quicken Spell-Like Ability (*cause fear*)

Environment: Any forest

Organization: Solitary, may be accompanied by 24 HD of zombies

Challenge Rating: 12

Treasure: Standard

Alignment: Always neutral evil

Advancement: 13-17 HD (Huge), 18-22 HD (Gargantuan)

Level Adjustment: —

This creature looks like an animated dead tree. Its dark and angular branches bear no leaves, and its limbs are knotted and twisted into a sinister shape. A malevolent face stares out of the upper part of its trunk.

Centuries ago, the islands known today as the Serpent's Teeth were part of the great continent of Valossa. A mighty

Valossan Empire of serpent folk ruled the land, but it fell when certain of the serpent people turned to the worship of a chaotic evil entity known only as the Unspeakable One. A great cataclysm shattered Valossa, leaving only a few scattered islands behind. Nearly every living thing died — many of them in horrible ways as the essence of the Unspeakable One shot through their beings, warping them into insane forms.

Before the fall of the serpent people, the great trees of Valossa's jungles were inhabited by spirit lizards (see page 59). When the cataclysm struck, the trees were killed along with most other living things. However, a few spirit lizards were trapped inside their dead and dying trees, and fused with them by the warping influence of the Unspeakable One. These became the first of the deadwood trees. Driven by an insane, jealous hatred of living things, they will attack without warning and fight until their victims are destroyed.

COMBAT

Deadwood trees hate all living things. They revel in slaughtering the creatures of the woods and transforming both beasts and men into zombies. While driven by hatred, a deadwood tree is an intelligent and careful strategist. It will make full use of its zombies as cannon fodder, often using the weaker undead to form a wall of flesh over which it can strike at its enemies. Using *blight* and the touch of corruption, it can recover from a great deal of damage. Fire poses the greatest threat to a deadwood, and if at any point an enemy readies to inflict fire damage, the deadwood will turn its full attention to destroying that particular foe.

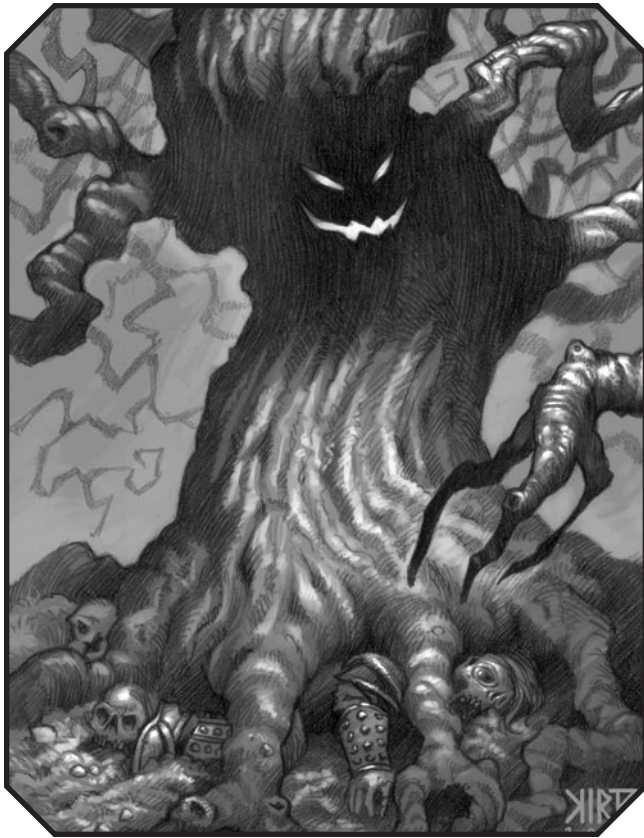
Deadwood (Su): A deadwood tree is a bizarre blending of undead, plant, and fey, and has qualities of each species. Most notably, it is unaffected by *control plant*, *command plant*, or *antiplant shell*. A *blight* spell will actually heal the deadwood tree for half the amount of damage that would normally be inflicted. The deadwood can use its own *blight* ability to heal itself. However, *plant growth* will inflict 1d6 points of damage for every two caster levels (Will save half).

Touch of Corruption (Su): Living creatures struck by a deadwood tree's slam attack gain one negative level. The save DC to remove the negative level is 19; this save is Charisma-based. For each negative level bestowed the

In the deepest Jungles, the Unwary may encounter the Creature that is Vulgarley Knowne as the Deadwoode Tree (but is Knowne also by the names of Tree-Lich, Necrodendron, and, falsely, Dark Treante and Woode Devil). This Abominable Being is possess'd of a Bitter Hatred for all Living Creatures, and will lose no Opportunity to Attack any who Trespasse upon its Domaine; for, like the Treante of Gentler Forests, it has somewhat of the Power of Locomotion. The Woodes and Jungles in which it may be founde are Readily Distinguishable from more Naturale Environs by the Deadenesse of the Trees and Bushes 'round about, and their Deathly Silence, lacking Birde-Songe and other Naturale Soundes.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- DEADWOOD TREE -



deadwood tree gains 5 temporary hit points. Plants suffer an additional 1d6 damage from the slam attack. Living creatures killed by a deadwood tree will rise in 1d6 rounds as zombies. At any given moment, a deadwood tree can support a number of zombies whose combined Hit Dice is equal to or less than twice that of the tree. A deadwood tree can telepathically communicate with the zombies it has created; this communication has a maximum range of 1,000 feet.

Trample (Ex): Reflex DC 26 half. The save DC is Strength-based.

Spell-like Abilities: At will—*cause fear* (DC 14), *detect animals or plants*, *diminish plants*, *entangle* (DC 14); 5/day—*blight* (DC 17), *command undead* (DC 15), *fear* (DC 17); 1/day—*antilife shell*, *antiplant shell*, *mass inflict light wounds* (DC 18). Caster level 15th. The save DCs are Wisdom-based. *Entangle* takes the form of withered roots and weeds as opposed to healthy plants.

Skills: *Deadwood trees have a +16 racial bonus to Hide checks made in forested areas.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about deadwood trees:

Skill Check: Knowledge (nature) (DC 10) and Knowledge (religion) (DC 10)

Information: *It is said that the Deadwoode, when it holds Itsself stille, is almoste Impossible to distinguish from a deade Tree of the Normale Type; only that it Beares no Holes made by Woode-Peckers and other such Birdes, and that there growes upon it no Mosse, Lichenne, or Mushrooms, as are wont to do on many deade Trees when the Naturale Conditions be right.*

Benefit: The character knows to be wary around dead trees, and receives a +5 circumstance bonus to notice hidden deadwoods.

Skill Check: Knowledge (nature) (DC 15), Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the deadwood tree – its undead nature, power over undead, vulnerability to fire, and ability to drain the life from living creatures.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (nature) (DC 15) and Knowledge (religion) (DC 15)

Information: *It is a most Terrifying Creature to encounter; especially for those who are in Ignorance of its Nature and Powers; for few would expect a deade Tree to Rise Up and Attack them. The Adventurer who knowes somewhat of the Deadwoode and its Strategems, however; may prove to be a Formidable Foe.*

Benefit: The character is prepared for the terrors that the deadwood tree can conjure up, and receives a +2 bonus to his saving throw against the *cause fear* and *fear* abilities of the tree. If he has the ability to turn or rebuke undead, he receives a +2 bonus to his turn check against the deadwood tree.

Skill Check: Knowledge (nature) (DC 15) and Knowledge (religion) (DC 20)

Information: *Juste as the Deadwoode is infused with the Essences of Deathe, so there are certaine Herbes and other Plantes with opposite Virtue; these are well knowne to those familiar with Healing Herbes, and may be used in certain Combinations as an Anti-Dote to the Touch of the Deadwoode, which is greatly draining of Vitality.*

Benefit: There is a certain combination of roots and herbs that can help someone recover from the effects of the deadwood tree's corrupting touch. If the character possesses the knowledge, is in a warm or temperate forest, and is willing to take half an hour to search for supplies, he receives a +3 bonus when making his save to recover negative levels lost to a deadwood. The character can harvest enough supplies to assist 1d6 people, but the mixture only retains its potency for 1 hour.

- DEADWOOD TREE -

Skill Check: Knowledge (nature) (DC 20) and Knowledge (religion) (DC 20)

Information: *The Zombie or walking Corpse that is created by the Deadwoode Tree, and ruled by it as a Servant, may by certaine Signes be distinguish'd from that Zombie that is raised up by Necromancie. The first Signe being that it is strip'd with Welts and Weales as one who has been flogg'd – Markes it was given as the Deadwoode took its Life with flailing Branches. The second Signe is that the Zombie will venture no farther than three hundred Paces from its Master and Creator, being bounde to its Unnaturale Commande.*

Benefit: The character is capable of recognizing a zombie that has been created by a deadwood tree (as opposed to a zombie created by other forms of necromancy). He knows that deadwood zombies are telepathically controlled by a tree, and that the maximum range of this control is 1,000 feet.

Skill Check: Knowledge (nature) (DC 20) and either Knowledge (religion) (DC 20) or Knowledge (arcana) (DC 20)

Information: *The woode of the Deadwoode Tree has Magickal Virtue, and when used by one who knowes its Secrets, it makes certaine Spelles more Potente – these Spelles having mainely to do with Plantes and Deathe, as such is the Nature of the Deadwoode. In like Mannere, it may be wrought into certain Objects that have Magickal Powers.*

Benefit: The character can use deadwood to enhance the power of either arcane or divine spells, as discussed in the following section.

USES

SPELL COMPONENTS

A spellcaster who understands how to tap into the power of deadwood can increase the power of certain spells by using a piece of deadwood as an additional material component. The spells and the associated effects are listed on the table at right.

With the exception of *shillelagh* – which requires a deadwood club – the deadwood shard is destroyed when the spell is cast.

MAGIC ITEMS

DEAD TREE'S BLOOD

The sap of a deadwood is hard to find, because their wood is dry and brittle. An Alchemy check (DC 25) allows a character to extract one ounce of sap from a slain deadwood tree. When used in the creation of a *potion of ghoul touch*, one ounce of the sap increases the duration of the potion's effect to 1d10+5 rounds; however, the victim does not

SPELL COMPONENTS

Spell	Effect
<i>Animate dead</i>	Increase caster level by 4 (zombies only)
<i>Antilife shell</i>	Increase caster level by 2
<i>Antiplant shell</i>	Increase caster level by 2
<i>Blight</i>	Increase save DC by 1
<i>Cause Fear</i>	Increase save DC by 1
<i>Diminish plants</i>	Increase caster level by 2 (stunt growth only)
<i>Energy Drain</i>	Increase save DC by 2
<i>Enervation</i>	Increase caster level by 2
<i>Entangle</i>	Increase save DC by 1
<i>Fear</i>	Increase save DC by 1
<i>Scare</i>	Increase save DC by 1
<i>Shillelagh</i>	Enhancement bonus increased to +2

exude a carrion stench. A *wand of ghoul touch* made from a deadwood twig has the same effects.

DEADWOOD BARK

Deadwood bark can be simmered in water for seven days to make a magical ink with a successful Alchemy check (DC 25); a typical deadwood tree can yield 75 pounds of bark when slain, and 10 pounds of bark will yield enough ink to inscribe one spell on a scroll. Using this ink reduces the XP cost to scribe the scroll by 50%; however, it may only be used to scribe spells from the following schools and domains: Necromancy, Chaos, Death, and Evil. Because of its evil nature, deadwood bark is not traded openly but can fetch as much as 50 gp per pound on the black market.

DEADWOOD SLAYING ARROW

If a *slaying arrow* is crafted with a deadwood shaft, the enhancement bonus is increased to +2. The DC to avoid the death effect is 25 for a normal *slaying arrow* and 30 for a *greater slaying arrow*. Such an arrow can only be crafted to slay fey, humanoids (all sub-types), or animals. This increases the cost of the arrow by 50%.

DEADWOOD WEAPONS

A piece of deadwood may be enchanted to become *chaotic* or *unholy* without requiring the creator to know *chaos hammer* or *unholy blight*; all other requirements are unchanged. Depending on its size, the weapon counts as a club or a greatclub.

A suitable sized piece of deadwood, when used as the shaft of a *cursed backbiter spear*, removes the need for the weapon's creator to know *bestow curse*; the malevolence of the tree lasts beyond its death, and substitutes perfectly for the spell.

- DEADWOOD TREE -

ADVENTURE HOOKS

THE GARDEN OF NIGHTMARES

A wealthy merchant is one of the scattered survivors of the Brotherhood of the Yellow Sign, and has constructed a secret temple to the Unspeakable One in the basement of his house. His doors are fitted with the most complex magically-enhanced locks, his windows are covered with bars of solid adamantite, and although none of his servants has ever been seen walking a dog, a knock on the door is greeted with such a horrific baying that some visitors have taken to their heels and never returned. To all appearances, the merchant is simply eccentric with an unusual love of privacy and an obsession with keeping thieves off his property. The neighbors talk, but they do not suspect the truth.

Several of his security measures reside in the formal garden behind his house. By the light of day, this seems to be a perfectly normal garden, although sensitive characters may notice something vaguely disturbing about the angles of its hedges and flower beds. In the center, on a raised bed surrounded by a low stone wall, stands a magnificent old tree. Rather than being a welcome relief from the sun, however, the shade it casts on the garden is somehow ominous. Although it is in full leaf during the day, people who have caught a glimpse of it over the garden's high wall at night will swear that it was as bare as an oak in midwinter – but those who frequent the garden walls of wealthy and reclusive merchants at night are not very likely to take their suspicions to the authorities.

The tree is a deadwood. The merchant, a low-level illusionist as well as a cultist, treats it with a *silent image* spell each morning to give it the appearance of a living tree. He started to do this after becoming tired of fending off inquiries about the “dead” tree, mainly from enterprising tradesmen who knocked at the door offering to remove it or trying to sell him a living replacement.

Rumors abound in the city's underworld, but none of them approach the truth. A number of rogues – including more than one Syndicate member – have scaled the merchant's garden wall, never to be seen again. It is said that the crazy old man has a huge treasure hidden somewhere in the house – why else would he be so secretive, and so obsessed with security? Others whisper that he was taught terrible secrets by an evil druidic cult on one of the remote islands he visited in his seafaring days. Still others say that he is an eccentric botanist with an interest in collecting rare plants – some of which happen to be carnivorous.

The PCs might become involved with the peculiar merchant in a number of ways. They might trail a suspected cultist to his door, and need some way to break into the house to find out what is going on inside. The walled garden seems to offer an easy means to approach the house without being spotted. Rogue characters might become interested in the house after an acquaintance fails to return from the garden one night.

They might even be ordered by Finn (see *F:CoA*, pages 52-55) to investigate the disappearance of a Syndicate member there. A rival botanist or a dealer in rare plants might hire a party of adventurers to raid the garden for cuttings – or the mission might be a set-up, delivering the would-be thieves into the hands of the cult as sacrificial victims.

For an added twist, the deadwood tree may be planning to use the cultists for its own ends. It may not have revealed to them the full extent of its intelligence and powers, and it may secretly be building up a force of undead servants – carefully hidden in shallow graves under bushes and walls throughout the garden – with which it intends to mount a surprise attack during a cult ritual, sacrificing those present to strengthen its own power and gain the favor of the Unspeakable One. This attack might take place while the players are trying to stop the ritual for their own reasons.

DARKNESS ON THE EDGE OF TOWN

A powerful deadwood tree has established itself at the edge of the jungle that faces Drac's End, and is preparing for an assault on the city. Its plan has been underway for almost twenty years, but it can afford to be patient. It has built up a bodyguard of zombies from the mortals foolish enough to wander into its part of the jungle, and it is patiently waiting for an opportune moment.

The opportune moment will be when some great event in the city provides a diversion. The deadwood knows that a tree cannot simply walk into the city without attracting attention, and will wait until all eyes are turned elsewhere. The deadwood could make its move on a particularly riotous Swagfest night, or it might take advantage of an attack on the city or some other great disaster. If a powerful party of adventurers needs an additional challenge in the final stages of *Madness in Freeport*, for example, it might plan its attack to coincide with the lighting of Milton's lighthouse, having discovered the Yellow Sign's evil scheme.

THE JUNGLE RECLAIMS

In the centuries since the fall of Valossa, the jungle has reclaimed many ruined cities. Deadwood trees have migrated to more than one such site, drawn by the prospect of magical treasure and the hope of rediscovering ruined temples to the Unspeakable One.

Others, too, have been drawn to explore the ancient ruins that dot the islands of the Serpent's Teeth, and many of them have never returned. A deadwood tree could very easily turn a ruined city into a fortress or even a death-trap, designed to lure adventurers to their doom so that they can be stripped of magical treasure and turned into undead slaves. The deadwood's zombie minions search the city tirelessly for treasure and other resources, rebuild ruined temples, tend the surrounding jungles and act as troops to fight off or capture intruders.

- DEADWOOD TREE -

Meanwhile, their master sits at the center of the city. This powerful deadwood is devoted to the Unspeakable One, and sees its condition as a blessing from its bizarre god. It intends to establish a great temple to the Unspeakable One in its city, gather mortals for sacrifice, and conduct a forbidden ritual which will allow the Unspeakable One to manifest physically on this plane for the first time since the destruction of Valossa.

SAMPLE NPC: HAZAREL BONEROOT

Deadwood Tree: CR 18; Gargantuan undead; HD 18d12; hp 126; Init +0; Speed 30 ft; AC 25 (-4 size, +18 natural, +1 *dusty rose ioun stone*), touch 7, flat-footed 25; Atk Slam +19 melee (3d6+14 + energy drain); Fl Atk 2 slams +21 melee (3d6+14 + energy drain); SA Spell-like abilities, touch of corruption, trample 3d6+21; SQ +4 turn resistance, damage reduction 10/slashing and magic, darkvision 60 ft., deadwood, immunity to cold, electricity, polymorph, and mind-affecting effects, low-light vision, undead traits, vulnerability to fire; AL Neutral evil; SV Fort +6, Ref +6, Will +16; Str 38, Dex 10, Con —, Int 18, Wis 20, Cha 16.

Skills and Feats: Hide +8*, Intimidate +24, Knowledge (arcana) +14, Knowledge (nature) +14, Knowledge (religion) +20, Listen +26, Sense Motive +26, Spellcraft +16, Spot +26, Survival +20; Ability Focus (*entangle*), Awesome Blow, Improved Bull Rush, Improved Sunder, Power Attack, Quicken Spell-Like Ability (*entangle*), Quicken Spell-Like Ability (*fear*).

Spell-Like Abilities: Due to the pacts it has made with the forces of darkness, Hazarel possesses a wider range of spell-like abilities than the typical deadwood. It possesses the following spell-like abilities: At will—*bane* (DC 16), *cause fear* (DC 16), *detect animals or plants*, *diminish plants*, *doom* (DC 16), *entangle* (DC 18), *protection from good*; 5/day—*blight* (DC 19), *command undead* (DC 17), *fear* (DC 19); 3/day—*death knell* (DC 18), *desecrate*, *hold person* (DC 18), *obscuring mist*, *resist energy* (fire), 1/day—*antilife shell*, *animate dead*, *antiplant shell*, *bestow curse* (DC 19), *mass inflict light wounds* (DC 21). Caster level 18th. The save DCs are Wisdom-based.

Possessions: Hazarel has received a few gifts from its dark liege. These include a *pale lavender ioun stone*, a *pearly white ioun stone*, and a *dusty rose ioun stone*. These stones circle Hazarel's upper branches; if someone examines the tree, they will notice the stones with a successful Spot check (DC 20).

BACKGROUND

Hazarel Boneroot was so unrelenting in its destruction of the living that it attracted the attention of a fiendish deity. Hazarel made a pact with this sinister entity, gaining greater power in exchange for devotion and the continual sacrifice of the living.



PERSONALITY

Hazarel has an obsessive hatred of all living creatures, and moves from place to place leaving a swath of death and destruction behind it. It knows that the more it kills, the more favor it will gain with its dark god, and the more powerful it will become.

PHYSICAL DESCRIPTION

Hazarel looks like an enormous old dead tree with a gnarled trunk and twisted branches. Just below its face, the symbol of its god is burned into its trunk, as if by a branding iron. Its bark is dark gray, with various scrapes and scars showing up in shades of brown.

USING HAZAREL

Hazarel is a powerful “boss monster” to place at the end of an adventure. Its usual strategy is to move into an area covered by an *obscuring mist* spell, ambushing unsuspecting victims after dark to create a core force of undead. Then it goes on the attack, first using *resist energy* on itself to cover its greatest weakness, supporting its undead cohorts with aggressive spells, and using *animate dead* to create zombies from as many fallen creatures as possible – not just those it has killed itself. Enemy spellcasters will be the first targets. If forced onto the defensive, it will use *fear*, *hold person*, and *obscuring mist* to cover its retreat.

- DEVIL LIZARD -

DEVIL LIZARD

Small Fey

Hit Dice: 9d6+27 (58 hp)

Initiative: +5

Speed: 50 ft. (10 squares), climb 30 ft.

Armor Class: 21 (+1 Size, +5 Dex, +5 natural), touch 16, flat-footed 16

Base Attack/Grapple: +4/+1

Attack: Bite +9 melee (1d4+1 plus poison)

Full Attack: Bite +9 melee (1d4+1 plus poison) and 2 claws +7 melee (1d6 + essence disruption)

Space/Reach: 5 ft./5 ft.

Special Attacks: Essence disruption, frenzy, poison, spell-like abilities

Special Qualities: Damage reduction 10/cold iron, low-light vision, nature's passage, regeneration 2, scent, spell resistance 20

Saves: Fort +4, Ref +8, Will +8

Abilities: Str 12, Dex 21, Con 16, Int 11, Wis 14, Cha 8

Skills: Climb +12, Escape Artist +10, Handle Animal +10, Hide +16*, Knowledge (nature) +10, Listen +10, Move Silently +16, Spot +10, Survival +12

Feats: Improved Natural Weapon (claws), Multiattack, Track, Weapon Finesse

Environment: Warm forest

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Always neutral

Advancement: By character class

Level Adjustment: —

This creature is a bipedal lizard about two feet tall, with talon'd feet and dark, staring eyes. A row of spines rises from the top of its head. Its mottled, warty skin is dark gray with blotches of black, dark brown, and dark green. It hisses in a threatening manner.

The devil lizard is part of the tragic story that surrounds the spirit lizard (pages 59-62) and the deadwood tree (pages 13-17). As mentioned previously, the deadwood trees were created during the great cataclysm that destroyed Valossa; many spirit lizards were fused to their home trees by the dark power that washed over the remains of the continent, becoming the first of the terrible deadwood trees. Some of these reptilian fey were apart from their home trees when the cataclysm struck and escaped this awful fate; however, they too were warped by the essence of the Unspeakable One and turned from spirit lizards into devil lizards.

Devil lizards are normally solitary, living in dark and blighted forest areas. Most are hostile toward any humanoid intruders, whom they blame not only for hunting and logging but also for the disaster that brought about their present condition. They are particularly inimical to spellcasters. All devil lizards hate deadwood trees and will do anything to destroy them. They do so in the full knowledge that they are destroying creatures that were once their relatives. The tragic irony of this situation has sent many devil lizards almost out of their minds with grief, making them careless of whether they live or die – this is the reason behind the fury of their attacks. They are jealous of those spirit lizards who survived the cataclysm unchanged, and will generally avoid them out of shame. They will not attack spirit lizards, or take any action against them. They will grudgingly accept other fey.

Devil lizards tend to avoid contact with animals, fearing that they will sense their condition. They have none of the animal-related abilities of spirit lizards, but have developed a much greater control over plants than spirit lizards possess. Forest areas inhabited by devil lizards are much less full of animal life than those that are home to spirit lizards, but have much thicker vegetation; however, this vegetation is often thorny and tangled rather than lush and green, reflecting the devil lizards' darker nature. Their territories are frequented by shambling mounds and other monstrous plants. At the heart

Of all the creatures that may be found in the Jungles of the Serpente's Teethe Islandes, the Deville Lizarde is amonge the most Inimical and Dangerous. Those who straye into its Domain are subject to Furious Attacks carried out by bothe Physical and Magickal Means; and the Creature does not retreat or rest from its Aggression until it has kill'd the Trespassers or Itselſe is Slain.

Local Superstition claims that these Creatures have some Dominion over the Plantes and Vegetation of their Home Forestes. It is said that they can use some Manner of Enchantmente to make the Grasse and Bushes attacke those whom they will Oppose, and that they can even make Servantes of Monstrous and Unnaturale Plantes like the Tendriculosse and the Shamb'ling Mounde, the both of which are to be founde within their Native Jungles in some Numberes. And yet, not all of the Vegetable Kingdome will submit to their Magicks; for they are moste bitter and mortale Enemies of the Deadewoode Trees, and will attacke them with a Terrible Fury until one or the other is destroy'd. Thus have many of them been seen to die, for the Deadewoode is a Mightier Foe; yet they seeme to care not, and counte their Deathe a good one if it be in Combat against such a Thing.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

~ DEVIL LIZARD ~

of the territory there is always a small clearing around a dead tree, which is twisted and blackened as if by some terrible fire. This is all that remains of the devil lizard's home tree; although it is dead, the lizard is still bound to it, and forced to live with this constant reminder of its fate. They have lived so since the fall of Valossa.

Devil lizards speak Common, Draconic, Sylvan, and Valossan.

COMBAT

A devil lizard despises humanoids and will usually attack any humanoid creatures that invade its territory. A ranger or druid may be able to negotiate with the creature, especially if the party has destroyed deadwood trees in the past. In battle a devil lizard uses *entangle* and *wall of thorns* to hinder its enemies, then activates its frenzy and charges into the fray. A devil lizard will usually concentrate its attacks on arcane spellcasters, but it will always begin by fighting those who have escaped the effects of *entangle*. If it is clearly outmatched, a devil lizard will use *animate plants* to supplement its power, but it prefers to use this as a last resort.

Essence Disruption (Su): The touch of the devil lizard still carries the dark taint of the Unspeakable One. Any creature struck by a devil lizard's claw attack must make a Will save (DC 13) or suffer an additional 1d4 points of damage and 1 point of Dexterity damage. The ability damage will affect undead creatures, despite their normal immunities. The save DC is Charisma-based.

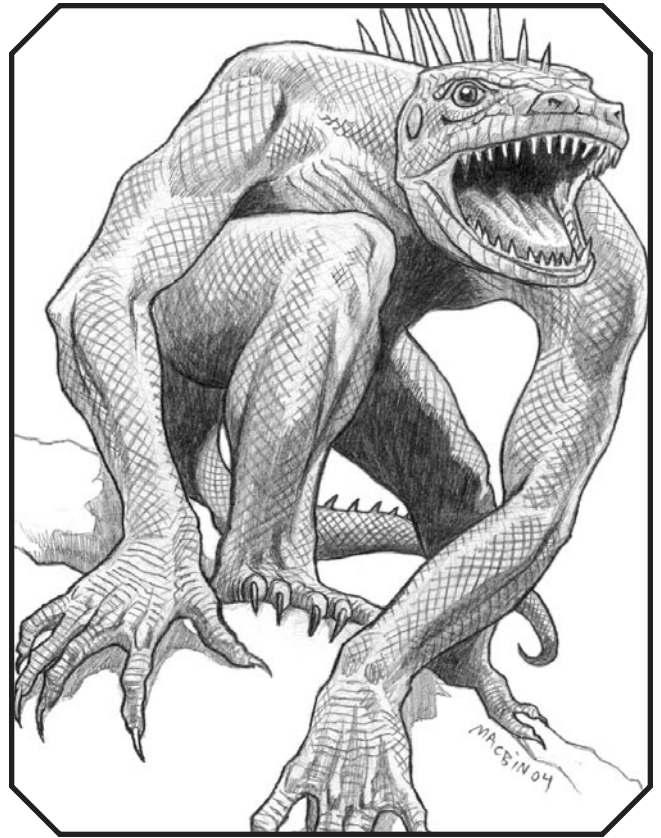
Frenzy (Ex): In battle, a devil lizard can throw itself into a wild frenzy. While in this state, a devil lizard cannot use its spell-like abilities or any skills except for Jump, Climb, Spot, and Listen. It further takes a -3 penalty to Armor Class. However, it receives a +4 bonus to Strength, +4 bonus to Constitution, +2 bonus to Will saves, Damage reduction 2/—, and one additional claw attack each round. Frenzy lasts for a number of rounds equal to 5 + the lizard's Constitution modifier, after which it becomes fatigued. A devil lizard can enter a frenzy twice per day.

Nature's Passage (Ex): A devil lizard can move through any sort of undergrowth at normal speed and without suffering damage or any impairment. This includes both natural undergrowth and areas under the effects of spells such as *entangle* or *wall of thorns*. In addition, a devil lizard leaves no trail while in natural surroundings and cannot be tracked.

Poison (Ex): Injury DC 18, Initial Damage confusion (2d4 rounds), Secondary Damage 1d6 Con. The save DC is Constitution-based.

Regeneration (Ex): Only cold iron weapons can permanently harm a devil lizard.

Spell-Like Abilities: At will—*cause fear* (DC 14), *detect animals or plants*, *entangle* (DC 14), *hide from animals*, *speak with plants*; 3/day—*blight* (DC 16), *control plant* (DC 20), *diminish plants*, *dominate*



animal (DC 15), *fear* (DC 15), *halt undead* (DC 14), *wall of thorns*; 1/week—*animate plants*, *undead to death* (DC 18). Caster level 12th. The save DCs are Wisdom-based. The devil lizard takes 10 points of damage any time it casts *undead to death*.

Skills: A devil lizard receives a +4 racial bonus to Climb, Hide, Move Silently, and Survival checks. It uses its Dexterity modifier instead of its Strength modifier when making Climb checks.

* The scales of a devil lizard can shift in color and pattern like a remarkable chameleon. This provides the lizard with a +10 circumstance bonus to Hide checks while in natural surroundings.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about devil lizards:

Skill Check: Knowledge (nature) (DC 10), Bardic Knowledge (DC 15)

Information: *Many Tales are tolde of the Deville Lizardes, and some of them are undoubtedly mere Superstition, misguided Supposition, or False Reporte. But which are True and which are False, it is hard to determine, for all are equally fabulous.*

Benefit: Devil lizards are strange and misunderstood creatures, and the character has heard one or more of the

~ DEVIL LIZARD ~



false rumors about these spirits. Possible rumors include: Devil lizards and spirit lizards are natural opposites, and always fight to the death; devil lizards are spirit lizards that have turned to evil and the worship of dark forces; devil lizards are actually devils, and can only be harmed with blessed weapons; devil lizards are undead creatures; or anything else that comes to mind. At this level of knowledge, a character will receive a -2 to any Diplomacy check when dealing with a devil lizard.

Skill Check: Knowledge (nature) (DC 15), Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the devil lizard – its fey nature, ability to blight plants and control animals, and its deadly combat abilities.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (nature) (DC 20), Bardic Knowledge (DC 25)

Information: *It is claim'd by some Authorities as Facte that the Natures of the Deville Lizarde, the Spiritte Lizarde, and the Deadewoode Tree are intertwined, all three Creatures sharing a Common Originne. The Isles of the Serpente's Teethe, according to this Theory, were, in far distant Antiquity, the topmoste Peakes of a Greate Continente, that some have named Valossa. This*

Valossa, it is saide, was riven in Fragmentes and caste into the Sea by the Unspeakable One, which was at that Time a most potente Power of Chaosse; and the Magickal Humours that were bred by this Catastrophe shot through certaine of the Spiritte Lizardes, which had until that Time served the same Office in Valossa as Dryaddes do in other Landes. Some Few escaped the Corruption; but those caught in their Trees by the Unnaturale Blaste were fused with the Woode and became the Evil Deadewoodes, while those that were Outside suffered the Destruction of their Trees and were scour'd by the magickal Windes of the Disaster, shaping them into the Deville Lizardes. This, it is claim'd, is why the Deville Lizardes show such Fury towarde the Deadewoodes, who were once their Kin but now embrace Evil; while equally they are Abash'd to show Themselves before the Spiritte Lizardes, who suffer'd neither their Losse nor their Shame. So the Story goes; whether it be Facte or Fancy remaines to be proven.

Benefit: The character knows more about the history of the spirit lizards and the cataclysm that shattered their race. The character is aware of the relationship between spirit lizards, deadwood trees, and devil lizards, and knows about the enmity that the devil lizards have towards deadwood trees. If he possesses Wild Empathy, he can make a Wild Empathy check in place of a Diplomacy check when dealing with a devil lizard, and receives a +5 bonus on his roll.

Skill Check: Knowledge (nature) (DC 25) and Craft

~ DEVIL LIZARD ~

(alchemy) (DC 20)

Information: *The Bitternesse of the Deville Lizarde, and its natural Antipathy toward the Deadewoode Tree, are soak'd into the very Fibre of its Being; even unto its Bloode, which can be made into a most potente Poison against Plantes of all Kindes by one who doth know the correct Methodes and Preparations.*

Benefit: The character knows how to prepare *blood of the blight* (see **Uses**) from the corpse of a fallen devil lizard.

USES

Devil lizards generally distrust all humans and demihumans. As intelligent fey, they cannot be tamed or taken as animal companions. However, they may choose to accompany members of other races who are devoted to hunting down and destroying deadwood trees. But they will abandon such companions if they relent in their mission even for a moment.

BLOOD OF THE BLIGHT

A druid or other natural mystic who acquires the tainted blood of a devil lizard can use it to create a vile fluid that draws the life from any area it touches. *Blood of the blight* is a grenade-like weapon. If it strikes a plant creature, it inflicts 10d6 points of damage (5d6 points with a DC 14 Fortitude save). In addition, it has the stunt growth effect of *diminish plants* on all vegetation within an 800-foot radius. In order to create a dose of the *blood of the blight*, a character must possess the knowledge described previously, the ability to cast 2nd-level druid or ranger spells, the Brew Potion feat, and the corpse of a devil lizard (either freshly killed or preserved with *gentle repose*).

Moderate necromancy; CL 10th; Price 1,200 gp.

ADVENTURE HOOKS

HOSTILE NATIVES

As Freeport grows, it needs a constant supply of timber and other materials that must come from the forest. A number of logging camps have sprung up within a few miles of the city, and more than one of them has had trouble with devil lizards.

The creatures rarely allow themselves to be seen, but commit acts of sabotage and murder aimed at driving the loggers away. No matter how hard the loggers work to clear the underbrush and create tracks for hauling cut logs back to the city, their efforts are always choked with tangled and thorny vegetation the next morning. Barbed vines snatch at the skin and clothing of anyone who tries to force a way through the area, and more than one logger has lost an eye to these thorns. Felled trees develop an unerring aim for nearby loggers as though being guided to crush those who cut them down. More aggressive plants such as assassin vines, tendriculos and shambling mounds converge on the work site. Druids brought in to investigate the problem feel an overwhelming hostility radiating

from all around the forest. A devil lizard may cut ropes, scare horses, break axe handles, and even kill loggers if it can catch them alone. If the attacks become worse, those in charge of the logging operations may hire groups of adventurers – including the PCs – to provide security, and through encounters with devil lizards they may discover their tragic history.

DIVERGENT EVOLUTION

A scholar studying the magical creatures of A'Val – perhaps a professor at the Freeport Institute – is examining a spirit lizard and a devil lizard side-by-side, noting their similarities and differences. They both desperately want to escape (see the adventure hook *The Night of the Animals*, page 61), and the spirit lizard feels great compassion for its fallen comrade. The devil lizard, on the other hand, feels bitter fury toward its captor and all humanoids, made sharper by the shame of being brought into forcible contact with an untainted spirit lizard. If it escapes, it may decide to go out in a blaze of glory by destroying as much of the city and as many of its inhabitants as it can. The spirit lizard, meanwhile, will try to persuade the devil lizard to return to the jungle, and will take what steps it can to prevent the devil lizard from coming to any harm on its rampage.

ANCIENT SHAME

Explorers have reported strange areas of dark and tangled growth within the jungles of A'Val – places where the plants seem hostile and where animals seldom go. An expedition of druids is setting out to find and study one of these areas; their goal is to find out whether this phenomenon is caused by any kind of unnatural process and, if so, to set things right. If any of the PCs is a druid, a ranger, or a cleric of a deity whose domains include Plant, they may be invited along on the expedition. PCs of other types may be hired to protect the expedition from marauding lizard folk and other jungle threats. When the expedition sets out from Freeport, no one knows that the proposed study area is the home territory of a devil lizard.

Devil lizards have a keen sense of shame about their condition. Although they were not warped into evil creatures like the deadwood trees, they feel that they should not have allowed their home trees to be destroyed in the cataclysm. Quite apart from their normal antipathy to trespassers, they cannot bear the thought of others finding out the true story of their origins. The resident devil lizard will do everything it can to thwart the party, especially when it discovers that the opposition employs druidic or plant magic. If it cannot prevent the party from reaching its territory, it will hide and wait for them to go away, using its powers to encourage attacks on the party by shambling mounds, assassin vines, and other monstrous plants.

If the expedition members are observant and persist in trying to get to the bottom of things, they may encounter the devil lizard and find out the true story; however, they will have to show great respect for the natural world and enormous restraint in the face of attacking vegetation in

~ FLYING LIZARD ~

FLYING LIZARDS

FLYING LIZARD, TINY (SCALEWING)

Tiny Animal

Hit Dice: 1d8+1 (5 hp)

Initiative: +2

Speed: 10 ft. (2 squares), fly 50 ft. (average)

Armor Class: 16 (+2 Size, +2 Dex, +2 natural), touch 15, flat-footed 14

Base Attack/Grapple: +0/-9

Attack: Bite +5 melee (1d4-1), talons +5 melee (1d3-1), or tail +5 melee (1 pt)

Full Attack: Bite +5 melee (1d4-1) and either talons +0 melee (1d3-1) or tail +0 melee (1 pt)

Space/Reach: 2 1/2 ft./0 ft.

Special Attacks: Improved grab, iron jaws

Special Qualities: Low-light vision, scent

Saves: Fort +3, Ref +4, Will +1

Abilities: Str 8, Dex 15, Con 12, Int 2, Wis 12, Cha 6

Skills: Listen +5, Spot +7, Survival +3

Feats: Improved Natural Attack^B, Weapon Finesse

Environment: Any warm

Organization: Solitary, pair, or flight (3-6)

Challenge Rating: 1/2

Treasure: None

Alignment: Always neutral

Advancement: 2-3 HD (small)

Level Adjustment: —

FLYING LIZARD, MEDIUM (IRONTTOOTH)

Medium Animal

Hit Dice: 6d8+18 (45 hp)

Initiative: +1

Speed: 15 ft. (3 squares), fly 70 ft. (poor)

Armor Class: 18 (+1 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +4/+7

Attack: Bite +7 melee (1d8+3), talons +7 melee (1d6+1), or tail +7 melee (1d3+1)

Full Attack: Bite +7 melee (1d8+3), talons +5 melee (1d6+1) and tail +5 melee (1d3+1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Constrict (1d3+3), improved grab, iron jaws

Special Qualities: Low-light vision, scent

Saves: Fort +8, Ref +6, Will +2

Abilities: Str 17, Dex 12, Con 17, Int 2, Wis 12, Cha 6

Skills: Listen +5, Spot +10, Survival +5

Feats: Flyby Attack, Improved Natural Attack, Multiattack

Environment: Any warm

Organization: Solitary or pair

Challenge Rating: 3

Treasure: Half standard

Alignment: Always neutral

Advancement: 7-8 HD (Medium), 9-11 HD (Large)

Level Adjustment: —

FLYING LIZARD, HUGE (BLACKWING)

Huge Animal

Hit Dice: 12d8+72 (126 hp)

Initiative: +0

Speed: 20 ft. (4 squares), fly 100 ft. (poor)

Armor Class: 20 (-2 Size, +12 natural), touch 6, flat-footed 18

Base Attack/Grapple: +9/+26

Attack: Bite +16 melee (3d6+9), talons +16 melee (2d6+4), or tail +16 melee (1d6+4)

Full Attack: Bite +16 melee (3d6+9), talons +14 melee (2d6+4) and tail +14 melee (1d6+4)

Space/Reach: 15 ft./10 ft.

Special Attacks: Constrict (1d6+9), improved grab, iron jaws

Special Qualities: Low-light vision, scent

Saves: Fort +14, Ref +8, Will +5

Abilities: Str 29, Dex 10, Con 23, Int 2, Wis 12, Cha 6

Skills: Listen +7, Spot +12, Survival +6

Feats: Flyby Attack, Improved Bull Rush, Improved Natural Attack, Multiattack, Power Attack

Many Visitors to the Serpente's Teethe have remark'd upon the Scarcity of Birdes among those Islandes. Indeed, there are but Few Species to be founde, and of those the Greater Parte are knowne to have arrived aboard the Shippes of various Visiting Races.

It should not be thought, however, that the Skies of the Islandes are Empty of Life. Apart from various Flying Insectes of unusual Size, there are a greate Array of Flying Lizardes, which appear to serve the same Purpose among those Jungles as Birdes do in the Forestes of other Countries. For the most part, they are wing'd like Battes, and can Fly as well as any Birde, feeding upon Insectes, Fishes, and Larger Creatures according to their size. The smallest of them sustains Itselfe with Antes, Flyes, and Spiders, while the largest can carry off an Oxe or larger Prey.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

~ FLYING LIZARD ~

Environment: Any warm
Organization: Solitary or pair
Challenge Rating: 7
Treasure: Half standard
Alignment: Always neutral
Advancement: 13-17 HD (Huge), 18-25 HD (Gargantuan)
Level Adjustment: —

FLYING LIZARD, GOLOSSAL (LEGENDARY)

Colossal Animal

Hit Dice: 40d8+280+18 (478 hp)
Initiative: -2
Speed: 25 ft. (5 squares), fly 150 ft. (clumsy)
Armor Class: 18 (-8 Size, -2 Dex, +18 natural), touch 0, flat-footed 18
Base Attack/Grapple: +30/+61
Attack: Bite +28 melee (6d6+15), talons +28 melee (4d6+7), or tail +28 melee (2d6+7)
Full Attack: Bite +28 melee (6d6+15), talons +26 melee (4d6+7) and tail +26 melee (2d6+7)
Space/Reach: 30 ft./20 ft.
Special Attacks: Constrict (2d6+15), improved grab, iron jaws
Special Qualities: Damage reduction 5/—, low-light vision, scent
Saves: Fort +31, Ref +23, Will +13
Abilities: Str 40, Dex 7, Con 25, Int 2, Wis 12, Cha 6
Skills: Listen +12, Search +10, Spot +24, Survival +8
Feats: Alertness, Awesome Blow, Flyby Attack, Improved Bull Rush, Improved Natural Attack, Multiattack, Power Attack, Toughness x6

Environment: Any warm
Organization: Solitary
Challenge Rating: 20
Treasure: Half standard
Alignment: Always neutral
Advancement: —
Level Adjustment: —

This creature is covered in smooth scales and has a long, powerful tail. A winglike membrane stretches from its front limbs to its body, and its hind limbs are armed with talons like those of an eagle. It has a long, narrow snout, full of sharp teeth.

Flying lizards are thought by some scholars to be survivors of the destruction of the continent of Valossa. A variety of different species can be found on and around the islands of the Serpent's Teeth. The sleek and graceful scalewing is about the same size as a mainland pigeon, while the mighty blackwing can squeeze the life from a wyvern. Legends speak of an enormous flying lizard capable of blotting out the sun with its wings, but these tales have never been confirmed.



~ FLYING LIZARD ~

Regardless of size, a flying lizard has two remarkable features. Its jaws are extremely powerful, and once it has locked onto its prey it is very difficult to pry it loose. In addition, its long serpentine tail is strong and flexible. In combat, it can catch and constrict an enemy within the coils of its tail. Out of combat, a flying lizard can be trained to pick up objects or perform other simple tasks using its prehensile tail.

While flying lizards are not intelligent enough to hoard treasure, coins and objects may be strewn amid the remains of the lizard's victims.

COMBAT

A flying lizard has a wide range of natural weapons: its feet are equipped with fearsome talons; its jaws are lined with sharp teeth and extremely powerful muscles; and it can catch a creature in the coils of its prehensile tail, crushing the life from its victim or dropping him from an enormous height.

In combat, a flying lizard favors swooping, hit-and-run attacks. Flying lizards are cautious hunters; a typical lizard will only attack smaller creatures, and will flee if it is seriously injured. If it is fighting a larger foe, it will make quick passes, slashing with its claws and retreating. Against smaller creatures, it will attempt to snatch one or two victims with its powerful jaws or prehensile tail and fly away, separating the victim from its allies. If it does not appear to be causing significant injury with these two attacks, it will gain altitude and try to drop its victims on rocky terrain. A flying lizard makes a single attack using both talons; its claws are not as powerful as its teeth, and it usually only rakes with its talons if is already grappling with tooth and tail.

Constrict (Ex): Most of the larger breeds of flying lizard have powerful tail muscles, and can crush the life from a creature trapped in its coils. If a creature has been grappled by its tail, the flying lizard inflicts the listed constriction damage in addition to its normal tail damage whenever it makes a successful grapple attack.

Improved Grab (Ex): If a flying lizard makes a successful attack with its tail, it can deal normal damage and attempt to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. This ability can only be used on creatures that are at least one size category smaller than the lizard.

Iron Jaws (Ex): Once a flying lizard locks its jaws onto an opponent, it never lets go. After making a bite attack against a creature at least one size category smaller than itself, a flying lizard can deal normal damage and attempt to start a grapple as a free action; this does not provoke an attack of opportunity or require an additional touch attack. In addition, the flying lizard gets a +4 bonus to its effective Strength for purposes of making and maintaining

the grab. On subsequent rounds, it inflicts its bite damage any time it makes a successful grapple check, with a +2 bonus due to the enhanced strength of its jaws.

The lizard can fly with a creature in its jaws and/or its tail – but its maneuverability is reduced by one category, to a minimum level of clumsy.

Skills: A flying lizard receives a +4 racial bonus on Listen and Spot.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about flying lizards:

Skill Check: Knowledge (nature) (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature. The character knows about the flying lizard's powerful bite, constricting tail, and its preference for hit and run tactics against smaller creatures.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (history) (DC 20), Bardic Knowledge (DC 25)

Information: *Those Scholars who have studied the Ancient and Barbarous Culture of Valossa, which in former times ruled these Isles, have founde many Proofs that Flying Lizardes of many Types lived here in that Forgotten Age, and were betimes Tamed and Set to Worke, the smaller as Hunting-Hawkes and the larger as Mountes. Explorers to the Jungles of the Interior have report'd that some Tribes of the Lizarde People still do the same.*

Benefit: The character knows that flying lizards have inhabited the region since before the fall of Valossa. She knows that the serpent people used domesticated flying lizards as mounts and hunting animals, and that the lizardfolk of the region still occasionally manage to capture and train these creatures. The character knows what sort of tricks a flying lizard can be trained to perform, and receives a +2 circumstance bonus to any Wild Empathy or Animal Handling check when dealing with a flying lizard.

Skill Check: Knowledge (sea lore) (DC 10), Bardic Knowledge (DC 20)

Information: *Legende tells of a moste Colossal Beaste of this Kinde, that dwells in the Volcano that dominates the northern end of the Isle of A'Val just as Freeport dominates the southern end. It is saide that the Beaste is of sufficient Size to snatch up and*

~ FLYING LIZARD ~

carry off a Barque with all its Crew and Cargo; it was closed up inside the Crater by a powerful Wizard or even a Godde, the stories say, and for Centuries has strain'd against its Confinement. As it struggles, it maketh the Earthe to heave and Billowes of Smoke to issue from the Mountaine. Scholars hold the opinion that these tales are a Primitive Attempt to explain the workings of Earthe-Quakes and Eruptions of the Volcano, and have no Basis in Scientific Facte.

Benefit: This is only a story. Or is it?

USES

The meat of the flying lizard has a sharp, tangy taste. Most humans find it to be repulsive, but orcs and goblinoids usually enjoy the flavor, and flying lizard is often served at Krom's Throat in Scurvytown. The lizards have no magical properties, but any spell that normally requires a feather or other part of a bird as a spell component can instead use the equivalent part of a flying lizard; for example, a lizardfolk adept may use a scalewing's wing membrane instead of a raven's feather in order to cast a *fly* spell. This has no effect on the outcome of the spell, but it can add a touch of local color. As far as adventurers go, the primary value of a flying lizard is as a companion or familiar.

FAMILIAR

A sorcerer or wizard may call upon a scalewing to serve as a familiar. A scalewing is deadlier than a hawk or raven, but this is balanced by the fact that it does not provide its master with any sort of skill or saving throw bonus. It does have all of the other standard powers of a familiar, including Alertness, Improved Evasion, Share Spells, and Empathic Link.

COMPANION ANIMAL

A druid or ranger may select a flying lizard as a companion animal. The different sizes of lizard have different level requirements, as shown below:

COMPANION ANIMAL

Creature	Required Level
Flying Lizard, Tiny (Scalewing, 1 HD)	1st (no modifier)
Flying Lizard, Small (Scalewing, 3 HD)	4th (Level -3)
Flying Lizard, Medium (Irontooth Lizard, 6 HD)	7th (level -6)
Flying Lizard, Large (Irontooth Lizard, 10 HD)	13th (Level -12)
Flying Lizard, Huge (Blackwing, 12 HD)	16th (level -15)



Flying lizards can be domesticated and trained like any other animal. Irontooth and darkwing lizards can be trained to serve as mounts, carrying any creature at least one size category smaller than the lizard. Scalewings are usually used by hunters, serving much the same role as hawks. Page 85 has complete details on training flying lizards.

A scalewing egg can fetch a price of up to 750 gp from a dealer in exotic creatures, and a trained hatchling can command a price of up to 3,000 gp. Irontooth lizards are worth five times as much, and a blackwing egg could fetch 15,000 gp. Of course, it would be quite a task to transport the large egg from the nest to a merchant without shattering it and killing the unborn lizard.

ADVENTURE HOOKS

AIR MAIL

A large warehouse is being built in Drac's End, on the very edge of the city. No one knows why the warehouse is being built so far from the docks, and the builder – a half-elven druid named Calmyr Hawkeye – isn't offering any details. The most unusual feature of the new structure (as may be learned from the hired laborers working on the site) is that a portion of the roof may be rolled back, opening like a pair of sliding doors built into the top of the building.

~ FLYING LIZARD ~



After the structure is completed, a covered cart is driven into it under very tight security. The building is guarded day and night. After a few days, strange sounds are heard from inside – primarily scratching, hissing, and an occasional blood-curdling shriek. Calmyr starts buying cattle and other livestock at the city's markets as well as large quantities of fish. All this food disappears into the warehouse, never to be seen again.

Naturally, a number of Freeport's citizens are curious about what is taking place inside Calmyr's warehouse, and if they have the right contacts the PCs may be hired to investigate. Getting past the guards will be difficult – they are all half-elf kinsmen of Calmyr and are being paid very well. There may also be some magical alarms and defenses set up around the building.

Calmyr has hatched the egg of a huge flying lizard and intends to train it as a mount. His immediate plan is to start up a messenger and delivery service since a flying lizard of this size can travel between the islands of the Serpent's Teeth more quickly than even the fastest ship.

Once the truth is discovered, the adventure can take a number of turns. The PCs might be hired by a rival merchant to sabotage Calmyr's plans, or even to kidnap the lizard which, given its size and appetite, will not be an easy task.

A HAWKING CONTEST

Joseph Sheppard is Freeport's leading trainer of the smaller breeds of scalewing, and his beasts command the highest prices. His favorite lizard, which he names Goldeneye, is a three-year-old male, about two feet long, with an outstanding talent for hunting. Sheppard and Goldeneye often give exhibitions similar to the falconry displays on the mainland, and he is said to have refused offers of astronomical sums for the creature.

On a visit to Freeport a few months ago, a mainland noble called Count Guillaume de Frensecque saw Goldeneye performing, and was most impressed. Being a keen amateur falconer in his native land, the Count was fascinated to see a flying lizard trained for the same purpose. He and

Scalewing vs. Falcon! Huge Amounts Wagered on Fierce Flyers!

—Recent headline, *The Shipping News*

~ FLYING LIZARD ~

Sheppard spent many hours in friendly debate over the relative merits of hawks and lizards in the sport of falconry, and before he left, the Count made a bet that he could train a hawk to outperform Goldeneye. Now he has returned, with his master falconer Pierre Laval, to make good on his challenge.

Freeport's upper classes are a-twitter with excitement at the forthcoming contest, and at all levels of society great sums are being pledged in side bets. This means that certain individuals are taking an interest in the outcome that is more than purely sporting. After consulting with his mainland contacts, Finn of the Halfling Benevolent Association (see *F:CoA*, pages 54-55) has decided to back the local contestant; other crime bosses take the opposite view, and all will try to make sure that their chosen contestant wins. Several mainlanders have arrived in Freeport to witness the competition, and more than one of them intends to steal one or both of the valuable creatures. The highly conservative Falconer's Guild of one mainland nation, fearing the loss of their traditional power if the lizard should win, has sent an assassin to Freeport to sabotage the match.

At the GM's discretion, there could be further complications. Sheppard might be more than he seems; perhaps Goldeneye's training is enhanced by magic of some kind; perhaps the lizard is actually a highly intelligent familiar or even a *polymorphed* creature that made a deal with the trainer to act as a living endorsement of his methods to boost trade. Alternatively, perhaps the Count is so determined to win the contest that his hawk is not entirely what it seems.

TERROR FROM THE SKIES

Untold millennia ago, a gargantuan flying lizard made its home in the crater of Mount A'Val. It terrorized the area before being magically imprisoned in its lair by wizards of the ancient serpent folk, and its magical bonds somehow held fast through the destruction of Valossa by the Unspeakable One.

Now, however, the creature is stirring. The volcano becomes more active as it struggles to free itself, causing the occasional earthquake and pouring black smoke into the air, but Freeport is not seriously threatened at first. As time goes by, however, the eruptions become more violent and the earthquakes become stronger. The Captains' Council decides to send an expedition to the volcano to find out what is going on and, if possible, to prevent any serious damage to the city. The creature frees itself just before the expedition reaches the volcano, and after thousands of years in captivity it is ravenously hungry. It is big enough to pick up a small ship, and its talons are easily capable of tearing the roofs off buildings in search of food. Unless it is somehow stopped, Freeport could be destroyed in a matter of days.

SHINY PRETTY THINGS

The smaller scalewings are as common in Freeport's skies as seagulls, or as pigeons in a mainland city. They soar on the sea breezes, occasionally darting down to snatch a fish from the water. They have been known to take fish and other food from market stalls, swooping in at high speed and snatching what they can. Market traders curse them, but scalewings seldom take enough to have a serious effect on profits and are written off as part of the price of doing business in the Serpent's Teeth. Recently, however, they have been snatching other things that catch the light, such as jeweled stickpins from the hats of wealthy citizens. Over a period of about a week, there has been a series of thefts of small items of jewelry, all by small scalewings.

The PCs may come into this adventure from a number of directions. They may be the victims of a theft themselves (the GM should bear in mind that quite a few magic items are small and jeweled), or they may be asked to look into the thefts by a patron – someone who lost something valuable, or someone connected with the Guard. PC rogues might witness a theft and find the missing object among the stock of their favorite fence when they go to turn some ill-gotten goods into cash a few days later. Careful observation will reveal that the lizards always fly off in the direction of the Eastern District with their booty, and if the PCs are able to follow them, the scalewings will lead them to a small shack on the edge of the Beggars' Market – the home of a halfling named Aloysius (pronounced “Al-oo-ISH-us”) Applewood.

Aloysius always had a knack with small animals, and he has built up a flock of the small lizards by feeding them on his roof. After several months' training, the most promising individuals started coming back with small shiny objects, as he wished. The objects they bring back are not always valuable, as they target almost anything that catches the light, but enough jewelry has come Aloysius's way to make the venture a great success.

Various complications can be added to this basic plot if the GM wishes.

- If he is wise, Aloysius is a full member of the Halfling Benevolent Association, and is conducting his operation with Finn's blessing in exchange for a cut of the profits. In this case, Finn will protect Aloysius from any trouble.
- Aloysius's training successes may include some larger and more aggressive creatures that he keeps around the house for protection; they will attack any character that seems hostile to their master.
- One of the stolen pieces might be the magical prison of a powerful demon or similar creature, which Aloysius inadvertently frees when he examines the object. Another might bear the mark of the Yellow Sign, leading the PCs into another adventure against the Brotherhood.

- GHOST EATER -

GHOST EATER

Small Magical Beast

Hit Dice: 2d10+2 (13 hp)

Initiative: +2

Speed: 30 ft. (6 squares), climb 30 ft.

Armor Class: 14 (+1 Size, +2 Dex, +1 natural), touch 13, flat-footed 12

Base Attack/Grapple: +2/-2

Attack: Bite +4 melee (1d4)

Full Attack: Bite +4 melee (1d4) and 2 slams -1 melee (1d3)

Space/Reach: 5 ft./5 ft.

Special Attacks: Disrupting bite, eerie howl, final repose

Special Qualities: Darkvision 60 ft., detect undead, ghostly resilience, low-light vision, scent

Saves: Fort +4, Ref +5, Will +3

Abilities: Str 11, Dex 15, Con 12, Int 2, Wis 14, Cha 12

Skills: Climb +10, Jump +10, Listen +4, Spot +4, Survival +3

Feats: Ability Focus (eerie howl), Weapon Finesse^B

Environment: Warm forests

Organization: Solitary, pair, or troop (5-8)

Challenge Rating: 2

Treasure: None

Alignment: Any

Advancement: 3-4 HD (Small)

Level Adjustment: —

This creature is about the size of a halfling, covered in dark gray hair that is longest on its head and back. It has a long tail, and a round face with staring, pale eyes. Its hands and feet are strong, and well-suited to climbing.

The ghost eater draws sustenance from the unnatural energies of undead creatures, which it absorbs by biting them. They live mainly in rainforests, feeding on the stray energies of dead creatures of all types; however, they are attracted to humanoid settlements, and especially burial grounds. Some believe that a ghost eater is created when a particularly righteous cleric dies, carrying on the duty of laying the restless dead. Others point out that this would make the creature undead, and it does not respond to spells of turning as other undead creatures do.

COMBAT

Ghost eaters typically avoid living creatures. When dealing with undead, they are cautious and careful; despite their special powers, ghost eaters are still small and weak in comparison to most undead creatures, and they rely on stealth and speed to bring down their more powerful prey.

Detect Undead (Su): A ghost eater can continuously *detect undead* as the spell, with no need for concentration. This covers a 120-foot radius around the ghost eater, and allows the ghost eater to interact with invisible undead without penalty. In addition, the ghost eater gets a +10 bonus to Survival checks when tracking undead creatures.

Disrupting Bite (Ex): The ghost eater's bite has the same effect as the spell *disrupt undead*. Whenever the ghost eater makes a successful bite attack against an undead creature, it inflicts an additional 1d6 points of damage. In addition, a ghost eater can hit incorporeal creatures with its bite attack as if using a *ghost touch* weapon.

Eerie Howl (Su): The ghost eater's eerie, echoing howl causes mindless terror to take hold of all creatures that hear it – including the spirits of the dead. All creatures within 60 feet must make a Will save (DC 14). The howl has the same effect as a *fear* spell with the following exceptions: it affects undead creatures, and it is a sonic effect which can be countered with *silence* or the bard's countersong ability. A ghost eater can emit an eerie howl up to 3 times/day. The save DC is Charisma-based.

Final Repose (Ex): Undead creatures destroyed by a ghost eater cannot return; even ghosts with the *rejuvenation* ability are destroyed forever. A living creature killed by a ghost eater cannot rise as undead, and its corpse cannot be affected by or used for *animate dead*, *create greater undead*, *create undead*, *raise dead*, *reincarnate*, *resurrection*, or similar spells. There are two ways to restore life to a creature slain by a ghost eater. *True resurrection* still functions normally. And if the ghost eater that killed the victim can be found, captured alive, and brought to the corpse of the victim, *wish*, *limited wish*, or *miracle* can restore the connection between spirit and corpse, at which point *raise dead* and similar spells will function normally. If the ghost eater is killed, the spirits it has consumed are lost forever.

The Ghoste-Eater is a Creature somewhat like a Monkey, that dwells in the Jungles of A'Val northward from the City of Freeporte. Its name comes from the common Superstition that it feeds upon the Shades of the Deade, and all manner of magickal Feats are attributed to it: for example, that its Terrible Shriek can freeze a man's Bloode and turn the Stoutest of Heart to Immediate Flight; or that it can Smelle Out the Undeade just as a Hound will track a Fox. These Beliefs make it a Creature much Desired, and a Captive Beaste can fetch a most Handsome Price; however, I have not Myselfe seen a living Specimen of the Creature, which is Exceedingly Rare, and cannot assert whether its Reputed Powers be Facte or Fancy.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- GHOST EATER -

Ghostly Resilience (Ex): A ghost eater receives a +10 racial bonus to resist the spell-like abilities and supernatural powers of undead creatures. It is immune to the level drain and ability damage attacks of undead creatures. It receives a +4 deflection bonus to AC against the physical attacks of undead. Finally, it receives spell resistance 17 against spells cast by undead creatures.

Skills: A ghost eater receives a +8 racial bonus on Climb and Jump checks. It can always choose to take 10 on these checks, even if distracted or endangered. The ghost eater uses its Dexterity modifier for these checks instead of its Strength modifier.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about ghost eaters:

Skill Check: Knowledge (arcana) (DC 15), Bardic Knowledge (DC 15)

Information: *Many Tales are told of the elusive Ghoste-Eater, which is a most wond'rous Creature by all Accountes.*

Benefit: Ghost Eaters are rare creatures. Few know their true nature, but there are many false rumors about these creatures, and the GM should feel free to distribute these freely among PCs. These may include the following: the ghost eaters are outsiders sent to destroy all undead; when a ghost eater is killed, all the spirits it has consumed are released; ghost eaters are actually undead creatures themselves; ghost eaters are immortal, as they survive by consuming the life force of other creatures.

Skill Check: Knowledge (arcana) (DC 20), Bardic Knowledge (DC 20)

Information: This check provides the character with access to the Smallpiece description at the top of this entry, along with basic facts about the ghost eater: the fact that it feeds on the essence of the dead, that the creatures it kills cannot rise or be raised, and that it has the ability to detect the presence of the undead.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (arcana) (DC 25)



Information: *Such is the Virtue of the Ghoste-Eater against Undeade Things of all Kinds, that it outlives the Creature's Deathe; and the Corpse of the Beaste is much sought-after for Ingredientes that may be used in Sundry Magicks.*

Benefit: The character knows about the magical properties of the teeth and organs of the ghost eater, and can create the specialized components and objects described in the following section.

USES

COMPANIONS

As magical beasts, ghost eaters are extremely difficult to train. In the past, a few paladins and undead hunters have managed to subdue and domesticate ghost eaters, training the creatures to assist them in their battles against the restless dead. Some simply use ghost eaters as living warning systems, training them to howl any time they detect the presence of the undead. See page 86 for further details on ghost eater companions.

Masticating Monkey Masters Mummy! Ghost Eater Victorious!

—Recent headline, *The Shipping News*

- GHOST EATER -

SPELL COMPONENTS

A character who understands how to harvest and employ elements of a ghost eater can use its body to empower certain spells, as shown below:

GHOST EATER SPELL COMPONENTS

Ghost Eater Eye	Effect
<i>Detect undead</i>	+2 caster level
Ghost Eater Tooth	Effect
<i>Animate Dead</i>	+2 caster level
<i>Create greater undead</i>	+1 caster level
<i>Create undead</i>	+1 caster level
<i>Disrupt undead</i>	Increase damage to 2d4
<i>Undeath to death</i>	Increase damage to 1d6/level
Ghost Eater Tongue or Windpipe	Effect
<i>Fear</i>	Spell can affect undead creatures
<i>Halt undead</i>	+2 caster level

Each component is destroyed when the associated spell is cast. As ghost eaters are rare and few people know how to properly invoke these powers, there is little market for ghost eater organs.

MAGIC ITEMS

If it is incorporated into the item, a ghost eater tooth will reduce the XP cost of creating a *ghost touch* or *bane (undead)* weapon by 10%. It is possible that a ghost eater tooth could be used to create *potions of restoration*, if the GM wanted to put these items on the market.

ADVENTURE HOOKS

SECURITY MEASURES

A professor at the Freeport Institute acquires a ghost eater, either from a trader in exotic creatures (like Omar Nkota from *Denizens of Freeport*), or from a group of adventurers – perhaps the PCs. The search for such a creature could be an adventure in itself. The professor wants the ghost eater for his own safety, as he is about to conduct a dangerous (and perhaps illegal) series of experiments in applied necromancy.

Like all monkeys, however, ghost eaters take time to train, and a freshly-caught one will be more interested in regaining its freedom than in helping its captor. At the first sign of a way out of its captivity, the creature will let loose an ear-splitting howl and try to escape in the confusion caused by the howl's *fear* effect.

Chasing a ghost eater through Freeport can be challenging, especially given the climbing and leaping abilities it gains from its arboreal lifestyle. It will go to any place where it



- LYCANTHROPE, WERESHARK -

can find a supply of undead to feed on, which – apart from leading to a number of unpleasant discoveries – could make some deadly enemies for its owner or for anyone chasing it. An encounter with one or more ghouls could expose the cannibal cult at the Dead Pelican (see *F:CoA*, pages 85-86), and any number of other revelations could have unfortunate consequences.

FORBIDDEN PRACTICES

The God Squad (see *F:CoA*, pages 33-34) obtains a ghost eater and uses it to conduct night-time sweeps of the city for undead and necromantic operations. Led through the city on a leash, the ghost eater reacts to the proximity of undead just as a trained dog in the real world might react to the smell of drugs or explosives.

At first, the operation is a great success, with several nests of undead being discovered and cleared out. Two or three operating necromancers are discovered and punished. But then things start to go wrong. The ghost eater does not distinguish between humanoid undead and the troubled spirits of animals who died under traumatic circumstances, and on one patrol it heads straight for Freeport's main slaughterhouse and refuses to leave. On another occasion it attacks a senior faculty member of the Freeport Institute, who was traveling ethereally on Institute business.

Despite these setbacks, the God Squad is generally pleased with the success of the ghost eater patrols. But not everyone feels the same way. A number of bodysnatchers and graverobbers in the Eastern District have been paying protection money to Finn at the Halfling Benevolent Association, and he decides that something must be done to stop these patrols interfering with his business. He hires a

group of rogues (possibly the PCs) to steal the creature and deliver it to him. His customers would rather he simply had the creature killed, but Finn sees that it could be sold for a good price. He might even want to keep it and mount his own patrols for undead and necromancers with a desire to blackmail the latter.

The God Squad is outraged by the theft of the ghost eater, and tries to find out who took it and where it is. If the PCs are on good terms with the authorities, they might become involved at this point. Searching Freeport at night for a creature that eats the undead could be an unnerving experience, to say the least. If Finn decides not to keep the creature, he will probably try to sell it to a visiting merchant, which will introduce an element of time pressure to find and recover the ghost eater before it is taken out of the city.

A TERRIBLE MISUNDERSTANDING

This adventure works best if the PCs have developed friendly relations with a ghost, perhaps from a previous adventure. Their friend is being pursued by a ghost eater, and they have to stop it somehow or see the ghost destroyed forever. One possible means is to lay the ghost to rest before the ghost eater has a chance to devour its essence; another is to delay or kill the ghost eater.

ANNIVERSARY OF MADNESS

On the anniversary of some terrible event (for example, the events of *Madness in Freeport*), the dead rise up *en masse* and walk the streets of the city. This causes all kinds of chaos on its own, but it also draws every ghost eater for miles around. Between the undead and the *fear*-inducing shrieks of the ghost eaters, Freeport is in for a restless night.

LYCANTHROPE, WERESHARK

WERESHARK, HUMAN FORM

Medium Humanoid (Human, Shapechanger)

Hit Dice: 1d6+7d8+7 (42 hp)

Initiative: +5

Speed: 30 ft. (6 squares)

Armor Class: 13 (+1 Dex, +2 natural), touch 11, flat-footed 12

Base Attack/Grapple: +5/+6

Attack: Cutlass +6 melee (1d6+1/18-20) or dagger +6 ranged (1d4+1/19-20)

Full Attacks: Cutlass +6 melee (1d6+1/18-20) or dagger +6 ranged (1d4+1/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: —

Special Qualities: Alternate form, keen scent, low-light vision, shark empathy

Saves: Fort +7, Ref +6, Will +6

Abilities: Str 13, Dex 12, Con 11, Int 9, Wis 10, Cha 8

Skills: Balance +4, Climb +4, Knowledge (geography) +2, Knowledge (sea lore) +3, Listen +7, Profession (sailor) +6, Spot +7, Survival +4, Swim +15, Use Rope +4

Feats: Alertness, Born Marine, Great Fortitude^B, Improved Initiative, Iron Will^B, Pearl Diver

Environment: Any aquatic and coastal.

Organization: Solitary, pair, or school (3-4, may be accompanied by 2-5 sharks)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: by character class

Level Adjustment: +3

~ LYCANTHROPE, WERESHARK ~

It is Common Knowledge that Mariners, Fishermen, and Other People who live close to the Sea hold the Sharke in a Great Reverence, telling many tales of its Fierce Nature and Diabolical Ingenuity. Some have given Sharkes the Epithet "Wolves of the Sea," and indeed this is no Understatement. And, it transpires, just as Mortals may become Were-Wolves in Landes that are native to those Beastes, so among the warmer Coastes and Islandes may they become Were-Sharkes. By this terrible Transformation they gain the ability to turn their Shapes between their Natural form and that of a Sharke, and they can also take on a Monstrous and Terrible Appearance, wherein the Traits of Humanoid and Sharke are most Unnaturally Combined.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

WERESHARK, SHARK FORM

Large Humanoid (Human, Shapechanger)

Hit Dice: 1d6+7d8+7 (42 hp)

Initiative: +7

Speed: Swim 60 ft. (12 squares)

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15

Base Attack/Grapple: +5/+13

Attack: Bite +8 melee (1d8+4)

Full Attacks: Bite +8 melee (1d8+4)

Space/Reach: 10 ft./5 ft.

Special Attacks: Curse of Lycanthropy

Special Qualities: Alternate form, blindsense, damage reduction 10/silver, keen scent, low-light vision, shark empathy

Saves: Fort +8, Ref +8, Will +6

Abilities: Str 19, Dex 16, Con 13, Int 9, Wis 10, Cha 8

Skills: Balance +6, Climb +7, Knowledge (geography) +2, Knowledge (sea lore) +3, Listen +7, Profession (sailor) +6, Spot +7, Survival +4, Swim +18, Use Rope +6

Feats: Alertness, Born Marine, Great Fortitude^B, Improved Initiative, Iron Will^B, Pearl Diver

Environment: Any aquatic

Organization: Solitary, pair, or school (3-4, may be accompanied by 2-5 sharks)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: by character class

Level Adjustment: +3

WERESHARK, HYBRID FORM

Large Humanoid (Human, Shapechanger)

Hit Dice: 1d6+7d8+7 (42 hp)

Initiative: +7

Speed: 30 ft., Swim 30 ft. (6 squares)

Armor Class: 18 (-1 size, +3 Dex, +6 natural), touch 12, flat-footed 15

Base Attack/Grapple: +5/+13

Attack: Claw +8 melee (1d8+4)

Full Attacks: 2 claws +8 melee (1d6+4) and bite +3 melee (1d8+2)

Space/Reach: 10 ft./10 ft.

Special Attacks: Curse of Lycanthropy

Special Qualities: Alternate form, blindsense, damage reduction 10/silver, keen scent, low-light vision, shark empathy

Saves: Fort +8, Ref +8, Will +6

Abilities: Str 19, Dex 16, Con 13, Int 9, Wis 10, Cha 8

Skills: Balance +6, Climb +7, Knowledge (geography) +2, Knowledge (sea lore) +3, Listen +7, Profession (sailor) +6, Spot +7, Survival +4, Swim +18, Use Rope +6

Feats: Alertness, Born Marine, Great Fortitude^B, Improved Initiative, Iron Will^B, Pearl Diver

Environment: Any aquatic or coastal.

Organization: Solitary, pair, or school (3-4, may be accompanied by 2-5 sharks)

Challenge Rating: 5

Treasure: Standard

Alignment: Always chaotic evil

Advancement: by character class

Level Adjustment: +3

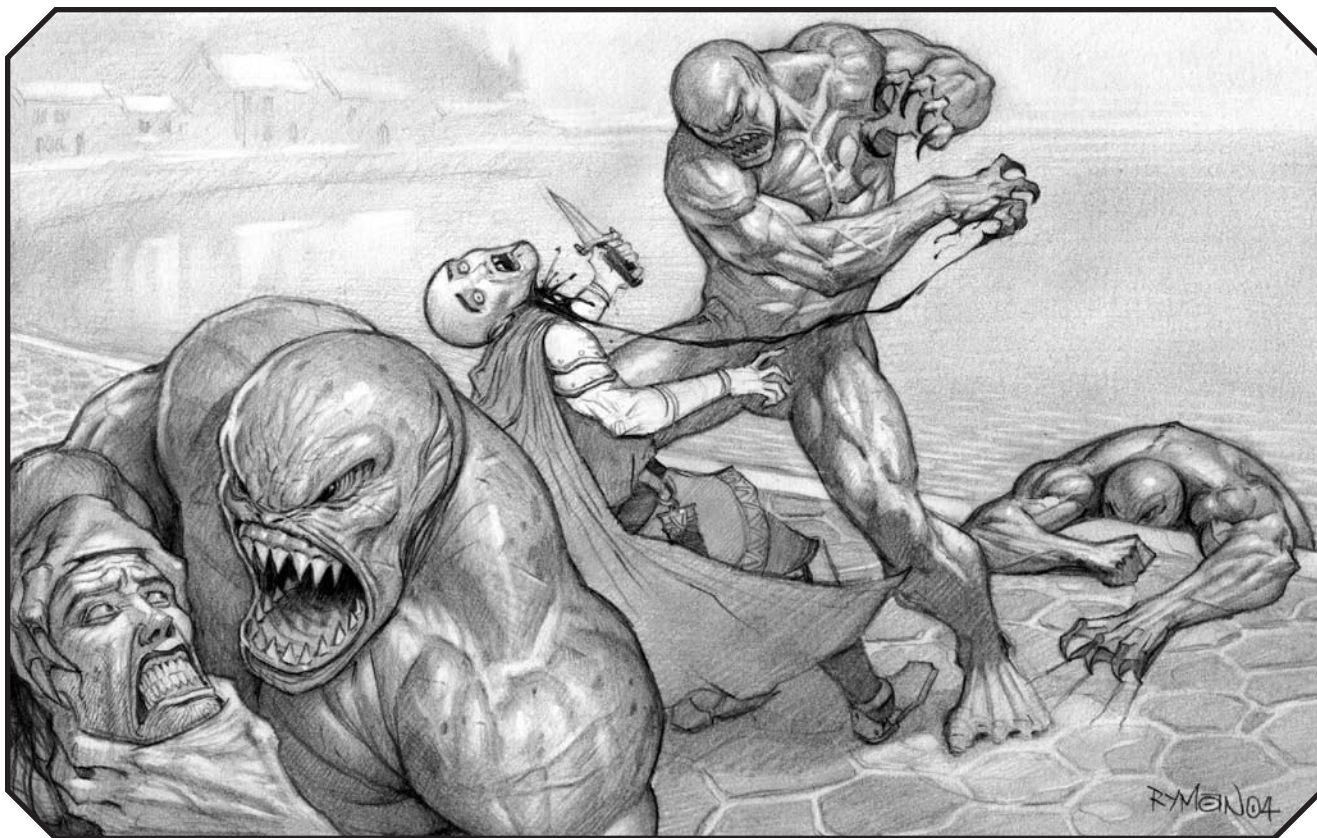
This humanoid is covered in rough gray skin, with clawed hands and a wide mouth full of serrated, triangular teeth. Its hands and feet are lightly webbed, and it stands more than 8 feet tall.

Weresharks in humanoid form tend to be sleek but muscular, with little or no body hair. They usually shave their heads or keep their hair short – it is usually a dark gray color. Their mouths are wide and their smiles reveal a multitude of teeth. Their eyes are usually dark gray and somewhat dull. They dress in the typical garb of the humanoids around them, favoring loose-fitting clothes that can be removed quickly and easily in order to change form.

COMBAT

Weresharks are cunning and dangerous opponents. A wereshark is most dangerous while in its amphibious hybrid form; in this shape, its fearsome bite is supplemented by powerful claws. However, while in the water a wereshark often remains in its shark form. It will attempt to conceal its true nature for as long as possible; if a sailor believes he is fighting a mundane shark, he won't be prepared for the creature's intelligence and resistance to normal weapons.

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While on land a wereshark may carry a weapon, but these lycanthropes prefer to rely on their natural weapons in combat.

Alternate Form (Su): A Wereshark can assume the form of a Large shark or a shark-humanoid hybrid. While in either one of these forms, it receives the following modifiers to its ability scores: Str +6, Dex +4, Con +2. While in hybrid form, a Wereshark is fully amphibious, equally capable of operating on land or sea.

Blindsense (Ex): While in hybrid or shark form, a wereshark can locate creatures underwater within a 30-foot radius. This ability can only be used while the wereshark is submerged.

Curse of Lycanthropy (Su): Any humanoid or giant hit by the wereshark's bite attack must make a Fortitude save (DC 15) or contract lycanthropy.

Keen Scent (Ex): A wereshark can recognize scents within a 180-foot radius. While submerged, it can detect blood in the water at a range of up to one mile.

Shark Empathy (Ex): A Wereshark can communicate with sharks and dire sharks, and receives a +4 racial bonus on Charisma-based checks against sharks and dire sharks.

Skills: A wereshark receives a +8 racial bonus on Swim checks. While in hybrid or shark form, it may use the run action while swimming and can always take ten on a Swim check, even if distracted or endangered.

The wereshark presented on the previous pages is based on a 1st level human expert (sailor) who is a natural lycanthrope. The following base ability scores were used:

- Str 13, Dex 12, Con 11, Int 9, Wis 10, Cha 8.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about weresharks:

Skill Check: Knowledge (arcana) (DC 10), Knowledge (sea lore) (DC 15), Bardic Knowledge (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with the fact that the wereshark possesses the standard lycanthropic traits: resistance to normal weapons, the ability to influence mundane sharks, and the threat of inflicting the curse of lycanthropy on its opponents.

Benefit: This is the basic check that must be made before any other information can be obtained.

Skill Check: Knowledge (arcana) (DC 15), Knowledge (sea lore) (DC 15)

Information: "*Beware the sharke with close-set eyes, and five blacke stripes on its for'ard fins; these are the signs of the Were-Sharke, that hunts its prey 'cross*

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Lande and Sea."

Benefit: By making a Spot check (DC 15), the character can tell the difference between a wereshark and a normal shark.

Skill Check: Knowledge (sea lore) (DC 5) (true); Knowledge (sea lore) (DC 15) (false)

Information: "Thrope bloode and seawater on a Were-Sharke, and no matter what Forme it's in, it'll have to change to a Sharke right away. That's how my Grandad caught one."

Benefit: None; this is only a legend. When the character makes a Knowledge (sea lore) check about weresharks, he will turn up this legend if he ends up with a result between 5 and 14. If the check result is 15 or higher, he has heard this legend but knows that it is false.

Skill Check: Knowledge (sea lore) (DC 18), Bardic Knowledge (DC 25)

Information: "Hookhande the Halfling fought a Were-Sharke once. 'E didn't know till 'is dagger shatter'd on its Hide. But as it swaller'd 'im whole, he grabb'd at one of its teethe and pulled it loose. That's how 'e cut 'is way out of its belly."

Benefit: It is possible to craft a dagger from the tooth of a dire shark or huge shark, or an arrowhead from the tooth of a large shark. These weapons have a -1 penalty to damage checks because of their crude nature, but they will bypass the Damage Reduction of a wereshark.

Skill Check: Knowledge (sea lore) (DC 20)

Information: "When Hookhande the Pirate escaped from the Belly of the Great Were-Sharke, its children vowed to teare him Limbe from Limbe. But Hookhande wrapp'd the skin of the Old Sharke about his Body. He bound it with Red Kelp, and an Incantation he learned from the Graye Hagge. With the Sharke's skin on 'is back, he swam away faster 'n they could follow, an' reach'd safety."

Benefit: You possess the knowledge required to create sharkskin armor. You must meet the other prerequisites for item creation, but you can team up with other characters to meet these requirements.

Skill Check: Knowledge (arcana) (DC 20)

Information: *The Bloode of the Were-Sharke has many Mystickal Properties. Mix'd with salte water and various Herbes of the Sea, it makes a Draught that can prevent the Curse of Lycanthropie from taking Holde; Dropped in the Sea, it summones Sharkes from all Arounde. Sundry other Partes of the Beaste have other Virtues.*

Benefit: You know how to create a variety of magical and alchemical items using the corpse of a

wereshark, including *bloody lure*, *sharksblood salve*, and *sharktooth periapt*. You must meet the other prerequisites for item creation to make them, but you can team up with other characters to meet these requirements.

Skill Check: Knowledge (nature) (DC 25)

Information: "You want to fight a Sharke, you just watch them Dolphins. Hits 'em just behind the Gilles they do – they're tender at that spot, an' it's like a kick in the codpiece to 'em."

Benefit: You receive a +2 circumstance bonus to your damage roll when you make a successful melee attack against a shark, wereshark, or dire shark.

Special: The character must make this check each time he begins a combat against sharks. These techniques are difficult to use, and the character may not be able to apply them to every situation.

USES

Someone with the proper knowledge can craft a wide variety of useful items from the corpse of a wereshark killed in hybrid or shark form. If the character does not have access to the fresh corpse of a wereshark, the cost of the item should be doubled. Wereshark blood must be concentrated in order to produce *bloody lure* or *sharksblood salve*; a corpse will hold enough blood for 1d4+2 doses of either substance, provided that it is harvested quickly.

BLOODY LURE (MAGICAL POTION)

A small vial of the blood of a wereshark, poured into the sea or opened underwater, may summon any sharks that are in the area. Roll on the following table to determine what sharks show up:

BLOODY LURE

1d6 roll	Result
1-2	1d4+1 Medium sharks
3-4	1d3 Large sharks
5-6	1 Huge shark

The blood lure can only summon sharks that are within 1 mile of the user; if the result indicates a type of shark that is not present in the waters, roll again (unless there are no sharks in the area). Sharks that are summoned in this manner will arrive in 2d6 rounds. The sharks will initially be friendly, but the blood does not provide any ability to communicate with the creatures. In addition, any weresharks in the area will also sense the lure and may choose to investigate.

Faint conjuration; CL 5th; Brew Potion, 5 ranks of Craft

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(alchemy); Price 250 gp.

SHARKSKIN ARMOR

(MASTERWORK/ALCHEMICAL ARMOR)

If it is specially cured and prepared, the skin of a wereshark can be crafted into a suit of masterwork leather armor. Sharkskin leather provides its wearer with a +2 circumstance bonus to Swim checks; in addition, the weight of the armor is not considered for purposes of encumbrance while swimming. This requires three Craft skill checks: leatherworking (DC 12), leatherworking (DC 20), and alchemy (DC 25). This adds 200 gp to the cost of the armor and includes the cost of the masterwork enhancement.

SHARKTOOTH PERIAPT (WONDROUS ITEM)

A tooth taken from a wereshark in shark or hybrid form can be made into a talisman that provides a +3 bonus to Fortitude saving throws made to resist the Curse of Lycanthropy.

Faint abjuration; CL 6th; Craft Wondrous Item, 5 ranks of Knowledge (arcana); Price 300 gp.

SHARKSBLOOD SALVE (ALCHEMICAL SUBSTANCE)

The blood of a wereshark can be mixed with various alchemical substances to create a viscous red potion. If drunk within an hour of being bitten by a wereshark, it allows the drinker a second save against the Curse of Lycanthropy. A character may only receive one additional saving throw in this manner. Creating sharksblood salve requires both a Craft (alchemy) check (DC 20) and the Brew Potion feat.

Price 100 gp.

In addition, if the tooth of a wereshark is used as an additional material component when calling a shark, dire shark, or fiendish shark with *summon nature's ally* or *summon monster*, the effective caster level of the spell is increased by 2.

ADVENTURE HOOKS

BLOODY GODS

Sahuagin keep sharks as pets. Also, one of the forms of their evil god is that of a giant shark. Therefore, when a pack of weresharks discovered the sahuagin settlement off the coast, they were welcomed with open arms. They kept to their shark forms at first, allowing themselves to be “trained” while studying the sahuagin culture and especially their relationship with sharks and their religion. At last, when their pack leader – a onetime sorcerer – decided the time was right, they adopted their hybrid forms in front of their sahuagin “masters,” claiming to be divine emissaries.

The idea was only a partial success. By the use of his



lycanthropic powers and a few simple spells, the pack leader was able to convince some of the more credulous sahuagin that he and his companions were, indeed, divine beings. However, a large proportion of the sahuagin – including the most senior cleric – were not convinced, and the band split in a religious schism. After some inconclusive skirmishes, the weresharks and their followers withdrew, setting up their base in a complex of sea-caves beneath an island a little way from the main settlement.

This splinter group has been active in the waters around the Serpent's Teeth. Using the credulity of their followers, the weresharks have declared a holy war against the surface-dwellers, and raids on passing ships have increased both in frequency and in severity. Several of the Captains' Council and other influential citizens of Freeport have been pressing for a fleet to be assembled to put down the sea-devils once and for all. Fleets are expensive, though, and it is more likely that the Council will hand the job off to a group of adventurers. It is also likely that the original – and still comparatively peaceful – sahuagin settlement will be discovered before the more carefully-hidden base of the weresharks and their followers. Wiping them out will do little to stop the attacks, but may spur the deluded sahuagin on to bloodier acts in revenge for the deaths of their onetime compatriots.

Meanwhile, there is a slight possibility that the God of the Sahuagin may notice the weresharks masquerading as his servants and decide to teach them a lesson. He could take

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various measures from shutting off the magical abilities of any clerics among the false believers, to sending a champion – a giant four-armed sahuagin with the abilities of an assassin or blackguard – to kill them all.

The weresharks have little in the way of a long-term plan. Instead, they are enjoying the bloodshed and the spoils of their ruse, and trying to find ways to bring more sahuagin under their control. Ambassadors from a number of widely-scattered sahuagin bands have been summoned to hear the orders of their god's "favored servants," and killing them in the course of a raid on the weresharks' base will probably result in more sahuagin from their home settlements being sent out to punish the surface-dwellers who slew them.

A PUNISHMENT FOR THE UNWORTHY

Weresharks see their lycanthropy as a privilege rather than an affliction, and are normally very careful about spreading it to others. Prospective weresharks must show enough strength, cunning, and ferocity to prove that they are worthy of the gift. It is easy enough for weresharks to make sure that victims of their bites do not survive to contract lycanthropy.

This adventure hook concerns an exception to this rule: a peaceable weakling who was bitten by a wereshark but somehow managed to escape. Because the beast was in shark form at the time of the attack, the victim knows only

that he escaped a shark attack, bearing an impressive scar but no permanent injuries. This is a particularly mean trick to play on a PC, although the GM may prefer to keep the lycanthrope as an NPC for maximum confusion.

Then things start to change. Horrible murders are committed around Freeport, and on more than one occasion a strange creature – half man, half shark – is seen leaving the scenes of the crimes. As the hunt for the monster begins, the lycanthrope himself may not even know that he is responsible for the deaths. He may simply think he has suffered a series of bloody nightmares until details of the killings become known. Even then, he might not realize his true involvement, concluding instead that he somehow has a clairvoyant link to a monster or a deranged murderer which manifests itself in the form of dreams.

As all this is happening, the wereshark whose bite started the lycanthropy has tracked its victim to Freeport, and is hunting him down. Adventurers may track the killer for days or weeks, only to find themselves faced with two weresharks fighting it out in hybrid form over the body of the latest victim. If they can rescue this individual and save him from death, there is an excellent chance that another lycanthrope will result – and the whole process starts over again.

WOLVES OF THE SEA

Captain Benjamin is well-known as one of the bloodiest and most violent pirates to frequent Freeport in these comparatively peaceful days. The traders of the docks are pleased enough to see his ship, the *Mako*, put into port, for he and his crew are successful pirates, heavy with gold and eager to spend it. However, nearly every time he visits Freeport there is trouble. Tavern brawls are expected, but when Benjamin and his crew fight, it is always to the death. However, the Captains' Council has not yet seen fit to try and ban the *Mako* from Freeport nor take any other action against its crew, since the death and destruction they bring with them has always been confined to the docks.

What is not generally known is that Benjamin and a number of his officers are weresharks. They use their shark form to shadow potential prizes unseen, sometimes even sneaking aboard in the dead of night to disable its sails, weapons, and steering gear before directing the *Mako* in for the attack. Prisoners are rarely taken, and no witnesses are left alive.

The PCs are approached by a merchant who has recently lost a ship and valuable cargo, including his only son who was on his first voyage. The merchant suspects that Captain Benjamin is responsible, since the pirate arrived in Freeport a few days after the doomed ship set sail and fenced several items of jewelry marked with the merchant's coat-of-arms. While they were in port, the merchant received a ransom note, demanding a large sum of money for the return of his



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son.

The distraught father believes that his son is being held prisoner aboard the *Mako*, and hires the PCs to recover him. If they do not know they are dealing with lycanthropes, they could be in for a shock!

THE RIPPER

Murders are nothing new in Freeport, but bodies start turning up in the better parts of town – and rather than having their throats neatly cut, they are horribly mutilated. In some cases, organs and limbs are missing. A new body is found every few days, and the amount of blood at each scene strongly suggests that the victims are killed where they are found. Strange clawed footprints near the scene have authorities baffled; it is clear that some kind of monster is stalking the city at night, but all they know is that the killer is bipedal, and possibly humanoid. Judging by the state of the bodies, it must have wickedly sharp claws and teeth. Casting *Speak with dead* spells on the bodies turns up no new information; in all cases, the victim was attacked from behind with something that felt like claws or a dagger. They heard no more than a single footstep, and saw no more than a fleeting, misshapen shadow of their attacker.

The victims themselves seem to have been chosen at random; all they have in common is that they belong to a class of citizen that might be found abroad after dark. Some are rogues and prostitutes, but others are lamp-lighters and watchmen. There appears to be no regard to race or gender. It seems that no one is safe.

Fear grips the city, and no one goes out alone at night unless they have to. Gangs of vigilantes start to patrol the streets in the poorer parts of town; guard patrols are increased, and supplemented by hired mercenaries in the wealthier areas. Anyone out alone at night is a suspect, as well as a potential victim, and the guard has to intervene to prevent several lynchings. A considerable reward is put up for information leading to the capture of the murderer, dead or alive. Suddenly, the killings stop.

For three weeks, relative peace returns to Freeport – and then, the killings start again. The pattern repeats itself: a week of mutilations and three weeks of peace. Characters with a knowledge of astronomy might notice that the killings coincide with the week of the full moon, and conclude that they are searching for a lycanthrope.

The murderer is a member of a prominent Freeport family, with enough wealth, power, and influence to be above the law. Family members and close associates may be aware of the killings, but rather than give up one of their own they close ranks and stonewall any inquiries. It's not as if anyone important is being killed, after all. The PCs will have to be highly skilled, persistent, and very careful if they wish to bring this murderer to justice. If the culprit and those protecting him suspect that the PCs are getting too close,

measures will be taken to discourage them – even if it is necessary to have them killed . . .

SAMPLE NPC:

SALANNON FOAM-SHINE

Humanoid Form: Male aquatic elf/wereshark, Clr 5:

CR 8; Medium Humanoid (aquatic, elf, shapechanger); HD 5d8+7d8+7; hp 66; Init +5; Speed 30 ft, swim 40 ft.; AC 14 (+1 Dex, +1 ring, +2 natural), touch 13, flat-footed 12; Atk Trident +10 melee (1d8+2); SA —; SQ Alternate form, shark empathy, superior low-light vision, keen scent; AL Neutral; SV Fort +9, Ref +7, Will +11; Str 15, Dex 13, Con 11, Int 12, Wis 17, Cha 13.

Hybrid Form: Male aquatic elf/wereshark, Clr 5:

CR 7; Medium Humanoid (aquatic, elf, shapechanger); HD 5d8+7d8+7; hp 66; Init +7; Speed 30 ft, swim 40 ft.; AC 19 (-1 size, +3 Dex, +6 natural, +1 ring), touch 12, flat-footed 15; Atk 2 claws +12 melee (1d6+5) and bite +7 melee (1d8+2); SA Curse of lycanthropy; SQ Alternate Form, blindsense, damage reduction 5/silver, keen scent, superior low-light vision, shark empathy; AL Neutral; SV Fort +13, Ref +10, Will +12; Str 21, Dex 17, Con 13, Int 13, Wis 17, Cha 13.

Skills and Feats: Concentration +4, Control Shape +10, Diplomacy +5, Heal +8, Intimidate +7, Knowledge (arcana) +2, Knowledge (the planes) +2, Knowledge (religion) +6, Listen +6, Spellcraft +4, Spot +6; Survival +8, Swim +12; Combat Casting, Great Fortitude^B, Improved Initiative, Iron Will^B, Martial Weapon Proficiency (trident), Self-Sufficient.

Domains: Travel and Water

Spells Prepared: (5/4+1/4+1/3+1; Save DC 13 plus spell level): 0—*create water*, *cure minor wounds*, *guidance*, *purify food and drink*, *resistance*; 1—*obscuring mist* (domain), *cause fear*, *comprehend languages*, *remove fear*, *sanctuary*; 2—*fog cloud* (domain), *consecrate*, *cure moderate wounds*, *shield other*, *sound burst*; 3—*water breathing* (domain), *cure serious wounds*, *magic vestment*, *prayer*.

Possessions: *Cloak of resistance* +1, robes, trident, symbol of the God of the Sea, *potion of cure moderate wounds*, *potion of shield of faith* +4, *ring of protection* +1.

BACKGROUND

Salannon has been a devout follower of the God of the Sea all his life, and the kinship he felt with all seagoing races led him to become a novice cleric at the sea god's temple in Freeport (see *F:CoA*, pages 94-95). He rose steadily through the ranks until he could learn no more there, and he was sent to a mainland temple to continue his studies and service. On the way, however, his ship was wrecked on a reef, which, unknown to him, was the lair of a clan of weresharks. Attracted to the casualties of the wreck, they

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made short work of all the survivors, and Salannon barely escaped with his life.

Using his knowledge of the sea and his faith in the sea god, Salannon survived the wreck and made his way to a nearby island, where he scratched a living from the land and sea until he was able to swim out to a passing ship and ask for passage. During this time, he realized that he had become a wereshark himself, but he learned to control his condition and decided not to reveal his new nature to the crew of the ship that picked him up.

Salannon was not at all dismayed at becoming a wereshark – in fact, he saw it as a sign of the sea god's favor that he was now able to adopt the form of the most powerful fish in the sea. Therefore, he had no hesitation in revealing his true nature when he reported for training at the mainland temple. To his great surprise, the temple hierarchy did not see things the same way and condemned him to burn at the stake. Once again, he barely escaped with his life.

Since then, he has wandered the land and sea in both his forms trying to make sense of his situation. He is torn between his faith in his god – whom he still believes gave him his lycanthropy as a sign of favor – and his desire to be accepted in normal society. He is embittered by the rejection he received from the mainland priests and from everyone else who has learned his true nature, and is starting to believe that the God of the Sea does not hold the land-dwelling races in such esteem as they may think. His fierce devotion to his god, coupled with the hot temper

that comes from his shark-nature, is leading his thoughts increasingly toward hostility toward those who will not accept him; his neutral alignment is slipping toward evil, and his faith is sliding toward heresy. The next time he changes shape he will have to make a Will save (DC 25) to avoid becoming chaotic evil, and the DC will increase by 1 with each subsequent change.

The God of the Sahuagin has taken notice of the changes in Salannon's character, and nothing would please him better than to take this devoted follower of the sea god and make him his own. To that end, he has sent an agent – a half-fiend sahuagin blackguard with the ability to *polymorph* into any humanoid form – to help the alienated elf on the path toward true evil. They met in a dockside tavern in Freeport, shortly after Salannon returned there. He is careful not to be recognized by anyone from the temple of the sea god, but still watches the place from time to time – afraid to go in but longing for acceptance.

PERSONALITY

Salannon's personality has grown darker as a result of his experiences. While he has never lost his faith in the God of the Sea – to the point where he truly believes that his new companion is an emissary from that deity rather than the evil God of the Sahuagin – he has lost faith in his fellow mortals. He is sullen, bitter and cynical, with little time or pity for anyone or anything except his own spiritual pain. In addition, the shark-side of his nature makes him short-tempered and prone to bouts of violence, especially when he has been drinking which he does frequently.

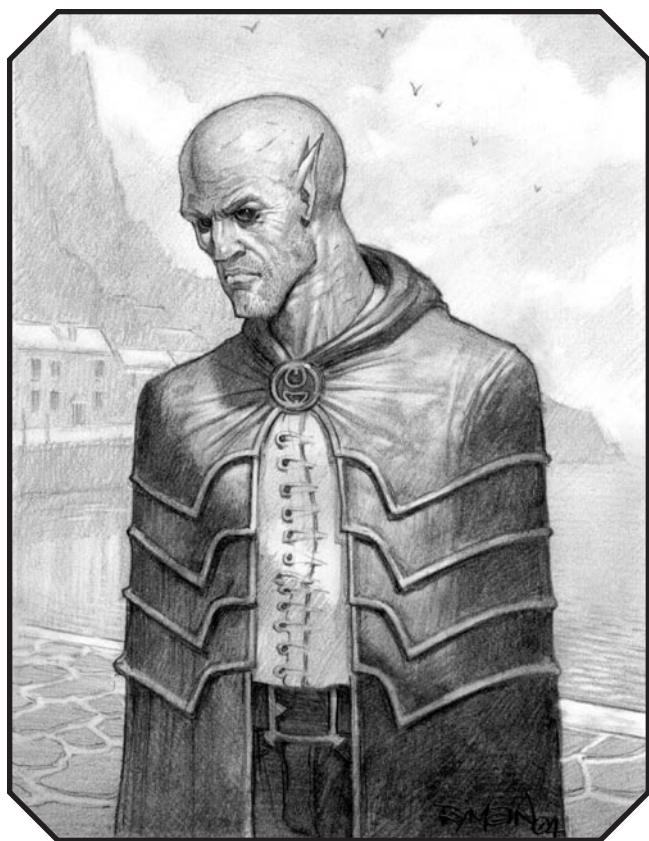
PHYSICAL DESCRIPTION

Salannon is tall and heavily-built for an elf, standing nearly 6-feet tall and weighing upwards of 180 pounds. His skin has a grayish, swarthy tinge, and his eyes are dark and as dead as stones. He keeps his head shaved, and dresses in plain clothing that does not attract attention.

USING SALANNON

The PCs can encounter Salannon in a number of ways. The most mundane is to have them run into him in some dockside dive, mean, drunk, and spoiling for a fight. The God of the Sahuagin's emissary will try to prevent anyone from killing Salannon, but does not mind who he hurts or whether he gives away his true nature. The more rejection the elf suffers, the more he will be driven towards evil.

A party that is in good standing with the God of the Sea or one that owes him a significant favor may find themselves with the task of tracking down the wayward cleric (most of whose spells still work, thanks to the God of the Sahuagin), driving off the tempting fiend that haunts him, and helping him back to the True Path. This might involve curing his lycanthropy or it might not; the best possible outcome is if Salannon can be shown the error of his ways while being



- MALKIN -

MALKIN

Tiny Outsider (Native)

Hit Dice: 3d8+3 (16 hp)

Initiative: +4

Speed: 30 ft. (6 squares)

Armor Class: 16 (+2 Size, +4 Dex), touch 15, flat-footed 14

Base Attack/Grapple: +3/-6

Attack: Claw +7 melee (1d2-1)

Full Attack: 2 claws +7 melee (1d2-1) and bite +2 melee (1d3-1)

Space/Reach: 2 1/2 ft./0 ft.

Special Attacks: Improved grab, pounce, rake 1d2-1

Special Qualities: Detect evil, low-light vision, immune to electricity and poison, resistance to acid 10, cold 10, and fire 10, scent, spell resistance 13, telepathy, true sight

Saves: Fort +4, Ref +7, Will +2

Abilities: Str 8, Dex 19, Con 12, Int 8, Wis 12, Cha 11

Skills: Balance +10, Climb +10, Escape Artist +15, Hide +20, Intimidate +6, Jump +12, Listen +5, Move Silently +14, Sense Motive +6, Spot +5, Survival +5, Tumble +6

Feats: Alertness, Track, Weapon Finesse^B

Environment: Temperate planes

Organization: Solitary

Challenge Rating: 2

Treasure: None

Alignment: Any

Advancement: 4-6 HD (Tiny) or by character class

Level Adjustment: —

At first glance, this creature looks like a normal – if rather large – housecat. But its amber eyes glow with more than an animal intelligence, and it seems to understand every word you say.

Malkins look like normal housecats, but they are both more intelligent and more magical in nature. Their race was created when an outsider visiting the Material Plane became stuck in the form of a cat as the result of a magical accident. Accounts differ widely over the nature of this outsider – male or female, celestial, demonic or diabolical – and the descriptions shed more light on the prejudices of each writer than they do on the nature of the malkin. What cannot be denied, however, is that they have abilities far beyond those of normal cats.

Malkins are normally larger than average cats, weighing 25-30 pounds. Many are black, but they appear in all colors. They do not speak, but can communicate telepathically with any creature that has a language. Most malkins understand Common, Celestial, Abyssal, and one or two additional languages.

COMBAT

A malkin only fights when cornered. Typically, a malkin will try to escape from any situation where it feels threatened, or use intimidation to drive an attacker away. When it does fight, a malkin brawls with great ferocity, hurling itself at a foe to bring all of its claws and teeth into play.

A malkin's natural weapons are treated as magical weapons for the purpose of overcoming damage reduction.

Detect Evil (Sp): A malkin can use *detect evil* at will, as the spell. Malkins vary widely in alignment; evil malkins use this ability to identify possible companions, while good malkins shun creatures with malevolent auras.

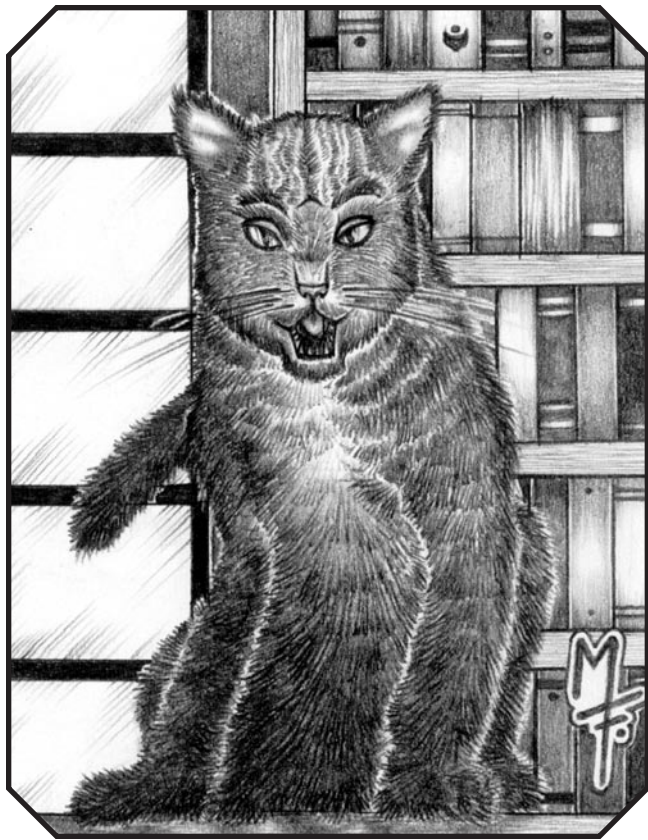
Improved Grab (Ex): Despite its tiny size, a malkin fights like a tiger. If a malkin hits with a claw or bite attack, it can attempt to start a grapple as a free action with out provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can rake.

Without Number are the Common Superstitionnes regarding the Catte. Whether it be Lucky or Not for one to cross a Personne's Path, whether the Creature can Foretell the Weather or bring about Stormes by the Washing of its Eares or various other Actes; all these are well Knowne. Since Time began, Cattes have had a Curious Association with Magicke and the Powers of Darknesse. As Sorcerous Familiarres, as Formes favor'd by Witches, Daemonnes and Devilles of all Sortes, and simply as Beastes that, while Domesticke, are never entirely Tamed, they promote Unease in the Superstitious and Weake of Nerve.

And yet, there are Certaine of these Beastes which do seemingly display an Intelligence and Insight much greater than their Naturale Fellowes, even though they differ little in their Outward Appearance. Such are sometimes called by the name Malkinne, Ghoste or Spiritte Catte, Daemonne Catte, and many others. Some place their Originnes in an Experiment to breed a Race of Catte more Magickal in Nature, and better suit'd to the Worke of a Familiarre; others say they are descend'd from a Daemonickal Ancestor, who begat Kittens while about its Worldly Business in the Forme of a Catte.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

~ MALKIN ~



Pounce (Ex): If a malkin charges a foe, it can make a full attack including two rake attacks.

Rake (Ex): Attack bonus +7 melee, damage 1d2-1.

Spell Resistance (Ex): A malkin has spell resistance equal to 10 + its Hit Dice.

True Sight (Su): The most remarkable power of the ghost cat is its oracular vision. Nothing escapes the notice of a malkin, and no illusion can fool one of these creatures. A malkin receives all of the benefits of the *true seeing* spell, and can penetrate illusions and disguises, see invisible and ethereal creatures, and penetrate even magical darkness. This is an innate ability that requires no effort on the part of the malkin. True sight is an incredibly powerful and useful talent, but it is important to take the personality of the malkin into account. Just because a malkin spots an invisible creature or notices an illusion doesn't mean that it will inform its human companion of this fact. After all, he never asked, did he?

Skills: A malkin has a +4 racial bonus on Balance, Climb, Hide, and Move Silently checks and a +8 racial bonus on Jump and Escape Artist checks. A malkin uses its Dexterity modifier instead of its Strength modifier for Climb and Jump checks.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about malkins:

Skill Check: None.

Information: Most people have heard some sort of fanciful tale about magical cats, from superstitions about bad luck, to tales of imps and other lesser fiends favoring the form of a black cat as a disguise when wandering the mortal world. If a character that does not possess any sort of special knowledge skill observes a malkin performing any sort of unusual action, he may jump to one of these wild conclusions about the creature.

Benefit: None.

Skill Check: Knowledge (arcana) (DC 15), Bardic Knowledge (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the malkin – the cat's intelligence, its curious and fickle nature, and its ability to communicate telepathically.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (arcana) (DC 20), Bardic Knowledge (DC 25)

Information: *The Malkinne has Senses as acute as those of any Naturale Catte; indeed, there is Reason to suppose that they See and Heare more still. Neither Illusion nor Invisibility can thwart them. Their main Weaknesse lies in their Vanity and Love of Luxury, and one who knowes how to Flatter and Indulge them will have better Dealings with them than one who does not.*

Benefit: The character is quite familiar with the abilities of malkins. He knows about the cat's power to sense evil, see invisible objects, and penetrate illusions. In addition, he understands how to flatter malkins and stroke their delicate egos; this provides him with a +2 circumstance bonus to Diplomacy checks made while dealing with malkins.

USES

MALKIN COMPANIONS

Malkins are intelligent outsiders. A druid or ranger cannot claim a malkin as an animal companion, and Animal Handling and Wild Empathy do not affect the ghost cats. However, a malkin may choose to accompany a character if it finds some personal advantage to doing so. A malkin will insist on being properly fed, cared for, and allowed to do whatever it pleases. It will only stay with a person as long as it is well-treated and finds the association profitable, interesting, or amusing. A malkin rarely develops a true attachment to anyone, and it may leave for any reason or for no reason at all.

~ MALKIN ~

Malkins have a life span of 15 to 20 years. They are playful and capricious throughout their lives, but become a bit more sedate as they age. Elderly malkin sit with great dignity and seldom move except to eat. Malkin kittens have been known to sell for 10,000 gp each; adults are harder to trade as they tend to escape and are almost impossible to catch.

IMPROVED FAMILIAR

A wizard or sorcerer of at least 7th level who possesses the Improved Familiar feat may take a malkin as a familiar. However, the malkin must volunteer for the position and can choose to leave at any time, stranding the character without a familiar. Even while it is serving as a familiar, a malkin will always make quite clear that theirs is a relationship of equals; the “master” will quickly discover that he cannot simply order his malkin companion around.

MALKIN’S TEARS

The tears from a malkin’s eyes, when dropped into a character’s eyes, provide the character with the power of *true seeing* for a number of rounds equal to the character’s Wisdom divided by 3; this is the maximum amount of time the character can resist blinking, as the creature’s tears sting the eyes slightly. However, pain will not induce a malkin to cry, and the cats are typically quite cynical; as a result, the tears of the malkin are hard to come by. A vial of malkin’s tears usually holds enough liquid for three uses, and can sell for up to 200 gp. Of course, there are many tales of people who bought what they believed to be magical liquid, but had in fact purchased only water. The phrase “malkin’s tears” has become a standard term for anything mythical or imaginary.

ADVENTURE HOOKS

LOST KITTY

Evadne Martel is the spoiled only child of one of Freeport’s wealthier merchants. Since she was a girl, she has treasured the company of her pet cat Fluffy, a large, longhaired, orange cat who appeared on the doorstep some years ago and seems to do nothing but eat and sleep. A few days ago Fluffy went missing, and now Evadne is beside herself. Her doting father has offered a reward for the cat’s safe return. This has resulted in a line of people outside

the door bearing cats of every conceivable size, shape and color, as well as multiple ransom notes demanding money for Fluffy’s life.

In fact, Fluffy is a malkin who has simply become bored with the idleness and luxury of a pet’s life. He found Evadne amusing for a while, but he has decided to move on. The ransom notes are all written by enterprising petty criminals who have no more idea of the cat’s whereabouts than anyone else. Fluffy is currently wandering the streets and alleys of Freeport – having also abandoned the diamond-encrusted collar that Evadne put on him – and is looking for something interesting to do. At the GM’s discretion, he might decide to explore the undercity, move in with an impoverished wizard in Drac’s End, or do any of a hundred other things. If he has found new lodgings, he will stay there. Even if his new “owners” try to return him to Evadne for the reward money, he will simply escape from the Martel house and return to his new abode.

THE SHIP’S CAT

A pirate vessel sails into Freeport, and a large black and white cat jumps onto the dock, quickly disappearing into the maze of alleys and warehouses. Within a few days, unusual dead bodies begin to turn up. All the victims are relatively small, but some have leathery wings and pointed tails, while others are even stranger in appearance.

The errant ship’s cat is a malkin, taking a few days to hunt after a long sea voyage. While it can live perfectly well on normal food, it has developed a taste for the flesh of outsiders. It hunts the smaller varieties – imps, quasits, and the like – with great enthusiasm. Some of the outsiders served evil spellcasters in the city, while others were in Freeport on business of their own, infiltrating the city in the form of rats or other small creatures. (The mortal residents of Freeport would be surprised if they knew how many outsiders secretly live in the city, attracted by cult activity and the magical residue of the fall of Valossa.) Regardless of their form, the malkin’s true sight ability shows them for what they are.

The malkin may or may not feel like returning to its ship when it puts to sea again. It may make a habit of hunting down small outsiders while ashore, using the ship to carry it from one hunting ground to another, or it may have been destined for Freeport specifically for a mission of some kind. The captain of the ship would like the cat back – it

Cat-astrophe! Grieving Mistress Offers Huge Reward for Missing Pet!

—Recent headline, *The Shipping News*

- MALKIN -

has kept the rat population down in the bilges, and even caught and killed an imp that was hiding in the cargo – but he is likely to settle for a replacement of equal size and ferocity.

A FRIEND IN NEED

Edmund Wrackley is a struggling young wizard studying at the Freeport Institute. He has barely enough money to pay his tuition fees, and works part-time as an assistant for several professors in order to make ends meet. Wrackley rents a small, threadbare room in the Cluster, and a few days ago a large black cat appeared at his door. It had neither collar nor marks of ownership, but its coat was in very good condition and it looked fit and well, so he assumed it belonged to someone and had wandered from its home. He ignored it for a couple of days, until one afternoon when he came back from his classes and found the cat curled up contentedly on his bed. He has no idea how it got in, but it seems to have adopted him whether he likes it or not.

The cat is actually a malkin that has taken a liking to the young wizard. It is aware of his precarious financial state and has decided to help. From time to time, ingredients and small pieces of equipment Edmund needs for his studies simply appear. He has no idea where they came from, but he has a hunch that the cat is somehow involved. However, he is not sufficiently advanced in his studies to realize the creature's true nature. Like most cats, malkins tend not to bother with concepts of personal property, and Edmund's new roommate has been stealing to help him out. Several of the city's wizards, apothecaries, and suppliers of specialist items are baffled by a series of burglaries that have left no clues at all.

CHANGED ALLEGIANCE

If there is anything more proud and stubborn than a malkin, it is a sorcerer, and the relationship between a spellcaster and a malkin familiar can be a strained one. Hieronymus Black found this out the hard way when his malkin familiar Tabitha deserted him. Other sorcerers may have shrugged off the loss and remembered that malkins are fickle and unreliable creatures. But for Black, this was an insult not to be tolerated. He has tracked his erstwhile familiar to Freeport, and is determined to capture her and force her to return to his service. Tabitha, of course, has no such intention – indeed, she has already picked out a young and easily manipulated young apprentice wizard to be her next companion.

Once word spreads that a sorcerer is in Freeport looking for a cat, chaos will inevitably result. Cats will go missing from all over the city as enterprising “humanitarians” line up outside the sorcerer's door trying to sell him any number of felines. The cats that bear even the slightest resemblance to Black's description of Tabitha will be

offered up with frantic demands for a finder's fee or other reward.

SAMPLE NPC:

PROFESSOR TIBBS

Female malkin Sor4: CR 6; Tiny outsider (malkin); HD 3d8+4d4+7; hp 30; Init +4; Speed 30 ft. (6 squares); AC 16 (+2 Size, +4 Dex), touch 15, flat-footed 14; Atk Claw +7 melee (1d2-1); Full Atk 2 claws +7 melee (1d2-1) and bite +2 melee (1d3-1); SA Improved grab, pounce, rake 1d2-1, spells; SQ Detect evil, low-light vision, immune to electricity and poison, resistance to acid 10, cold 10, and fire 10, scent, spell resistance 13, telepathy, true sight; AL Neutral; SV Fort +4, Ref +7, Will +4; Str 8, Dex 18, Con 12, Int 10, Wis 12, Cha 14

Skills and Feats: Balance +10, Climb +10, Escape Artist +15, Hide +20, Intimidate +6, Jump +12, Knowledge (arcana) +6, Knowledge (local) +5, Listen +5, Move Silently +14, Sense Motive +6, Spellcraft +5, Spot +5, Survival +5, Tumble +6; Alertness, Natural Spell*, Track, Weapon Finesse^B.

*Professor Tibbs's Natural Spell feat allows her to cast sorcerer spells, substituting caterwauling and paw motions for verbal and somatic components.

Spells Known (6/7/4 per day; saves are 12+ spell level): 0—*detect magic, daze, mage hand, open/close, ray of frost, read magic*; 1—*charm person, expeditious retreat, unseen servant*; 2—*invisibility*.

BACKGROUND

A large calico cat named Professor Tibbs is a familiar sight slinking around the Freeport Institute. She simply appeared on the premises two years ago and moved in. The Professor spends most of her days in the kitchens, but has complete access to the Institute and can sometimes be found in the library or one of the lecture rooms. Most of the faculty and students treat her as an unofficial mascot. Her presence is welcome most of the time, except for some unusual nocturnal activities. Two or three evenings a week, cats from every part of the city congregate in an alley behind the Institute and keep everyone awake with their caterwauling. Some of the Institute staff members living near this alley go so far as to cast *silence* on their rooms in order to get some sleep.

Several years ago, Tibbs was a sorcerer's familiar. Possessed with a sharp and inquiring mind even for a malkin, she learned more about magic than most of her kind, and has developed a taste for esoteric studies. She can understand Common, and is indulging her curiosity by attending certain classes and observing experiments. Regular castings of *charm person* ensure her continued popularity, and she will catch the occasional mouse or rat in order to seem useful.

- MALKIN -

Unknown to the faculty and students, she has started to conduct classes of her own a few nights a week. These nocturnal lessons are attended by malkins and cat familiars from all over the city. The lively debate that characterizes her classes has led to the occasional boot being thrown by a sleepless human, but the cats take these interruptions in stride. From time to time, a drunken student wandering back to his room in the Cluster will stumble upon a class in progress, but no one guesses the truth.

PERSONALITY

Professor Tibbs is driven mainly by her curiosity and love of esoterica and secret knowledge. She lets the bipedal members of the Institute keep thinking that she is just an ordinary cat who has found a good home, reinforcing the deception with occasional *charm person* spells. Even so, she is constantly afraid of being discovered. Whenever she senses that someone is looking at her, she immediately does something catlike – licking her paw, stalking invisible prey, rubbing against a person's legs – to disarm any possible suspicion. She is a very acute listener, even when she appears to be asleep, and knows more gossip than anyone at the Institute. Through her students, she also knows a great deal about what is going on across the city, especially if it involves magic.

PHYSICAL DESCRIPTION

Professor Tibbs looks like a large female cat weighing around 16 pounds with a medium-length coat of black,

white, and red-brown fur. Her eyes are amber flecked with green, and her ears are white. She wears a collar of red leather with a small brass medallion inscribed "*Prof. Tibbs, Fprt. Inst.*" that was given to her by an affectionate student when she first took up residence. She has a habit of cocking her head slightly to one side and looking at a person as though she really understands what they are saying – which, more often than not, she does.

USING PROFESSOR TIBBS

Anyone who spends a significant amount of time in or around the Freeport Institute is bound to eventually come across Professor Tibbs. A common prank is to send a new student or visiting tradesperson on an errand to Professor Tibbs. The unsuspecting victim searches the Institute for a faculty member by that name, until someone directs them to the cat.

She may also be encountered elsewhere in the city, especially at night. Through her feline contacts, she is keeping an eye out for any resumption of activity by the Brotherhood of the Yellow Sign (see *Freeport: City of Adventure*, pages 36-37), and will do what she can to thwart them. More than once, a group of adventurers has encountered a large cat – either Tibbs or a member of her network – that seems to insist they follow it, and have found themselves stumbling upon a nest of cultists. She has also been known to turn up in auction rooms, especially when esoteric books and objects are up for sale.



- NEREID -

NEREID

Medium Fey (Aquatic)

Hit Dice: 5d6+5 (22 hp)

Initiative: +4

Speed: 30 ft. (6 squares), Swim 60 ft.

Armor Class: 18 (+4 Dex, +4 natural), touch 14, flat-footed 14

Base Attack/Grapple: +3/+4

Attack: Dagger +4 melee (1d4+1/19-20)

Full Attack: Dagger +4 melee (1d4+1/19-20)

Space/Reach: 5 ft./5 ft.

Special Attacks: Sea songs

Special Qualities: Amphibious, damage reduction 5/cold iron, low-light vision, ocean bond, spell resistance 18, water breathing, wild empathy.

Saves: Fort +5, Ref +8, Will +6

Abilities: Str 12, Dex 18, Con 13, Int 13, Wis 15, Cha 18

Skills: Escape Artist +9, Handle Animal +10, Hide +10*, Knowledge (nature) +9, Knowledge (sea lore) +9, Listen +8, Move Silently +6*, Perform (sing) +12, Spot +6, Swim +15

Feats: Great Fortitude, Spell Focus (enchantment)

Environment: Any aquatic

Organization: Solitary or shoal (3-8)

Challenge Rating: 4 (5 with Stormcalling)

Treasure: Standard

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: —

This creature looks like an elf or half-elf with blue-green skin, pointed ears, and wide purple eyes. It has small gill-slits on either side of its neck.

Nereids are salt-water fey, kin to both dryads and nixies. They are human-sized, with lightly scaled blue-green skin, and webbed fingers and toes. Females dress in long, flowing robes of woven seaweed and wear jewelry made of pearls and shells. Males wear knee-length kilts of seaweed. They commonly live in sea caves or coral reefs.

A nereid stands about 5 feet, 6 inches tall and weighs about 120 pounds. Nereids speak Aquan, and usually Common.

COMBAT

Nereids prefer to avoid contact with mortals, using Hide and their swift speed to avoid prying eyes. However, nereids will occasionally attack those who despoil the waters or harm the creatures of the sea. Fishermen who show respect for the laws of nature are usually safe from retribution, but those who hunt for sport or kill the creatures of the ocean in search of gold may draw the hostile attention of a nereid. A few nereids are more aggressive and will attempt to destroy any ship that crosses their territory; legends often grow around these spirits and the deadly waters they control. Finally, nereids occasionally fall in love with mortals, and use their powers of enchantment to lure their human lovers down beneath the waves.

Nereids disdain physical combat and will rely on their songs in battle. While they will charm their enemies, they rarely keep charmed mortals around save out of love; they prefer to rely on creatures of the sea as guardians and companions. A good-aligned nereid may give transgressors an opportunity to repent and change their ways; evil nereids will use their songs to lull swimmers to sleep, a situation that may result in drowning.

Amphibious (Ex): A nereid can live on land or sea. However, without regular access to her home waters, a nereid will ultimately sicken and die.

The Nereidde, knowne in some tongues as Undine or Sirenne, is a Faye Creature that dwelles in the Seas and Oceans. They lacke the Numbers of Marine Races such as Merrefolk and Sea Elves, choosing to live instead as Families or Small Tribes. Their preferr'd Abode is in Waters that are little-travel'd by Mortales, but they may be seene from Time to Time in any Parte of the Seas, especially where the Water be not above Twenty Fathoms Deepe. Many Nereiddes dwell in Caves and Reefes, and betimes are seen Disporting themselves among the Waves or Resting upon Rockes, combing their Haire or making Musick and Songe, whereat they are most wond'rously Skill'd.

Nereiddes trafficke but little with Mortales in the main, but may Punish any who, in their eyes, use the Sea ill by Fouling its Waters or Taking more Fishes than bare sustenance dictates. They have a Command over the Creatures of the Sea, and befriend them as Faye on land befriend the Beastes of the Foreste. On occasion, one of their numbers may become Enamour'd of a Mortale and seek to draw them into the Seas to Live with them; they have magicks that permit the Paramour to live under Water, but in Time become tired and cast their Lover off on some Unknowne Shore. At other Times, they may play Trickes which lead their chosen Victim into some Foolishness, Peril, or Embarrasement. By means of their Musick they can compel the Minde of a Mortale to many Things, and it is by their Musick chiefly that their Wiles are Wrought.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- NEREID -

Ocean Bond (Su): Just as a dryad is bound to a particular tree, a nereid is bound to a particular body of salt water. A nereid who remains away from its native ocean for more than a day begins to waste away, losing 2 points of Constitution every day. This ability damage cannot be healed naturally or by magic; the nereid can only recover by returning to the ocean.

This ocean bond provides a nereid with a variety of powers, all of which apply only while she is submerged in her native water. She gains the ability to use *commune with nature* at will and *dimension door* 3/day, but she can only sense and move through her home waters. The caster level of these abilities is equal to the combined racial Hit Dice and class levels of the nereid.

Sea Songs (Sp): The power of the nereid lies in its voice. Through song, it can produce the following spell-like effects:

At will—*calm animals* (DC 17), *cause fear* (DC 17), *enthrall* (DC 18), *lullaby* (DC 16), *sleep* (DC 17), *remove fear*; 4/day—*animal trance* (DC 18), *calm emotions* (DC 18), *charm person* (DC 17); 2/day—*deep slumber* (DC 19), *suggestion* (DC 19); 1/day—*summon nature's ally IV*. Caster level 8th; save DCs are Charisma-based.

Exceptionally talented nereids may supplement these spell-like abilities by taking levels in character classes. Nereids are natural bards, but a few choose to follow the path of the cleric, focusing on the Air, Plant, and Water domains.

Stormcalling (Su): An exceptional nereid gains the ability to influence the weather over their ocean domain. A nereid that possesses at least 5 character levels in addition to its racial Hit Dice can cast *control weather* and *call lightning* (DC 17) once per day; use the nereid's combined racial Hit Dice and class level to determine the effective caster level for these spells. These abilities can only be used while the nereid is submerged in its home waters, and can only affect the weather above its native ocean. The save DC is Charisma-based.

Water Breathing (Sp): A nereid can cast *water breathing* once per day, as a 15th-level bard. Nereids who fall in love with mortals use this ability to bring their paramours beneath the waves.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that the nereid has a +6 racial bonus on the check.

Skills: A nereid receives a +12 racial bonus on any Swim check to perform a special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided that it swims in a straight line.

*A nereid receives a +5 racial bonus on Hide and Move Silently checks while in the water.



KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about nereids:

Skill Check: Knowledge (arcana) (DC 15), Knowledge (sea lore) (DC 10), Bardic Knowledge (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the nereid – its fey nature, bond to a specific region of water, and resistance to magic and mortal weapons.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (sea lore) (DC 15), Bardic Knowledge (DC 25)

Information: *Although a greate Many of the common Mariner's Beliefs be no more than Superstition, it is sure that Certaine of them are root'd in Facte. There are Meanes, knowne to many an Experienced Sailor; of Placating the Nereiddes and sundry other Spirittes of the Deepe, and the Hand who knows them can be sure of a Welcome Place in any Ship's Crewe.*

Benefit: Old sailors quickly learn to placate the spirits of the deep. This character receives a +4 circumstance bonus to Diplomacy checks when dealing with nereids,

- NEREID -

and has a general sense of whether his actions may offend the spirits. If a nereid stormcaller is in the area, a sailor may be able to negotiate safe passage and good weather. The price for these services will vary; one nereid may demand a pledge never to harm the creatures of the sea, while another may ask for a mirror in order to better admire its own beauty.

Skill Check: Knowledge (sea lore) (DC 18), Bardic Knowledge (DC 20)

Information: *Many Tales are Told of the Treasures of the Deepe, and Stories concerning the Goodes of the Nereiddes are plentiful. One of the more commonly told Stories concernes a Pyrate Woman who was Loved by a male Nereidde, and had from him a Locke of Hair as a Token; by which, it was saide, she was Protect'd against the Magicks of that people. She repaid the Faye's Devotion by returning with a full-crewed Galleon, to raze and loote the Nereiddes' Encampment. The Tale has been render'd as a Tragick Playe by several Writers.*

Benefit: The character is familiar with the common treasures of the nereids, described in the following section. He can recognize these items and knows what powers they hold.

Skill Check: Knowledge (sea lore) (DC 20)

Information: *There are some Sailors – chiefly those advanced in Yeares, and with a deep Knowledge of the Sea – that claim by reading certain Signes and Traces to knowe whether the Waters through which they travel are haunt'd by Nereiddes, and to have a Secret Meanes to draw one of them to Approach in a friendly Manner; so that Parley may be made for Passage across their Territory, or whatsoever other Thing as may be Desired of them.*

Benefit: An experienced sailor can study the waters and recognize the telltale signs that indicate that a nereid resides in the region. In addition, he knows the old rituals that can be used to summon a nereid. However, these are formal traditions, and the nereid is not obligated or compelled to respond; even if it does answer the call, it may take an hour or more to do so, and there is no guarantee that it will be friendly towards the sailor who has called for it.

USES

Nereids can produce a variety of unique magical objects. These are products of the inherent magical abilities of the fey, and cannot be reproduced by mortal spellcasters. As a result, they are extremely rare items and are usually only found as treasured heirlooms, closely tied to the history of a family. Price indicates the base amount for such an item, but it would be highly unusual to find such an object for sale.

CHARM OF THE OCEAN

COVENANT (MINOR ARTIFACT)

This is a stone about the size of a man's fist, carved with complex patterns that mirror the currents of the oceans. If it is dropped into the ocean waters, it will send out a call to any nereid within 5 miles; if the nereid is going to respond, it will do so within 5 minutes. Typically, a nereid will have an initial attitude of friendly, although evil nereids often disapprove of alliances between mortals and fey, and may attack any creature audacious enough to summon them. If a nereid responds to the call, it will usually return the stone to the character. However, if there are no nereids within range of the charm, the character may have to swim down to the ocean floor to recover it.

Faint conjuration; CL 3rd; Price 800 gp.

LOCK OF DEVOTION (MINOR ARTIFACT)

A gift from a nereid to a mortal lover, this is a braid of hair bound with fey enchantments. It provides its bearer with a +2 circumstance bonus to saving throws against the spell-like abilities of all fey, and a +4 bonus against the sea songs of nereids. The spirits can sense the presence of a *lock of devotion*, and will usually treat the bearer as a friend. But if it becomes clear that the *lock* was stolen from its rightful owner, the fey will respond with vengeful fury.

Faint enchantment; CL 3rd; Price 1,000 gp.

NEREID'S COMB (MINOR ARTIFACT)

Unlike the typical dryad, nereids are often extremely vain. Female nereids are legendary for their obsession with their hair, and many tales are told of the sailors who have found nereids sunning themselves on rocky shores, singing and combing their beautiful hair. A *nereid's comb* is a magical object that has been enchanted through long proximity with the fey. Usually made from pearl and ivory, the comb enhances the beauty and charm of anyone who uses it. Any woman who spends 30 minutes combing her hair with the *nereid's comb* gains a +4 enhancement bonus to Charisma for the next eight hours. However, the magic of the comb can only help one person at a time; if someone new makes use of the comb, the previous beneficiary immediately loses the bonus. Nereids are very protective of their combs, and stealing such a treasure is a sure way to bring down the ire of the fey.

Faint transmutation; CL 4th; Weight –, Price 2000 gp.

ADVENTURE HOOKS

RESCUE

A ship arrives in Freeport flying the royal colors of a powerful mainland nation. It was to deliver a trade delegation and negotiate a series of deals with the Captains'

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Council. However, the leader of the delegation – a prince from the visiting nation – is not aboard. His shipmates tell of a meeting with a group of nereids that charmed him into abandoning both his mission and his ship.

The Council knows that unless the prince can be recovered, there is no hope of winning favorable trade terms. There are fears that the prince's father might not believe the nereid story and instead conclude that his son has been kidnapped by pirates, an assumption which might well lead to a large, heavily-armed, hostile fleet arriving in Freeport's waters. It is imperative that the prince be recovered alive and unharmed before word can get back to the mainland.

The time that the nereids will keep the prince with them (casting *water breathing* as required to keep him alive) will depend on how amusing he is as a companion. When they get tired of him, they will simply put him to sleep and abandon him on the shore of some island – generally a long way from their territory to make it harder to trace them. The PCs might be among several groups sent out to search the shores of the Serpent's Teeth for the missing prince. Since the nereids neither know nor care about affairs on land, they might leave him somewhere dangerous – in the hunting grounds of creatures such as lizard folk, for example – from which the PCs have to rescue him. Or they might abandon him on the edge of Scurvytown, which is possibly even more dangerous for a well-dressed young man with no weapons.

Bringing the prince safely back to Freeport and reuniting him with his countrymen will win the PCs the gratitude of the Captains' Council and some goodwill on the part of the mainland nation involved.

BURIAL AT SEA

After a long sea chase, a notorious pirate corners a merchant ship in a remote bay. The passengers and crew are murdered and thrown overboard, and the pirates set to work looting their prize. They are interrupted by a small tribe of nereids that lives in the bay and resents the use of their home waters as a dumping-ground for dead bodies.

The nereids amuse themselves with the pirates in various ways. Using *charm* and *water breathing*, they set the pirates to work clearing up the bodies and giving them a decent burial on land. They take the first pick of the treasure on both ships. They play games like waiting for a captured pirate's *water breathing* spell to wear off and betting on whether he makes it to the surface. They bring in sharks and other dangerous marine creatures to chase the pirates around underwater.

One of the pirates manages to escape and make his way to Freeport. If the PCs can take him back to the bay and somehow deal with the nereids, they can win a great share of the treasure and the gratitude of any surviving pirates, or perhaps turn the pirates in for the reward money. To complicate matters, one or more of the captured merchantman's dead crew might have become ghosts, bent on avenging their murder.

What Price Pulchritude? Nereid's Comb to be Auctioned!

—Recent headline, *The Shipping News*

AIPS TO BEAUTY

A stolen nereid's comb would command a high price among the fashionable ladies of Freeport if it were genuine. Of course, it might be a fake, temporarily enchanted with *eagle's splendor* or some similar spell, which works well enough for a while (ideally until the vendor is a long way from the city), and then becomes a decorative but perfectly ordinary comb. But if it is genuine, there could be a great demand for it.

A philosopher once said that the handmaiden of beauty is jealousy, and a lady who is known to have a genuine nereid comb will definitely draw the envy of her peers. One or more of them might try to have it stolen, or at least get it away from her to level the playing field at the start of Freeport's modest social season. Others in Freeport may also have an interest in a magic item that increases Charisma, and may be less scrupulous about how they obtain it.

There is also the question of the comb's rightful owner. Although nereids do not like to venture on land, they are capable of doing so for limited periods, and will take every opportunity to find the stolen object and punish the guilty party or anyone else who crosses them. They may rely upon *charmed* pawns rather than acting directly, which will make it harder to trace them.

A WOMAN SCORNE

Asrai Wave-Foam is a young and extremely vain nereid who delights in seducing handsome mortal sailors. Recently, she encountered the *Sea Hawk*, captained by the dashing and handsome Douglas Flynn. The good-looking swashbuckler appealed to her instantly, but despite her best efforts to *charm* him into jumping overboard to join her, all he did was lean over his ship's rail, smile, and trade flirtatious comments. After a while, the wind picked up and he sailed off with a gallant wave, leaving Asrai alone, baffled, and with severely wounded pride.

What Asrai does not know is that Flynn was protected by a magic ring that makes him immune to *charm* and similar spells. She is very proud of both her beauty and her magical powers, and cannot abide this rebuff at the hands of a mere mortal. She has followed the *Sea Hawk* to Freeport, and plans to bring the proud pirate to his knees for daring to resist her feminine wiles. Because of her ties to her home

waters, Asrai has only a day or so in Freeport, but in that time she will do whatever she can to track Flynn down and humiliate him. Along the way, she has managed to *charm* another pirate and some of his crew; her plan is to have them capture Flynn and deliver him to her in the harbor, where she will cast *water breathing* on him and take him back to her underwater home and punish him for spurning her.

However, there are several ways in which her plan can go wrong. The first is that Flynn and his crew may be able to fight off the nereid's minions, but Asrai has concocted a back-up plan to cover that possibility. She has told her charmed pirates to watch for any woman to whom Flynn pays romantic attention, as well as anyone who might be a member of his family; she plans to take one or more hostages and force him to join her. However, Flynn is well known (to just about everyone except Asrai) as a rake and a womanizer. Over the course of a day, the charmed pirates might bring Asrai a dozen or more women, swearing that each one is Flynn's true and only love. The GM can decide whether Flynn has any family in Freeport, or anyone who might be mistaken for family.

To make matters worse, rumors of a nereid in Freeport harbor can have a number of unintended consequences. Pale young men of artistic inclinations might rush to the docks and throw themselves in the harbor, longing to experience the love of a nereid that they have read about in romantic poetry. More practical Freeporters may try to capture her, either to ransom her back to her own people or simply to steal her comb, which will fetch a fine price by most standards. The situation can become as complicated as the GM wishes.

SAMPLE NPC:

LANNMARA STORM-CALLER

Female nereid Drd9: CR 14; Medium Fey (nereid); HD 5d6+9d8+28; hp 84; Init +4; Speed 30 ft. (6 squares), Swim 60 ft.; AC 20 (+4 Dex, +4 natural, +2 *ring of protection* +2), touch 16, flat-footed 16; Atk +2 *shortspear of wounding* +12 melee (1d6 + 1 Con); Full Atk +2 *shortspear of wounding* +12/+7 melee (1d6 + 1 Con); SA Sea songs, stormcalling; SQ Amphibious, damage reduction 5/cold iron, low-light vision, nature sense, ocean bond, resist nature's lure, spell resistance 18, spontaneous casting (*summon nature's ally*), trackless step, venom immunity,

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water breathing, wild empathy, wild shape (Large, 4/day), woodland stride; AL Neutral; SV Fort +12, Ref +11, Will +14; Str 13, Dex 18, Con 14, Int 14, Wis 18, Cha 19

Skills and Feats: Concentration +10, Diplomacy +15, Escape Artist +9, Handle Animal +14, Heal +13, Hide +10*, Knowledge (nature) +20, Knowledge (sea lore) +10, Listen +14, Move Silently +6*, Perform (sing) +12, Sense Motive +12, Spot +15, Swim +20; Augment Summoning, Great Fortitude, Leadership, Natural Spell, Spell Focus (conjunction), Spell Focus (enchantment), Spell Penetration.

Spells Prepared (6/5/5/4/3/1; saves are 14+ spell level, +1 for conjunction or enchantment): 0—*cure minor wounds*, *detect magic*, *flare*, *guidance* x2, *know direction*; 1—*magic fang*, *obscuring mist* x2, *speak with animals* x2; 2—*animal messenger*, *bull's strength*, *gust of wind* x2, *resist energy*; 3—*call lightning* x2, *cure moderate wounds*, *sleet storm*; 4—*control water*, *cure serious wounds*, *dispel magic*; 5—*control winds*.

Possessions: +2 *shortspear of wounding*, *nereid's comb*, *ring of protection* +2

BACKGROUND

Lannmara Storm-Caller is a powerful nereid who lives with her band of followers in an area of reefs and shallows that has become known to mariners as the Graveyard of the Deep. Located a few leagues to windward of the Serpent's Teeth, these waters are naturally treacherous, but the resident band of nereids makes them more dangerous still. Lannmara and her band have lived there since before humans first came to the Serpent's Teeth, and guard their territory jealously against outsiders.

PERSONALITY

Although she shows no sign of age, Lannmara is centuries old, a powerful and respected member of her race. Several members of her band are her children, and she rules the entire band with an authoritarian hand. She has seen pirates, merchants, and fishermen come to her home waters, and quickly came to the conclusion that regardless of the nature of their business, land-walkers in ships were a bad thing for her seas. They took fish and other marine creatures without thought or permission, ripping up the sea floor with their nets, killing everything, and throwing back whatever they didn't like. Her waters are off-limits to land-walkers of all kinds, and trespassers are dealt with harshly. She may issue a single warning if she is in a particularly good mood, but she knows that her waters have gained a bad reputation among mariners and concludes that anyone who still goes there is wantonly trespassing.

PHYSICAL APPEARANCE

Lannmara is slender even for a nereid, and although most humans would describe her appearance as youthful, she



carries herself with the dignity of her years and her power. She is dressed in a filmy robe woven from kelp fibers, and carries her *shortspear of wounding* like a rod of office.

USING LANNMARA

The easiest use for Lannmara and her band is as an enemy. If the PCs wander into her territory, knowingly or otherwise, she will use her magic to force their ship onto submerged rocks or some other hazard. As her followers engage the foe, she swims around, staying out of any combat but using her *shortspear of wounding* to inflict bloody wounds on each of the trespassers. She knows the blood will eventually attract sharks, and when they arrive the nereids will try to disengage from combat and let the sharks do the rest. If the nereids are forced to retreat, she will use her magic to call up a storm to cover them and hamper any pursuit.

However, Lannmara presents more of a challenge if the PCs need to negotiate with her. For example, they may be sent to free a noble or merchant whom the nereids have captured, knowing that any direct attack could result in the hostage's death. Although it is unlikely that anyone will be able to persuade her to open her waters to regular shipping, PCs with good negotiating skills (and good manners – she loses her temper easily) might be able to make some arrangement to allow a certain number of ships into her territory under specific circumstances for an agreed price.

~ OCEAN WYRM ~

OCEAN WYRM (KOLAN'TATHOK)

Colossal Elemental (Aquatic)

Hit Dice: 30d8+300 (435 hp)

Initiative: +0

Speed: Swim 90 ft. (18 squares)

Armor Class: 20 (-8 size, +18 natural), touch 2, flat-footed 20

Base Attack/Grapple: +22/+38

Attack: Bite +31 melee (6d6+24)

Full Attacks: Bite +31 melee (6d6+24)

Space/Reach: 50 ft./20 ft.

Special Attacks: Constrict 6d10+16, drench, improved grab, swallow whole, water mastery

Special Qualities: Blindsight 30 ft., darkvision 60 ft., elemental traits, fast healing 5, fire resistance 30, low-light vision

Saves: Fort +29, Ref +10, Will +15

Abilities: Str 42, Dex 10, Con 30, Int 2, Wis 16, Cha 10

Skills: Listen +20, Spot +23, Swim +24

Feats: Alertness, Awesome Blow, Blind-Fight, Cleave, Great Fortitude, Improved Bull Rush, Improved Natural Attack, Improved Overrun, Iron Will, Power Attack, Weapon Focus (bite)

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 16

Treasure: Standard or None

Alignment: Always neutral

Advancement: 31-50 HD (Colossal)

Level Adjustment: —

This creature has a dragon-like head, and a long, sinuous body with a flattened tail. A spiny crest runs the length of its back, and on each side of its body it has a ridge of flattened, projecting scales. It moves through the water with an undulating motion, traveling with seemingly impossible speed. When it rises up out of the ocean, the water seems to cling to it – as if it was somehow part of the ocean itself.

The kolan'tathok (singular and plural) is an enormous aquatic serpent, capable of crushing a small ship within its coils. Kolan'tathok are regarded as sacred by the locathah, who claim that the serpents are the children of a mighty sea god

named Kolan – indeed, their name in the locathah tongue means “Children of Kolan.” According to folklore, Kolan was the younger brother of the God of Locathah and Merfolk; jealous of his elder's faithful following among the aquatic peoples, he turned himself into a great and terrible sea serpent to threaten them. The locathah placate the kolan'tathok – and through them their legendary father Kolan – with offerings of food and occasional sacrifices, building shrines in front of their lairs which are attended by locathah clerics. A steady supply of offerings relieves the great serpents of the need to hunt, and many have not left their coral caves for centuries. In some communities, sacrifice to a kolan'tathok is the approved form of capital punishment; according to some doctrines, Kolan made peace with his brother, and agreed only to prey upon those of his worshippers who transgressed against him.

Locathah belief credits the kolan'tathok with many supernatural abilities inherited from their divine forebear. These include control of the sea and the ability to look into a creature's soul to see all its sins against the teachings of the God of Locathah and Merfolk. Regardless of the truth of the locathah legends, the kolan'tathok is clearly magical in nature and has a primal connection with the ocean itself. A sheath of water surrounds a kolan'tathok, and it can move through the ocean at great speed. While it is underwater, its wounds heal at a supernatural rate, but only while the creature is completely submerged.

A kolan'tathok does not collect treasure. However, if there are locathah in the region, it will possess treasures that have been gathered by the adoring priests. While the locathah make offerings at the lair of every kolan'tathok known to reside within their territory, there are still some swimming freely in the more remote oceans, preying upon whales and other large sea creatures. They have been known to attack ships, seeming to regard them as another type of prey.

COMBAT

A kolan'tathok possesses mighty jaws and can crush an opponent in its serpentine coils. When attacking a ship, the kolan'tathok will attempt to capsize the

It has ever beene in the Nature of Mortales to revere that which they feare, seeking by diverse Rituals and Devotions to avoid whatever Perille it harbours. Such is the Case among the Locke-athar, known vulgarly as Fishe-Menne, who hold in great Feare and Reverence a Breede of Greate Sea-Serpente, that is knowne to Mariners as the Ocean Wyrme. It hath another Name in the Barbarous Speeche of the Fishe-Menne, which is nigh impossible for one of another Race to pronounce. This huge and fearsome Beaste hath somewhat the Forme of a Dragon to its head, but is all Neck and Taile in the Manner of a Serpente, lacking Body, Legges and Winges. Its Method of Hunting is to swallow whole what Prey it can, and to crush in its Coiles any larger Quarry; which on Occasion has been knowne to include whole Shippes.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- OCEAN WYRM -



vessel and then pick off the crew as they flounder in the water. If it is injured, it will retreat beneath the surface and wait for its wounds to heal.

Blindsense (Ex): A kolan'tathok can locate creatures underwater within a 30-ft. radius. This ability only works when the kolan'tathok is underwater.

Constrict (Ex): If a kolan'tathok chooses to crush an opponent, it inflicts the listed constriction damage whenever it makes a successful grapple attack. If the kolan'tathok constricts a victim, that victim is not in the creature's mouth; it does not inflict bite damage in addition to constriction, and it cannot attempt to swallow the target.

Drench (Ex): The touch of the kolan'tathok extinguishes torches, campfires, and other exposed, nonmagical flames of Huge size or smaller. The serpent can dispel any magical fire it touches as *dispel magic*; cast level equal to the Hit Dice of the kolan'tathok.

Fast Healing (Su): If a kolan'tathok is completely submerged in salt water, it recovers five hit points at the start of each round.

Fire Resistance (Ex): The magical sheath of water surrounding the kolan'tathok absorbs most of the energy of fire attacks.

Improved Grab (Ex): When a kolan'tathok hits a creature with its bite attack, it can deal normal damage and attempt to start a grapple as a free action without provoking an

attack of opportunity. No initial touch attack is required. If it wins the grapple check, the kolan'tathok establishes a hold and can attempt to swallow or constrict the victim on the following round. A kolan'tathok may make a bite attack while constricting a second victim, but this will release any creature it is holding in its jaws. This ability can only be used on creatures that are at least two size categories smaller than the serpent.

Swallow whole (Ex): A kolan'tathok can swallow a grabbed opponent that is at least two sizes smaller by making a successful grapple check. The swallowed creature takes $2d8+16$ points of bludgeoning damage and 8 points of acid damage each round. The victim can cut his way free by using a light slashing or piercing weapon to inflict a total of 25 points of damage on the kolan'tathok, but if the creature is submerged its fast healing will count against the total damage. A kolan'tathok can swallow 2 Huge, 8 Large, 32 Medium, or 128 Small or smaller opponents.

Water Mastery (Ex): A kolan'tathok gains a +1 bonus on attack and damage rolls if both it and its opponent are touching water. If either creature is touching solid ground (not including the deck of a ship), the serpent takes a -4 penalty on attack and damage rolls. In addition, the kolan'tathok's influence over the water in its vicinity makes it a serious threat to ships. The serpent can capsize small ships (5 feet long per Hit Die) and stop the motion of large vessels (up to 10 feet per Hit Die). If it encounters a ship so large that it cannot be brought to a complete halt, the

~ OCEAN WYRM ~

kolan'tathok can slow its movement to half speed.

Skills: A kolan'tathok receives a +8 racial bonus on any Swim check to perform a special action or to avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided that it moves in a straight line.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about the kolan'tathok:

Skill Check: Knowledge (sea lore) (DC 10), Knowledge (arcana) (DC 15), or Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature. The character has heard of the creature's ability to recover from injury while submerged, its resistance to fire damage, and its tendency to swallow its victims.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (sea lore) (DC 15)

Information: *"The scales of the Greate Ocean Wyrme are as Hard as Irone, and twice as thick as a Shield. They're softer on the inside, though, as my pappy found out when one crush'd his ship and swallow'd him whole. He was able to hack his way out of the Monster's Belly with his cutlasse, and wiggled out between two of its scales. 'Course it's true – if he hadn't escaped, I wouldn't be here to tell ye about it, now would I?"*

Benefit: The character has heard tales of those who have been swallowed by a kolan'tathok and lived to tell the tale. When he is trying to cut his way out of the kolan'tathok's stomach, he only needs to inflict 15 points of damage in order to escape.

Skill Check: Knowledge (sea lore) (DC 20), Knowledge (arcana) (DC 20)

Information: *Further Proofoe of their Affinity with Water may be founde in the Journales of the Elven Mage Iolathair Felirrian. Upon encountering one of these Beastes in the Southerne Oceans, he was able to thwart its furious Attacke upon his vessel with a potente Spelle of Colde; whereupon the Creature froze quite solid, and was shatter'd in Pieces by a Catapulte stone.*

Benefit: The kolan'tathok is a creature of water. A skilled wizard or sorcerer can adapt frost spells to freeze the watery sheath of the serpent, shattering its scales and flesh. If the character makes the necessary skill check, any cold damage he inflicts on the kolan'tathok – including damage from *frost* or *icy burst* weapons – is increased by 20%.

Skill Check: Knowledge (arcana) (DC 25)

Information: *Although the Divinity of the Ocean Wyrme is questionable, its Magickal Properties have been confirm'd by Practickal Application. The Creature's Bloode may be substituted for sundry other Materials in the Casting of certaine Spelles and the Mixing of certaine Potions, in partickular those which counter or protect against Fire; which is thought to proceed from the Watery Nature of the Beaste. Its Facility in Swimming persists in the Scales of its Hide, which, if they be made into Armour and upon them be caste the necessary Enchantments, does confer upon its Wearer magickal Freedom of Movement whilst in Water.*

Benefit: The character knows how to use the blood and scales of a kolan'tathok to create magical items.

USES

SPELL COMPONENTS

The blood of a kolan'tathok can be used as an additional material component for certain spells, with the following effects:

Quench: The caster gets a +5 bonus on level checks to quench magical fires, with a maximum bonus of +20. The damage inflicted upon elemental (fire) creatures is increased by +1 point per die.

Protection from energy: If the spell is used to defend against fire damage, it absorbs 15 points per caster level, to a maximum of 150 points.

Resist energy: If the spell is used to defend against fire damage, the energy resistance is increased by 5 points.

MAGIC ITEMS

If the blood of a kolan'tathok is used as a component, a character can create potions of *quench*, *protection from energy*, or *resist energy* without needing to cast the spell. If the creator does cast the spell, the effects of the potion are enhanced as described above.

Leather or studded leather made from the hide of a kolan'tathok can be enchanted to provide the benefits of *freedom of movement* while the wearer is underwater. This adds 12,500 gp to the cost of the armor. Locathath will always have a hostile reaction towards a character wearing kolan'tathok armor.

ADVENTURE HOOKS

THE HUNGRY SEASON

The locathah of the Serpent's Teeth (see *F:CoA*, page 15) are seasonal visitors, hunting off the edge of the north

- OCEAN WYRM -

reef during the dry season. The fact that they are not permanent residents – and the lack of large monsters in the seas around Freeport – may be a sign that there are no kolan'tathok nearby. However, this appearance could be deceptive.

Given the size of an Ocean Wurm, it could be unable or unwilling to enter the comparatively shallow waters within the outer reef. During the dry season, regular offerings by the visiting locathah would save it from having to leave its lair to hunt for food. But in the rainy season when the locathah migrate to more congenial waters, the creature may be forced from its lair by hunger. It could attack ships as they venture into the deeper water outside the reef. All but the most heavily armed vessels would be forced to avoid the waters where it has been sighted, and the Captains' Council or the Merchants' Guild might place a bounty on the creature's head.

If the locathah return the following dry season to discover that their revered kolan'tathok has been killed by surface-dwellers, some reprisals can be expected. Slaying the sacred beast is sacrilege in their eyes, and such blasphemy must be avenged. A small group of locathah cannot hope to destroy Freeport by themselves, but carefully-planned and coordinated attacks can sink ships and damage piers. They will spread the news of the surface-dwellers' crime to neighboring locathah tribes, and given enough time to concentrate and organize their forces, their campaign of vengeance could develop into a full-blown crusade.

They are unlikely to parley with land-dwellers, but local merfolk or aquatic elves might be persuaded to act as mediators in peace negotiations. These situations will be tricky, however, as the locathah will absolutely insist that the criminals and associates who slew the sacred beast be handed over to them for ritual execution. This would involve being sacrificed to another kolan'tathok if one can be found, or some other suitably grisly fate if one cannot. The locathah believe that they themselves will suffer the wrath of their god if they fail to punish the evildoers as prescribed by their tribal and religious laws; they are acting as much out of fear as pious outrage.

WRATH OF THE DEEP

A gifted and ambitious locathah cleric might find a way to control a kolan'tathok, using pure devotion or an artifact that enhances the granted power of the Water domain. With the sacred beast obeying her every word, the cleric will



have little difficulty in convincing the rest of the tribe that she is a prophet, or even an avatar of Kolan himself. The cleric's influence will spread very quickly through the neighboring tribes, and the ensuing religious and racial fervor could boil over into a holy war very easily.

The first target of such a holy war could be neighboring sahuagin, whose devotion to their shark-god is a direct affront to the God of Locathah and Merfolk and a fitting target for the vengeance of Kolan. Other races of land and sea-dwellers alike will probably not intervene in such a war, as the sahuagin are an evil race with few natural allies. Some members of other races may take part, either as part of a joint effort to destroy the sea devils or simply for the plunder. However, many non-locathah will find the atmosphere of religious fanaticism uncomfortable; there could well be incidents where "unbelievers" – even allied ones – find themselves the targets of discrimination or attack.

Another target might be local merfolk communities. While both races revere the same deity, the merfolk do not acknowledge the divinity of Kolan, which makes them heretics

Locathah Holy War! Fish-headed Fanatics Attack Sahuagin!

—Recent headline, *The Shipping News*

~ PICACOUATL ~

according to the new prophet. It is a strange but common historical occurrence that the greatest hatred of fanatics is reserved for different sects of the same faith. Attacks on merfolk would produce a very different reaction to attacks on sahuagin; merfolk are generally neutral and peaceful (not to mention a good deal more attractive than either sahuagin or locathah in the eyes of many other races), and they are more likely to be seen as innocent victims than the sea devils. They have always maintained good relations with the people of Freeport, and Freeporters are more likely to come to their aid than to join a locathah campaign against them.

For a long-running campaign, the locathah might turn on the sahuagin first, with or without the aid of other races; then, emboldened by their success and strengthened by a constant flow of new recruits drawn to the prophet, they turn on the merfolk, causing many of their former allies to question their allegiance – and perhaps to realize that unless the holy war is stopped, it will eventually turn on the land-dwellers once the seas are conquered in the name of Kolan.

Depending on the preferences of the GM and the players, this kind of campaign could be presented in various ways. As well as blood-and-thunder battles, there is ample room for intrigue and diplomacy, and even for commando-style missions with the PCs sent to expose or assassinate the prophet before it is too late to stop the holy war.

THE TEMPLE OF THE WYRM

While exploring the outer reefs, the PCs might come across an underwater cave complex that is clearly an abandoned temple. It is decorated with carvings, and a large rock in the sea bed at the entrance to the caves has been shaped into a rough altar. Centuries ago, these caves were the lair of a sacred kolan'tathok, and a small temple was built for offering sacrifices to the beast.

The PCs could find many different things in the caves, according to the GM's whim. It could be that the place is completely deserted, with only a few marine predators and perhaps the ghost of a long-dead locathah cleric guarding the treasure that was offered there. Or perhaps the caves are still used as a seasonal settlement by a tribe of locathah even though the kolan'tathok died of old age decades or centuries ago. They might still regard the caves as holy ground and resent the intrusion of non-believers. Perhaps there is one ancient locathah cleric – trained in his youth to serve the sacred beast – who remains there to tend the shrine, living out his days until it is time for him to join his monstrous charge in the next world. Alternatively, the locathah might have been wiped out by disease or by raiding sahuagin, leaving the kolan'tathok to fend for itself. Or maybe – just maybe – the PCs discover a huge, soft-shelled egg in the heart of the caverns . . .

PICACOUATL

Small Magical Beast

Hit Dice: 2d10+2 (13 hp)

Initiative: +4

Speed: 15 ft. (3 squares), fly 50 ft. (good)

Armor Class: 18 (+1 size, +4 Dex, +3 natural), touch 15, flat-footed 14

Base Attack/Grapple: +2/-3

Attack: Bite +7 melee (1d3-1 + poison)

Full Attack: Bite +7 melee (1d3-1 + poison)

Space/Reach: 5 ft./5 ft.

Special Attacks: Holy surge, improved grab, poison

Special Qualities: Darkvision 60 ft., detect evil, low-light vision, protection from evil, scent

Saves: Fort +4, Ref +6, Will +6

Abilities: Str 8, Dex 18, Con 12, Int 2, Wis 14, Cha 10

Skills: Hide +12, Listen +8, Move Silently +8, Spot +9

Feats: Weapon Finesse

Environment: Warm forest

Organization: Solitary, pair, or clutch (3-5)

Challenge Rating: 1

Treasure: None

Alignment: Always chaotic good

Advancement: 3-5 HD (Small), 6 HD (Medium)

Level Adjustment: +3

This creature looks very much like a miniature couatl. Its long, sinuous body is covered in bright scales, and the feathers of its wings are a riot of color. Its glittering eyes regard the world with more than a glimmer of intelligence.

The picacouatl is a small predator, native to the jungles of A'Val and the other islands of the Serpent's Teeth. It flies through the forest canopy, feeding on monkeys, birds, and other small game. A typical picacouatl is about 6 ft. long with a wingspan of 5 ft., but it looks smaller as its body and wings are not normally stretched out to their fullest extent.

Picacouatl are good-aligned creatures, and have a number of supernatural abilities that allow them to protect themselves and other creatures from evil. When they are associated with a character as a companion or a familiar (see **Uses**), they can confer some of this protection upon the character, as long as they remain in physical contact.

COMBAT

Under normal circumstances a picacouatl will avoid combat, fighting only to acquire food. Occasionally, however, a picacouatl will strike out against evil creatures that invade its territory. When fighting a more powerful foe, a picacouatl will make full use of its speed and maneuverability – darting in to strike and then retreating to allow its poison to take effect.

~ PICACOUATL ~

The Jungles of the Serpente's Teethe hold many Strange and Wondrous Creatures that may be found nowhere else in the Worlde. One such is call'd by Islanders the Pickaquattle, and knowne to Seafarers as the Feather'd Dragonet or Parrotte-Lizarde. It exhibits the dual Natures of Birde and Serpente, being in the Forme of a bright-colour'd Snake with Feather'd Winges rather than the leathern Membranes of a Dragon or a Batte. Its size approaches that of a Parotte, although it hath not the Capacity of Speech for which the said Birde is Renown'd.

Yet according to many who have studied Captive Beastes, this Lacke is not to be taken as showing a Wante of Intelligence. The Creature is said to be the Equal of any Dogge in its Ability to Reason, although somewhat more difficult to train for any Useful Taske; it hath about its Nature something of the Stubbornnesse of a Catte, following the Commands of its Master only when it be pleased to do so, and Ignoring them at other Times. However, it is not of a vicious Caste of Minde, and will only bestowe the Venom of its Bite upon those who are so foolish as to offer it Violence. There are those Wizardes and Sorcerers who have made Pettes and Familiars of such Creatures, and report that they are well suit'd to this Occupation.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

Detect Evil (Su): A picacouatl has the innate ability to *detect evil*, as the spell cast by a 12th-level sorcerer. This power operates continuously and without effort on the part of the picacouatl. While the serpents do not have a complex system of philosophy and ethics, they have an instinctive hatred of evil creatures.

Holy Surge (Su): Once per day, a picacouatl can charge its bite attack with a burst of holy energy. The serpent can choose to use this ability after it has made a successful attack but before rolling for damage. A holy surge inflicts an additional 1d8 points of damage to evil creatures and the victim must make a Will save (DC 11) or be blinded for one round. This ability has no effect on good or neutral creatures. The save DC is Charisma-based.

Improved Grab (Ex): To use this ability, a picacouatl must hit with its bite attack. It can then attempt to start a grapple without provoking an attack of opportunity.

Poison (Ex): A picacouatl has a poisonous bite that deals initial and secondary damage of 1d6 Con, with a Fortitude save (DC 12). If the victim is evil, the save DC is increased to 14. The save DC is Constitution-based.

Protection from Evil (Su): A picacouatl has a natural aura that mimics the effects of the *protection from evil* spell, as if cast by a 12th-level sorcerer. It receives a +2 deflection bonus to AC and a +2 resistance bonus to saves against the attacks of evil creatures, and summoned evil creatures cannot strike the picacouatl. The picacouatl can choose to share this defense with a single additional creature, but it must remain in contact with the beneficiary or the protection is lost.

Skills: A picacouatl receives a +4 racial bonus on Hide, Listen, Move Silently, and Spot.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about picacouatls:

Skill Check: Knowledge (arcana) (DC 10), Bardic Knowledge (DC 10)

Information: *The Name of the Pickaquattle may be render'd into the Commone Tongue to mean a Small Quattle, which is sometimes spell'd Couatl; and from this, it may thus be supposed and deduced, that the Pickaquattle is nothing more than a Juvenile form of the said Beaste, that has yet to come into its full Growth and Strength.*

Benefit: Picacouatls bear a striking resemblance to the much larger couatls, and many scholars have theorized



~ PICACOUATL ~



that the two are related. If a character fails to get a result of 10 on a Knowledge (arcana) or Bardic Knowledge check, he will come to the flawed conclusion that the picacouatl is nothing more than a young couatl. As a result, he will expect it to have the same traits as the couatl.

Skill Check: Knowledge (arcana) (DC 15), Knowledge (nature) (DC 15), Bardic Knowledge (DC 15)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature – its venomous bite, keen senses, and tendency to avoid combat.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (arcana) (DC 15), Bardic Knowledge (DC 20)

Information: *While many believe the Pickaquattle to be a Simple Animal, it holds a Sparke of Purity within. It is able to sense the Presence of Evil, and oftentimes becomes greatly excited when it encounters an Evil Creature. Some Scholars have judged it, in addition, to be possess'd of some Magickal Protections against Creatures of Evil; it is said that its Venome is more harsh in its effects against Evil Beings.*

Benefit: The character is aware of the supernatural nature and abilities of the picacouatl – its ability to detect and injure evil creatures, and its natural defense against evil creatures.

Skill Check: Knowledge (religion) (DC 20), Bardic Knowledge (DC 25)

Information: *Since Ancient Times, the Lizarde-Folke have seen the Pickaquattle as a bearer of Goode Tidings and Fortune. Their Feathers, in particular, are highly prized, since the Lizarde-Folke weave them into priestly Head-Dresses and other Objects that they use in their primitive Religious Observances. The Lizarde-Folke will often accept the Feathers in Trade, and can be well disposed toward those who offer them as Gifts.*

Benefit: By making a ritual gift of picacouatl feathers, the character can gain a +5 circumstance bonus on a single Diplomacy check made when dealing with lizardfolk. Knowledge of the traditions is important; while lizardfolk will always be glad to obtain picacouatl feathers, only a character that successfully makes the Knowledge check knows how to obtain the Diplomacy bonus.

Skill Check: Knowledge (arcana) (DC 20)

Information: *The Scales, Feathers, and Fanges of the Pickaquattle retain Mystickal Powers even after*

~ PICACOUATL ~

the Deathe of the Creature from which they are taken, and may be used to enhance certaine Dark Magicks. It is said, for Example, that several Cults Most Vile have found Meanes to draw upon this Power for their Unnaturale and Blasphemous Rites, and others who use Evil Magick may have similar Knowledge. Many Creatures of Goode are greatly Anger'd by the Sight of a Mortale using any Remains of a Pickaquattle in this Manner.

Benefit: The character knows how to use the body parts of the picacouatl to enhance the power of spells, as described below. Lizardfolk, picacouatls, and couatls will be furious if they see someone using picacouatl remains as material components.

USES

The picacouatl can be a very useful creature, preferably alive, but also dead.

IMPROVED FAMILIAR

An arcane spellcaster of 7th level or above may take a picacouatl as an Improved Familiar, provided that his alignment is compatible with that of the serpent.

PICACOUATL COMPANIONS

A picacouatl may occasionally seek humanoid companionship. It will observe its humanoid companion closely, and at the first sign of evil it will leave. The creatures like to be well treated, but if their master is in straitened circumstances, they will forego pampering as long as the cause is just. They will not attack creatures that are not of evil alignment, but they make no distinction between lawful evil, neutral evil, and chaotic evil.

A picacouatl egg can fetch a price of up to 7,500 gp, and a hatchling as much as 15,000 gp. Picacouatl have a life span of 25 to 30 years.

SPELL COMPONENTS

An arcane spellcaster who is familiar with certain dark rituals can use the remnants of a picacouatl to enhance the power of her spells. The component is used in addition to any other materials required by the spell, and is always destroyed in the process of casting the spell. The different components and their benefits are detailed on the table at right.

Since the picacouatl is a rare creature to begin with and few people know the rituals required to make use of these special components, feathers, scales, and fangs are rarely found on the open market and there is no standard price for these items. A component must be in perfect condition to be of use; typically 1d2 fangs, 2d4 feathers, and 2d4 scales can be recovered from a corpse.

SPELL COMPONENTS

Picacouatl Fang

Sepia snake sigil
Summon monster

Effect

Increase save DC by 1
+2 caster level when
summoning snakes

Picacouatl Feather

Feather fall
Fly
Overland flight

Effect

+2 caster level
Flight speed + 10 feet
Flight speed + 5 feet

Picacouatl Scale

Cat's grace
Protection from evil

Effect

Dexterity bonus increased
to +5
+2 caster level

ADVENTURE HOOKS

FALLEN FROM GRACE

The wizard Malthusius has been abandoned by his picacouatl familiar Firecrest after ambition and arrogance drove him over the line between neutral and evil alignments. He believes that Firecrest has been stolen by a rival, and is determined to get her back.

The adventure starts with the PCs being hired to track down and return the errant beast. Initially their patron will direct them to various rival magicians whom he suspects might have stolen Firecrest, but they will find nothing. Checking with dealers in rare and exotic creatures (such as Omar Ntoka from *Denizens of Freeport*) will reveal that no picacouatl or similar creature has turned up on the market lately; underworld contacts will reveal that no one has tried to fence such a creature or tried to hire a Syndicate member to steal one in the recent past. However, there are rumors that a small feathered serpent has been seen flitting about the Temple District in the last few days.

If the PCs watch the Temple District, they will see a bright orange and red picacouatl flying at dawn and dusk, hunting rats and scavenging food from refuse piles in the poorer parts of town. When she is not out hunting, Firecrest will roost in the roof of the Temple of the God of Knowledge where she has squeezed in through a crack left by a damage tile. A character of good alignment may be able to tempt Firecrest with an offering of food; raised from an egg by Malthusius, she never properly learned to fend for herself, and she is ravenous after days of scant hunting and scavenging. Also, she does not know what to do next – she is convinced she did the right thing in leaving her former master, but does not want to leave Freeport.

~ PICACOUATL ~



The adventure can conclude in a number of ways. If the PCs capture Firecrest and return her to Malthusius, she will keep trying to escape; she will also refuse to function as his familiar, denying him all the associated benefits. She may attach herself to someone else – perhaps a poor but pure-hearted urchin in Scurvytown, or some other unlikely person – and refuse to go back to her former master. She may even take a liking to a PC of good alignment.

The only way Firecrest will go back to Malthusius is if he realizes why she has abandoned him and tries to mend his ways. It may be difficult to convince the headstrong wizard of the truth, for he does not even know that his alignment has changed. He may need the help of a cleric to repent and restore his previous neutral alignment – and Firecrest may only be satisfied if he goes further and becomes genuinely good. This could be an interesting adventure for players who enjoy solving problems and interacting with NPCs.

EGG HUNT

A valuable picacouatl egg has gone missing in the city. A prominent merchant acquired it from a hunter and explorer for a substantial sum of money. The merchant might be someone the PCs have met during the course of previous adventures, such as Matthias Brack from *Tales of Freeport* or Omar Ntoka from *Denizens of Freeport*. It was taken from the merchant's home with no sign of forced entry.

The GM can spin out this adventure for as long as desired by throwing in false leads and dead ends. For example, if

the PCs start making enquiries about a picacouatl egg and mention that they are willing to pay for its safe return, they could find themselves besieged by enterprising Freeporters trying to sell them gold-painted chicken eggs and other fakes. Someone might go so far as to steal a picacouatl egg from somewhere else in order to sell it to the PCs, in which case another theft will be reported.

The truth of the matter is that the egg has been taken back by the picacouatl who laid it. When her nest was robbed, she trailed the hunter to Freeport and watched as he sold it to the merchant. It is the height of a very warm and sticky summer, and most Freeporters leave their windows open at night; the merchant relied on heavy iron bars to protect his property from intruders, but the picacouatl mother was able to squeeze through them and recover her precious egg. She has now taken it back to the jungle.

As an added complication, the egg might have been on the verge of hatching when its mother recovered it, forcing her to find a makeshift nest somewhere in the city and hunt to feed her growing offspring as well as herself. She intends to return to the jungle as soon as her offspring is able to fly, but this will not be for another few weeks. In the meantime, she is trying to feed them both while remaining unseen.

SAVE THE FOREST

A deadwood tree (see pages 13-17) has recently moved into the territory of a picacouatl, which lacks the strength to oppose it. The displaced picacouatl has collected its neighbors together, resulting in a flock of a dozen or so creatures – a very rare event. This has drawn the attention of a number of interested parties. More than one lizard folk hunting band is in the area on the trail of a bonanza of sacred and valuable feathers; at the same time, hunters from Freeport are tracking the concentration of picacouatl, hoping to catch them alive and take them back to the city for sale. One or more druids, paladins, and other good-aligned characters might also have been drawn to the area in the hopes of winning a picacouatl companion. One or more of the PCs might fall into this category.

The picacouatl, for their part, lead everyone into contact with the deadwood tree and its undead minions, hoping that it will eventually be destroyed or at least driven from the area. The different parties may come into conflict with each other as well as the deadwood tree, but the picacouatl will try to keep them apart – they are good-aligned creatures, after all, and do not wish to cause unnecessary trouble. If they find they are able to communicate with one or more of the characters who have been drawn to them, they will explain their situation and politely ask for help.

If the deadwood tree is destroyed or driven off, the grateful picacouatl will reward everyone who helped them with gifts of feathers and other valuable items. A good-aligned character whose conduct has been exemplary throughout the adventure might even gain one of the picacouatl as a companion.

~ SPIRIT LIZARD ~

SPIRIT LIZARD

Small Fey

Hit Dice: 6d6+12 (33 hp)

Initiative: +3

Speed: 40 ft. (8 squares), climb 20 ft.

Armor Class: 18 (+1 Size, +3 Dex, +4 natural), touch 14, flat-footed 15

Base Attack/Grapple: +3/-2

Attack: Bite +6 melee (1d4-1 + poison)

Full Attack: Bite +6 melee (1d4-1 + poison) and 2 claws +1 melee (1d4-1)

Space/Reach: 5 ft./5 ft.

Special Attacks: Poison, spell-like abilities

Special Qualities: Damage reduction 5/cold iron, low-light vision, merging, nature's passage, spell resistance 16, scent, tree bond, wild empathy

Saves: Fort +4, Ref +8, Will +8

Abilities: Str 8, Dex 17, Con 14, Int 13, Wis 16, Cha 13

Skills: Climb +12, Escape Artist +10, Handle Animal +10, Hide +16*, Knowledge (nature) +10, Listen +10, Move Silently +16, Spot +10, Survival +12

Feats: Spell Focus (enchantment), Track, Weapon Finesse

Environment: Warm or temperate forest

Organization: Solitary or pair

Challenge Rating: 5

Treasure: Standard

Alignment: Always neutral good

Advancement: By character class

Level Adjustment: —

This creature is a bipedal lizard about two feet tall, with long-fingered hands and large, sparkling eyes. A small crest rises from the top of its head.

The spirit lizard looks something like a small, fine-featured lizard person, and lives in the jungles of the Serpent's Teeth. Spirit lizards once lived in all the woods and jungles of the continent of Valossa, which may explain why they are reptilian rather than humanoid in appearance. They are fiercely protective of the trees and wildlife of their home areas, and will protect them from all manner of harm.

Spirit lizards were the predominant fey species of Valossa, but when the summoning of the Unspeakable One destroyed the continent, many of them suffered a terrible fate. As the essence of the Unspeakable One permeated the living things of the continent, many spirit lizards became trapped in their home trees and warped by the chaotic forces unleashed upon the land. Twisted and evil, these became the first of the deadwood trees (see pages 13-17). Others were apart from their trees when the cataclysm struck, and were forced to endure both the destruction of their beloved forests and the warping effects of chaos. These became the devil lizards (see pages 18-21); cut off from everything they held dear, they became embittered and hostile toward all outsiders. Only a few of the spirit lizards escaped the disaster.

In the centuries following the disaster, the spirit lizards have continued to guard the forests and their native creatures, just as dryads do in other parts of the world. They will take action against deadwood trees when they encounter them, but do not have the devil lizards' burning hatred of them. They look on the devil lizards with compassion – for any of them could have suffered the same fate – but know that they cannot help them.

Spirit lizards speak Common, Draconic, Sylvan, and Valossan.

COMBAT

A spirit lizard has little direct power in battle. Instead of charging into the fray, it will spy on its enemies, using its spell-like abilities and animal allies to hinder its enemies and drive them from the jungle. The lizard itself will only enter battle if the jungle is in considerable danger and there is no other alternative.

Merging (Su): As a standard action, a spirit lizard can step inside any tree or plant that is larger than the lizard itself. While it is inside the plant, the spirit lizard is aware of its surroundings, but the only action it can take is to use *commune with nature* or *tree stride*. If the tree that the spirit lizard has merged with is destroyed, the lizard suffers 4d6 points of damage and reappears. Leaving the tree is a standard action.

The Spiritte-Lizarde is knowne to scholars by the Name of Sylvanosaurus. It has a number of less Scientifick Names, such as Ghoste Lizarde, Foreste Ghoste and Jungle Dryad. While its Appearance is that of a small Lizarde of that Class that walkes upon two Feet like a Birde, its Nature and Behaviour are very much those of a Faye, and it is generally held to be such. It makes its Abode in the Jungles of the Serpente's Teethe Islandes, and is regard'd by those with Knowledge of the Region as a Guardian and Protector of those Wilde Places. Those Hunters and Woodcutters that have encounter'd it assert that these Creatures are possess'd of Magickal Powers, which they use to protect the Flora and Fauna under their care from those that would do them Harm.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

~ SPIRIT LIZARD ~



Nature's Passage (Ex): A spirit lizard can move through any sort of undergrowth at normal speed and without suffering damage or any sort of impairment. This includes both natural undergrowth and areas under the effects of spells such as *entangle* or *wall of thorns*. In addition, a spirit lizard leaves no trail while in natural surroundings and cannot be tracked.

Poison (Ex): Injury DC 15, Initial Damage sleep, Secondary Damage —. The save DC is Constitution-based.

Tree Bond (Su): While a spirit lizard can merge with any tree, it has a particular bond to one special tree, and it cannot move more than 20 miles from this tree. While it is merged with its home tree, it heals 1 HP/round, and it recovers from 1 point of ability damage or 1 negative level every hour. If its home tree is destroyed, a spirit lizard suffers 4d6 points of damage. If it survives this experience, it will lose 2 points of Constitution every hour it remains outside of a tree. To survive, it must form a bond to a new tree; this requires the lizard to merge with a tree and remain within it for one uninterrupted week.

Wild Empathy (Ex): This power works like the druid's wild empathy class feature, except that the spirit lizard has a +8 racial bonus on the check.

Spell-like Abilities: At will—*calm animal* (DC 15), *detect animals or plants*, *entangle* (DC 14), *speak with animals*, *speak with plants*; 3/day—*charm animal* (DC 15), *command plant* (DC 18), *commune with nature*, *goodberry*,

plant growth, *summon nature's ally III*, *tree stride*; 1/week—*animal shapes*. *Commune with nature* and *tree stride* can only be used when the spirit lizard is merged with a tree. Caster level 8th. The save DCs are Wisdom-based.

Skills: A spirit lizard receives a +4 racial bonus to Climb, Hide, Move Silently, and Survival checks. It uses its Dexterity modifier instead of its Strength modifier when making Climb checks.

* The scales of the spirit lizard can shift in color and pattern like a remarkable chameleon. This provides the lizard with a +10 circumstance bonus to Hide checks while in natural surroundings.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about spirit lizards:

Skill Check: Knowledge (nature) (DC 15), Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the spirit lizard – its fey nature, bond to a specific tree, and ability to influence plants and animals.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (nature) (DC 20), Bardic Knowledge (DC 25)

Information: *There are, in Freeporte and elsewhere, certaine Manuscripts that suggest that the Isles of the Serpente's Teethe were at one time high Mountains set upon a Vaste Continent knowne as Valossa; which Lande was sunder'd and throwne into the Sea by a Greate Disaster in Ancient Times. The Force behinde this Cataclysm is thought to be a powerful Being of Chaosse knowne as the Unspeakable One. The Chaotick Energies that were released afflict'd the remaining Lande most cruelly, binding some of these Fey Reptiles into their Trees, which became the awful Deadewoodes; while others, caught without their Arboreal Homes, were Blast'd by Chaosse and Warp'd into the Creatures presently knowne as Deville Lizardes.*

Benefit: The character knows more about the history of the spirit lizards and the cataclysm that shattered their race. The character is aware of the relationship between spirit lizards, deadwood trees, and devil lizards. If he possesses Wild Empathy, he can make a Wild Empathy check in place of a Diplomacy check when dealing with a devil lizard, and receives a +5 bonus on his roll.

Skill Check: Knowledge (nature) (DC 25)

Information: *The Bloode of the Spiritte-Lizarde, it is said, can lend Power to the Casting of Spelles, although*

~ SPIRIT LIZARD ~

only those of Evil Hearted would use it so, for the Creature's Life is forfeit in the Preparation.

Benefit: The character knows how to use the blood of a spirit lizard to increase the power of natural magic. However, this is a truly vile act – it is a perversion of nature that should be unthinkable for a good-aligned ranger or druid.

Skill Check: Knowledge (nature) (DC 30)

Information: *They dwelle in the greatest and eldest Trees of the Forrester Primaeval, which are mark'd as their homes by certain Subtle Markinges of the Woode and Barck, that may be read by one who has Knowledge.*

Benefit: A character can make this check to identify the home tree of a spirit lizard; there are subtle patterns of color and growth that give away the bond to the spirit.

USES

SPIRIT BLOOD

The blood of a spirit lizard can be used to enhance the power of natural magic. If an ounce of spirit lizard blood is used as an additional material component when casting a ranger or druid spell, the effective caster level is increased by 2. This requires knowledge of special rituals, as described above, and it is a heinous act that will provoke a hostile response from other fey creatures and good-aligned druids. 1d4 ounces of blood can be recovered from the fresh corpse of a spirit lizard.

SCALE OF NATURAL

DOMINION (MINOR ARTIFACT)

If it chooses, a spirit lizard can pluck a scale from its hide and invest a fraction of its power into the charm. This provides the bearer with a +2 bonus to all Wild Empathy and Handle Animal checks. In addition, spirit lizards, devil lizards, and deadwood trees can all sense the presence of the scale – which may be a good thing or a very bad thing. If a spirit lizard discovers a mortal abusing the power of a *scale of natural dominion*, it will certainly seek to take revenge.

Faint enchantment; CL 3rd; Price 800 gp.

ADVENTURE HOOKS

THE HUNTERS HUNTED

The PCs are sent on a hunting expedition into the jungles of A'Val in search of rare and exotic creatures – perhaps one of the creatures listed in this book. They wander into the territory of a spirit lizard, which uses its powers to try and drive them off.

The lizard watches the PCs from hiding (using its chameleon-like ability), and if they harm an animal or a tree (this

includes capturing animals and cutting firewood), it will punish them. To begin with, it will use abilities like *entangle* and *command plants* to make their life difficult, but if the PCs persist the spirit lizard will attack directly using its other spell-like abilities and its ability to command animals. Whenever possible, it will use sneak attacks by small but poisonous animals, to minimize the danger to its charges.

If the PCs succeed in leaving the jungle with any captured animals, the spirit lizard will track them down using *detect animals and plants*. It will try to break their confinement at night, set them free, and lead them back to their home territory using its magical abilities to interfere with any pursuers.

For the most part, the spirit lizard will be content to drive the PCs out of its territory and recover any stolen animals. However, if the PCs have harmed any animals or cut down any trees, it will go further. It will follow them all the way to the edge of the forest, dogging their every step with spells like *entangle* and *plant growth*, while using its camouflage ability to avoid being seen and *transport via plants* to escape if detected. It will take a life for a life if any of its animals are killed.

THE NIGHT OF THE ANIMALS

A spirit lizard has been captured, and is imprisoned in Freeport waiting to be shipped to a collector on the mainland. Various magical precautions have been taken to keep it from escaping, and in desperation it uses *summon nature's ally* to try to regain its freedom.

The lizard acts at night when it is not being watched and when it has the best hope of escaping under cover of darkness. It summons a black bear, which breaks down the door of the building where the lizard is being held and takes off through Freeport with the lizard's cage in its mouth. The plan is to reach the safety of the jungle before letting the bear tear the cage open and free the lizard. Along the way, the lizard uses *dominate animal* on any animal it sees, which results in near chaos as dogs, cats, rats and other animals run amok through the city upsetting lighted braziers, biting through lines of washing, and doing whatever else they can to provide the escaping lizard with support and diversions.

The adventure takes another twist if the lizard succeeds in escaping but cannot get out of its cage. In this case, the PCs may encounter the lizard in the jungle a little way from the city, being kept alive by animals bringing it food and water. In fact, they might be led to it by a monkey or other creature that steals their supplies for the caged lizard. It will try to *charm* any humanoids it encounters into releasing it from the cage. Depending on the party's abilities, this might be as simple as picking the lock on a strongly-built but otherwise ordinary cage, or it might be a much more complex process of finding and removing layers of magical traps and protections. The PCs might receive a gift of a magical item or some other reward if they help the spirit lizard escape.

~ SPIRIT LIZARD ~



HOSTILE TERRITORY

As Freeporters continue to explore A'Val and the rest of the Serpent's Teeth, they inevitably come into conflict with the scattered settlements of lizard folk and degenerate serpent people who survived the fall of Valossa. Some of them are as easily defeated as any nest of goblins on the mainland, but others are more difficult.

In the centuries since the cataclysm, the scattered groups of lizard folk and degenerate serpent people have developed diverging religious and philosophical views. Some, like those in the adventure *Cut-Throat's Gold* (see *Tales of Freeport*, pages 53-62) have come to revere the civilized serpent people as gods, while others have gone different ways. Some have adopted a druid-like nature religion, and have made pacts with neighboring spirit lizards and other local fey, buying their protection with offerings and by living in harmony with the forest.

If adventurers come into conflict with a tribe of lizard folk or degenerate serpent people who are protected by a spirit

lizard, they will have a hard time of it. Their every move will be hampered by rank vegetation. Animals of all kinds will raid their camp at night, eating their supplies and ruining equipment. Loud insects and biting flies will keep them from getting a wink of sleep for as long as they are in the forest. Mosquitoes, leeches, and other vermin will plague them. They will face constant guerilla attacks by small bands of lizard folk or degenerate serpent people who always seem to know where they are, picking one or two characters off before melting back into the forest, their tracks obscured by sudden plant growth.

A NEW NEIGHBOR

A long-dead tree stands in the Beggars' Market, its black and leafless branches pointing to the sky. Then, incredibly, one day a leaf appears. Then another. And another. Within a week, the tree is vibrantly alive; no one can understand it, and druids, scholars, and curiosity-seekers come from all over the city to see the apparent miracle.

The strange rebirth of the tree is soon forgotten, however, when the docks and Eastern District begin to experience a series of strange events. Livestock are mysteriously freed and stampede out of warehouses making for the jungle. A few people are trampled, others pecked by geese or bitten by pigs, but there are no serious injuries. Some of the livestock is recovered, but many valuable animals escape into the thick vegetation, never to be seen again. Guards are posted on warehouses and livestock pens, but every few days the process repeats itself.

At the same time, fruit trees and vegetable patches all across Freeport start to produce a bumper crop. Berry-bushes spring up from between the paving stones in the Merchant District, bursting with fruit after only a few days. The fruits and vegetables in the city's markets suddenly lose all attraction to insects, rats, and other vermin, and develop a healthy glow. Apples grow to the size of a halfling's head, and everyone agrees that the taste of all produce in the city improves greatly.

The force behind all of this is a spirit lizard, which was robbed of its bound tree by a logging operation in the forest. Recovering from the trauma of this event, the creature decided to study the species responsible, and moved to the city, taking up residence in the dead tree. Having observed the miserable conditions and awful fate of livestock in Freeport, the lizard decided to set them free to live a natural life in the jungle. At the same time, it encouraged the growth of food-bearing plants, so the Freeporters would not starve.

Livestock Larceny! Reward Offered for Rapacious Rustlers!

—Recent headline, *The Shipping News*

- SWARMS -

SWARMS

Even the smallest creature can be dangerous in sufficient numbers, and the land and sea are home to a host of deadly swarms. All of the creatures presented here conform to the standard rules for swarms. In particular, while many swarms are partially or completely immune to physical attacks, they are vulnerable to fire; a lit torch inflicts 1d3 points of fire damage per hit, while a lit lantern will inflict 1d4 points of fire damage in all squares adjacent to the spot where it breaks. Of course, neither weapon is of much use when fighting a crab swarm or jellyfish horde beneath the waves. A weapon that inflicts special damage – such as *flaming* or *frost* – deals its full energy damage to a swarm, even if the weapon's normal damage can't affect the swarm.

ANT SWARM

Diminutive Vermin (Swarm)

Hit Dice: 7d8+7 (38 hp)

Initiative: +2

Speed: 20 ft. (4 squares), climb 20 ft.

Armor Class: 18 (+4 size, +2 Dex, +2 natural), touch 16, flat-footed 16

Base Attack/Grapple: +5/—

Attack: Swarm (2d6+2d4 acid)

Full Attack: Swarm (2d6+2d4 acid)

Space/Reach: 10 ft./0 ft.

Special Attacks: Acid spray, acid sting, distraction

Special Qualities: Darkvision 60 ft., immune to weapon damage, scent, swarm traits, tremorsense 30 ft., vermin traits

Saves: Fort +6, Ref +4, Will +3

Abilities: Str 1, Dex 14, Con 12, Int —, Wis 13, Cha 11

Skills: Climb +10, Survival +5

Feats: Track^B

Environment: Temperate or warm forest or underground

Organization: Solitary, tangle (2-4 swarms), or army (7-12 swarms)

Challenge Rating: 4

Treasure: None

Alignment: Always neutral



Advancement: None

Level Adjustment: —

The ground is carpeted with thousands upon thousands of ants, eating everything in their path. They make no sound other than the ominous rustling of their passage.

Commonly found in the A'val Jungle, this crawling mass of ants devours everything it comes across, climbing over or through all obstacles.

COMBAT

An ant swarm moves in a direct path, devouring anything that gets in its way. Unless it is attacked, it will rarely alter its course to engage living creatures. If it is attacked and injured, an ant swarm will become an implacable foe determined to destroy the aggressor. The swarm deals a

The Isles of the Serpente's Teethe, as other Landes, are Home to several Creatures that are Small and Weake as Individuals, but become Formidable through the Greatnesse of their Numbers. There are Antes that do consume Every Thing they come across, marching in greate Columns like ravenous Armies; and there are Lizardes that hunt in the City such small Game as Rattes, but in the Jungles bande together to bring downe Prey as large as Oxen by countless Small Bites. In the Seas also, there are Crabbes and Jelly-Fishes that may be met in such Numbers as can o'erwhelm much larger Prey than themselves. Worste are those that are called by the Mariners Deathe Crabbes, for each beares upon its Backe a Face, supposed by the Superstitious to be that of a drown'd man, and they attacke with a Fury that seemes borne more of Malice than of Hunger.

—Beastes of Ye Farre Landes, by Edmund Smallpiece

- SWARMS -

Formic Frenzy! Acid-Armed Ants Bring Down House!

—Recent headline, *The Shipping News*

base 2d6 points of damage to any creature whose space it occupies at the end of its move; this may be increased by its acid sting ability.

Acid Spray (Ex): Once it has been injured, an ant swarm will bring its full offensive powers to bear against its foes. An ant swarm can spray a cloud of acid at enemies. This fills a 10 ft. x 10 ft. area adjacent to the swarm, and inflicts 2d4 points of acid damage to all creatures caught the area. This ability can only be used once every 1d4 rounds, and during this time the swarm cannot use the acid sting ability. As a result, the spray is usually only used if the swarm is having difficulty reaching its target.

Acid Sting (Ex): The stinging attacks of the ant soldiers allow an ant swarm to inflict an additional 2d4 points of acid damage on any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with an ant swarm in its space must succeed at a DC 14 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Skills: An ant swarm has a +4 racial bonus on Survival checks when tracking by scent and a +8 racial bonus on Climb checks, and uses its Dexterity modifier instead of its Strength modifier for Climb checks. An ant swarm can always choose to take 10 on a Climb check, even if rushed or threatened.

CRAB SWARM

Diminutive Vermin (Swarm)

Hit Dice: 5d8+10 (32 hp)

Initiative: +0

Speed: 15 ft. (4 squares), swim 15 ft.

Armor Class: 16 (+4 size, +2 natural), touch 14, flat footed 16

Base Attack/Grapple: +3/—

Attack: Swarm (1d8)

Full Attack: Swarm (1d8)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction

Special Qualities: Darkvision 60 ft., immune to weapon damage, swarm traits, tremorsense 60 ft., vermin traits\

Saves: Fort +6, Ref +2, Will +2

Abilities: Str 3, Dex 10, Con 14, Int —, Wis 10, Cha 2

Skills: Climb +5, Spot +4

Feats: Improved Natural Attack^B, Weapon Finesse^B

Environment: Any aquatic or coastal

Organization: Solitary or Legion (2-4 swarms)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: —

Hundreds of small crabs scuttle toward you, their feet clattering and their claws snapping. They range from the size of a thumbnail to the size of a human hand.

It is unusual for crabs to come together in a swarm, but there are a few species in the waters around Freeport that are prone to this behavior. Crab swarms are often found nesting in shipwrecks; anyone who comes to investigate the fallen vessel is quickly stripped to bare bones by hundred of vicious claws.

COMBAT

Crab swarms are generally passive creatures, but when roused to anger a swarm is a deadly foe that is equally capable on land or in the water. While it is fully amphibious, a crab swarm does not actually swim; instead it crawls along the ground, so swimmers can escape the swarm by heading straight up. A crab swarm inflicts 1d8 points of damage on any creature whose space it occupies at the end of its move – slightly more than one would expect for such a swarm, due to the powerful pincers of the crabs.

Distraction (Ex): Any living creature that begins its turn with a crab swarm in its space must succeed at a DC 16 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based and includes a +2 racial bonus; the pincers of the crabs are extremely painful.

Skills: A crab swarm has a +4 racial bonus on Spot checks and a +8 racial bonus on Climb checks.

DEATH CRAB SWARM

Tiny Undead (Swarm)

Hit Dice: 10d12 (65 hp)

Initiative: +5

Speed: 25 ft. (4 squares), swim 25 ft.

Armor Class: 16 (+2 size, +1 Dex, +3 natural), touch 13, flat-footed 16

Base Attack/Grapple: +5/—

Attack: Swarm (3d6 + energy drain)

~ SWARMS ~

Full Attack: Swarm (3d6 + energy drain)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, energy drain, soul trapping

Special Qualities: Damage reduction 5/—, darkvision 60 ft., fast healing 1, group mind, half damage from slashing and piercing, swarm traits, tremorsense 60 ft., turn resistance +2, undead traits

Saves: Fort +3, Ref +4, Will +9

Abilities: Str 3, Dex 12, Con —, Int 6, Wis 14, Cha 14

Skills: Climb +10, Hide +15, Listen +6, Move Silently +10, Spot +12

Feats: Alertness, Improved Initiative, Improved Natural Attack (Swarm), Weapon Finesse

Environment: Any aquatic or coastal

Organization: Solitary or Legion (2-4 swarms)

Challenge Rating: 7

Treasure: None

Alignment: Always neutral evil

Advancement: None

Level Adjustment: —

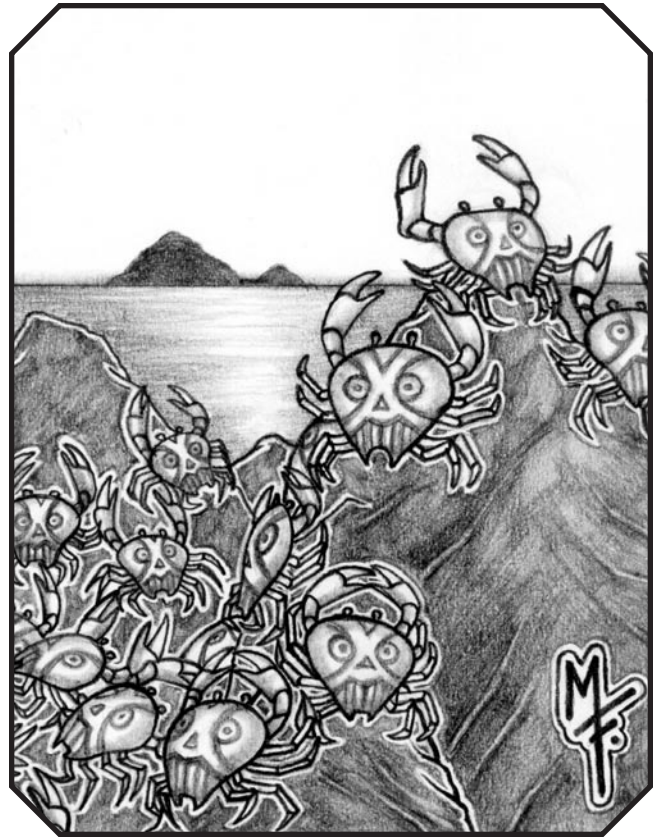
The ground crawls and heaves with a mass of bone-white crabs. Their carapaces are warped and twisted into the form of malevolent faces.

Crab swarms are often found in the wreckage of sunken ships. As dangerous as these swarms can be, they pale in comparison to death crab swarms. It is said that death crabs are a solid manifestation of the spirits of long-dead pirates, and they commonly swarm around hidden caches of pirate treasure or the ruins of ancient armadas, attacking any who come too near. The crabs suck the soul out of their victims, condemning the spirits of the slain to spend eternity as part of the swarm.

COMBAT

Death crabs are driven by their hatred for all living things, and they will attempt to destroy any living creature they encounter. The swarm possesses a communal intelligence, driven by the merged anger and evil impulses of the spirits trapped in the swarm. As a result, it is capable of making intelligent tactical decisions and responding to the capabilities of its opponents. It will take full advantage of its surroundings, lurking in areas that will require multiple victims to come together in a narrow space where they can all be hit by a single swarm. While it prefers to attack the maximum number of opponents it can, it is intelligent enough to target the characters who pose the greatest threat to the swarm – usually clerics, wizards, and other spellcasters.

A death crab swarm is amphibious, but it cannot swim. A swarm will search for surroundings that limit an opponent's ability to escape by swimming towards the surface. A death crab swarm inflicts 3d6 points of damage on any creature whose space it occupies at the end of its move, along with energy drain.



Distraction (Ex): Any living creature that begins its turn with a death crab swarm in its space must succeed at a DC 18 Fortitude save or be nauseated for 1 round. The save DC is Charisma-based and includes a +1 racial bonus.

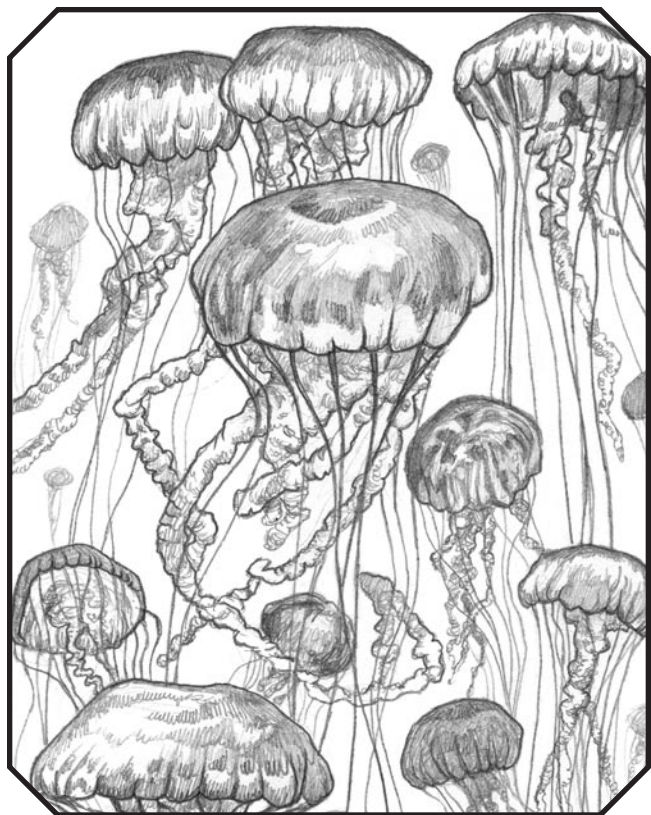
Energy Drain (Su): A death crab swarm that has at least 1 hit point per Hit Die (or 10 hit points, for a standard death crab swarm) can drain the life from its victims. At the end of its move, the death crab swarm bestows one negative level on all creatures whose space it shares. A creature must succeed at a DC 17 Fortitude save to recover from a negative level; the save DC is Charisma-based. For each such negative level bestowed, the death crab swarm gains 5 temporary hit points.

Group Mind (Ex): A death crab swarm that has at least 1 hit point per Hit Die possesses a group consciousness, giving it an Intelligence of 6. If it is reduced below this hit point threshold, it becomes mindless.

Soul Trapping (Su): When a death crab swarm kills a living creature, it draws the spirit of its victim into the shell of one of the crabs. The victim cannot be restored to life by any means until the swarm has been destroyed. The victim is not truly conscious while his spirit is part of the swarm; his thoughts are subsumed by the violent, angry impulses of the group mind.

Skills: A death crab swarm has a +4 racial bonus on Spot checks and a +8 racial bonus on Climb checks.

- SWARMS -



JELLYFISH SWARM

Diminutive Vermin (Swarm)

Hit Dice: 3d8 (13 hp)

Initiative: +0

Speed: Swim 5 ft.

Armor Class: 14 (+4 size), touch 14, flat-footed 14

Base Attack/Grapple: +2/—

Attack: Swarm (1d6 + poison)

Full Attack: Swarm (1d6 + poison)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, poison

Special Qualities: Darkvision 60 ft., drifting, immune to weapon damage, swarm traits, tremorsense 60 ft., vermin traits

Saves: Fort +2, Ref +1, Will +1

Abilities: Str 1, Dex 10, Con 10, Int —, Wis 11, Cha 1

Skills: Climb +5, Spot +4

Feats: —

Environment: Any aquatic

Organization: Solitary, Mass (2-4 swarms), or Morass (5-10 swarms)

Challenge Rating: 1

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: —

The water is filled with hundreds of small jellyfish, floating on the current. Each one trails a long streamer of stinging tentacles.

The jellyfish in a swarm vary in size from a thimble to a dinner plate, with trailing tentacles equal to 4-8 times their body size. They drift with the current, making them easy to avoid unless the current is strong. The greatest danger comes from finding oneself unable to avoid a passing swarm.

COMBAT

While many swarms carve swathes of destruction across land or sea, a jellyfish swarm simply goes where the current carries it. The jellyfish are not aggressive by nature, but they will sting any creature unfortunate enough to get caught up in the swarm. Merfolk have been known to seed areas with jellyfish swarms as a form of defense, using magic to shift the currents and keep the swarms in place.

A jellyfish swarm inflicts 1d6 points of damage on any creature whose space it occupies at the end of its move, but the real threat is the pain and paralysis that can accompany the multitude of stings.

Distraction (Ex): Any living creature that begins its turn with a jellyfish swarm in its space must succeed at a DC 15 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based and includes a +4 racial bonus.

Drifting (Ex): While they are capable of slow movement, jellyfish generally rely on tides and currents to move them through the water. In still water, a jellyfish swarm may not move at all, not even to respond to an attack. However, strong currents could cause a jellyfish swarm to drift as far as 20 ft over the course of a single turn.

Poison (Ex): Injury, Fortitude DC 11, initial damage 1d4 Dex, secondary damage paralysis (1d4 minutes). The save DC is Constitution-based. Jellyfish poison causes excruciating pain and muscle spasms, and the multitude of stings can cause total paralysis.

Jellyfish Jam Harbor! Casual Swimmers Be Warned!

—Recent headline, *The Shipping News*

- SWARMS -

RAZORSWARM

Tiny Animal (Swarm)

Hit Dice: 4d8+8 (27 hp)

Initiative: +4

Speed: 35 ft. (7 squares), Climb 10 ft.

Armor Class: 18 (+2 size, +4 Dex, +2 natural), touch 15, flat-footed 16

Base Attack/Grapple: +3/—

Attack: Swarm (1d8)

Full Attack: Swarm (1d8)

Space/Reach: 10 ft./0 ft.

Special Attacks: Distraction, wounding

Special Qualities: Half damage from piercing and slashing, scent, swarm traits

Saves: Fort +6, Ref +8, Will +2

Abilities: Str 3, Dex 18, Con 14, Int 1, Wis 12, Cha 2

Skills: Climb +12, Hide +20, Jump +16, Listen +10, Spot +10, Survival +10

Feats: Improved Natural Attack, Weapon Finesse

Environment: Warm forest

Organization: Solitary or Horde (2-4 swarms)

Challenge Rating: 2

Treasure: None

Alignment: Always neutral

Advancement: None

Level Adjustment: —

These bipedal lizards are each only about the size of a chicken. Individually, they pose little threat – but there are dozens of them, and hunger lights up their green, gem-like eyes.

Redscale lizards are small, reptilian predators found throughout the Serpent's Teeth. In the city, individual redscales can be found; they are largely harmless and prey on rodents and other small creatures. But in the wild, they hunt in packs of several dozen and can bring down much larger prey. They jump onto and over obstacles with great agility, using their strong legs to propel them several yards in a single bound. When redscales gather together into a hunting pack they are referred to as a *razorswarm* – a deadly whirlwind of tooth and claw.

COMBAT

Razorswarms are ravenous predators, always searching for more flesh to fuel their fast metabolisms. The lizards are powerful jumpers, and will typically leap on a victim *en*



masse, biting and clawing until the victim is brought down by blood loss and sheer weight. A razorswarm inflicts 1d8 points of damage on any creature whose space it occupies at the end of its move.

Distraction (Ex): Any living creature that begins its turn with a razorswarm in its space must succeed at a DC 13 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.

Wounding (Ex): Any living creature injured by a razorswarm continues to bleed, losing 1 hit point on each subsequent round. Multiple wounds do not result in cumulative hit point loss. This bleeding can be stopped by a Heal check (DC 10) or the application of a *cure* spell or other healing magic.

Skills: A razorswarm has a +8 racial bonus on Hide, Jump, Listen, Spot, and Survival checks. It uses its Dexterity modifier instead of its Strength modifier for Climb and Jump checks. A razorswarm suffers no penalty for making a Jump check without a running start, and its maximum jump distance is not limited by its size.

Leaping Lizards! Jungle Explorers Report Razorswarm Rampage!

—Recent headline, *The Shipping News*

TAVI (MONGOOSE FOLK)

Small Magical Beast

Hit Dice: 2d10 (11 hp)

Initiative: +7

Speed: 30 ft. (6 squares), climb 20 ft.

Armor Class: 16 (+1 size, +4 Dex, +1 natural), touch 15, flat-footed 12

Base Attack/Grapple: +2/-2

Attack: Bite +7 melee (1d4)

Full Attack: Bite +7 melee (1d4)

Space/Reach: 5 ft./5 ft.

Special Attacks: Attach

Special Qualities: Darkvision 60 ft., group hunter, low-light vision, ophidian malice, scent, serpent sense

Saves: Fort +3, Ref +9, Will +2

Abilities: Str 10, Dex 18, Con 11, Int 6, Wis 12, Cha 8

Skills: Balance +12, Climb +12, Escape Artist +12, Hide +12, Move Silently +8, Spot +4, Survival +3

Feats: Combat Reflexes^B, Dodge^B, Improved Initiative^B, Lightning Reflexes^B, Track^B, Weapon Finesse^B

Environment: Urban, warm plains and forest

Organization: Solitary, pair, or pack (4-12)

Challenge Rating: 2

Treasure: Standard

Alignment: Usually neutral

Advancement: By character class

Level Adjustment: +3 (cohort)

Depending upon whether it stands on two feet or four, this creature is about the size of a halfling or a medium-sized dog. It is covered in grayish-brown fur, with a pointed snout, rounded ears, and a long tail. Its black eyes gleam with intelligence, and its front paws are equally good for running and for handling objects. Despite its short legs, it looks like it can move very quickly when it has to.

The tavi are the result of a magical experiment to create a bigger, more intelligent mongoose for dealing with larger snakes and snake-like races like the serpent folk. They can stand upright and use their front paws to manipulate objects, but drop onto all fours for running.

Tavi (singular and plural) have been introduced to various parts of the world where snakes and serpent races are a problem, but are most numerous in and around the city of Freeport where they were first developed. While many remain in captivity, over the years several have escaped and set up flourishing wild groups. They live in family groups of 4-12, led by a breeding alpha pair and with lesser members (usually the adult offspring of the alphas) helping to gather food, keep watch, and look after the young. Some groups have dug burrows off the city's sewer system and the serpent folk tunnels that connect to it, while others have taken to the fringes of the jungle to the north of the city. At least one group maintains a territory in Scurvytown; their food obtained by hunting and scavenging is supplemented by several Scurvytowners who feed the creatures in order to keep them around to reduce the number of snakes and vermin in the area.

Tavi have the beginnings of a language, with differently-pitched squeaks and whistles denoting concepts such as snake, big, small, danger, food, and so on. Individuals that have been raised in captivity can understand command words in Common or other tongues, as well as a limited vocabulary of other words.

COMBAT

A tavi's greatest asset is its speed. Tavi are not very strong, but they are incredibly fast; when a threat appears, a tavi will be at the throat of the enemy before he has time to blink. Tavi are aggressive hunters, but they are clever and make strong use of pack tactics. They have an excellent instinctive ability to coordinate attacks. Against powerful

Of all the Creatures that have been tamed and train'd to perform Useful Taskes for their Masters, surely none has been bred into so many Formes as the Dogge. The Catte, the Hawke, and most Others retain their Naturale Formes and Temperamentes, being train'd merely to follow their Natural Inclinations in such a way as profits their Owners. There are those, chiefly Wizardes, who holde that the same Resulte may be achieved through Magick as would otherwise take many Generations of careful Breeding; although such Magickal Experiments have oftentimes had most Unexpect'd Resultes.

As an Example, one may consider the Tavey, or Mongoose Folke. These Creatures are most commonly found in the famed Pirate City of Freeporte and its Environs, although they have found Employment in many other Places where Snakes and Serpentes of unusual Size are fear'd. Alter'd by Magick to improve their Strength, Size, and Intelligence (the better to rid their Masters' landes of Serpentes greate and small), Taveys have in certaine Places run Wilde, forsaking Domesticity and living in a Feral State, where the Advantages magickally bred into them are of Greate Benefit to their Survival. Some even contend that by their Intelligence they have begun to develop something approaching a Culture, and that in Time they must be regard'd as a Race rather than a Breede of Animal.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- Tavi -

foes, tavi will attempt to flank, feint, and use Aid Another to ensure that the pack is able to bring down the foe. When fighting groups, tavi will tend to single out one foe at a time, but they may suddenly switch targets at any moment using speed to keep their enemies off guard.

Tavi rarely use any sorts of weapons or armor. Tavi who acquire character class levels are remarkable individuals, and will generally become one of the alphas of the group. These prodigies will usually acquire rogue, barbarian, or ranger levels. To date, no tavi has ever displayed an aptitude for arcane or divine magic.

Attach (Ex): If a tavi hits with a bite attack, it can lock onto its victim with its powerful jaws. A tavi automatically inflicts its bite damage each round that it remains attached. An attached tavi can be struck with a weapon or grappled with, and it loses its Dexterity bonus to AC; if the victim successfully grapples and pins the tavi, the attachment is broken.

Group Hunter (Ex): Tavi instinctively work together when hunting. Communicating silently using subtle body language, they are extremely effective at tracking and uncovering their prey. When groups of tavi are working together, each member of the group receives a +1 circumstance bonus to Search, Spot, and Survival checks for each tavi beyond three that are within the area, with a maximum bonus of +5. So a hunting party of 5 tavi would receive a +2 bonus to these skill checks.

Ophidian Malice (Ex): Tavi have been mystically bred to hunt and destroy serpents and serpent people. These deep-rooted instincts provide a tavi with the following advantages and disadvantages whenever they are dealing with serpentine humanoids or animals:

- +2 bonus on Listen, Spot, and Survival checks against all serpentine creatures
- +2 bonus to attack damage against serpentine creatures
- +2 bonus to Will saves against effects generated by a serpentine humanoid or animal
- +4 bonus to saving throws against the natural poison of serpentine creatures
- +3 bonus to Bluff checks against serpentine creatures for purposes of feinting in combat; -5 penalty to any other Bluff check against serpentine creatures
- -5 penalty on Diplomacy or Gather Information checks against serpentine creatures

Most serpentine creatures can instinctively sense the malice of the tavi; as a result, the attitude of a serpentine creature towards a tavi is typically reduced by one category.

Serpent Sense (Su): Serpent people are renowned for their shapeshifting powers, and the wizards who bred the tavi gave their hunters a mystical sense to compensate for this. If a tavi comes within 30 feet of a reptilian humanoid



using a physical or magical disguise, it can make a Wisdom check. If the result is less than 10, the tavi fails to notice the serpent. If the result is between 10 and 15, the tavi senses that a serpent is nearby, but cannot pinpoint its location. And if the result is greater than 15, the tavi is able to identify the shapeshifter.

Skills: A tavi receives a +4 racial bonus on Hide and Move Silently checks and a +8 racial bonus on Balance, Climb, and Escape Artist checks. It uses its Dexterity modifier instead of its Strength Modifier when making a Climb check. A tavi can always take 10 on a Climb check, even if distracted or threatened.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about tavi:

Skill Check: Knowledge (local) (DC 20)

Information: *“There be tavi in Scurvytown, running’ round like packs o’ dogs in some places, an’ livin’ off what they catch and what they can scavenge.”*

Benefit: The character has heard stories about the tavi community in Scurvytown. He may not know exactly what these creatures are, but he has a general idea where they are nesting.

Skill Check: Knowledge (arcana) (DC 15), Bardic Knowledge (DC 20)

- TAVI -

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the tavi – its speed, combat abilities, and its hatred for serpents of all sorts.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (arcana) (DC 20)

Information: *The Tavey live by Families, where Authority lies with the Head of the Family and his Mate; the others in the Group are typically their Offspring, and sometimes also Brothers and Sisters. All work together for the common Weal, with the Protection of the Young being shared among all, and accorded Greate Importance.*

Benefit: The character knows more about the behavior of tavi. He can identify the alphas in a group of tavi, and gets a +2 bonus to Diplomacy checks when dealing with them. He also has a better sense of the overall capabilities of the tavi – their enhanced abilities when hunting in groups, ability to squeeze through tight spots, and talent for sniffing out disguised serpents.

Skill Check: Knowledge (arcana) (DC 25)

Information: *The Magicks by which the Tavey were bred from a Naturale Mongoose are known to many Spelle-Casters. While they have made the Creature stronger in many ways, they have also introduced certaine Weaknesses.*

Benefit: The character has a solid understanding of the nature of the magics used to create the tavi. If he is an arcane spellcaster, he can prepare his spells to take advantage of the inherent mystical weaknesses of the tavi resulting in a +1 DC to all spells used against a tavi.

Skill Check: Knowledge (arcana) (DC 25) and Craft (alchemy) (DC 20)

Information: *Like its Naturale Kin, the Tavey produces a pungent Muske from a Glante beneath its Tail. Serpentes have a greate Fear of the Odour, even though no actual Tavey may be neare.*

Benefit: The character knows how to properly extract the secretions of tavi musk glands, and can recover 1d2 ounces of musk from a tavi corpse.

USES

COHORTS AND COMPANIONS

Tavi are not simple animals, and cannot be trained or controlled as easily as their creators had intended. As a result, a character cannot take a tavi as a companion animal

or familiar. However, a tavi may choose to accompany a group of adventurers of its own free will. A tavi will usually stay as long as it is well treated, but may decide to leave if it is mistreated, bored, or if it misses the camaraderie of living in a tavi group. A tavi is intelligent enough to learn most tricks, but may not perform tricks on demand; it may depend on the size of the reward offered, or if the tavi thinks it has something better to do at the time.

Occasionally, a tavi forms a particularly strong bond to a human or demihumans; in such cases, the tavi may be taken as a cohort. A tavi cohort will generally act in the best interests of its master, but its racial antipathy to snakes makes it hard to restrain if it sees or smells one.

TAVI BLOOD

A small amount of tavi blood – enough to inflict 1 hit point of damage on a living tavi – will reduce the XP cost of creating a *potion of speed* or *potion of cat's grace* by 30%. If a similar amount of tavi blood is consumed while casting one of these spells, it increases the effective caster level of the spell by 2. However, drinking the blood of an intelligent creature is a rather questionable act...

TAVI MUSK

The secretions of tavi musk glands produce an instinctive fear reaction in snakes. If an ounce of tavi musk is used as an additional material component with any *fear* spell, the save DC is increased by 3 against any sort of serpent or snake. In addition, if an ounce of tavi musk is applied to the business end of a slashing or piercing weapon, any serpent hit by the weapon must make a successful Will save (DC 13) or suffer the effects of *fear* for 6 rounds. Each application is good for 1d3 hits.

ADVENTURE HOOKS

JEWEL THIEF

An enterprising rogue named Jack Drood stole a newborn tavi from a nest in a burrow beneath Scurvytown, and raised it as a pet. The creature, which he named Flash, has learned to break into houses and bring gems and jewelry to his master. Flash can open unlocked doors and turn a key in a lock, but cannot pick locks. However, he has no trouble squeezing through barred windows and other small openings.

Since Jack has decided that Flash is ready for work, there has been a rash of puzzling jewel thefts in the Merchant District. In all cases, there were no signs of forced entry, and items were stolen from jewel-cases and boudoir tables. The Sea Lord's Guard is advising people to keep even barred windows closed, but this is the height of summer and the only non-magical way to keep a house cool is to open the windows to the night air.

CLEANING UP THE STREETS

A controversy that started in Scurvytown has reached all the way to the Captains' Council: what to do about the feral tavi that run wild in many parts of the city. One side of the argument claims that they are dirty, spread disease, and make trouble by stealing food. The other side – which includes most Scurvytowners – counters that the tavi actually help keep disease down by hunting vermin. Some have come to regard them as lucky creatures and fear that some misfortune will befall the city if they are mistreated.

If a campaign begins to clear the tavi and other animal “pests” from the streets, a number of things will happen. The tavi will hide at first, keeping to their burrows and coming out only at night. Several denizens of Scurvytown decide to “adopt” the feral tavi, claiming that they are pets. Captured tavi will not be killed, since they are valuable; instead, the Council may announce a public auction to dispose of the beasts. However, at least some of the tavi will try to free their captured relatives.

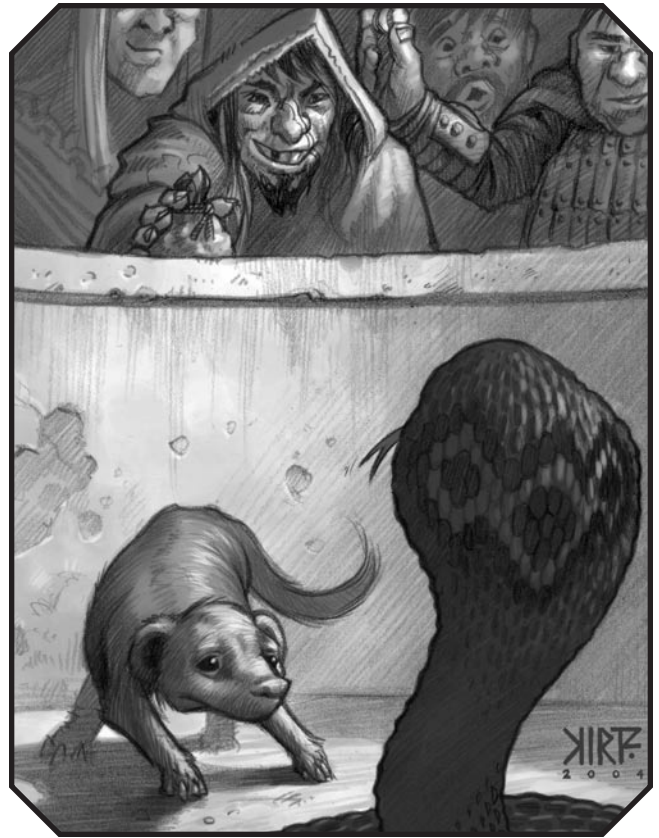
Behind this sudden and highly unusual concern with public health and welfare in Scurvytown lies a group of psionic snake people with plans to set up a base in the area. Having had some unsettling encounters with tavi on the streets, they have decided to try and get rid of them. Their ultimate plan is up to the GM, but will probably not be good for Freeport and its citizens.

A DAY AT THE FIGHTS

Someone on the docks has captured a tavi and is arranging fights, challenging all comers to bring a snake of any size and pit it against the creature. The fights have become a popular (though illegal) novelty, and large sums of money are changing hands in side-bets. However, the PCs are faced with a moral dilemma when one of them (perhaps a druid or ranger) discovers that tavi are somewhat intelligent.

There are several possibilities for introducing the PCs to the situation:

- A deity with an interest in nature – ideally one worshipped by one or more of the PCs – may be keeping an eye on the tavi as a species, intending to become their patron when their culture advances sufficiently to encompass religion.
- A scholar or wizard who has studied them extensively may decide to free the captive creature and hire the PCs to help.
- The tavi's owner, as well as several major underworld figures who share in the profits of the fights, will not want this valuable entertainment to be rescued, and PCs who threaten the flow of income will find themselves up against a powerful enemy.



As

an added complication, the rest of the tavi's family group may be trying to free it as well, and may regard any humanoid intervention as a threat unless the PCs can communicate with them and convince them of their good intentions.

VICIOUS CREATURES

In one of the poorer parts of Freeport, the PCs come across a group of tavi who have cornered someone in an alley. This person looks innocent at first glance, but is more than she seems – a *polymorphed* serpent person, a psionic snake person in disguise, or even a morality in humanoid form, depending on the level of the party. The potential victim pleads for help against these “vicious creatures,” which have detected its part-serpentine nature.

If the PCs do not realize the truth of what is going on and drive off the tavi, they gain a new “friend” who can act as a patron and help them out in the occasional adventure. However, the creature is careful to keep its true nature and identity a secret from them, and uses them as pawns in a variety of nefarious plots relating to its purpose in Freeport.

In this way, the PCs could become involved in a campaign to rid Freeport of tavi once and for all (see *Clearing up the Streets*), or some darker plot involving a planned psionic snake people invasion or a demonic attack on the city. In a campaign set after the events of *Hell in Freeport*, the stranger could be a marilith scouting the city; perhaps the Abyss intends to succeed where Hell failed . . .

- THANATOS -

THANATOS

THANATOS, LARGE

Large Undead (Aquatic)

Hit Dice: 10d12 (65 hp)

Initiative: -1

Speed: Swim 40 ft. (8 squares)

Armor Class: 16 (-1 size, -1 Dex, +8 natural), touch 8, flat-footed 16

Base Attack/Grapple: +5/+16

Attack: Bite +12 melee (2d6+7 + energy drain)

Full Attacks: Bite +12 melee (2d6+7 + energy drain)

Space/Reach: 10 ft./5 ft.

Special Attacks: Energy drain, improved grab, swallow whole.

Special Qualities: Blindsense, damage reduction 5/magic, darkvision 60 ft., fast healing 3, keen scent, immunity to cold and electricity, low-light vision, undead traits, vile luminescence

Saves: Fort +3, Ref +2, Will +12

Abilities: Str 24, Dex 8, Con —, Int 1, Wis 16, Cha 10

Skills: Listen +8, Spot +11, Swim +15

Feats: Improved Natural Attack (bite), Iron Will, Power Attack, Weapon Focus (bite)

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 12

Treasure: Standard

Alignment: Always neutral evil

Advancement: 11-15 (Large), 16-20 HD (Huge)

Level Adjustment: —

THANATOS, GARGANTUAN

Gargantuan Undead (Aquatic)

Hit Dice: 25d12+15 (177 hp)

Initiative: -1

Speed: Swim 80 ft. (16 squares)

Armor Class: 21 (-4 size, -1 Dex, +16 natural), touch 5, flat-footed 21

Base Attack/Grapple: +12/+38

Attack: Bite +22 melee (4d6+14 + energy drain)

Full Attacks: Bite +22 melee (4d6+14 + energy drain)

Space/Reach: 20 ft./15 ft.

Special Attacks: Energy drain, improved grab, swallow whole

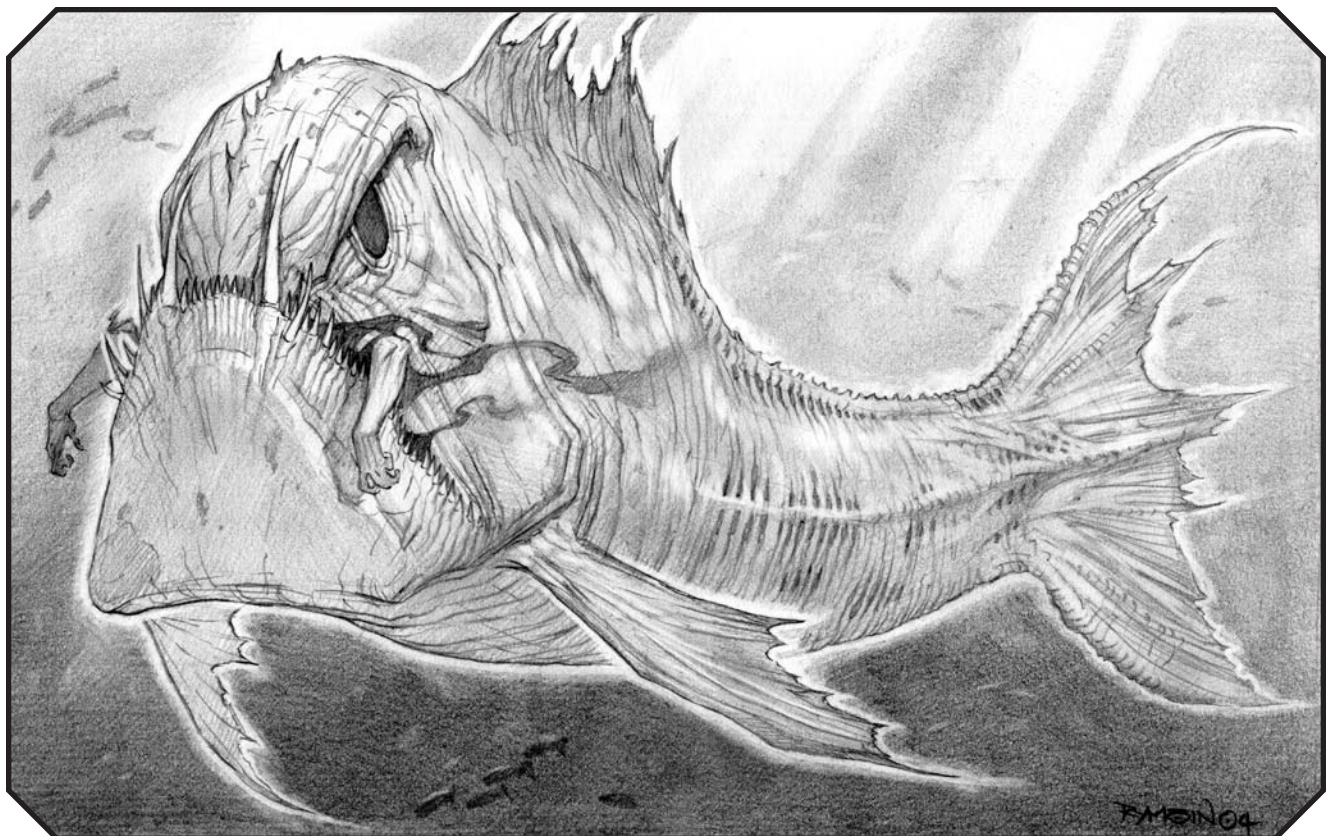
Special Qualities: Blindsense, damage reduction 10/magic, darkvision 60 ft., fast healing 5, keen scent, immunity to cold and electricity, low-light vision, undead traits, vile luminescence

Saves: Fort +7, Ref +6, Will +19

Abilities: Str 38, Dex 8, Con —, Int 1, Wis 16, Cha 10

Skills: Listen +17, Spot +17, Swim +15

Feats: Improved Natural Attack (bite), Iron Will, Power Attack, Toughness x5, Weapon Focus (bite)



- THANATOS -

The Oceans of the Worlde contain many Dangerous and Direful Creatures, from hungry Sharkes to the monstrous Krakenne, and even worse Creatures are rumour'd to lie in the Deepes. More terrible than most is the Fish knowne as Thanatosse or Deville-Fish, a monstrous creature, pale as Deathe, and arm'd with greate Snaggle-Teethe in a Head that lookes more Skulle than Fish. Seafarers say that the Creature haunts the Deepest and most Dangerous Seas, feeding upon the Fleshe of drown'd Mariners; and, on occasion, that it may attacke and sinke Ships Itselfe, if its Foode is slow in coming by other Meanes.

Those who have encounter'd the Beaste and Lived to tell of it are few; fewer still are those who have survived its Terrible Bite. They are greatly weaken'd by their Woundes, as though the Unnaturale Fish had taken their Vital Power along with their Flesh. Some do contende that the Creature is Undeade in its Nature, having once been a Greate Living Fische that was alter'd by Magick, or by feasting upon the Corpses of the Deade.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

Environment: Any aquatic

Organization: Solitary

Challenge Rating: 12

Treasure: Standard

Alignment: Always neutral evil

Advancement: 26-30 HD (Gargantuan), 35-45 HD (colossal)

Level Adjustment: —

This horrific creature looks like it was once a great fish. Its bony head looks eerily like a monstrous skull, and its eyes are white and blank. Great rents and tears in the scales of its sides show tattered flesh beneath. Its scales and flesh are translucent, revealing hints of its skeleton here and there. It glows with an unnatural greenish-white light, and its mouth is full of long, jagged teeth.

Thanatos (singular and plural) are huge undead fish, often growing to the size of a great whale and capable of biting a hole in the bottom of a ship. They normally frequent the deepest, darkest depths of the ocean, feeding on the corpses of creatures that sink to the ocean bed. Occasionally, however, they may rise to shallower depths to raid the settlements of aquatic races in search of food; they have even been known to attack ships.

Thanatos can range from the size of a large shark to that of the greatest whale, weighing anything from 600 pounds to several tons.

Thanatos do not speak any languages, but can understand commands in Aquan and many other languages, including Infernal and Abyssal.

COMBAT

A thanatos is not a subtle foe. Drawn by the scent of life, it will simply seek to devour any creature that crosses its path.

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

Energy Drain (Su): Living creatures struck by the bite attack of a thanatos gain one negative level; if the thanatos is gargantuan or larger, this is increased to two negative levels.

The save DC to remove the negative level is 15 for a Large thanatos and 22 for a Gargantuan thanatos; these saves are Charisma-based. For each such negative level bestowed, the thanatos gains 5 temporary hit points. Living creatures killed by this energy drain will rise in 1d4 rounds as zombies. These zombies are not under the control of the thanatos, but will not attack the dead fish; they will either attack the nearest living creature or simply swim off into the depths.

Improved Grab (Ex): When a thanatos hits a creature with its bite attack, it can deal normal damage and attempt to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. If it wins the grapple check, the thanatos establishes a hold and can try to swallow the victim on the following round. This ability can only be used on creatures that are at least one size category smaller than the dead fish.

Keen Scent (Ex): A thanatos can notice creatures by scent in a 360-foot radius and can detect blood in the water at a range of up to 5 miles.

Swallow Whole (Ex): A thanatos can swallow a grabbed opponent that is at least two sizes smaller by making a successful grapple check. The swallowed creature takes 2d6 bludgeoning damage and loses 1d4 Strength each round he remains within the stomach of the thanatos. He can cut his way free by using a light slashing or piercing weapon to inflict a total of 25 points of damage on the thanatos, but the fast healing ability of the creature counts against this. The fast healing ability will quickly seal any exit, and each swallowed victim must cut his own way out.

- A large thanatos can hold 2 Small, 8 Tiny, or 32 Diminutive or smaller creatures in its stomach. A gargantuan thanatos can swallow 2 Large, 8 Medium, 32 small, or 128 Tiny or smaller opponents.
- The gullet of a thanatos has one other unusual property. Incorporeal and ethereal creatures cannot escape from the stomach of the thanatos; the flesh of the monster has the same effect as an object enchanted with the *ghost touch* ability.

- THANATOS -

Spirit or Monster! Great Glowing Fish Sighted In Harbor!

—Recent headline, *The Shipping News*

Vile Luminescence (Su): A thanatos gives off an eerie, pale glow. At night, this can allow enemies to see the thanatos approaching from far away (+8 to Spot checks). However, this ghostly glow has a useful function; it duplicates the effects of the spell *unhallow* in a 40-foot radius surrounding the thanatos. This also duplicates the effects of *magic circle against good*, gives all checks to turn undead a -4 penalty, and gives all checks to rebuke undead a +4 bonus.

Skills: A thanatos receives a +8 racial bonus on any Swim check to perform a special action or to avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided that it moves in a straight line.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about the thanatos:

Skill Check: Knowledge (sea lore) (DC 10), Knowledge (Religion) (DC 15), or Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature. The character knows about the undead nature of the thanatos, its ability to drain the life force of its victims, and its preference for swallowing them whole.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (sea lore) (DC 15)

Information: *Although the Greater Parte of those attack'd by a Thanatosse are kill'd, the largest of these Creatures may swallow a Victime whole. Mariners' Tales tell of such Events, where the Victime has cut a way free of the Creature's monstrouse Gullet, and escaped with but Minimal Injury.*

Benefit: The character has heard tales of those who have been swallowed by a thanatos and lived to tell the tale. When he is trying to cut his way out of the thanatos' stomach, he only needs to inflict 15 points of damage in order to escape.

Skill Check: Knowledge (sea lore) (DC 20), Bardic Knowledge (DC 30)

Information: *"Them devil-fish are dangerous, right 'nuff, but if ya knows where to stick 'em, they go down like anything else."*

Benefit: The character has heard stories about the vulnerabilities of the thanatos. By taking a standard action he can look for a weak spot; this requires a successful Spot check (DC 20). If he is successful, he can halve the damage reduction and natural armor class bonus of the Thanatos for the duration of the combat. This only applies to the attacks that the character makes; the vulnerabilities of the thanatos are too subtle for him to easily point out to others.

Skill Check: Knowledge (religion) (DC 20)

Information: *Further Creedence is given to the Theorie that they are Undeade, by the Mariners' Tradition that Sea Water, when Blessed by a Clerick, burns them like Acid. Some say that Holy Water has a similar Effect, but All agree that bless'd Sea Water has the Greater Potency.*

Benefit: The character knows a ritual that can help lay a thanatos to rest. If he uses sea water and *bless water*, he can create a liquid that is especially potent against thanatos; the normal effects of holy water are doubled against the undead fish.

Skill Check: Knowledge (religion) (DC 20) and Knowledge (arcana) (DC 20)

Information: *The Teethe and Scales of the Thanatosse, along with sundry other Partes, have Magickal Virtues, that may be variously harness'd in the Making of Magick.*

Benefit: The character knows how to use the teeth and scales of a thanatos to create magical arms and armor, or to enhance necromantic spells.

USES

MAGIC ITEMS

If a craftsman possesses thanatos teeth, he can create a *life drinker* axe or *nine lives stealer* without needing to cast *finger of death* or *enervation*. The scales of a thanatos allow the wizard to create *ghost touch* armor and shields without needing to cast *etherealness*. Of course, it can be hard to recover scales and teeth from the corpse of a thanatos, as it will sink to the bottom of the sea as soon as it is destroyed.

- THANATOS -

SPELL COMPONENTS

Spell	Effect
<i>Animate Dead</i>	+2 caster level
<i>Chill Touch</i>	+2 damage
<i>Energy drain</i>	+1 negative level
<i>Enervation</i>	+1 negative level
<i>Ray of Enfeeblement</i>	+1 Strength drain

A mission to recover teeth from the corpse of a thanatos can be a challenging salvage operation for the PCs.

A finger-stall carved from a tooth or bone of a thanatos adds +2 to the damage the wearer can cause with *chill touch* and similar necromantic spells.

SPELL COMPONENTS

If a character is familiar with certain necromantic rituals, he can craft a small rod out of the tooth of a gargantuan thanatos. Used as an additional arcane focus, this can enhance the effect of certain spells, as shown on the table above.

ADVENTURE HOOKS

DEATH FROM BELOW

A gargantuan thanatos has started attacking the shipping industry in the waters around Freeport. It bites one or more holes in a vessel's hull, and then attacks the passengers and crew when they are forced to abandon ship. At first, ships simply vanish without trace; later, a few survivors are picked up by passing vessels and tell their story in Freeport.

Trade declines sharply as a result of the attacks, and the Captains' Council posts a generous bounty on the creature's head. Many ships set out to hunt the thanatos, and joint enterprises are set up in co-operation with the local merfolk to hunt the creature down and kill it. This will not be easy, though, as it is the size of a great whale, and has already sunk some of the ships that set out to destroy it.

EVIL NEVER DIES

A powerful sahuagin cleric has gained control of a thanatos, and is using it to sink ships and raid the settlements of merfolk and other undersea races. The creature is a powerful weapon in its own right, and the undead creatures it creates add to the strength of the sahuagin forces as they conquer and enslave all their neighbors. So far, the only limit is the number of undead creatures that the cleric can command at one time; more sahuagin are being trained as clerics, but are still only 1st-level novices. The threat must be dealt with before it can grow.



SALVAGE RIGHTS

The Society of Lobstermen (see *F:CoA*, pages 43-44) has developed new equipment which lets them dive deeper than ever before. This brings more and more wrecks within reach of their operations, and promises a great deal more profit from salvage. Unfortunately, this new equipment also brings them within range of a wreck-field where a thanatos is grazing.

At first, lobstermen simply disappear. Their air hoses go slack, and are found to be severed when they are hauled to the surface. Then, reports begin to come in of a huge, glowing monster that is seen indistinctly in the depths whenever an attack takes place. Eventually, the creature starts attacking the lobstermen's support boats. The lobstermen are forced to suspend operations until the creature is destroyed, but even this will not resolve the situation completely; the wreck-field is now home to a large number of undead, created from the creature's victims. Although they are not under the command of the thanatos that brought them into being, they are still dangerous and will defend themselves against trespassers.

FINE SPORT

Wherever there are big fish, there are those who make a sport of catching them. A rich and famous noble from the mainland arrives in Freeport to do some deep-sea fishing. He hires a ship, and outfits it to his own specifications with

~ DULPINE ~

all the best equipment and magical enhancements, intending to break the record for the largest creature ever caught. He will pay well for crew, especially those with relevant skills, and hires a couple of merfolk as underwater guides.

The noble boasts continually about the beasts he has hunted, both by land and by sea. While he does not endear himself to his employees, the amount of money he throws around more than makes up for his personal foibles. A press of would-be hangers-on quickly surrounds him, and when his ship leaves Freeport it is packed with sightseers and curiosity-seekers, as well as its working crew and the specialists who have been hired to help find and catch the biggest thing in the sea. The holds are packed with equipment – including several miles of stout rope and some hooks the size of anchors – and the decks are crowded with caged livestock of various kinds to be used as bait.

The expedition is as well-stocked and well-prepared as its leader's money can make it. But will it be able to survive hooking a full-grown thanatos?

CONTROLLED SUBSTANCES

After being seriously wounded in an encounter with a warship, a dead thanatos has washed ashore somewhere along the coast of the Serpent's Teeth. The God Squad, knowing that various parts of its body are useful to necromancers and other practitioners of evil magic, send the PCs – along with a force of the Sea Lord's Guard if necessary – to watch the carcass and make sure that no one

robs it before arrangements can be made to have it shipped back to Freeport for study at the Institute.

Because of the dead creature's great size, it will require a custom-built barge to take it back to the city, and this will take at least a couple of weeks to construct. In the meantime, a large number of interested parties are converging on the site. The PCs will have to hold them all off, and may find themselves in the middle of a multi-sided battle as everyone tries to prevent everyone else from getting at the useful parts of the great beast's carcass.

Necromancers vying for the spoils may try to reach the carcass undetected using *invisibility* or similar magic, grab a few teeth and scales, and get away. Or they may appear with a small army of undead, intending to overwhelm the guards and keep the entire carcass for themselves. Although they cannot use the beast's body parts themselves, pirates and rogues will be aware of their value, and try to secure the prize in order to sell it to the highest bidder. Clerics and other devout followers of good deities may decide that the carcass is simply too dangerous, and may try to destroy it so that no one can put it to any evil use. A pack of lacedons, or marine ghouls, has been following the thanatos for months or even years, regarding it as a kind of deity; they are determined to get it back into the water and punish all those who mean it harm. Any number of other groups and individuals may be interested in the carcass for reasons of their own.

The PCs could find this simple mission turning into a very busy tour of guard duty.

DULPINE

Medium Outsider (Native)

Hit Dice: 4d8 (18 hp)

Initiative: +3

Speed: 30 ft. (6 squares)

Armor Class: 18 (+3 Dex, +5 natural), touch 13, flat-footed 15

Base Attack/Grapple: +4/+4

Attack: Bite +7 melee (1d4 + confusion)

Full Attack: Bite +7 melee (1d4 + confusion)

Space/Reach: 5 ft./5 ft.

Special Attacks: Chaotic bite, spell-like abilities

Special Qualities: Change shape, damage reduction 3/Lawful, darkvision 60 ft., fast movement, fox form, quicksilver thoughts, spell resistance 14

Saves: Fort +4, Ref +7, Will +5

Abilities: Str 10, Dex 17, Con 10, Int 12, Wis 13, Cha 19

Skills: Bluff +17, Diplomacy +15, Disguise +13*, Gather Information +8, Intimidate +12, Knowledge (arcana) +5, Hide +7, Listen +8, Perform (oratory) +10, Sense Motive +14, Sleight of Hand +12, Spot +8

Feats: Alertness^B, Negotiator, Persuasive, Weapon Finesse^B

Environment: Any land, usually urban

Organization: Solitary, pair, or pack (3-12)

Challenge Rating: 5

Treasure: Standard coins; double goods; standard items

Alignment: Always chaotic neutral

Advancement: By character class

Level Adjustment: —

This creature looks like a human with a wiry build, auburn hair and reddish-brown eyes. A fox tail peeks out occasionally from beneath its rich clothing.

Vulpines are humanoid creatures that combine elements of human and fox in their appearance. They can shift between humanoid, hybrid, and fox forms, but even in human form they have a fox tail which they must hide if they wish to conceal their true nature. Although they are skilled shapeshifters, the common belief that they are lycanthropes is not true.

Vulpines are consummate tricksters and confidence artists, delighting in all kinds of trickery and deception. Not only does this make a handsome living for many of the creatures who live undetected among other peoples, but it also creates a good deal of confusion in which their chaotic natures revel.

~ VULPINE ~

A vulpine will usually be encountered in human form. Typically, a vulpine stands just over 5 feet tall and weighs 100-120 pounds. Its natural form, a red-furred humanoid with a fox head, is about the same height and weight. In fox form, it is indistinguishable from a normal fox.

The main weaknesses of vulpines are their vanity and their love of luxury. Their pride in their abilities often causes them to over-reach, resulting in a hasty exit when their plans are discovered. They are also great materialists, and have been led into trouble by their fondness for extravagant living.

COMBAT

Vulpines only fight when cornered, preferring to wriggle their way out of trouble with their silver tongues or use speed and guile to escape. In its natural form or fox shape, a vulpine has a bite attack. Vulpines rarely carry weapons, and a vulpine will usually rely on its magical abilities to distract and hinder its opponents while it finds a way to escape.

Change Shape (Su): A vulpine can assume any humanoid shape or revert to its own form as a standard action. A vulpine loses its bite attack while in a non-vulpine form. A vulpine remains in one form until it chooses to assume another, although it will revert to its natural form if it is killed. *True seeing* will reveal its natural form. Finally, whatever form it takes, the vulpine has one restriction: it cannot get rid of its fox tail. When a vulpine assumes a new form, it must make a Disguise check (DC 15) regardless of whether it is trying to impersonate a specific creature. Any character who successfully opposes this Disguise check has spotted the fox tail the vulpine is trying to hide.

Chaotic Bite (Su): The vulpine's bite is considered to be a chaotic attack. Any creature bitten by a vulpine must make a Will save (DC 16); if the save fails, the victim suffers the effects of *lesser confusion*. The save DC is Charisma-based.



Fast Movement (Ex): As long as a vulpine is wearing light armor or no armor, it receives a +10 bonus to its listed movement speed.

Quicksilver Thoughts (Ex): It is impossible to impose order on the mind of a vulpine or to sift through its constantly shifting thoughts. The mercurial mental nature of a vulpine renders it completely immune to enchantment and divination spells, or effects that mimic such spells. This is part of the very nature of the vulpine, and it cannot choose to drop this protection.

There be many Criminals in all Kinds of Society that do prey upon the Credulity and Goode Nature of their Fellowes. Some Creatures have raised this Nefarious Practice further, and rely as entire Races upon Deception and Trickery. Of these, the Vulpine is amonge the most Widespread, being found in almost any Place where the Prospect of a Dishonest Profit presents Itselfe. They are most accomplish'd Trickesters, and have become absolute Proverbs for Deception; as can readily be seen in the Greate Number of well-knowne Nursery Tales and Comedic Playes about their Exploits: "The Foxe Who Stole the Emperor's Crowne," and "The Red-Tailed Alchemiste" are but two of the Best-Knowne Examples.

These Creatures are knowne by many names in many Landes, Foxe-men and Vulpines being the most common names used in Civilized Landes. In some partes of the Worlde they are held to be Spirittes; such is their ability to circumvent Guards and Precautions, and to befuddle Discovery and Pursuit. In other Quarters it is said they are Were-Creatures because they have the Ability to shifte between Human and Animal Shapes; yet there is no Reporte of their Condition being spread among those they Bite, nor any observed reaction to the phases of the Moone, nor yet have Armes of Silver been seen to have any especial Virtue against them.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.

- VULPINE -

Spell-like abilities: At will—*dancing lights*, *ghost sounds*, *lesser confusion* (DC 15), *prestidigitation*, *tongues*, *ventriloquism*; 1/day—*charm person* (DC 15), *detect thoughts* (DC 16), *silent image* (DC 15), *suggestion* (DC 17). Caster level 4th; save DCs are Charisma-based.

Fox Form (Ex): A vulpine can shift between humanoid and fox form as a standard action. While in fox form, it maintains all of its skills, feats, and special abilities, with the exception of change shape and fast movement. It gains a +4 bonus to Dexterity (resulting in a +2 bonus to all skills that use the Dexterity modifier). The statistics for a vulpine in fox form are as follows:

Small Animal; Init +5; Spd 50 ft; AC 21 (+1 size, +5 Dexterity, +5 natural), touch 16, flat-footed 16; Atk Bite +9 (1d4 + confusion); Space/Reach 5 ft./5 ft.; SA Chaotic bite, spell-like abilities; SQ: Damage reduction 3/Lawful, darkvision 60 ft., fox form, quicksilver thoughts, scent, spell resistance 14; SV Fort +4, Ref +9, Will +5, Str 10, Dex 21, Con 10, Int 12, Wis 13, Cha 19.

Between its small size and enhanced Dexterity, a vulpine in fox form has Hide modifier of +13.

Skills: Lying is second nature to a vulpine, and while it is not actually telepathic, a vulpine has an uncanny knack for reading the thoughts and emotions of other creatures. Vulpines receive a +4 racial bonus to Bluff, Disguise, and Sense Motive.

*A vulpine receives an additional +10 bonus to Disguise checks when it uses its Change Shape ability.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield useful information about vulpines. However, a character must have some idea that he is dealing with a vulpine – spotting the fox's tail or seeing its true form – to make a skill check.

Skill Check: Knowledge (arcana) (DC 10), Bardic Knowledge (DC 10)

Information: *The Study of many Landes does reveal that the Dangerous and Pitiable condition of Lycanthropia is both widespreade and varied; with Were-Formes differing from Place to Place as the local Fauna varies. In many Landes there are Tales told of the Cunning and Dishonest Were-Fox, a Thief and Trickster of the Worst Type.*

Benefit: Vulpines are rare creatures, and little is known about them. If a character fails to get a result of 10 on a Knowledge (arcana) or Bardic Knowledge check, he will come to the flawed conclusion that the creature is a lycanthrope. As a result, he will expect it to have the same traits as other lycanthropes – a vulnerability to silver and the ability to spread lycanthropy with its bite.

Skill Check: Knowledge (arcana) (DC 20), Bardic Knowledge (DC 20)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the vulpine: its playful and duplicitous nature, its ability to shift shape, and the fact that it is not a lycanthrope.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (arcana) (DC 25), Bardic Knowledge (DC 25)

Information: *The better to pursue their Nefarious Intentionnes, Vulpines make use of sundry Magickal Powers. Some befuddle the minds of those they would make their Victims, while by others they do change their Appearance, seeming to be Humanne, Elfen or of what other Race that pleases at the Moment. But in whatever form they Cloake themselves, they have always their Tiales, in which they take Greate Pride and Vanity. They must hide their Tails by some Ruse or another if they wish to avoid Detection.*

Benefit: The character has a better grasp of the specific powers of the vulpine, namely that it can perform minor illusions and influence the minds of others. He receives a +2 circumstance bonus to his saving throw to resist the *charm person* or *suggestion* power of the vulpine (as long as he knows that he is dealing with a vulpine).

At this level, the character also knows more about the general motivations of vulpines: That they love to cause trouble and will do so even if they do not profit by it; and that they especially love tricking the wealthy and powerful, particularly if their victims lack a sense of humor and take themselves too seriously.

Skill Check: Knowledge (arcana) (DC 30)

Information: *The Minde of the Vulpine is most wond'rous Subtle, as befits a Brewer of so many Schemes. It is also taint'd with Chaosse, and shifts quickly this way and that. All this makes it Near Impossible to fathom by Magickal Meanes such as Divination, or to control through Enchantment; for it slips through the Graspe of Mortale Mindes as Water through a Sieve.*

Benefit: The character knows about the quicksilver thoughts ability of the vulpine.

USES

Deception and duplicity are part of the very nature of a vulpine. A vulpine can choose to pluck a hair from its tail and invest the strand with some of its own energy; the vulpine suffers 1 point of damage when it does this. The enchanted strand can be used as an additional material

- VULPINE -



component in any arcane illusion or enchantment spell. This increases the effective caster level of the spell by 2, but the hair is destroyed in the process. A vulpine cannot enchant more than three strands per day, and it is rare for a vulpine to enchant even a single hair; vulpines are extremely vain about their tails, and will only pluck them in order to repay a significant debt.

ADVENTURE HOOKS

THE BIG SCORE

A vulpine has taken a suite in the Last Resort (see *F:CoA*, page 66, or *Tales of Freeport*, pages 41-51), posing as a trader from the mainland by the name of Renard. Several of Freeport's most prominent merchants and more than one member of the Captains' Council have been seen visiting the newcomer, but everyone is very close-mouthed about what is going on. Relations between Freeport's major merchant houses deteriorate until fights break out on the street between members of different firms. There are a number of suspicious warehouse fires, and gangs of armed thugs start patrolling the docks wearing the crudely painted badges of various merchants. It is not long before open conflict breaks out between these makeshift militias and the Sea Lord's Guard is forced to intervene.

Renard has convinced his visitors that he has been sent to Freeport on a secret mission by the government of a major mainland nation whose identity he is not at liberty to

disclose. He has been sent, so he claims, to assess the capabilities of the various Freeport merchants to service the fleet of his patron nation, which is thinking of establishing a major supply base in the city. The supply and repair contract is worth a fortune, to say nothing of the profits that could be made from hundreds of well-paid foreign sailors and marines at liberty in Freeport while their ships are being made ready to continue their voyages.

This simple deception has brought Renard enough bribes from various quarters to live in luxury at the Last Resort, and he is often seen enjoying the best that Freeport has to offer in the way of food and entertainment. Meanwhile, the merchant houses are taking steps to sabotage their rivals' bids. The contract, of course, is a fraud, and once he tires of his mischief Renard will disappear from Freeport as mysteriously as he arrived.

STAR-CROSSED LOVERS

Vulpines are no more reliable in love than they are in business, and if it is true that Hell hath no fury like a woman scorned, then a female vulpine crossed in love is a dangerous creature indeed.

Two vulpines have arrived in Freeport separately but within a short time of one another. They used to be a couple but have had a bitter falling-out, and they are now determined to make life miserable for each other. They do this by thwarting each other's plans at every turn, playing embarrassing tricks, and generally making causing a

The Mysterious Mr. Renard! Merchants Die for Visitor's Favor!

—Recent headline, *The Shipping News*

commotion. On the surface, they appear to be two typical visitors to Freeport, and although they have a tendency to show up at the same business and social events, they do not give any sign that they know each other. But wherever they are, things go wrong.

At first, it seems like the two visitors are simply accident-prone. Some of Freeport's society hostesses begin to invite them for entertainment value, as there is simply no way of telling what will happen to one or the other of them. But the "accidents" become more and more serious, eventually resulting in considerable damage to the property of the host, although neither one of the vulpines is injured. (Fans of old movies will find a good source of inspiration in the screwball comedies of the 1930s.)

Eventually the invitations start to dry up. Even professional hosts like Maurice (see *F:CoA*, page 67) become visibly nervous when a reservation is made for a party that includes one or both of the strangers. Finally, someone – perhaps one of the PCs – notices that the "accidents" only seem to happen when both vulpines are present. Depending on the group's preferred style of play, the adventure could culminate in the vulpines being identified and run out of town (which would leave both of them with a grudge against Freeport that could figure in future adventures), or in the PCs trying to act as relationship counselors to a pair of tricky and capricious creatures.

LATE FEES

Finn of the Halfling Benevolent Association is disappointed. One of his regular "insurance" customers has stopped paying, and something must be done about it. He makes his normal "first notice" by sending a couple of his larger employees to see the customer and gently point out the error of his ways, but they return without the expected payment – and without their clothes. This is a challenge to Finn's authority that cannot be ignored. If the PCs are predominantly rogues – or if they owe Finn a favor from some previous adventure – they may find themselves drafted to investigate the troublesome customer and take appropriate action.

The customer in question, a ship's chandler named Amos Quint, came across a badly wounded fox by one of the livestock markets near the docks a few weeks ago. Thinking the creature had been injured by a guard dog while trying to break into a warehouse and make off with a chicken or

goose, Quint took pity on it; he took it home in order to nurse it back to health. He had no idea that the creature was a vulpine who had just barely escaped from a misfired scam involving a very angry crew of orc pirates.

The vulpine decided to show its gratitude by drugging Quint and locking him in the basement while it took over the running of his business. Disguising itself as Quint, the vulpine's plan was to lick the business into shape and make Quint a fortune. But it has gotten off to an inauspicious start. Those who have regular dealings with Quint have remarked on the change in his personality of late, the recklessness of his trading, and his newfound love of haggling right down to the last copper piece. Meanwhile, those who cross the formerly mild-mannered trader find themselves on the receiving end of messy and embarrassing accidents.

SAMPLE NPG:

HUGH DE MOREVILLE

Male vulpine Rog3: CR 8; Medium Outsider (vulpine); HD 4d8+3d6-7; hp 21; Init +3; Speed 30 ft; AC 14 (+3 Dex, +5 natural), touch 13, flat-footed 15; Atk Bite +7 melee (1d4 + confusion); Full Atk Bite +7 melee (1d4 + confusion); SA Chaotic bite, sneak attack +2d6, spell-like abilities; SQ Change shape, damage reduction 3/Lawful, darkvision 60 ft., evasion, fast movement, fox form, quicksilver thoughts, spell resistance 14; AL Chaotic Neutral; SV Fort +4, Ref +10, Will +7; Str 10, Dex 16, Con 8, Int 14, Wis 14, Cha 20.

Skills and Feats: Appraise +11, Bluff +20, Diplomacy +18, Disguise +15*, Gather Information +12, Intimidate +12, Knowledge (arcana) +5, Knowledge (local) +5, Knowledge (nobility) +5, Hide +7, Listen +12, Perform (oratory) +12, Profession (gambler) +5, Sense Motive +15, Sleight of Hand +15, Spot +8; Alertness^B, Negotiator, Persuasive, Skill Focus (appraise), Weapon Finesse^B.

Possessions: *Cape of the mountebank, potion of cure moderate wounds, potion of pass without trace, handy haversack.*

BACKGROUND

De Moreville is staying as a long-term guest of one of Freeport's merchant families, having convinced them that he is a distant (but highly influential) relative from the

- DULPINE -

mainland. He is seen at all the best parties, and has been noted for having an eye for the ladies. He is also fond of gambling, and is a regular participant in high-stakes games at the Gilt Club (see *F:CoA*, page 65). He spends his days (or what remains of them – he generally gets home around dawn, and sleeps till noon) on the docks, going from warehouse to warehouse buying, selling, and making deals, which provides him with an income almost sufficient to support his lifestyle. The shortfall he makes up by cadging loans from his hosts. Despite his carefully-cultivated image as a rake, he has never been seen on Dreaming Street (see *F:CoA*, pages 83-84) or at the House of Serenity (see *F:CoA*, page 82); although he delights in flattering young debutantes at balls, his principal vices seem to be drinking and gambling.

PERSONALITY

To the casual eye, de Moreville is a wealthy fop. His drawling tones and his shrill, irritating laugh are those of one born to luxury, and his knowledge of fashion and the social scene is almost without rival in the city. He drops little jokes and witticisms constantly into conversation, and laughs at them harder than anyone else; he is particularly fond of puns. Many claim that his exterior is just a front, adopted so that those with whom he does business will underestimate him; certainly he has proven himself to be an able businessman, even if his wealth flows through his fingers like water.

PHYSICAL DESCRIPTION

De Moreville is a short, wiry individual, standing about 5 feet, 6 inches, and weighing around 120 pounds. He wears his red hair long and braids it with jewels and other colorful objects; this new fashion has started a minor trend among the more foppish sons of Freeport's elite. His hats are extravagantly trimmed with fur and huge feathers dyed in the brightest of colors. He has a neatly trimmed moustache and a small pointed beard, and he seems to be always smiling or laughing. His clothes are always of the very latest mainland fashion, and he is especially fond of long brocade coats and roomy breeches – the better to hide his tail.

USING DE MOREVILLE

The PCs may come across de Moreville in any of three contexts: society, business, or gambling.

In society, he is the consummate dandy, delighting in social trivialities and stirring up petty jealousies by favoring first one person, then another. He loves flattering and being flattered, and contrives to be the center of attention wherever he goes. He will be an invaluable ally to any party that has to deal with the upper classes – especially their younger and more frivolous members.

In business, de Moreville is extremely shrewd, and uses his foppish image as a cover. He generally gets the



better of any deal he makes; but if the PCs can come out ahead in a business transaction, he will find them sufficiently interesting to investigate further. He is not a bad loser – in fact he enjoys the novelty of being bested in business – and will make a point of following up on anyone he regards as a worthy opponent. Whenever he ventures onto the docks, he is always accompanied by the biggest and most impressive-looking bodyguards he can find, and may hire particularly able PCs for this capacity. As a patron, though, de Moreville is not the best choice the PCs can make. He is always short of ready cash and never offers any money up front; in fact, he is more likely to try and borrow money from the PCs against a reduced share in the spoils of any enterprise.

De Moreville is an enthusiastic gambler, who is neither particularly successful nor particularly unsuccessful. He enjoys the game for its own sake, and never uses any of his abilities to help shift the odds in his favor unless he suspects another player of cheating. He is generally able to cover his gambling debts, either from his own income or by borrowing from his Freeport “relatives,” and enjoys good credit with most of the city’s moneylenders. However, he is prone to the occasional dry spell, and has had to fend off collectors from time to time. The PCs might be hired to collect a debt from him, or he might end up owing them money. In the latter case, he will put them off endlessly with promises, offer them shares in a future business venture (which may or may not exist) instead of cash, or try to keep playing so that he can win back what

~ X'SVAL ~

X'SVAL, AVATAR OF THE UNSPEAKABLE ONE

Large Outsider (Evil, Chaotic)

Hit Dice: 6d8+36 (63 hp)

Initiative: +2

Speed: 20 ft. (4 squares), fly 10 ft.

AC: 18 (-1 Size, +2 Dex, +7 natural), touch 11, flat-footed 16

Base Attack/Grapple: +6/+17

Attack: Slam +12 melee (1d6+7)

Full Attack: 3 Slams +12 melee (1d6+7)

Space/Reach: 10 ft./5 ft.

Special Attacks: Confusion, consume, essence disruption, improved grab, possession, spell-like abilities

Special Qualities: Damage reduction 10/law and good, darkvision 60 ft., immune to critical hits and transformation, outsider traits, spell resistance 20

Saves: Fort +11, Ref +7, Will +5

Abilities: Str 25, Dex 16, Con 23, Int 10, Wis 10, Cha 14

Skills: Concentration +15, Escape Artist +15, Hide +7, Knowledge (the planes) +9, Listen +9, Move Silently +15, Spot +9, Survival +12

Feats: Hover, Improved Natural Attack (slam), Quicken Spell-Like Ability

Environment: Plane of the Unspeakable One

Organization: Solitary or group (2-5)

Challenge Rating: 7

Treasure: None

Alignment: Always chaotic evil

Advancement: 7-10 HD (Large), 11-15 HD (Huge), 16-20 HD (Gargantuan), 21-50 HD (Colossal)

Level Adjustment: –

This creature looks like a roiling red mist, the color of blood. It shifts and changes shape constantly, and from time to time, hideous, distorted faces form and dissolve in the mist. It moves slowly but purposefully, reaching out with pseudopods and flowing through the narrowest of openings.

From time to time, the Unspeakable One will send forth a tiny part of his essence to the Material Plane, either to perform some task or to answer an appeal by his cultists.

Avatars of the Unspeakable One may be summoned by cultists (see *F:CoA*, pages 123-125) using *monster summoning* spells. X'svals take the form of a dense red fog; they are sentient and even intelligent, but their reasoning is completely alien to mortal minds, and they can drive people to insanity just by their appearance. Avatars generally feed on whatever life-forms they find, growing stronger and spreading terror and madness until they are destroyed, though they may occasionally act in accordance with a plan ordained personally by the Unspeakable One—but such a plan would be unfathomable to most sane minds . . .

Being in the form of a semisolid mist, a x'sval can squeeze through an opening of any size. It can also coalesce temporarily into any shape it desires, though when seen close up it is evident that the shape is made of red mist.

COMBAT

An avatar of the Unspeakable One will attempt to close with its opponents as quickly as possible, taking advantage of its natural *confusion* aura to disorient its victims while it grapples and consumes them. As most avatars encountered on the Material Plane are summoned creatures, *protection from chaos* or *evil* can be a life-saving tool when battling one of these horrors.

The possession and consume abilities do not work on mindless creatures, such as constructs, oozes, and mindless undead.

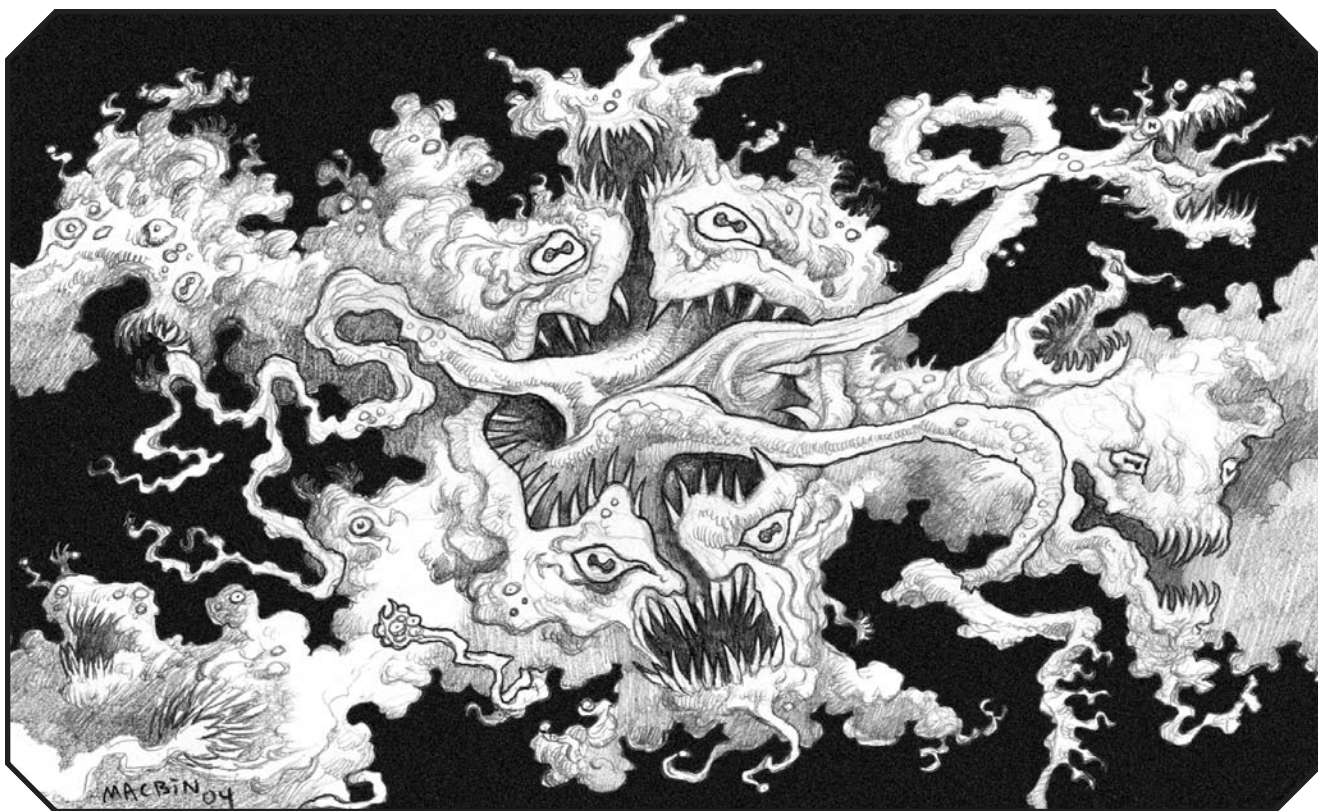
Confusion (Ex): A x'sval spreads madness by its mere presence. Simply approaching some so unnatural can be a sanity-blasting experience. Any creature that comes within 30 feet of the creature must make a Will saving throw (DC 15) or suffer the effects of the *confusion* spell, as if cast by a 6th-level sorcerer. While the effect only lasts for six rounds, if the victim is still within 30 feet of the avatar when the effect wears off, he must make a new saving throw or be confused all over again. Once a character has made a successful saving throw, he is immune to this ability for 24 hours.

As this is an inherent aspect of the x'sval's horrifying presence, it is not affected by an *antimagic field* or other effects that suppress magic. The save DC is Charisma-based.

The Inhabitants of Foreign Partes have a Tendency to worshippe the moste Strange and Barbarous Goddes, and indeede it is not unknowne for foul Cultes to rise up even among the Cities of the Civilized Landes. Many of these Cultes do Reverence to their atrocious Masters by Meanes of Violent and Bloody Sacrifices, by which, from time to time, a Creature from the Outside may be summoned unto them; which may sometimes do their Bidding, and sometimes Eate them all and cause greate Damage and Losse of Life until it is at laste Destroy'd.

Such a Godde is The Unspeakable One, whose benighted and lunatic Followers have striven to sow Maddnesse throughout the Worlde at various Times, and whose Worship appears to persist from an Elder Time, before Humans and even Elves walked the Lande.

—Beastes of Ye Farre Landes, by Edmund Smallpiece.



Essence Disruption (Su): The touch of the x'sval carries the dark taint of the Unspeakable One. Any creature struck by an avatar's slam attack must make a Will saving throw (DC 14) or suffer an additional 1d4 points of damage and 1 point of Dexterity damage. The ability damage will affect undead creatures, despite their normal immunities. The save DC is Charisma-based.

Improved Grab (Ex): If a x'sval makes a successful slam attack, it can deal normal damage and attempt to start a grapple as a free action without provoking an attack of opportunity. No initial touch attack is required. This ability can only be used on creatures that are at least one size category smaller than the avatar.

Possession (Su): As a full-round action, a x'sval can possess any creature it has grappled. The victim is allowed a Will saving throw (DC 15) to resist this effect. If he fails, a part of the avatar's substance flows in through his nose and mouth, and the avatar loses a number of hit points equal to the hit points of the possessed victim. Thereafter, the victim is under the telepathic control of the avatar. The victim can use all skills, spells, and other abilities, except for those that are lawful or good; the victim becomes a chaotic evil creature while possessed. The avatar can relinquish control at any time, pouring out of the victim's nose and mouth to rejoin the main entity. At this point the avatar regains the hit points invested in the possession, minus any damage suffered by the victim during the period of possession.

There are a number of ways to exorcise a possessed creature. If the victim is forcibly rendered unconscious or killed, the

x'sval is forced to vacate the body—although natural or magical sleep will not suffice for this purpose. *Dismissal* and other banishing spells can be used on a possessed victim as if targeting the main creature itself. Finally, if the main creature is reduced to zero hit points or below, it must immediately pull its essence from its victims, until it has a positive hit point score.

An avatar can possess any number of creatures, provided that it has the hit points to support the possession. The save DC is Charisma-based.

Consume (Su): As a full-round action, a x'sval can *consume* any creature it has grappled, absorbing the creature's essence into itself. The victim is allowed a Will save (DC 15) to resist. A consumed victim ceases to exist, along with all possessions, and cannot be brought back by any means short of a *wish*. The x'sval gains hit points equal to the consumed victim's hit dice, permanently. For every 8 hit points it gains, it is treated as having an extra Hit Die; for every 5 HD it gains, it grows by one size category. The save DC is Charisma-based.

Spell-Like Abilities: At will—*desecrate*; 3/day—*cloudkill* (DC 16), 1/day—*blasphemy* (DC 18).

Skills: Due to its semisolid nature, an avatar of the Unspeakable One receives a +4 racial bonus to Escape Artist and Move Silently.

KNOWLEDGE

Knowledge skills and Bardic Knowledge can yield the following information about the avatar of the Unspeakable One:

Skill Check: Knowledge (the planes) (DC 15), Bardic Knowledge (DC 10)

Information: This check provides the character with access to the description from *Beastes of Ye Farre Landes*, along with basic facts about the creature: It is a chaotic outsider, a servant of the Unspeakable One, and it can be summoned by cultists of the Unspeakable One.

Benefit: This check must be made successfully before any additional information can be gained about the creature.

Skill Check: Knowledge (the planes) (DC 15), Bardic Knowledge (DC 20)

Information: *They carry with them the Madnesse of their foul Master; that doth surround them like a Miasma, and doth assault the Mindes of all they encounter.*

Benefit: The character is aware of the avatar's *confusion* ability, and gains a +2 bonus to saving throws to resist it.

Skill Check: Knowledge (the planes) (DC 20), Bardic Knowledge (DC 25)

Information: *They can spread their Foulnesse among Mortalle Beinges, by passinge a Parte of Themselves into the Body at the Nose or Mouthe, whereupon they do have absolute Control over him who hath received their Essence; or they can absorbe a Mortalle Being into Themselves, feasting upon Life and Strengthe and becoming the stronger thereby.*

Benefit: The character is aware of the x'sval's *possession* and *consume* abilities, and gains a +2 bonus to saving throws against them.

Skill Check: Knowledge (the planes) (DC 20) and Spellcraft (DC 15)

Information: *Being of the Nature of the Unspeakable One, they have a Weaknesse unto that which is Lawfuller and Goode; this much is well known. However, there exist certaine Charmes and Incantations, such as may be found among ancient and sorcerous Bookes, which are of sovereign Use against them, and may drive them back unto the foul Pitte whence they first came.*

Benefit: The character is aware of spells that are specifically protective against an avatar. The avatar's saving throws against *dismissal*, *dispel chaos*, and *dispel evil* cast by the character suffer a -2 penalty.

USES

A cultists of the Unspeakable One may summon one of these creatures by using *summon monster V*. When a x'sval is destroyed, its essence returns to the Unspeakable One, and all trace of it disappears from the material plane. Therefore, it leaves nothing behind that can be used in crafting spell components or magical items.

ADVENTURE HOOKS

NIGHT OF DEATH

While most x'svals that visit the Material Plane are summoned by cultists, this is not always the case. The Unspeakable One has sent an avatar to Freeport on a mission—to track down and destroy those who oppose the Brotherhood of the Yellow Sign, and unite the scattered cultists into a powerful force once more.

At first, the deaths look like business as usual for Freeport. There is nothing to connect those who turn up dead except that they are comparative newcomers to the city, having arrived separately in Freeport over the last few months. They appear to be an assortment of traders, mariners, and other traveling types. But the avatar's victims are all more than they seem. They are members of a chaos-hunting order so secret that even the God Squad know nothing of its existence. Some are disguised celestials, and many more are half-celestial or planetouched. If the group has not yet played *Madness in Freeport*, they might have been sent to ensure that Milton's Folly is never finished; otherwise, they have been sent to deal with an imminent resurgence of cult activity.

The PCs become involved in this plot as they investigate the apparent murders. They may learn the true identities of some of the victims, and they may also run into cultists who are following the orders of a "red man"—actually the x'sval, coalesced into a semi-solid humanoid form and disguised under a hooded cloak. When they first learn the truth, they may feel that they are in over their heads, but the power of avatar and its victims should be set at a level where the party is offered a stiff challenge, but still has a chance of victory (or at least survival) through creative thinking and good play.

THE WINE OF MADNESS

A powerful cultist has not only managed to control a summoned x'sval, but has been able to use an advanced alchemical process to divide its substance and infuse it into a few dozen casks of wine. The plan is to deliver the wine to as many of Freeport's hostelrys as possible; everyone who drinks it will imbibe a small amount of the avatar's essence, and risk becoming infected with the madness of the Unspeakable One. For game purposes, everyone who drinks the wine is treated as though they had been struck by a *confusion* spell.

Freeport will quickly be engulfed in madness and mayhem. The fragments of the summoned avatar feed on their *confused* victims, and as each one dies in the rioting that inevitably breaks out, a fully functioning avatar of the smallest size issues from the mouth and nose of its mortal vessel. Growing in power as they slaughter the city's inhabitants, the x'svals finally possess enough people to crew one or more ships, setting out to carry the madness of the Unspeakable One throughout the world.

- APPENDIX I: ANIMALS -

LIZARD, GIANT

In many tropical areas, lizards can grow to several feet in length. In a few places, they grow large enough to be ridden. A small or medium lizard is about the size of a dog. A real-world example from would be the Nile monitor or the Australian goanna. A large example would be the size of a Komodo dragon. Lizards typically have a sprawling posture and a slightly rolling gait. They are greenish-brown to gray in color, and have a tail that accounts for about half their length. They generally move slowly (at about half their maximum listed speed, but they can run at top speed for short bursts – typically no more than one round at a time, unless they are fleeing), and their slow movements belie the speed and agility that they can display when they need to. They live by scavenging and by ambushing smaller prey.

The serpent people of Valossa domesticated giant lizards for hunting, riding, and as beasts of burden, and some of the surviving enclaves of lizard folk and degenerate serpent people still use them for that purpose.

GIANT LIZARD, SMALL

CR 1/3; Small animal; HD 1d8+2 (6 hp); Init +3; Spd 30 ft. (6 squares); AC 14 (+1 size, +1 Dexterity, +2 natural), touch 12, flat-footed 11; Base Atk +0; Grp -3; Atk Bite +2 melee (1d4+1); Full Atk Bite +2 melee (1d4+1); Space/Reach 5 ft./5 ft.; SA poison; SQ Low-light vision, scent; SV Fort +4, Ref +5, Will +1, Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 4.

Skills and Feats: Spot +5; Survival +1.

GIANT LIZARD, MEDIUM

CR 1; Medium animal; HD 2d8+4 (13 hp); Init +2; Spd 40 ft. (8 squares); AC 14 (+1 Dexterity, +3 natural), touch 11, flat-footed 13; Base Atk +1; Grp +3; Atk Bite +3 melee (1d6+3); Full Atk Bite +3 melee (1d6+3); Space/Reach 5 ft./5 ft.; SA poison; SQ Low-light vision, scent; SV Fort +5, Ref +5, Will +1, Str 15, Dex 15, Con 15, Int 2, Wis 12, Cha 4.

Skills and Feats: Spot +5; Survival +1.

GIANT LIZARD, LARGE

CR 2; Large animal; HD 3d8+9 (22 hp); Init +1; Spd 40 ft. (8 squares); AC 13 (-1 size, +4 natural), touch 9, flat-footed 13; Base Atk +2; Grp +6; Atk Bite +4 melee (1d8+4); Full Atk Bite +4 melee (1d8+4); Space/Reach 10 ft./5 ft.; SA poison; SQ Low-light vision, scent; SV Fort +6, Ref +4, Will +2, Str 19, Dex 12, Con 17, Int 2, Wis 12, Cha 3.

Skills and Feats: Spot +5; Survival +1.

COMBAT

Giant lizards attack with their bite, often rushing out of ambush at a victim. They stalk by vision and scent.



Poison (Ex): The carrion-rich diet of most giant lizards supports a healthy colony of bacteria living in their mouths. The lizards themselves are immune, but the bacteria are highly toxic to any creature they bite. If a giant lizard is fed exclusively on fresh meat from the time it hatches, it will not have the bacteria and its bite will not be poisonous. The damage and save DC varies according to the size of the lizard, as shown on the table below. The save DCs are Constitution-based.

POISON

Size	Fort DC	Initial	Secondary
Small	10	1 Con	1d2 Con
Medium	12	1d2 Con	1d4 Con
Large	14	1d4 Con	2d4 Con

PARROT

CR 1/6; Tiny animal; HD 1/4 d8 (1 hp); Init +5; Spd 10 ft. (2 squares), fly 40 ft (average); AC 14 (+2 size, +2 Dexterity), touch 14, flat-footed 12; Base Atk +0; Grp -13; Atk Bite +4 melee (1d3-5); Full Atk Bite +4 melee (1d3-5); Space/Reach 2 1/2 ft./0 ft.; SA —; SQ Lowlight vision; SV Fort +2, Ref +4, Will +2, Str 1, Dex 14, Con 10, Int 2, Wis 14, Cha 8.

Skills and Feats: Disguise +2, Listen +4, Spot +3; Weapon Finesse.

- APPENDIX I: ANIMALS -

The parrot is a colorful bird native to tropical climes. They range from 1 foot to 3 feet in length.

Parrots are natural mimics, and are famed for their ability to repeat words and short phrases they have been taught. They are seedeaters, and not generally aggressive, but their powerful beaks are fully capable of severing a finger that is poked too close to them. They can manipulate objects using their feet and beaks with enough dexterity to put a key in a lock and turn it if they have been trained to do so.

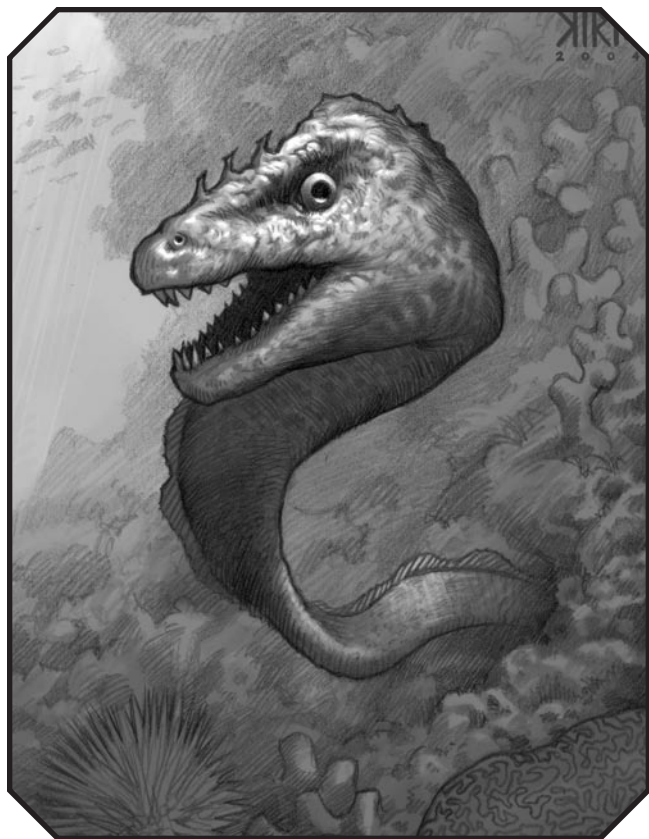
COMBAT

Parrots are not predatory by nature and are more likely to flee than fight. They do not use their claws in battle, but an angry parrot can make a fierce attack with its beak.

Skills: A parrot receives a +2 racial bonus on Disguise checks to mimic human speech. It must make a successful Disguise check against a base DC of 10 in order to repeat a short phrase. Unless the creature has enhanced intelligence, a parrot will not understand what it is saying; it is merely mimicking sounds.

PARROT COMPANIONS

Parrots can be domesticated and trained, but they have no hunting skills. However, they can be taught to talk and retrieve items. See page 86 for details on the tricks they can be taught. For some reason, pirates are particularly fond of parrots.



PARROT FAMILIARS

A wizard or sorcerer who wants to add a little color to her ensemble may choose to take a parrot as a familiar. The master of a parrot familiar gains a +3 bonus to all Disguise checks that specifically involve vocal mimicry, as does the parrot itself. In addition, a parrot familiar can speak one language of its master's choice as a supernatural ability.

REEF EEL

CR 1; Medium animal; HD 2d8 (9 hp); Init +7; Spd swim 25 ft (4 squares); AC 14 (+2 Dexterity, +2 natural), touch 12, flat-footed 12; Base Atk +1; Grp +2*; Atk Bite +4 melee (1d6+1); Full Atk Bite +4 melee (1d6+1); Space/Reach 5 ft./5 ft.; SA Attach, cripple; SQ Backwards motion, low-light vision; SV Fort +3, Ref +6, Will +2, Str 12, Dex 16, Con 11, Int 1, Wis 12, Cha 2.

Skills and Feats: Hide +7, Spot +5, Swim +10; Improved Initiative, Weapon Finesse^B

The reef eel is an aquatic predator, ranging from 4-7 feet in length. It has a narrow, ribbonlike body and a pointed head armed with a mouth full of vicious teeth. They hunt small fish at night, and spend the day hiding in cracks and crevices in the reef. Their lairs are seldom any wider than their bodies, and they back into them, leaving their head facing outward. If disturbed or threatened, a reef eel can lunge forward and bite with great speed, possibly withdrawing into its lair between strikes.

COMBAT

While reef eels do not hunt humans, they will attack almost any creature if disturbed or provoked. An eel that is resting in its reef lair can strike seemingly from out of nowhere, inflicting a crippling wound before disappearing again.

While it is in its lair, a reef eel has improved concealment. This provides it with improved evasion, +8 AC, +4 to Reflex saves, and a +10 bonus to Hide checks. Typically the eel will strike without completely leaving its lair; in this case, the creature still receives +4 AC and +2 to Reflex saves. The standard limitations on cover bonuses apply.

Attach (Ex): A reef eel has tremendously powerful jaws. When dealing with a single opponent, it will usually clamp onto its victim. If a reef eel hits with a bite attack, it can latch onto its opponent's body, automatically dealing bite damage each round until it is detached. An attached eel receives a +2 Strength bonus for purposes of grappling and inflicting damage, but it loses its Dexterity bonus to AC.

An attached eel can be struck with a weapon or grappled with. The eel can be removed if the opponent grapples with the creature and successfully achieves a pin.

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Backwards Motion (Ex): A reef eel can swim backwards at full speed.

Cripple (Ex): The vicious bite of the reef eel is powerful enough to chip bone and cause severe muscle damage. Whenever a reef eel makes a successful bite attack, the victim must make a Fortitude save (DC 11) or suffer 1 point of Strength damage.

Skills: A reef eel receives a +4 racial bonus on Spot and Hide checks. It receives a +8 racial bonus on any Swim check to perform a special action or to avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. The eel can also use the run action while swimming, provided that it moves in a straight line.

REEF EEL COMPANIONS

If raised from a hatchling, a reef eel may be trained using Animal Handling; see page 85. Eels are sometimes trained as guard and hunting beasts by members of aquatic races. A 1st-level druid or 4th-level ranger may take a reef eel as an animal companion.

REEF EEL FAMILIARS

Spellcasters of aquatic races sometimes have reef eels as familiars. The character must be at least 2nd level and must possess the Improved Familiar feat. The master of a reef eel familiar gains a +3 bonus to Swim checks.

SEA HAWK

CR 2; Medium animal; HD 3d8 (13 hp); Init +5; Spd 10 ft. (2 squares), fly 80 ft. (average); AC 14 (+2 Dexterity, +2 natural), touch 12, flat-footed 12; Base Atk +2; Grp +4; Atk Talons +5 melee (1d6+2); Full Atk 2 talons +5 melee (1d6+2), Bite +0 melee (1d4+1); Space/Reach 5 ft./5 ft.; SA —; SQ Low-light vision; SV Fort +4, Ref +6, Will +2, Str 14, Dex 16, Con 12, Int 2, Wis 12, Cha 6.

Skills and Feats: Listen +6, Spot +14; Alertness, Weapon Finesse.

The sea hawk is a large bird of prey, with long, pointed wings and a slim body compared to others of its kind. It soars over the seas, plucking fish from near the surface of the water and eating on the wing. Although sea hawks cannot swim like most other seabirds, their feathers are water-resistant, and if they land in the water for any reason they can take off with no difficulty. Their main weapons are their powerful talons, which can even pierce the shell of a sea turtle; their impressive beaks are used for tearing meat off prey.

Sea hawks only come to land in order to nest and raise their young. One chick is the norm for the species, but two can be raised by a mated pair in a season if the food supply is plentiful.



COMBAT

A sea hawk will dive at its prey, raking with its powerful talons. If the target is Tiny or smaller, the hawk may try to grapple its victim and carry it away.

Skills: A sea hawk has a +4 racial bonus on Spot checks.

SEA HAWK COMPANIONS

If it is raised from an egg, a sea hawk can be trained in the same manner as other kinds of hawk. See page 85 for more information. A 2nd-level druid can take a sea hawk as an animal companion with an effective level modifier of -1.

SEA HAWK FAMILIARS

Sorcerers from coastal populations sometimes have sea hawks as familiars. To acquire a sea hawk familiar, a character must be 3rd level and possess the Improved Familiar feat. The master of a sea hawk familiar gains a +3 bonus to Spot checks in the open air.

SEA TURTLE

CR 1/2; Small animal; HD 2d8+4 (13 hp); Init -2; Spd 5 ft. (1 square), swim 10 ft.; AC 15 (+1 size, -2 Dexterity, +6 natural), touch 9, flat-footed 15; Base Atk +1; Grp -3; Atk Bite +1 melee (1d4); Full Atk Bite +1 melee (1d4); Space/Reach 5 ft./5 ft.; SA —; SQ: Damage reduction

- APPENDIX I: ANIMALS -

Petulant Protests! Owners Oppose Animal Tax Proposal!

—Recent headline, *The Shipping News*

1/bludgeoning, retract; SV Fort +4, Ref +9, Will +5, Str 10, Dex 6, Con 15, Int 2, Wis 12, Cha 6.

Skills and Feats: Listen +2, Spot +3, Swim +10; Great Fortitude

Sea turtles are found in warmer waters. They spend most of their lives in the water browsing on sponges, corals, and other stationary or slow-moving prey; once a year, females venture ashore to lay eggs in pits they dig on sandy beaches. A single female sea turtle can lay 30 or more eggs, which are then covered over and abandoned. A few weeks later, all the eggs on the beach hatch at the same time, and the hatchlings scramble to the sea. Sea turtles can take as long as 30 years to mature, and can live more than 100 years. They are peaceful creatures, but they are hunted for their meat and shells by a number of coastal communities. Sea turtle shells are used to make armor and shields (as well as jewelry and other items) by a number of aquatic and coastal cultures.

While a sea turtle spends almost its entire life in the ocean, it is not amphibious. A sea turtle can hold its breath for up to two hours before returning to the surface for air.

COMBAT

A sea turtle will avoid conflict whenever possible, relying on its thick shell for protection. However, its beaked jaws can deliver a powerful bite if it is given no choice but to defend itself.

Retract (Ex): When threatened, a sea turtle will usually retract its limbs and head, relying on its shell for protection. While in this state, it cannot move or take any sort of physical action. However, it receives a +4 natural bonus to AC, and its damage reduction is increased to 3/bludgeoning.

Skills: A sea turtle receives a +6 racial bonus on any Swim checks to perform a special action or to avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided that it moves in a straight line.

SEA TURTLE COMPANIONS

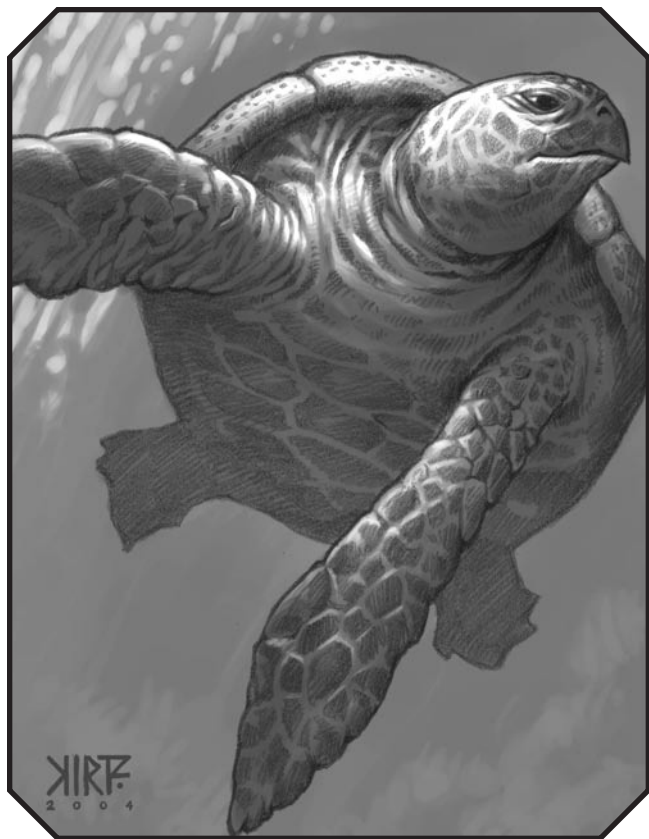
Sea turtles are sometimes domesticated by members of aquatic races. They are normally raised from hatchlings and trained to carry burdens or perform other simple tasks; see page 87 for more information. A 1st-level druid or 4th-level ranger may choose to take a sea turtle as an animal companion.

SEA TURTLE FAMILIARS

Some spellcasters of aquatic races keep sea turtles as familiars. To have a sea turtle as a familiar, a character must possess the Improved Familiar feat, but there is no minimum level requirement. The master of a sea turtle familiar gains a +3 bonus on all Navigation checks at sea. Masters from aquatic races also gain the ability to move on land at 5 ft. (if they cannot already move on land), and the ability to survive out of water for 3 hours longer than normal for their race.

TRAINING

In Scurvytown a beggar relieves unwitting travelers of their gold with the help of his nimble monkey. A parrot's random mutterings hold the secrets to a forgotten mystery. Wizards send messages and spell components back and forth on the wings of flying lizards. Trained animals can be a tremendous aid to both heroes and villains, as well as play a simple part in everyday commerce. The Handle Animal skill allows a character to teach an animal a wide variety



- APPENDIX I: ANIMALS -

of tricks, and animal companions of rangers and druids can learn even more skills. However, not every animal can learn every trick; physically, certain animals simply cannot perform certain actions. A parrot can be taught to repeat a particular phrase, while an eel cannot. However, the eel can be trained for battle; something a parrot will always seek to avoid. The table below examines the creatures presented in this book that can be domesticated or used as animal companions and the tricks that they can be taught. Note that this does not apply to familiars; a wizard's familiar has a minimum Intelligence of 6, and does not need to be trained in order to follow the commands of its master.

TRICKS

Tricks are particularly appropriate to the creatures described in this book, but the GM should feel free to allow these tricks to be taught to any appropriate creature. In addition, a druid's animal companion may be able to learn tricks that would normally seem out of place for its species; the GM should consider allowing an animal companion to use its bonus tricks for unusual tricks. Of course, physiology may simply rule out certain things. While the faithful hound may learn to carry a message or to steal, even a bonus trick can't allow it to speak.

CARRY MESSAGE (PG 15)

The animal can be ordered to carry a written message or small object (normally tied to a leg or hung around the creature's neck) to a particular location. An animal can remember one location per point of Intelligence, but each location needs to be taught as a separate trick. If the animal also knows the seek individual trick, it can be ordered to carry the message to a targeted individual.



DISTRACT (PG 20)

The animal does not attack enemies, but distracts them by flying or jumping around them, fluttering in their face, pulling their hair, etc. Any creature or character that is subject to this harassment must make a Will save (DC 15) or suffer a -3 penalty to all dice rolls for combat or skill use until the animal stops its distraction.

ANIMAL COMPANION TRICKS

Animal	Attack	Come	Defend	Down	Fetch	Guard	Heel	Seek	Stay	Track	Work	Other
<i>Flying Lizard</i>	N	Y	N	Y	N	N	Y	N	Y	N	N	Distract, Carry Message, Steal
<i>Gt. Lizard, Sm</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Warning
<i>Gt. Lizard, Med</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Warning
<i>Gt. Lizard, Lge</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Warning
<i>Ghost Eater</i>	1	Y	1	Y	Y	1	Y	1	Y	1	N	Distract, Warning ¹ , Howl
<i>Parrot</i>	N	Y	N	Y	Y	N	Y	N	Y	N	N	Distract, Speak Message, Seek Individual
<i>Picacouatl</i>	2	Y	2	Y	Y	2	Y	Y	Y	2	N	Distract, Warning ²
<i>Reef Eel</i>	Y	Y	Y	Y	N	Y	Y	N	Y	N	N	—
<i>Sea Hawk</i>	Y	Y	Y	Y	Y	Y	Y	N	Y	N	N	Distract, Carry Message
<i>Sea Turtle</i>	N	Y	N	Y	Y	N	Y	Y	Y	Y	Y	—

Notes 1. Versus undead only. 2. Versus evil creatures only.

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HOWL (PG 15)

The animal makes a certain noise on command or in response to a particular trigger. A creature trained to howl can be trained to produce different sounds – up to two different howls per point of Intelligence. If the creature has special vocal abilities – like the eerie howl of the ghost eater – each different vocal effect must use up one howl slot.

PERFORM (PG 15)

Any animal can be taught this trick. An animal with this training can perform two simple actions per point of Intelligence. The exact nature of these actions will depend on the physical capabilities of the creature. A bird could be taught to sing a particular song. A dog could roll over or shake hands. A monkey might dance. These talents may be useless in the heat of battle, but they can be invaluable to the traveling street performer who is simply trying to keep an audience entertained.

SEEK INDIVIDUAL (PG 25)

The animal can be ordered to find a particular individual who is already known to it by name or by scent, in which case an item carrying the person's scent is needed at the time the order is given. It will use any exceptional senses and other abilities it possesses to carry out the command.

SPEAK MESSAGE (PG 25*)

An animal which can imitate the human voice can be trained to repeat a particular phrase. There are two steps to this process. First, the creature must be taught the basic trick of speech mimicry; this has a DC of 25. After it has learned to speak, it can be taught up to two specific

phrases for each point of Intelligence that it possesses. So a parrot with 2 Intelligence could memorize 4 phrases. Each phrase requires a separate skill check with a DC equal to 15 + the number of words in the phrase. The animal can be taught to respond to a particular trigger such as a door opening, hearing a certain word, or receiving a particular treat. Otherwise it will randomly cycle through its repertoire. Some secret societies use talking birds to convey secret information; each member of the cabal knows the passphrase that will cause the bird to reveal its secret message.

STEAL (PG 20)

The animal will pick up something it finds interesting (often something bright and shiny), and bring it back to its master. If the master has some means of communicating with the animal in its own language, a specific target item may be named.

WARNING (PG 15)

The animal can be trained to alert its master to a threat by behaving in a particular way. This can be useful if the animal has one or more senses superior to those of its master, or if the animal has the magical ability to detect certain types of creatures. The animal can use other tricks – such as howl or speak message – to convey a warning, or it can be trained to perform a more subtle action like chasing its tail in three complete circles.

MORE COMPANION ANIMALS

The following table gives the same information for certain animals from the *MM* that are used as companion animals by some undersea races.

ANIMAL COMPANION TRICKS

Animal	Attack	Come	Defend	Down	Fetch	Guard	Heel	Seek	Stay	Track	Work	Other
<i>Monkey</i>	N	Y	N	Y	Y	N	Y	Y	Y	Y	N	Distract, Steal, Seek Individual, Warning
<i>Octopus</i>	N	Y	N	Y	N	N	Y	Y	Y	N	N	Distract ¹ , Carry Message, Steal
<i>Porpoise</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Carry Message, Seek Individual, Warning
<i>Shark</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Seek Individual, Warning
<i>Snake, Sea</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	N	—
<i>Squid</i>	N	Y	N	Y	Y	N	Y	Y	Y	N	N	Distract ¹
<i>Whale, Orca</i>	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	Y	—

Notes: 1. Octopi and squid distract by squirting ink in a combatant's face; this has the effect of a darkness spell with a 5ft radius, lasting for 1d6 turns.

- APPENDIX II: VERMIN -

GLAM, MONSTROUS

MONSTROUS GLAM, MEDIUM

CR 1; Medium vermin (aquatic); HD 3d8 (14 hp); Init +0; Spd immobile; AC 15 (+5 natural), touch 10, flat-footed 15; Base Atk +2; Grp +3; Atk Snap shell +3 melee (1d6+1); Full Atk Snap shell +3 melee (1d4+1); Space/Reach 5 ft./0 ft.; SA Constrict 1d4+1, improved grab; SQ Vermin traits; SV Fort +2, Ref +1, Will +1, Str 13, Dex 10, Con 11, Int —, Wis 10, Cha 8.

MONSTROUS GLAM, LARGE

CR 3; Large vermin (aquatic); HD 6d8+12 (40 hp); Init -1; Spd immobile; AC 18 (-1 size, -1 Dex, +9 natural), touch 8, flat-footed 17; Base Atk +4; Grp +12; Atk Snap shell +7 melee (1d8+4); Full Atk Snap shell +7 melee (1d6+4); Space/Reach 10 ft./0 ft.; SA Constrict 1d6+4, improved grab; SQ Vermin traits; SV Fort +7, Ref +1, Will +2, Str 18, Dex 8, Con 15, Int —, Wis 10, Cha 8.

MONSTROUS GLAM, HUGE

CR 5; Huge vermin (aquatic); HD 9d8+36 (76 hp); Init -2; Spd immobile; AC 19 (-2 size, -2 Dex, +13 natural), touch 6, flat-footed 19; Base Atk +6; Grp +20; Atk Snap shell +10 melee (1d8+6); Full Atk Snap shell +10 melee (2d6+6); Space/Reach 15 ft./0 ft.; SA Constrict 1d8+6, improved grab; SQ Vermin traits; SV Fort +10, Ref +1, Will +3, Str 22, Dex 6, Con 18, Int —, Wis 10, Cha 8.



In tropical waters, clams can grow to considerable size. They are not normally a threat to other creatures, but they have a tendency to close their shells suddenly when disturbed, trapping the hand or leg of any swimmer who ventures too close. Their meat is a delicacy, and sells for around 5gp per hit point – but it must be kept fresh or it becomes dangerous (poison: ingested DC 13, initial 1 Con, Secondary 1d4 Con).

A monstrous clam has no coins or items, but has standard items. This value should be divided between the pearl and its shell, the inside of which is coated with an iridescent substance similar to mother-of-pearl.

COMBAT

Monstrous clams do not fight as such, but they can accidentally catch a limb of a creature that disturbs them; they close their shells with great force when they are disturbed, and will not relax the pressure until they are killed.

Constrict (Ex): On a successful grapple check, a monstrous clam deals bludgeoning damage in addition to its normal attack damage.

Improved Grab (Ex): When a monstrous clam makes a successful snap shell attack, it deals normal damage and attempts to start a grapple; this is a free action that does not provoke an attack of opportunity. No initial touch attack is required, and size is not a factor.

GRAB, MONSTROUS

MONSTROUS GRAB, MEDIUM

CR 1; Medium vermin (aquatic); HD 2d8+4 (13 hp); Init +0; Spd 30 ft. (6 squares), swim 20 ft.; AC 15 (+5 natural), touch 10, flat-footed 15; Base Atk +1; Grp +2; Atk Claw +2 melee (1d6+1); Full Atk 2 claws +2 melee (1d6+1); Space/Reach 5 ft./5 ft.; SA Constrict 1d4+1, improved grab; SQ Darkvision 60 ft., tremorsense 60 ft., vermin traits; SV Fort +5, Ref +0, Will +0, Str 13, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +9, Hide +4, Spot +4.

MONSTROUS GRAB, LARGE

CR 3; Large vermin (aquatic); HD 5d8+10 (32 hp); Init +0; Spd 40 ft. (8 squares), swim 30 ft.; AC 16 (-1 size, +7 natural), touch 9, flat-footed 16; Base Atk +3; Grp +11; Atk Claw +6 melee (1d8+4); Full Atk 2 claws +6 melee (1d8+4); Space/Reach 10 ft./5 ft.; SA Constrict 1d6+4, improved grab; SQ Darkvision 60 ft., tremorsense 60 ft., vermin traits; SV Fort +6, Ref +1, Will +1, Str 19, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +12, Hide +0, Spot +4.

~ APPENDIX II: VERMIN ~



MONSTROUS CRAB, HUGE

CR 6; Huge vermin (aquatic); HD 10d8+30 (75 hp); Init +0; Spd 40 ft. (8 squares), swim 30 ft.; AC 20 (-2 size, +12 natural), touch 9, flat-footed 16; Base Atk +7; Grp +21; Atk Claw +11 melee (2d6+6); Full Atk 2 claws +11 melee (2d6+6); Space/Reach 15 ft./10 ft.; SA Constrict 1d8+6, improved grab; SQ Darkvision 60 ft., tremorsense 60 ft., vermin traits; SV Fort +10, Ref +3, Will +3, Str 23, Dex 10, Con 16, Int —, Wis 10, Cha 2.

Skills and Feats: Climb +14, Hide -4, Spot +4.

Crabs of all sizes range across the sea bottom, feeding on whatever they can scavenge. While they are seldom aggressive, they will defend themselves vigorously from any perceived threat using their powerful claws. They only flee if seriously wounded and/or clearly outclassed by an opponent.

COMBAT

Crabs attack with their powerful claws. They can hide by digging themselves into sand and other soft ground

astonishingly quickly, leaving only the thickest part of their carapace vulnerable. While fully amphibious, a monstrous crab does not actually swim; instead it crawls along the ground, so swimmers can escape the crab by heading straight up.

Constrict (Ex): On a successful grapple check, a monstrous clam deals bludgeoning damage in addition to its normal attack damage.

Improved Grab (Ex): When a monstrous crab makes a successful claw attack, it deals normal damage and can attempt to start a grapple; this is a free action that does not provoke an attack of opportunity. No initial touch attack is required.

Skills: Ferocious hunters, monstrous crabs have a +4 racial bonus on Spot and Hide checks and a +8 racial bonus on Climb checks.

JELLYFISH, MONSTROUS

MONSTROUS JELLYFISH, MEDIUM

CR 3; Medium vermin (aquatic); HD 3d8+15 (28 hp); Init -5; Spd swim 10 ft. (2 squares); AC 5 (-5 Dex), touch 5, flat-footed 5; Base Atk +2; Grp +3; Atk Sting +3 melee (1 hp + poison); Full Atk 6 stings +3 melee (1 hp + poison); Space/Reach 5 ft./10 ft.; SA Digest, improved grab, poison; SQ Blindsight 60 ft., tremorsense 60 ft., vermin traits; SV Fort +5, Ref +1, Will +1, Str 13, Dex 10, Con 14, Int —, Wis 10, Cha 2.

Jellyfish drift with the currents, capturing whatever prey they blunder into or that blunders into them. They move via the pulsing of their mantles, which produces a water-pumping action, but they are neither fast nor agile swimmers. Smaller jellyfish commonly move in swarms (see page 66), while larger ones are often solitary or in small groups. Each jellyfish has a trailing set of tentacles, several times the length of its body. These are armed with thousands of stinging cells that inject poison into any prey they touch.

COMBAT

Jellyfish are easy for most creatures to avoid as long as they see them coming. A monstrous jellyfish grapples its victim with its tentacles, injecting paralyzing poison every round the victim is entangled; once a victim has stopped struggling, the tentacles move the prey to a central mouth

What A Whopper! Stranded Jellyfish as Big as a House!

—Recent headline, *The Shipping News*

- APPENDIX II: VERMIN -

on the underside of the body and slowly begin to digest it. This movement is fairly slow (taking 1 round per HD of the jellyfish), which gives any allies of the victim a chance to cut it free. The tentacles are fairly slender and lack any sort of bone structure. To hit a tentacle, an attacker must make a successful attack roll with a -4 penalty. This provokes an attack of opportunity from the jellyfish, and if the attacker misses the tentacle by 4 or fewer points, he hits the entangled victim instead. To sever a tentacle, a character must inflict a number of hit points equal to the creature's Hit Dice. The jellyfish suffers this amount of damage, but any excess damage is lost. So when fighting a 6 HD jellyfish, a character that attacks a tentacle must inflict 6 points of damage to sever it, which inflicts 6 points of damage on the jellyfish; if he strikes for 11 points of damage, the extra 5 points are lost.

Digest (Ex): If a paralyzed victim is moved to the mouth of the jellyfish (as described above), it can begin to devour him. This inflicts an additional point of acid damage each round per Hit Die possessed by the jellyfish. A jellyfish can only digest one creature at a time.

Improved Grab (Ex): When a monstrous jellyfish makes a successful sting attack, it deals normal damage and can then attempt to start a grapple, grasping its victim in its tentacles and beginning to move him towards the creatures mouth as described above; this is a free action that does not provoke an attack of opportunity. No initial touch attack is required.

Poison (Ex): Injury Fortitude (DC 16), initial damage 1d4 Dex, secondary damage paralysis (1d4 minutes). Jellyfish poison causes excruciating pain, muscle spasms and, potentially, total paralysis. The save DC is Constitution-based.

LEECH, MONSTROUS

MONSTROUS LEECH, MEDIUM

CR 2; Medium vermin (aquatic); HD 3d8+9 (22 hp); Init +3; Spd swim 20 ft. (4 squares); AC 15 (+3 Dex, +2 natural), touch 13, flat-footed 12; Base Atk +2; Grp +4; Atk Bite +5 melee (1d6+1); Full Atk Bite +5 melee (1d6+1); Space/Reach 5 ft./5 ft.; SA Attach, blood drain, swallow whole; SQ Blindsight 60 ft, vermin traits; SV Fort +6, Ref +4, Will +1, Str 12, Dex 17, Con 16, Int —, Wis 10, Cha 2.

Skills and Feats: Hide +7, Swim +9, Weapon Finesse^B.



MONSTROUS LEECH, LARGE

CR 4; Large vermin (aquatic); HD 6d8+18 (22 hp); Init +3; Spd swim 30 ft. (6 squares); AC 15 (-1 Size, +3 Dex, +3 natural), touch 12, flat-footed 12; Base Atk +4; Grp +11; Atk Bite +7 melee (1d8+3); Full Atk Bite +7 melee (1d8+3); Space/Reach 10 ft./5 ft.; SA Attach, blood drain, swallow whole; SQ Blindsight 60 ft, vermin traits; SV Fort +8, Ref +5, Will +2, Str 16, Dex 16, Con 17, Int —, Wis 10, Cha 2.

Skills and Feats: Hide +3, Swim +11.

MONSTROUS LEECH, HUGE

CR 6; Huge vermin (aquatic); HD 9d8+36 (76 hp); Init +2; Spd swim 35 ft. (7 squares); AC 15 (-2 size, +2 Dex, +5 natural), touch 10, flat-footed 13; Base Atk +6; Grp +19; Atk Bite +9 melee (2d6+5); Full Atk Bite +9 melee (2d6+5); Space/Reach 15 ft./10 ft.; SA Attach, blood drain, swallow whole; SQ Blindsight 60 ft, vermin traits; SV Fort +10, Ref +5, Will +3, Str 20, Dex 14, Con 18, Int —, Wis 10, Cha 2.

Vampires Eclipsed! Monstrous Leech Sucks Gallons!

—Recent headline, *The Shipping News*

~ APPENDIX II: VERMIN ~



Skills and Feats: Hide -2, Swim +13.

Leeches live in water and damp environments in tropical areas. They are carnivores who devour small creatures or suck the blood of larger animals. Monstrous leeches are reasonably swift swimmers, but generally prefer to ambush prey instead of chasing down victims.

COMBAT

A monstrous leech is a straightforward combatant. It will attack the smallest opponent. If possible, it will swallow the creature and flee while the victim is digested. When fighting larger creatures, it will attach itself to the victim with its toothy maw and start draining blood. Once a leech has drained a number of points of Constitution equal to its own Hit Dice, it is sated. At this point it will either flee or remain attached without draining blood, depending on whether the victim poses a threat. Leeches do not need to eat frequently; after a full meal, a monstrous leech will be sated for a number of days equal to its Hit Dice.

Attach (Ex): A monstrous leech that hits with its bite attack latches onto the victim's body. An attached leech loses its Dexterity bonus to AC. Depending on the size

of the victim, the leech can use Blood Drain or Swallow Whole on subsequent rounds.

An attached leech can be struck by a weapon or grappled, but it receives a +4 bonus when opposing grapple checks. To remove a monstrous leech through grappling, the victim must successfully pin the leech. A leech receives a +4 bonus to any grapple check to resist a pin due to the incredible strength of its mouth.

A leech secretes an anesthetic chemical that prevents blood from coagulating. This also prevents a victim from actually feeling the bite or any subsequent blood drain. Of course, most creatures will notice an enormous leech, but it is possible that a Gargantuan or Colossal creature might support one or two monstrous leeches without realizing it.

Blood Drain (Ex): Once a leech has attached itself to a victim, it can drain blood at the start of each subsequent round. A monstrous leech inflicts 2d4+1 points of Constitution damage each round it remains attached, but it cannot drain more points in a single round than its total Hit Dice.

Swallow whole (Ex): If a monstrous leech attaches itself to an opponent that is at least two size categories smaller than the leech, it can choose to swallow the victim on a subsequent round instead of draining blood. To swallow a victim, the leech must make a successful grapple check. The victim takes damage each round he remains inside the leech, but he can escape by inflicting a certain amount of damage with a light slashing or piercing weapon. These values vary depending on the size of the leech.

SWALLOW WHOLE

Size	Damage per Round	Damage to Escape
Medium	4 pts acid damage +1d4 Con	6 pts
Large	8 pts acid damage +1d6 Con	12 pts
Huge	10 pts acid damage +2d4 Con	18 pts

A medium leech can hold 1 Tiny or 2 Diminutive or smaller creatures in its stomach. A large leech can hold 1 Small, 2 Tiny, or 6 Diminutive creatures in its stomach. A huge leech can hold 1 Medium, 2 Small, 8 Tiny, or 32 Diminutive or smaller creatures in its stomach.

Skills: A monstrous leech receives a +6 racial bonus on Hide checks. It receives a +8 racial bonus on any Swim check to perform a special action or to avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided that it moves in a straight line.

~ APPENDIX III: CR TABLE ~

MONSTERS RANKED BY CHALLENGE RATING

Name	Challenge Rating	Page #
Parrot	1/6	85
Giant Lizard, Small	1/3	85
Flying Lizard, Tiny	1/2	12
Sea Turtle	1/2	44
Giant Lizard, Medium	1	85
Jellyfish Swarm	1	66
Monstrous Clam, Medium	1	91
Monstrous Crab, Medium	1	91
Picacouatl	1	54
Reef Eel	1	86
Corpse Flower	2	4
Crab Swarm	2	64
Dead Man's Brain	2	8
Ghost Eater	2	28
Giant Lizard, Large	2	85
Malkin	2	39
Monstrous Leech, Medium	2	93
Razorswarm	2	67
Sea Hawk	2	87
Tavi (Mongoose Folk)	2	68
Flying Lizard, Medium	3	12
Monstrous Clam, Large	3	91
Monstrous Crab, Large	3	91
Monstrous Jellyfish, Medium	3	92
Ant Swarm	4	63
Monstrous Leech, Large	4	93
Nereid	4	44
Monstrous Clam, Huge	5	91
Nereid (stormcaller)	5	44
Spirit Lizard	5	59
Vulpine	5	76
Monstrous Crab, Huge	6	92
Monstrous Leech, Huge	6	93
X'sval	7	82
Death Crab Swarm	7	64
Flying Lizard, Huge	7	12
Thanatos, Large	7	72
Devil Lizard	8	18
Deadwood Tree	12	13
Thanatos, Gargantuan	12	72
Ocean Wyrn (Kolan'tathok)	16	50
Flying Lizard, Colossal	20	13
Lycanthrope, Wereshark	Variable (+3)	31

NPCS RANKED BY CHALLENGE RATING

Professor Tibbs	6	42
Hugh de Moreville	8	80
Salannon Foam-Shine	8	37
Lannmara Storm-Caller	14	48
Hazarel Boneroot	18	17