

# LEGENDARY PLANET



## THE DEPTHS OF DESPERATION

BY STEVEN T. HELT

**PATHFINDER**  
ROLEPLAYING GAME COMPATIBLE

The background of the image is a faded, artistic illustration. On the left, a woman with pointed ears and light-colored hair looks towards the right with a concerned expression, her hand raised slightly. On the right, a large, pale, monstrous creature with a wide, toothy grin and red eyes looms over her. The creature has a skeletal or demonic appearance with visible teeth and a menacing expression.

# THE DEPTHS OF DESPERATION



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# WHAT YOU WILL FIND INSIDE LEGENDARY PLANET: THE DEPTHS OF DESPERATION

*The Depths of Desperation* continues the Legendary Planet Adventure Path as the PCs hear of a way back home on the water world of Vareen, but must face the choice as to whether their true home is now the one they have made among the stars. While success may be within their grasp, the PCs have stumbled into the middle of a war for domination of the entire planet. Minions of the evil Ultari Hegemony want Vareen for its regenerating clean water supply and are have brought their superior forces to bear in a war for the planet. Worse, Vareen hosts a versatile series of gates, so the Bellianic Accord and their allies cannot risk letting it fall into the wrong hands. It's up to the PCs to contend with the natural dangers of the ancient marine world, force the Hegemony from the planet, and discover their path home—whether they then choose to use that path home is up to them once they have faced *The Depths of Desperation*!

This adventure continues on from *Confederates of the Shattered Zone* with the assumption that the PCs have already experienced that adventure and those previous. Their mythic powers continue to grow, and with their growing power they are now ready to assume positions of leadership in the quest to save the galaxy and face the essential choice of whether they truly wish to return to the planet of their birth. *The Depths of Desperation* brings the PCs to a new and different kind of planet in Vareen, a water-world of aquatic allies and enemies. This seascape of adventure is at once familiar to players yet no less alien and inhospitable for their characters, from the storm-tossed ocean surface to the lightless pelagic depths, and the PCs must master them all if they are to face down the savage invaders from beyond.

Legendary Games has brought together a group of authors, artists, and contributors including industry veterans as well as talented newcomers all in an effort to create products for your favorite roleplaying games that are both inspiring and unique. Combining rich story and background with beautiful aesthetics, we hope to create gaming experiences that are second to none. This product follows in that proud tradition, and we hope you enjoy using it as much as we enjoyed making it. Now go create a mythic surge of gaming! Your players deserve it!

*Neil*



# THE DEPTHS OF DESPERATION

*The Depths of Desperation* continues the Legendary Planet Adventure Path as the PCs hear of a way back home on the water world of Vareen. While success may be within their grasp, the PCs have stumbled into the middle of a war for domination of the entire planet. Minions of the evil Ultari Hegemony want Vareen for its regenerating clean water supply and have brought their superior forces to bear in a war for the planet. Worse, Vareen hosts a versatile series of gates, so the Bellianic Accord and their allies cannot risk letting it fall into the wrong hands. It's up to the PCs to contend with the natural dangers of the ancient marine world, force the Hegemony from the planet, and discover their path home—whether they then choose to use that path home is up to them.

## ADVANCEMENT TRACK

This adventure is designed for four PCs. PCs should be at least 14th level with 3 mythic tiers at the start of the adventure and should accumulate enough XP under the Medium advancement track to reach 17th level. This adventure also provides a mythic trial for the PCs to accomplish, granting them a fourth mythic tier.

## ADVENTURE BACKGROUND

Vareen and her sister planets were once beautiful and vibrant. They circled a large orange sun and bore fantastic and diverse ecologies across their continents. Vareen, in particular, hosted a dozen continents full of life. Beyond these, vast civilizations stretched across the ocean floor and naturally occurring portals led to fantastic locations on other worlds.

So valuable were Vareen's many portals that the Bellianic Accord maintained embassies on several of the planet's continents. The allies refined the planet's spacial sensitivity and used the world to connect Accord planets for commerce, diplomacy, security, and travel. Varinians accepted this sudden influx of diplomats and travelers in exchange for the Accord's protection and the sustaining benefits of their portals.

With political and economic relevance came strategic importance. When the war between the Accord and the villainous Ultari Hegemony reached Vareen's corner of space, the aggressors named two victory conditions—seizure of the planet and her resources, or ruination of the planet so as to limit the Accord's easy access to the rest of space. The battle began on the system's other planets, but the Hegemony's commitment to Vareen allowed its forces to effectively surround the world—even giving the sun over to a mercenary band of fire giants and salamanders for occupation. Despite being under constant attack, the Accord and Vareen's native empires defended their world with conviction. Vareen's original denizens possessed potent elemental magic and fearsome physical power. The Hegemony brought in troops through their portals to fight a ground war and enhanced their defenses with potent technomancy.

Ultimately, both sides determined to win the battle for Vareen at all costs. Unleashing a series of potent spells, the Hegemony changed a massive portal on Bardez, Vareen's closest neighbor, such that it flooded space with pure water from an elemental plane. The water gushed into space, billions of gallons at a time, and froze immediately, disrupting Bardez's atmosphere and orbit and killing almost all life thereon. In line with the Hegemony's predictions, Bardez veered into Vareen's orbital path, showering the lush world with meteoric devastation and pushing the larger planet closer to the sun. The increased warmth melted Vareen's ice caps and flooded the entire world. Whatever life remained on dry land vanished as glaciers broke from the portal in space to splash into a single ocean that still grows by millions of gallons of fresh water every few years. The convergence of orbits and resulting destruction lasted for months, giving the Accord time to evacuate those who would leave and close their network of portals behind them.

Almost nothing survived, except a few primitive aquatic races—and a desperate gamble the Accord left behind. The Accord's plan to seed developing races with their genetic identity had been in process for long years. When they knew the Hegemony intended to destroy Vareen and move on to other battles, they left a piece of their puzzle behind, embedded in a fledgling aquatic race known as the locathahs. Locathahs have now prospered on Vareen, establishing mighty cities deep beneath the waves and re-establishing contact with other races through the few surviving underwater portals.

## LEGENDS IN THE MAKING

By this point in the Legendary Planet adventure path, the PCs have established themselves as heroic figures on a galactic scale. Kidnapped as slave stock for the evil Ultari Hegemony, their desperate escape revealed a plot to locate ancient genetic seed material placed by the Patrons—enigmatic benefactors who fought the Hegemony thousands of years ago in a harrowing series of interplanetary battles. Those who did



not serve the Hegemony as bearers of these biological secrets were slated for transformation into mindless slave soldiers known as klaven. The biomorphologists trusted with this process, mad scientists known as the jagladine, intended further experimentation, but the PCs freed themselves, met fellow victims from worlds unknown, and sought a way home. While making friends and allies (the Bellianic Accord, anxious to defeat the Hegemony), the PCs have explored many worlds. Throughout their attempts to identify a safe path home, they have learned of equally legendary benefactors, the Patrons of an ancient alliance devoted to lasting harmony amid its member planets.

Now the PCs learn the location of a portal on the water world of Vareen that may well allow them to escape the building war and return to their home world. The PCs' Accord allies have promised to help them return in exchange for their assistance thus far, but the PCs soon learn the war is more active and brutal than ever. The planet Vareen, robbed of its dry land hundreds of years ago by a cataclysm of the Hegemony's design, once again faces invasion. The portal on Vareen—placed by the mysterious and vanished Patrons so long ago—is not so easily reached. In fact, uncovering and activating this portal will be a trial of the PCs' mythic natures, and the PCs learn that leaving Vareen for home will leave the aquatic planet undefended in its desperate hour.

The Patrons were, more than anything else, diviners and planners. Knowing that evil would survive them, they devised a strategy for opposing the Hegemony's return. This time, the Patrons predict a lasting victory. This time, they have agents the Hegemony cannot defeat, and have arranged to bring them to Vareen seeking a portal home just when they are needed most.

This time, the Patrons have the PCs.

## ADVENTURE SUMMARY

Vareen keeps in contact with an embassy in the underwater city of Pol-Nephar on Argosa. Locathahs are the most populous race on Vareen, dealing in interplanetary trade in a number of goods unique to their watery world. When the PCs learn of Vareen, they receive several bits of information. The world is an important hub for trade, but also has portals capable of reaching still more planets. They learn contact with Vareen was lost, and an emissary sent to re-establish contact with them never returned. Finally, they learn an unusual signal from the other side of Vareen's gate could mean the locathahs are under attack. The elali seer Relstanna bids them investigate, then inquire about their path home once the Varinians are safe.

In **Part 1**, the portal to Vareen deposits the PCs in cold, deep waters, having been refocused by bil'djooli invaders to kill off-worlders who come to intervene. After battling a terrifying example of local fauna, the PCs enter a receiving station occupied by tentacled monsters with a gift for alien

technology. A lone holdout, the locathah engineer Strael leads the party to the great city of the locathahs, the still independent city of Simrukoth, anxiously awaiting bil'djooli invasion on the ocean floor.

The party presents itself to Simrukoth's Emergency Council, hoping to offer assistance and locate a portal home, but instead are surprised by hetzuud assassins disguised as locathah guards. Pursuing the shape-shifters through a bazaar in the city, the PCs demonstrate their dedication and gain the council's approval.

In **Part 2**, the PCs assist the locathahs in their efforts to repel the Hegemony invasion. The bil'djooli are everywhere, as the PCs attempt to free prisoners of war, destroy a klaven slave transmogrifier, recruit a clan of ocean giants, and more. These missions provide specific benefits in the mass combat between the Varinian and Hegemony forces in **Part 3**. Additionally, the PCs discover well-guarded information left by the Patrons in an old ruin. Although bil'djooli soldiers already explored this ruin, it still waits to offer the new agents of the Accord additional secrets, new allies, and perhaps most importantly, a way home.

In **Part 3**, the PCs help direct allied armies and undertake their own specific missions during the great battle. If the locathahs succeed in repelling the assault, they turn the tide of the invasion and send the PCs to encounter Navarch Kil'quinng, the ranking bil'djooli military officer. If the PCs are successful, they have saved Vareen from the Hegemony forces and captured one of the mightiest of the Hegemony's ships for the Accord. More importantly, the PCs have earned a way home, and may decide to conclude their interplanetary adventures for good—or help the Accord eliminate the Hegemony's forces once and for all.

## TECHNOMANCY IN

### THE DEPTHS OF DESPERATION

By this point in the Legendary Planet Adventure Path, the PCs have seen several different kinds of technology and witnessed unusual items powered by magic or science, or both. The fusion of technology and magic used by the locathahs and bil'djooli derives from the supporting influence the Patrons and Principalities, which means characters with a little knowledge can learn to use any of the technology or technomancy presented in this adventure.

Door panels and computer kiosks are purely technological, featuring polymorphic software that a character can bypass with a successful Disable Device check. The interface for these systems is different from one culture to another, but symbolic icons suggest their function. As a result, a character attempting a Disable Device check to use a panel or kiosk can first attempt a DC 15 Linguistics check to gain a +2 bonus on the Disable Device check. This check is made as part of the same action. If a character can reach the inner workings of a device or door, he can instead make a Disable Device



## PART 1: WAVE THEM IN

check to disarm or operate the mechanism instead of the interface by adding 5 to a door or trap's Disable Device DC.

Some technology is powered by magic, or energy indistinguishable from magic. The haunts in **Part 2** essentially use a combination of *programmed image*, *wall of force*, and other spell effects, and are powered by both magic and science. The *bil'djooli rods* found throughout the adventure mechanically harness magical elemental energy, making them vulnerable to manipulation via Disable Device or any effect that affects magical rods. An item described as technomantic can be circumvented or countered with normal magic (such as an *antimagic field* or *break enchantment* spell), or with sufficient technological equipment and a Use Magic Device check with a DC equal to 11 plus the effect's caster level. Regarding effects that are both magical and technological, whenever the following text refers to a Technomancy check, it refers to the highest of the acting character's Disable Device or Use Magic Device bonus. Characters using the aid another action to assist this check must make the same check the acting character makes.

### PART 1: WAVE THEM IN

The PCs have established considerable trust with their allies in the Bellianic Accord, surviving a number of incredible adventures to aid the Accord against their common enemy. While the elali and their allies desire the PCs' continued assistance—and, in fact, more religious members of the Accord believe the PCs are destined to be the prophesied saviors of the multiverse—the Accord remains committed to finding the PCs a way back to their own world, as promised. While the elali have vast archives and increasing control over the network of gates the Patrons established, the effort to locate a path home is time-consuming and often interrupted by desperate efforts to stop the Hegemony. But the Accord has at last been successful, and they send two of the PCs' allies to share the good news—and to ask another favor.

#### OLD FRIENDS

Some time after the events of *Confederates of the Shattered Zone*, a pair of familiar faces approaches the PCs with news that their risks and sacrifices may have finally paid off.

*Relstanna accompanies the krang warrior Khedri, each with a trace of urgency on their faces. The elali seer seems to express optimism while the krang exudes quiet concern. Relstanna begins with barely controlled excitement, holding a silver disk aloft to begin floating on its own. She sprinkles what looks like tiny slivers of a royal blue crystal onto the disk and speaks.*

*"This is stralleth. It is a crystal formed after the death of a blue seaweed that only grows on one world. When you place it in your mouth, it breaks down liquid into component gases, making it possible for a pearl diver to work uninterrupted for hours or a*

*trapped agent to wait submerged underwater without needing to come up for air. The crystal is in high demand throughout the galaxy. The locathahs—fish-like humanoids—of the ocean planet Vareen maintain a lucrative trade in marine food, a self-healing coral used in buildings, and stralleth. They are an amicable people and they maintain air-breathing quarters on the ocean's surface near their largest cities.*

*"I tell you this because you'll need it to go home. We've been researching some of the older records of ancient worldgates, and Vareen contains several ancient portals, placed there long before the rise of locathah civilization. The fish-people of Vareen can point you to their ancient ruins, and those ancient ruins can take you home."*

*At this point, Khedri takes the lead. "As you might expect, there's a complication. Hegemony forces recently arrived on Vareen, and they've begun mobilizing for an all-out war against the locathahs and other allied races on the water world. The very gates that include your way home could be an asset to the Hegemony, and that's something we can't allow. The Hegemony has been relying upon the bil'djooli, an aquatic race of polluters and tyrants. We reached out to the locathahs to arrange a reception for you and a guide to the ruins to take you home, but we received no reply. We sent an ambassador through the gate yesterday but he has not returned, nor has he established contact. I suspect the Hegemony forces have advanced their war effort considerably, and our envoys haven't been able to reach Simrukoth, the largest of the locathah cities. We're arranging for a defense of Vareen, but that's taking far more time than we can afford. We ask that you proceed to Vareen and ensure that our ambassador is safe, as well as approaching the locathahs to find out about their war effort."*

*Relstanna concludes the pair's presentation. "The submerged city of Pol-Nephar here on Argosa contains a gate to Vareen. Pol-Nephar sees a number of visitors who breathe air, so they have wares that can accommodate your travels. We've arranged for several days of stralleth for each of you, at no small expense, but if you need anything else, pick it up in Pol-Nephar."*





Relstanna gives each PC a pouch containing 20 doses of stralalth (see page 74). If asked about Vareen, Relstanna smiles as if remembering a favorite vacation. She tells the PCs that Vareen is a world of clean water and breathtaking orange-purple sunsets, and the gate from Pol-Nephar to the ocean world leads to Surface Station Nine, a floating guest house that keeps visitors to the world dry and under the open sky. Relstanna predicts that if the locathahs can help the PCs locate the ancient nexus of portals, they will have to travel to the ocean floor, but that there are airy rooms in the underwater settlements to accommodate travelers.

The ambassador Khedri speaks of was Serrione, a jaskirri diplomat with a reputation for immaculate manners and appearance. If asked about the diplomat, the pair reports that Serrione spoke several languages, including Aquan, and had trade business to discuss with the locathahs in addition to Accord business.

The PCs have time to prepare for their journey, including time to shop for supplies or maintain contacts. The residents of Pol-Nephar are pleasant enough, but several interactions reveal an undercurrent of anxiety. Polite prying reveals many are concerned for their families and friends back on Vareen; the war between the Hegemony forces and Varinian defenders had made everyone anxious, and now they haven't had contact or updates for several days. The Accord has temporarily closed access to the portal from Pol-Nephar, intending to get better information about the war, and no one has come through the portal from Vareen. The disappearance of the Accord's emissary adds to the local anxiety, so merchants in Pol-Nephar are eager to assist the PCs if they learn the party is in town to travel to Vareen and investigate. The PCs gain a +4 bonus on Diplomacy checks to reduce the cost of items purchased in town and on checks to gather information about Vareen, which includes Varinian gear and information from the Vareen gazetteer beginning on page 75.

Locathah buildings in Pol-Nephar are, like all locathah structures on Vareen, made of a durable living coral that slowly regenerates if damaged. The gate to Vareen is a high arch of white coral, damp from a constant mist of fresh water sprayed onto the portal platform. Humans and locathahs both operate the gate, ensuring the PCs' comfort. It is important to note the PCs cannot see the other side of the portal, or determine that the gate leads to cold, crushing waters hundreds of feet below the surface instead of to the pleasant guest quarters of Surface Station Nine. The gate now deposits travelers in area A.

## A. COLD RECEPTION (CR 15)

*Passage through the portal leads to incredible pressure in dark, icy waters. At this depth, it's impossible to determine the distance to the water's surface or floor. A single soft white light interrupts the darkness, blinking with consistent rhythm.*

## UNDER PRESSURE

There's more than enough danger in *The Depths of Desperation* to challenge a party of very powerful characters. Fortunately, the PCs wield mythic power, including the Morphic Form mythic feat. Up to this point in the Legendary Planet story line, the PCs' attunement to the Accord's portals has sustained them despite a number of natural and supernatural hazards. In *The Depths of Desperation*, the PCs enjoy protection from deep water pressure and the cold temperatures associated with life near the ocean floor. Additionally, any PC with the Morphic Form feat can expend one daily use of mythic power to negate penalties on attack rolls for attacking underwater and move their full land speed with a successful Swim check. This expenditure also allows them to breathe and speak normally underwater, including casting spells. Once a character expends mythic power in this way, the effect lasts for one hour per mythic tier the character possesses. Penalties for failed Swim checks, such as sinking or being pulled along a current, still apply.

One difficulty in *The Depths of Desperation* is the very limited visibility on the ocean floor. Most marine life exists amid dim bioluminescence or total darkness. Unless otherwise described, an encounter occurring outside an artificial structure is in total darkness without some light provided by the PCs. Darkvision works normally underwater, and any sites described as naturally luminescent provide dim light to a distance of 20 feet.

When the Hegemony engaged in the second war for Vareen, they predicted intervention by agents of the Accord. To slow down or eliminate new arrivals, their bil'djooli soldiers seized a number of facilities and moved the focal point of their connected inbound portals. The portal from Pol-Nephar deposits the party a few hundred yards from its substation, near a vicious native predator.

**Creature:** The light belongs to the lasiodon lying in wait below the substation. The Hegemony supposes that most creatures attempting to visit Vareen via portal will be eaten by immense predators or destroyed by natural hazards and rendered unable to hinder their plans or send for reinforcements. Thus far they have been correct. The lasiodon uses its lights to draw curious prey into the midst of its six heads, at which point all six lights flare up simultaneously to reveal the monster. The lasiodon fights to the death.

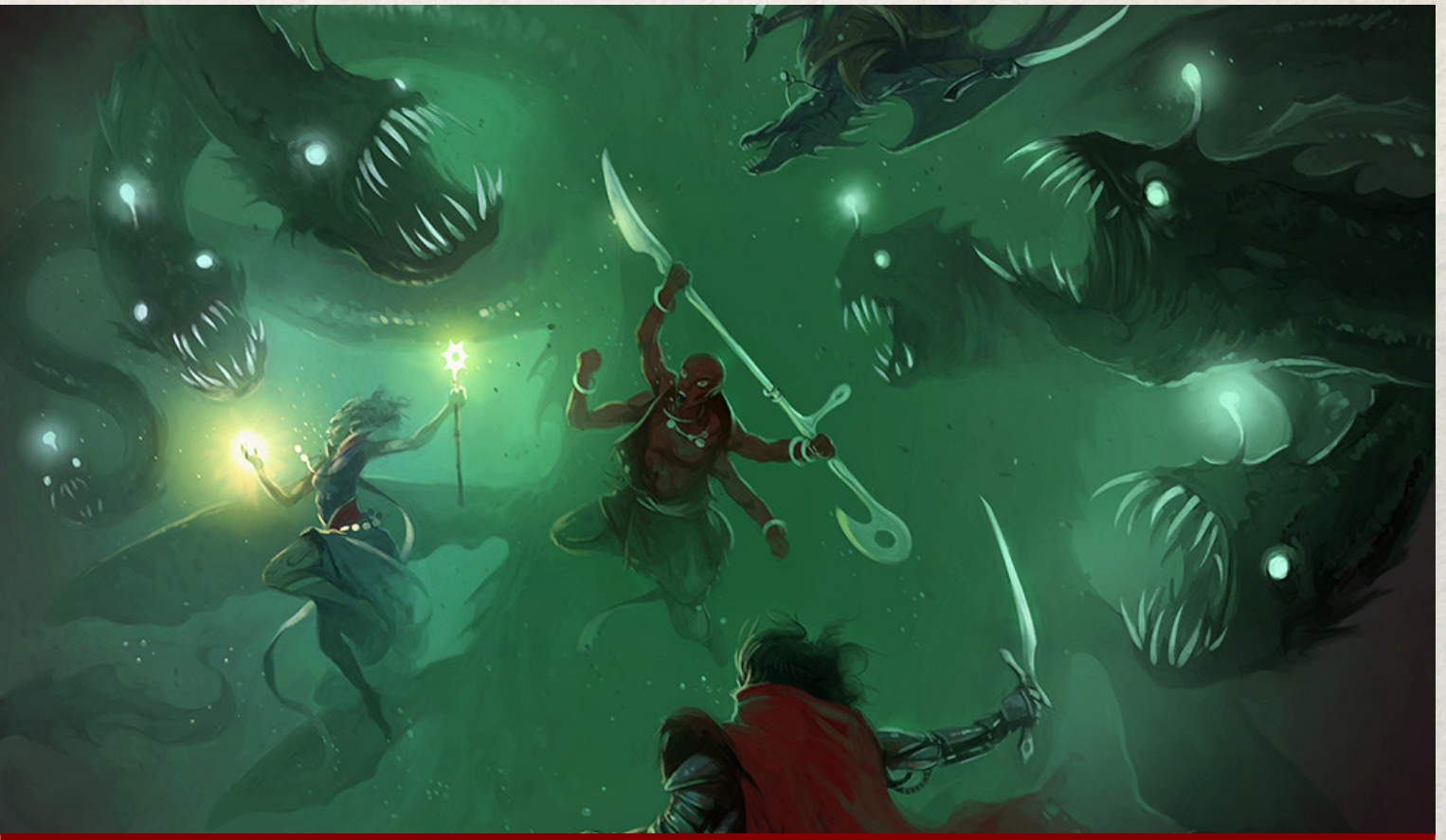
**LASIODON**

XP 51,200

hp 249 (see page 70)

CR 15/MR 3





**Development:** The first PC swallowed whole by the lasiodon sinks down the creature's gullet, passing the somewhat whole remains of Ambassador Serrione, who was swallowed whole almost immediately upon arrival. If Serrione is revived or his corpse questioned, he knows nothing of the fall of Surface Station Nine.

About 100 yards away from the lasiodon lists a damaged building of white coral. Surface Station Nine, a sanctuary for visiting air-breathers, normally absorbs and expels water to remain afloat and stationary, but a breach by bil'djooli soldiers caused the structure to take on water and sink. The station's portal once accepted travelers from Pol-Nephar into the receiving room at area **B2**, but now deposits arrivals outside.

**Treasure:** Ambassador Serrione's body still wears a *cloak of resistance +4*, a *circlet of persuasion*, and a gold signet ring worth 650 gp. To finance his stay, he carries a pouch with four sapphires worth 800 gp each and 65 platinum pieces.

## B. SURFACE STATION NINE

When the bil'djooli began their occupation of Varen they destroyed or disabled several gates and surface stations to seal the planet off from unwanted assistance. Interrogation of their locathah prisoners revealed that merchants friendly

with the Accord traded with Simrukoth, using a number of the portals to visit with some frequency. Concerned that a greater enemy might have access to hidden portals and respond with an army, the bil'djooli navarch ordered the merchant portals refocused to dangerous areas, then sabotaged nearby structures to prevent their occupation.

The surface station normally floats on the water's surface as the name suggests, allowing fliers or land-dwellers to escape the complication of confinement under the water. Formed from living coral, the surface stations are marvels of bioengineering and, if damaged, heal slowly over time. Surface Station Nine is one of several stations secured near major locathah settlements.

### B1. MOON POOL (CR 8)

The PCs enter the moon pool beneath Surface Station Nine, read or paraphrase the following:

*The water gives way to equally cold pressurized air with a foul odor. A white room surrounds this end of the pool, with a single exit blocked by a windowed door. The building's damaged frame causes the water to seem deeper at one end of the pool, splashing against the circular ledge near a fastened handrail. Light in the room is very dim, with blinking pinpoints of colored light betraying the existence of alien technology.*



In peaceful times, this facility was but one of several surface stations used to host trading partners and other visitors who were incompatible or uncomfortable with life at the bottom of the ocean. When functioning normally, the station floats on the water's surface. The combination of a moon pool and a flat deck means occupants could stay indoors with easy access to fresh air rather than staying in a coral city where rooms may or may not be filled with water. Now it serves as a guard station. The bil'djooli have grafted some of their own equipment to the native technology to link to their overall communication network (see the communications robot in area **G**), but they are having troubles connecting to that network.

The damaged facility still holds four elite bil'djooli soldiers in the nearby chambers, but the PCs can traverse this room unmolested. The entry room offers very little in the way of useful information, but a PC who studies the technology and its interface panels can attempt a DC 25 Disable Device check. Success grants the character a +2 bonus on Disable Device and Knowledge (engineering) checks when attempting to manipulate or understand bil'djooli or locathah technology.

**Trap:** With no use for the pool or the refocused gate outside, the bil'djooli have sealed off the only door from the moon pool into the station. Should their commanders find sufficient reason for them to brave the nearby lasiodon, they can bypass the seal, but any creature that touches the door access panel risks an electrical shock and an unpleasantly loud alarm.

## WIRED DOOR TRAP

CR 8

XP 4,800

Type mechanical; Perception DC 25; Disable Device DC 25

### EFFECTS

Trigger touch; Reset manual

Effect shower of sparks (6d6 electricity damage, DC 25 Reflex save for half); multiple targets (all targets in a 15-ft. cone); screeching alarm sound for 1 round alerts everyone on Surface Station Nine.

## B2. RECEIVING ROOM (CR 12)

*The door slides into the wall, opening up to a room lined with shelves and equipment decorated by the occasional flashing light. A central kiosk holds more panels of lights, with one section badly damaged.*

The surface station monitors and partially controls the gate outside the damaged building. When the PCs arrived in the middle of the ocean, the gate attempted to alert a badly damaged system as to their arrival. The bil'djooli stationed here know the gate has attempted communication, but have been unable to determine exactly what the system is trying to communicate.

**Creatures:** Two squid-like creatures with pale blue

tentacles and some sort of armor work at the kiosk, their facial expressions muddled by a glass helmet full of clear liquid. Each stands about seven feet tall on its curled appendages. They each hold a four-foot ceramic rod with curving grooves and colored jewels. The bil'djooli have stationed a squad of four soldiers here to provide an alert for Hegemony forces should off-worlders arrive at the portal. While they use the lasiodon as a first line of defense against intervention, the bil'djooli can't afford surprises now that control of Varen is within their tentacled grasp. Two of the soldiers are puzzling out the station's communications system, trying to determine technology of the gate and here in the receiving room.

## BIL'DJOOLI ELITE SOLDIERS (2)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Development:** If the two soldiers are dispatched quietly, the two soldiers resting in area **B4** make no move to leave their quarters until time to relieve them several hours later. However, the bil'djooli spend most of their workdays trying to master the portal technology, so they expect to hear some amount of tinkering and even cursing (in Bil'djooli). If things are too quiet, the pair becomes suspicious and come to investigate.

The receiving room has a kiosk devoted to control of the errant portal. PCs can repair the damaged section of the kiosk and re-orient the portal to allow arrivals from Pol-Nephar inside Surface Station Nine (the receiving room offers the most room). Once they do so, any travelers from Pol-Nephar arrive on the station rather than suspended in deep freezing water.

**Treasure:** The soldiers wield the powerful technomagical *bil'djooli rods*. Each bil'djooli carries one, allowing the PCs to confiscate them as weapons or to present to the locathahs of Simrukoth. If the PCs acquire 20 of these rods over the course of the adventure and give them to the Emergency Council, the Simrukuul give them an additional 20% of the sale value of the rods toward the purchase of others goods and services in the city. Additionally, they can field an army using these rods to fight against the Hegemony forces in **Part 3**.

## B3. REFUSE ROOM (CR 9)

*This small room has two distinguishing characteristics. First, the odor of rotting trash fills the room. Old rags, oily bits of machine equipment and tools, and mostly-eaten animal carcasses occupy most of the floor space, as if each was simply tossed into the room. Across the compartment another door reveals blackened fluid filling the room beyond. The door is scorched and warped but appears to remain water-tight. None of the equipment or panels in this room shed any light.*





**Creature:** This room appears to be recently used as a garbage dump, but it does hold one helpful surprise—the locathah engineer Strael quietly remains on board the station, confounding the efforts by the bil'djooli to receive communications from the gate or the bil'djooli communications relay (see area G). The brave civilian has fed from the remains of bil'djooli meals and slept in cramped hollows for a few days now.

After the bil'djooli attacked, Strael was dispatched with a security detail from nearby Simrukoth to determine the damage dealt to Surface Station Nine and, if possible, use its portal to go for help in Pol-Nephar. The tentacled invaders detected and attacked his companions, using their corpses to attract the lasiodon outside the gate. Undiscovered, the engineer made for the access pool and hid in the station's flooded chambers. For several days he has subsisted on rations and whatever supplies he could salvage from the submerged part of the station. His hiding places became scarce when the bil'djooli finally jammed the door shut and sealed off the station to prevent it taking on more water and sinking. Lately, he's been able to jam communications between the soldiers and their commanders, and begin the nearly impossible work of reprogramming the portal to allow him to make contact with Pol-Nephar.

Strael exhibits a mixture of resolve and terror, both because he is desperate to save his people, and because he is an unlikely combatant who prefers technology to violence. He is elated to see the PCs, but warns them to be cautious of the bil'djooli guards.

#### STRAEL, LOCATHAH EXPERT

CR 5

XP 1,600

Male locathah expert 6

LN Medium humanoid (aquatic)

**Init** +1; **Senses** low-light vision; Perception +12

#### DEFENSE

AC 15, touch 11, flat-footed 14 (+2 armor, +1 Dex, +2 natural)

hp 36 (8d8)

**Fort** +5, **Ref** +5, **Will** +7

#### OFFENSE

**Speed** 10 ft., swim 60 ft.

**Melee** mwk dagger +5 (1d8/x3)

**Ranged** mwk light crossbow +6 (1d8/19–20)

#### STATISTICS

**Str** 10, **Dex** 12, **Con** 10, **Int** 14, **Wis** 14, **Cha** 11

**Base Atk** +4; **CMB** +4; **CMD** 15

**Feats** Deft Hands, Lightning Reflexes, Skill Focus (craft mechanical), Technologist<sup>TG</sup>

**Skills** Appraise +10, Craft (mechanical) +13, Disable Device +14, Knowledge (arcana) +13, Knowledge (engineering) +13, Perception +12, Profession (engineer) +10, Sleight of Hand +8, Survival +7, Swim +13, Use Magic Device +11

**Languages** Aquan

**SQ** amphibious

**Gear** masterwork dagger, masterwork leather armor, masterwork light crossbow



**Trap:** Before the PCs arrived, Strael had accepted the likelihood of death once the soldiers finally discovered him. To maximize his chances to make it back to the access pool he rigged a trap for those who might wander deep into the refuse room. Once a creature (besides Strael) moves more than 5 feet into the room, a series of taut wires springs, causing a burst of sharp odds and ends to assault the intruders.

## EXPLODING TRASH TRAP

CR 8

XP 4,800

Type mechanical; Perception DC 25; Disable Device DC 20

### EFFECTS

Trigger location; Reset manual

Effect burst of shrapnel (6d6 piercing and slashing damage, DC 25 Reflex save for half); multiple targets (all targets in a 15-ft. cone, firing out of the room).

**Development:** If the PCs gain his trust and all four bil'djooli are captured or killed, Strael offers to accompany them to the last major locathah city, the Coral Capital of Simrukoth. He knows that in Simrukoth, an emergency council marshals the remaining forces of his people in an effort to resist the bil'djooli.

## B4. LIVING AREA (CR 12)

The bil'djooli soldiers commandeered the locker room next to the receiving area outside the access pool. Though substantial air pockets exist in the remainder of the facility, it was taking on water and sinking. The soldiers are aquatic, but submersion risked damaging their limited control of the gate. As a result, two days ago they sealed the far doors in the refuse room and closed off access to the rest of the facility. They live in the locker room, work in the receiving room, and cast their garbage into the antechamber at area B3.

**Creatures:** The bil'djooli are frustrated with their assignment and the station's willful refusal to grant them reliable access to their army's communications relay (they don't know Strael has been hampering their efforts). They do know their companions at area B2 are working to identify an unusual signal. If they hear combat from elsewhere in the station, or if the PCs happen on them here, they hoist their *bil'djooli* rods and attack.

## BIL'DJOOLI ELITE SOLDIERS (2)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Development:** If the soldiers are destroyed before the PCs explore area B3, Strael timidly announces himself and warns the PCs not to approach the trapped refuse room. He asks them to identify themselves and describe where they came from. If the PCs tell him they come from Pol-Nephar, or otherwise convince him their intentions are peaceful, he surrenders as described in area B3.

Once the party defeats the bil'djooli and retakes Surface Station Nine, it's easy to determine that the living coral structure can neither float nor move without significant healing. The station can eventually heal itself, but this process takes several weeks without magical assistance. After healing 100 hit points of damage (note that positive energy only has half its normal effect on Varinian coral), the PCs can stabilize the station and pilot it several miles to Simrukoth with a pair of DC 30 Technomancy checks. Strael can automatically succeed at these checks, if the PCs allow him to navigate the station.





## UNDER THE SEA

*The Depths of Desperation* offers significant combat encounters against powerful foes. Local sea monsters, an aggressive army of evildoers led by a daemon, and a prearranged mythic trial of the PCs' character and cunning are all available in the following pages. Vareen, however, is a large world with more than a few dangerous creatures to trouble extraterrestrial visitors. Should the PCs spend more time exploring Vareen, or if they should need additional experience to face the encounters herein, consider surprising them with one or more of the following encounters to give them an understanding of the brutal short end that awaits inattentive visitors to this ancient world.

D6	CR	ENCOUNTER
1	13	<b>Pair of cameroceras</b> ( <i>Pathfinder Roleplaying Game Bestiary 5</i> )
2	14	<b>A field of 16 Varinian seastars</b> (see page XX)
3	15	<b>Bed of 8 sargassum fiends</b> ( <i>Pathfinder Roleplaying Game Bestiary 3</i> )
4	15	<b>Gang of 4 elder ice elementals</b> ( <i>Pathfinder Roleplaying Game Bestiary 2</i> )
5	16	<b>Bloom of 6 sapphire jellyfish</b> ( <i>Pathfinder Roleplaying Game Bestiary 3</i> )
6	17	<b>Cluster of 3 deep tiger anemones</b> (see page XX)

The best places for these encounters are as the PCs travel to Simrukoth from a surface station or to add atmosphere to their travels between any of the errands the PCs undertake in **Part 2**. Additional adventures on Vareen may also include intelligent races such as karkinoi, deep merfolk, and sahuagin.

## SIMRUKOTH

If the PCs follow Strael's eager guidance, whether swimming or by piloting the sunken Surface Station Nine, they reach the last stronghold of the locathahs within a few hours. The ocean-floor city of Simrukoth acts as diplomatic center for several of the races that dominate Vareen. Most of the city consists of ancient living coral grown to form a complex network of chambers, streets, and tunnels, though the locathahs are able to drain individual rooms and halls to accommodate air-breathers. Outside the city, vast fields of diverse sea plants host their own local wildlife ecologies, essentially self-sufficient farms where predators feast on prey and any discarded flesh supplies the plants and scavengers. High overhead, Surface Station One floats at sea level, connected to the city by a miles-long cable of sturdy chains and tubes. Along this chain, simple cages like crow's nests allow locathah sentries to observe predators and other traffic directly over the city.

Locathahs are normally industrious, if unhurried, in their day to day activities. Before the bil'djooli invasion there were trade agreements to fill and food to gather from incredibly bountiful wildlife, and few other concerns. The Simrukoth military is far from mighty, but it is well-supplied and sufficient to keep aggressive tribes of cecaelias and deep merfolk in check. The uniquely deadly great predators of Vareen pose a major threat, but they avoid defended structures.

Since the sudden occupation of their world by the Hegemony's military forces, the locathah lifestyle and mindset has changed dramatically. Formerly cosmopolitan traders with other planets, the Simrukuul—as inhabitants of Simrukoth are known—now view all aliens with suspicion. They force themselves into polite but terse greetings while trying to maintain focus on tasks that were once less urgent. Most of them resent a turn of events that has them confined to a city of tunnels and round chambers instead of free to swim the open ocean. The locathahs have not dealt with such adversity in a score of generations or longer. The PCs may pick up on these feelings with a successful DC 15 Sense Motive check.

If Strael accompanies the PCs after eliminating all four bil'djooli at Surface Station Nine, he leads them to a chamber just inside the city.

*A sparse entry chamber allows entry into the submerged city. The locathah engineer activates a glowing panel to produce soft pink light from inside the coral walls. Water drains quickly out of the room, even though the large rectangular portal offers no visible means of holding the ocean at bay. Strael turns to speak.*

*"We have air breathers and water breathers, and some who don't seem to breathe at all. Our rooms and halls adapt by operating these panels. If no one already occupies the room, you can drain the water to walk instead of swim, although it's rude to do so unannounced if the room is already occupied.*

*"We must seek the Emergency Council. I will introduce you and tell them about our meeting. From there, perhaps you can bring us some good news."*

Strael programs a water-free path to the bazaar described in the chase details at area C. Observant PCs can memorize the sequence of events well enough they can effectively program a path to include or drain water with a DC 20 Technomancy check. If the PCs ask about the process, Strael reminds them that Simrukoth maintains an all-water environment throughout most of the city, but their current location houses visitors from other worlds who frequently cannot breathe water. He explains that their visitors' quarters and nearby halls can be drained or filled by asking a locathah to access the panels for them (or accessing it themselves, provided they've learned how).

Along the way to meet the Emergency Council, the PCs spot a few visitors from other races, but not many. They pass an open-air bazaar and mezzanine, swim through adjacent hallways, and then arrive at a conference hall guarded





by several stern locathahs bearing tridents or rapiers. Simrukuul they encounter first regard the PCs nervously, but nonaggressive interactions put most of the citizens at ease. A DC 20 Diplomacy check is enough to shift any small group of locathahs to an indifferent attitude.

**Creatures:** Locathah guards normally ensure peace by arresting criminals (almost always non-locathahs) and breaking up fights. Lately the guards are tasked with enforcing curfews and martial law. The city is crowded, as locathah refugees swam in after the first wave of bil'djooli assaults. While other locathahs are confused and afraid, the guards are even more insular, greeting the PCs or other aliens with suspicious glances. The guards are afraid for their people and remain vigilant. None of them consider bending rules or accepting bribes to allow the PCs to skirt curfews or other rules.

## LOCATHAH GUARDS (4 PER PATROL)

CR 3

XP 800 each

Locathah fighter 3

N Medium humanoid (aquatic)

**Init** +3; **Senses** low-light vision; Perception +8

### DEFENSE

**AC** 22, touch 15, flat-footed 19 (+7 armor, +3 Dex, +2 natural)

**hp** 38 (2d8+3d10+13)

**Fort** +8, **Ref** +5, **Will** +4

### OFFENSE

**Speed** 10 ft., swim 60 ft.

**Melee** longspear +7 (1d8+3/x3)

**Ranged** light crossbow +8 (1d8/19–20)

### STATISTICS

**Str** 14, **Dex** 16, **Con** 14, **Int** 12, **Wis** 14, **Cha** 8

**Base Atk** +4; **CMB** +6; **CMD** 18

**Feats** Combat Reflexes, Furious Focus<sup>APG</sup>, Power Attack, Weapon Focus (longspear)

**Skills** Craft (any one) +6, Escape Artist +5, Perception +8, Survival +9, Swim +10; **Racial Modifiers** +8 Swim

**Languages** Aquan

**SQ** amphibious

**Combat Gear** oil of magic weapon, potion of cure moderate wounds, potion of slipstream<sup>APG</sup>; **Other Gear** +1 breastplate, masterwork longspear, masterwork light crossbow (20 bolts), daggers (2)

**Development:** The current state of affairs in Simrukoth has the locathahs on high alert, but the local guards accept the PCs if they gain the Emergency Council's approval after the assassination attempt described in area C below. As the party accomplishes objectives in **Part 2** to help defend their capitol, the locals gradually trust the PCs more and see them as leaders and saviors.



# SURFACE STATION NINE

5ft





## SIMRUKOTH

In *The Depths of Desperation*, the PCs spend significant time in or near the ocean floor city of Simrukoth—the last and largest stronghold of the locathah people. As they recruit allies and hamper their enemies, the PCs may spend time among the locathahs to learn their culture and gauge their resources. Given the current state of siege and curfew enforcement, the current statistics for the city are as follows.

### SIMRUKOTH

NG large city

**Corruption** +0; **Crime** +1; **Economy** +4; **Law** +1;  
**Lore** +1; **Society** +8

**Qualities** academic, holy site, prosperous, strategic location, tourist attraction

**Danger** +10

### DEMOGRAPHICS

**Government** council

**Population** 19,400 (16,885 locathahs; 600 tritons; 380 chardas; 192 aquatic elves; 1,343 other)

### NOTABLE NPCs

**Emergency Councilmember** Claiglool  
(NG locathah expert 9)

**Emergency Councilmember**  
Ruushka (LN triton fighter 8)

**Emergency Councilmember** Gomyeit  
(CN charda barbarian 6)

### MARKETPLACE

**Base Value** 14,000 gp; **Purchase Limit**  
60,000 gp; **Spellcasting** 8th

**Minor Items** 4d4; **Medium Items** 3d4;  
**Major Items** 2d4



Most of the members of the Emergency Council are locathahs from Vareen or settlements varying distances away. Two (the triton queen Ruushka and the charda chieftain Gomyeit) hail from distant communities of other races and seek to stop the Hegemony assault before the bil'djooli reach them. All tell of the swift spread of the enemy, and the thousands upon thousands of slave klaven being produced in an effort to completely dominate the planet.

The Council listens first to Strael's story about meeting the PCs. If he knows the PCs defeated the bil'djooli soldiers or the lasiodon, he relays that to the leaders as well, embellishing their exploits a bit. He ends with the admission he did not see them come through the portal outside Surface Station Nine, but that they bring the hope of allies from beyond Vareen.

Still somewhat in shock at their way of life nearing extinction after only a few weeks, the Council apparently mistrusts hope. Gomyeit scoffs that the air-breathers are likely softer even than the locathahs. Ruushka reminds the council that the PCs could be spies or foils planted by the bil'djooli, who thus far have demonstrated a lack of sportsmanship in war. When the questions turn to bickering among the council, one of the locathahs, an old frail fish with greying scales named Claiglool, conveys the council's hesitation.

*The locathah that stands on his shaky legs is very old, with pale grey scales and shriveled fingers. "I am Claiglool, the chief historian of Simrukoth. Our need is dire, but we dare not lean on ancient prophecy or the kindness of strangers in this black hour. We are a peaceful people at war: outmatched, outnumbered, and unused to the savagery visited on us the last weeks. Please, tell us how it is you came to help us."*

The PCs can relay anything they wish, but at this point they cannot wholly convince the Emergency Council of their good intentions, nor can they convince the Emergency Council to direct them to the ruins that contains their portal home. If the PCs insist that the Accord is coming to provide military insistence, most of the council members shake their heads, believing that any aid would come too late.

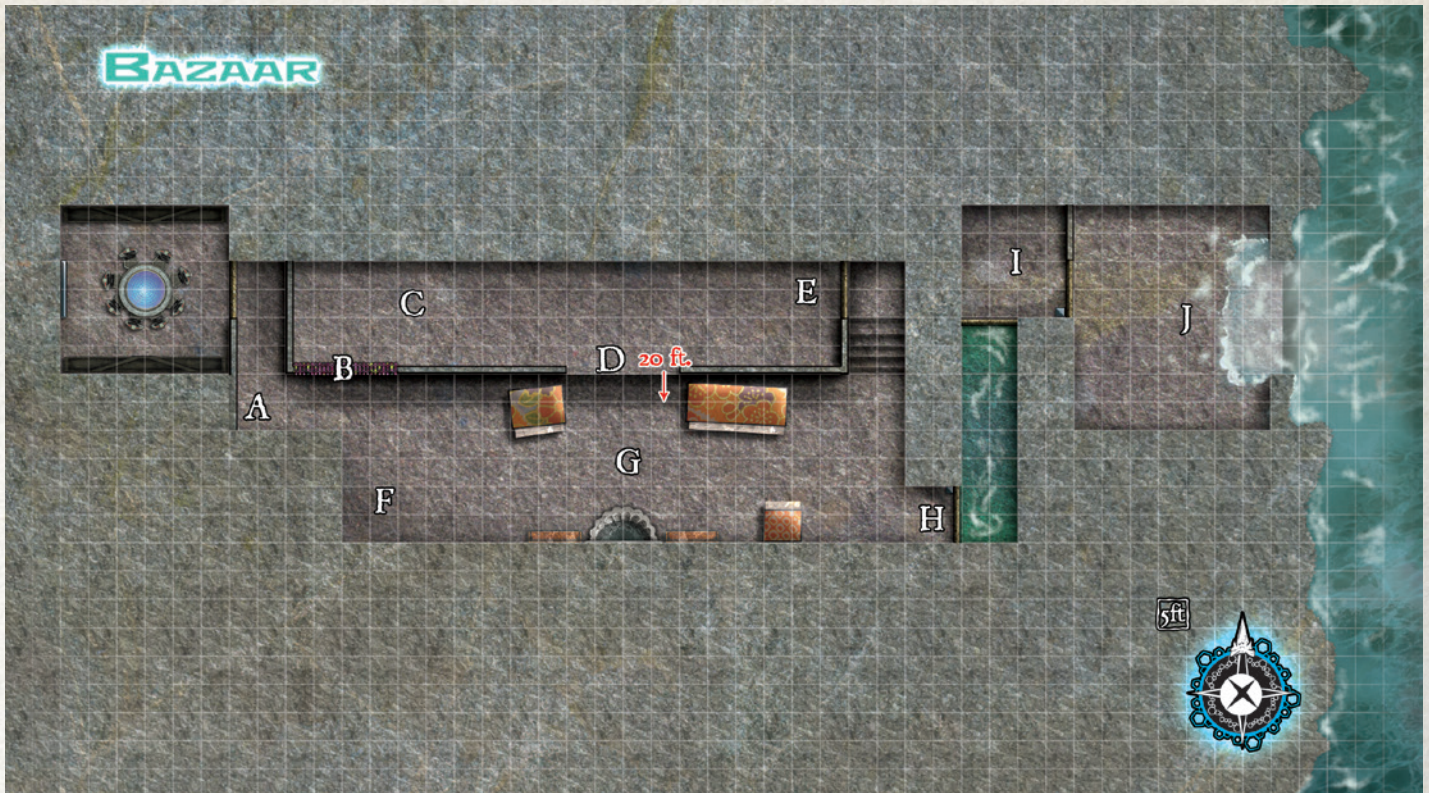
**Creatures:** The chamber includes the entirety of the Emergency Council, including the two non-locathah representatives. Each locathah wields expertise in a unique field. Claiglool is a historian, Cerpadt an engineer, Meirwatt a communicator and linguist, Razioq an occultist, Sshultaq a naturalist, and Wirtaem a peace officer. Each is more or less identical in combat, being primarily academics; even Wirtaem is more of a civilian administrator than a warrior. All have the combat statistics of ordinary locathahs, but with Intelligence and Wisdom scores of 17.

## MEETING THE EMERGENCY COUNCIL

*Amid the suspicious glances of a hundred of the native fish-people, Strael leads a procession through air-and water-filled tunnels until several guards join the entourage and clear a wider path. Eventually the jaunt leads to a chill chamber of desks and seats, each desk bearing a conch shell with unique insignia and an hourglass. Five of the creatures are locathahs of various ages and builds, though all possess stern, wise eyes. Two of the creatures are not locathahs. The first is a humanoid woman with dark blue skin. She has no hair and wears sharkskin armor decorated with tarnished bronze rings. The other creature is much shorter with a blue-black body that appears comprised of bony plates. Several guards bearing rapiers hang about the edges of the room, their gazes vigilant.*

*The gathering quiets itself before appraising the battered engineer Strael, who begins to speak in a fluid rhythmic tongue.*





The two non-locathahs belong to nations with a stronger military component, and the charda Gomyeit serves an aggressive race with compulsory military service. Gomyeit and Ruushka view the locathahs as dangerously vulnerable, but their respective commanders see the locathahs' survival as essential if the individual pockets of resistance are to throw off the invasion. Their primary mission is to advise the locathahs while yielding command to their hosts. They each have a unit of their races' elite warriors to defend Simrukoth and maximize casualties to the bil'djooli; these armies are currently quartered in Simrukoth and are deployed in **Part 3**.

**Development:** While the locathahs are aware of the ancient ruin left by the Patrons (the haunted region called Dressfa), and local monstrous threats, they are unaware of their place in the Patron's plans as a seed race left behind to develop thousands of years ago. That the bil'djooli want their planet and water is apparent, but they do not know that the true objective of the invasion—Principality seizure of the dormant portals and genetic secrets of the Patrons—lies within their borders.

Claigllood and a few other locathahs are aware of a prophecy handed down for hundreds of generations. This pronouncement states that Varen's forefathers prepared the way for salvation at a time when the seas boil and every swimming thing faces annihilation. This ancient fable was merely mythology to most locathahs, until the bil'djooli showed up firing rays of flame and lightning from their rods. Locathahs who know of the prophecy adopt the PCs as their saviors very quickly once they begin to trust them.

## C. BAZAAR CHASE (CR 16)

The PCs' conversation with the Emergency Council almost certainly includes information that the Accord is coming to provide assistance. At this point, spies stationed around the room attack.

**Creatures:** A team of eight hetzuud slayers have infiltrated the war council, posing as guards they murdered days before. Their assignment is to provide intelligence to Navarch Kil'quinng, but the locathah leadership guards its information closely. The lack of useful information infuriates Kil'quinng, so the hetzuud are desperate to provide her some good news, even if it means taking extreme risks. The hetzuud determine to attack while the PCs are present, sowing confusion among the surviving leaders and dispatching at least some of the PCs before fleeing. However, their primary objective is to bring news of the locathahs' new allies to their navarch. The hetzuud trust their ability to escape in the event of capture, as they don't believe the locathahs have the stomach to execute them outright.



## HETZUUD SLAYERS (8)

CR 10

XP 9,600 each

Hetzuud slayer 8

NE Medium ooze

**Init** +3; **Senses** blindsight 60 ft., low-light vision, Perception +14

### DEFENSE

**AC** 25, touch 14, flat-footed 21 (+5 armor, +3 Dex, +1 haste, +4 natural, +2 shield)

**hp** 86 (8d10+4d8+24)

**Fort** +10, **Ref** +12, **Will** +5 (+2 vs. mind-reading spells and effects)

**Immune** ooze traits

### OFFENSE

**Speed** 40 ft., swim 90 ft.

**Melee** +1 rapier +19/+19/+14/+9 (1d6+7/18-20 plus poison) or slam +19/+19 (1d4+9)

**Ranged** mwk dagger +17 (1d4+6, 19-20)

**Special Attacks** merge, poison use, sneak attack +2d6, slowing strike (DC 17), studied target +2

### TACTICS

**Before Combat** The hetzuud have applied deathblade poison to their rapiers and used their change shape ability to pose as locathah guards (these changes are reflected in the statistics block). They attempt to drink their *potions of haste* surreptitiously before combat.

**During Combat** The hetzuud attack in pairs, each pair choosing the same two targets for their studied target ability. Knowing their escape plan, they specifically target arcane casters to limit the likelihood their enemy can use dimensional travel to get ahead of them.

**Morale** The hetzuud think themselves superior combatants, and ultimately believe they will be killed if they don't cripple the PCs and get news of their arrival to the Hegemony. If the combat turns against them, they flee in pairs to cover the retreat of those already in flight. The hetzuud have an agreement that any of them who survive will ask the navarch for the resurrection of their deceased comrades.

**Base Statistics** Without their potions of haste, these assassins have **AC** 25, touch 14, flat-footed 21; **Ref** +11; **Speed** 10 ft., swim 60 ft.; **Melee** +1 rapier +18/+13/+8 (1d6+7, 18-20 plus poison) or slam +18 (1d4+9); **Ranged** mwk daggers +16 (1d4+6, 19-20); **CMD** 31

### STATISTICS

**Str** 22, **Dex** 18, **Con** 12, **Int** 13, **Wis** 14, **Cha** 16

**Base Atk** +11; **CMB** +17; **CMD** 32 (can't be tripped)

**Feats** Ability Focus (slowing strike), Combat Expertise, Great Fortitude, Skill Focus (Acrobatics), Toughness, Weapon Focus (slam)

**Skills** Acrobatics +27, Bluff +22 (+26 when using change shape ability), Climb +12, Disguise +22 (+32 when using change shape ability), Intimidate +12, Knowledge (geography) +8, Perception +14, Stealth +20, Survival +12 (+15 when following tracks), Swim

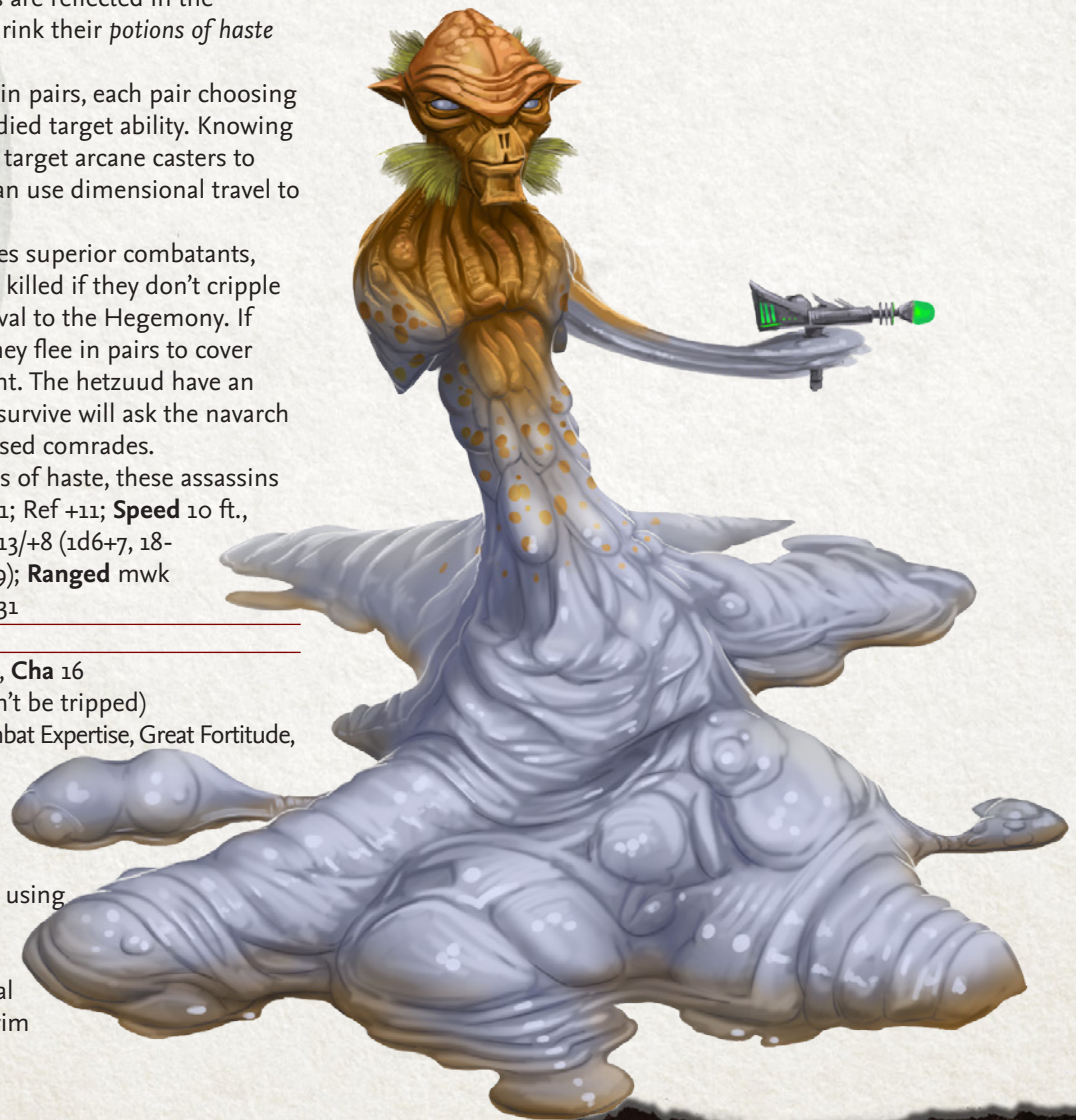
+13; **Racial Modifiers** +4 Bluff, +4 Disguise, +4 Stealth

**Languages** Common, Hetzuud (tactile), Ultari  
**SQ** change shape (alter self), compression, fast stealth, foil scrutiny, internal storage, mimic object, perfect copy, stalker, track +4

**Combat Gear** deathblade poison (applied to rapier), *potion of cure serious wounds*, *potion of haste*; **Other Gear** +2 studded leather, +1 buckler, +1 rapier, masterwork daggers (3)

### SPECIAL ABILITIES

**Internal Storage (Ex)** A hetzuud can secrete and carry equipment inside itself, but can only store items smaller than the hetzuud's current form (assumed or natural) with a total weight less than or equal to the hetzuud's light load. If a hetzuud spends a full-round action when using its change shape ability, it can don armor or clothing stored inside it, or ready up to two weapons or other items. A hetzuud can retrieve any item stored inside itself as a swift action without provoking an attack of opportunity.





**Merge (Ex)** In its natural form, an adjacent hetzuud can merge with another willing hetzuud as a full-round action without provoking an attack of opportunity. Up to four hetzuud can merge in this fashion, thereby creating a hetzuud amalgam. Hetzuud within an amalgam remain in constant communication with one another and can coordinate their actions to greater effect while joined, immediately gaining Improved Initiative as a bonus feat (and increasing their current initiative result by +4 if already engaged in battle). All hetzuud within an amalgam can continue making their own independent actions, manifesting pseudopods to make slam attacks and wielding any manufactured weapons, magic items, or other gear as normal. If a merged hetzuud leaves a square adjacent to the amalgam, it must spend another full-round action to do so and loses all benefits of the amalgam. A successful sunder combat maneuver dealing at least 1 hit point of damage per Hit Die of an amalgam's constituent members can forcibly separate a single hetzuud from an amalgam (determined randomly). An amalgam provides the following additional effects to all its members:

- **Collaborative Resistance:** When making saving throws against individually targeted effects, a hetzuud amalgam uses the highest saving throw modifier of any hetzuud in the amalgam.
- **Conjoined Combat:** Two or more hetzuud within an amalgam may initiate their attacks against the same foe, and they are considered to be flanking that foe as if they were in two opposite squares. In addition, as a standard action any hetzuud in an amalgam may contribute an aid another action to grant a cumulative +2 bonus on another member's next attack roll regardless of their positioning within the amalgam.
- **Distributed Wounds:** Hetzuud within an amalgam split all hit point damage equally by sharing it among themselves.
- **Pliable Transposition:** As a move action, any hetzuud within an amalgam may swap places with another member of the amalgam to occupy a different square within the amalgam.
- **Size Increase:** Each individually conjoined hetzuud gains a +2 size bonus to Strength, a -2 size penalty to Dexterity, and a -1 penalty on attack rolls and AC. The hetzuud also receive a natural reach of 10 feet and increase their slam attack damage to 1d8.

**Mimic Object (Ex)** As a standard action, a hetzuud can assume the shape of any inanimate object of the same size category, such as an armchair, bulky chest, door, or statue. The hetzuud cannot substantially alter its size, unless merged with more its kind (see above). A hetzuud gains a +10 racial bonus on Disguise checks when imitating an object in this manner.

**Perfect Copy (Su)** When a hetzuud uses change shape, it can assume the appearance of specific individuals. In addition, Bluff and Disguise are always class skills for a hetzuud.

**Development:** Unless the PCs eliminate the hetzuud immediately, they break off in twos to make their escape or cover those who left before them. Each pair of hetzuud that abandons the fight follows the same basic path to the sea window at location (i), but to increase the likelihood of a successful mission, each pair splits up at location (b) with one climbing and one taking the lower level. The assassins have a rehearsed plan for egress and follow it as described in the chase events below. Pursuit of the assassins kicks off a chase scene with a number of events that determine whether the PCs catch the assailants before they escape Simrukoth. The following events and hazards are keyed to the chase diagram.

The bazaar is currently filled with air, not water, so all creatures must walk rather than swim.

(a) **Grenades:** The first assassins to flee activate a special cache of grenades they previously concealed behind a wall panel in the bend leaving the council chamber, 30 feet away from the chamber exit. They can reveal and trigger these grenades as a move action. At the end of the second round after they are triggered, the grenades explode, dealing a total of 12d6 points of damage (4d6 bludgeoning, 4d6 piercing, and 4d6 slashing) to everything within 10 feet. A successful DC 15 Reflex save halves this damage.

(b) **Terrace:** In this location, a crowded street stretches away from the council chambers and toward the outer walls of Simrukoth. If any assassins are out of sight of the PCs when they enter this area, they take a standard action to disguise themselves as ordinary locathahs in order to flee more easily through the crowd; a successful DC 20 Perception or Sense Motive check is required to spot the disguised assassins hurrying through the crowd.

Movement through the crowd is restricted as if by difficult terrain. PCs can thin the crowd with a DC 30 Intimidate check and take move actions normally, but can't run or charge. The terrace has sufficient room for Huge or smaller PCs to fly over the crowd if they can.

There's also a lattice frame with ivy growing up the wall where the PCs emerge from location (a) above. If the grenades have detonated when the PCs reach this location, the lattice work is damaged, breaking under the weight of a Large or larger creature and unusable thereafter. A PC can climb the wall with a DC 20 Climb check and reach a less crowded mezzanine, where movement is not restricted. If the frame is damaged, the DC of the Climb check increases to 25. Most of the upper level has a solid wall, but the center section is open-air and creatures in either section can see into the other.

The next several elements of the chase are divided between the upper level of the terrace (locations [c], [d], and [e]) and the lower level (locations [f], [g], and [h]).

(c) **They Went That Way:** If more than one group of assassins flees ahead of the party, the latest one waits here, disguised as a locathah beggar. The "beggar" points in the direction of the chase and claims to have seen the alien attackers. With a DC 32 Sense Motive check, a PC can determine that the beggar's claim is insincere.





If the PCs move past the beggar in pursuit of their quarry, it changes back to the appearance of a locathah guard and pursues the PCs, waiting for the actual locathah guards at location (e) and using its studied strike ability before moving to flank a PC.

(d) *The Leap*: Midway through the upper corridor, a broad opening with no ledge or rail occurs in the wall, making visibility to and from the lower level possible. The height of the mezzanine is 20 feet. A PC or hetzuud can jump from one level to another with a successful Acrobatics check (DC 80 to jump up from the lower level to the higher, or DC 20 to jump down without injury). If the hetzuud at location (c) has no pursuers to fight or follow, it attacks PCs on the lower level by throwing daggers then jumps down to engage them. The existence of the mezzanine ledge and locathah civilians in the area combine to provide cover against any ranged attacks between levels.

(e) *"Halt!"*: Posing as a guard, the first hetzuud to flee across the mezzanine cries alarm and asks the first genuine locathah guards it encounters to find the alien attackers and arrest them. It then continues its flight to the sea window. When any non-locathahs rush through this area, two locathah guards blow loud whistles and demand the PCs stop for questioning. The PCs can enlist the guards in the chase or refer them to the Simrukuul council with a DC 22 Diplomacy check. They take a –10 penalty on this check if they refuse to stop moving during the exchange. If the PCs fail at this check, the locathahs threaten violence. The whistle brings an additional 1d4 locathahs each round for three rounds.

### LOCATHAHS (2+)

CR 1/2

XP 200 each

hp 9 each (*Pathfinder Roleplaying Game Bestiary*)

(f) *Mass Panic*: Unfortunately for the PCs, the locathah residents of the city live in constant fear of attack from alien threats, and the hetzuud are counting on a panic response. The presence of the PCs rushing into the bazaar after the grenades explode incites a panic. The crowds at the bazaar move away from the PCs, some cowering in terror, some trampling their peers. The bazaar ahead is dry, so most locathahs move slowly, creating an almost impenetrable barrier of locathah bodies. If the PCs don't find a way to calm the crowd, dozens of locathahs suffer injuries during the panic, and angry citizens in the crowd deal 2d6 hp damage to the PCs each round the PCs are in the shaded portion of the bazaar on the bazaar map (treat as a swarm attack).

(g) *Bizarre Bazaar*: While the PCs make their way through the bazaar, the first two hetzuud attempt to make their escape while any other assassins move to intercept the PCs here, allowing their companions to escape.

(h) *Door Panel*: The door to the hallway outside of the bazaar is currently closed because the hallway is full of water. The doors are programmed to maintain a chamber's state of empty or flooded until it's no longer occupied, but a PC can override this rule and empty the chamber immediately with a DC 30 Technomancy check. Overriding the system to



open the door without emptying it requires an additional DC 40 Technomancy check, but doing so floods the bazaar and adds to the chaos. The hetzuud have no gift for alien technology, but they know how to command the hallway to empty, so they remain in this room until the hall drains and the opposite door opens.

(i) *Antechamber*: Unless they have an easy access to the water window in location (j), the hetzuud spies make their last stand here, sending two of their number into the room beyond, while the rest form a line and disrupt any effort by the PCs to follow them.

(j) *Water Window*: The first hetzuud escape into a chamber similar to the one the PCs entered with Strael. A large window magically holds the seawater outside the chamber, forcing the assassins to run to the window and flee the city. If multiple hetzuud reach this room before the PCs, they depart separately to increase the chances that one successfully warns the Hegemony.

**Development**: Disguised as locathah guards, the assassins have significantly less trouble fleeing through a crowded bazaar or flooded tunnel. Including stepping into the hallway after the bazaar and locking the door by filling it with water, it takes ten total rounds for each hetzuud to traverse the chase sequence on the bottom level (the second escapee takes the lattice and ascends to the mezzanine to wait for pursuit). This schedule assumes the assassins benefit from their *potions of haste*; their time is substantially increased otherwise.

If any hetzuud make it to open water and get away, they inform the bil'djooli commanders of the PCs' involvement and the discussions of the Emergency Council. Although the bil'djooli don't immediately respond to the PCs' involvement, they are more likely to recommend direct action against the PCs sooner (see the **Assassination Attempts** event in **Part 2**).

### ONE ACCORD

By defending the Emergency Council from assassins and chasing the spies, the PCs earn considerable trust from the citizens and leaders of Simrukoth. If the Council endures less than two casualties and most of the hetzuud are captured or killed, the Emergency Council regards the PCs with a friendly attitude and asks their help to bolster their defenses or harry the bil'djooli in exchange for whatever help the party desires. If no Council members died and no hetzuud escape, the Council responds to the PCs with eager helpfulness. They still show concern for their people, but trust the party's input regarding the invasion and any strategy to defend the city.

Regardless of how enthusiastically the locathahs respond to the PCs, they hold a small ceremony acknowledging each PC as a defender of the Simrukuul. The council's legal authority, Wirtaem, announces them allies in the fight against the bil'djooli, sent from across the stars to help push off their oppressors. After the brief ceremony, they invite the PCs to a council meeting to plan the defenses of the city

against inevitable attack, advancing the party to **Part 2**.

**Development**: If Strael is alive, he aids the PCs in their relations with the Emergency Council. Although the engineer has no formal position, he offers supportive comments, reminding the Council the PCs volunteered to investigate from another world, or praising the PCs for rooting out spies and countering the assassination plot.

Perhaps more importantly, Strael offers to take a team of locathah engineers back to the gate to Argosa and repair it. If the PCs succeed in dispatching the hetzuud without the Emergency Council sustaining any casualties, the Emergency Council also commissions Strael to seek aid from Argosa; in this case, the divymm army listed among locathah forces in **Part 3** arrives in time to defend Simrukoth from the final bil'djooli attack.

**Treasure**: If the Emergency Council has a friendly disposition toward the PCs, each PC receives a small conch shell brooch suitable for armor or cloaks. Although the Emergency Council believes these tokens to be merely honorary, the tokens mystically interact with the PCs' mythic natures, adding a +2 bonus to the result of any mythic surge die the wearer uses while on Varen.

## PART 2: FOUR LEAGUES UNDER THE SEA

The second part of *The Depths of Desperation* offers the PCs opportunities to strengthen the locathahs of Simrukoth or weaken the armies of the bil'djooli. As with some of the events in **Part 1**, each errand accomplished by the PCs on the locathahs' behalf influences the mass combat scene in **Part 3**. Some of the objectives work in the Hegemony's favor if the PCs avoid or fail in their pursuit.

This section begins with a gathering of the Emergency Council. The council explains that the Hegemony's armies will reach their doorstep in a few days' time. Read or summarize the following scene.

*A smaller audience chamber features a well set into the center of the pink stone floor. A cool mist fills the room. A pair of armed locathah guards stands at opposite ends of the well, which features a map of the ocean floor. The larger city of Simrukoth and several outlying settlements are clearly visible, as is a tall mountain range, a deep crevasse, and the apparition of a damaged building floating at eye level. An immense shadow looms over the bottom of map not far from the floating building.*

*Above the map, the elder Claigloul takes a position next to the other council members. The council members Gomyeit and Ruushka wait at attention while the old locathah speaks to you. "We are grateful for your efforts against the bil'djooli and on our behalf. If we are to accept your aid in the coming attack, we must rely on you to help us prepare for war. We are not an aggressive people, and even if many of us are wary, we realize we have not mounted an effective resistance thus far."*





The historian turns to Gomyeit and Ruushka, and the shorter spiked creature gestures to his triton companion and speaks. “We have learned that armies approach from all sides. Some places have fared better against the aggressors, but every corner of Vareen is taxed by their presence. Our own people send the few troops they can spare to defend the Simrukuul, but we are in dire need of aid. In three days’ time—four at the most—the armies of the enemy will converge from the north, east, and south and lay siege to the greatest city that remains free of the invasion. We have until this time to find allies or hinder their progress while our troops drill in preparation for war.”

The Emergency Council has identified the following missions as potentially helpful to the defense of Simrukuul. Although the Emergency Council doesn’t outright ask the PCs to attempt these missions, it should be clear to the PCs that their assistance is the best chance of success at any of them. These missions provide the substance of **Part 2**, and the PCs should feel free to attempt these missions in any order.

- **Ruins of Dressfa:** A haunted place apparently older than aquatic civilizations on Vareen, Dressfa is a mysterious, haunted ruin. The site seems to have some strategic importance to the Hegemony, as they sent a force there shortly after arriving. However, this force hasn’t been seen since. The site also likely has special importance to the PCs, as they know an older ruin on Vareen contains several gates, including one that leads them home. If the PCs offer to explore the ruins, the locathahs agree with obvious discomfort; the site is considered both sacred and haunted. Nevertheless, Claiglool explains what he knows about the site to prepare the PCs for the journey. See area **D**.
- **Rescue at Surface Station Six:** The damaged building indicated on the map is Surface Station Six, a locathah surface station similar in appearance and function to Surface Station Nine. The Hegemony captured this station and convert



captured prisoners into mindless soldier-slaves. The locathahs have learned that the cruel commander of this experimentation and recruitment is a jagladine mad scientist named Vrailjan. The Emergency Council seeks agents to rescue the slaves, kill Vrailjan, and scuttle the station. See area E.

- **With the Giants:** The locathahs of Simrukoth are in desperate need of every ally they can recruit, and suggest that diplomatic PCs attempt to recruit the local ocean giants to the defense of Simrukoth. See area F.
- **Communications Relay:** The Emergency Council knows that the Hegemony has established a small communications relay station on a nearby ridge. Destroying this relay seems likely to hamper the Hegemony's military intelligence. See area G.
- **Command Denied:** The Emergency Council speculates that a good way to cause chaos among the Hegemony forces is to strike at one of their local command groups. See area H.
- **Friends, Not Food:** Two powerful monsters lurk in the area near Simrukoth, a sea serpent named Land-eater and an enormous mantis shrimp named Reefhammer. Although the Emergency Council doesn't immediately think about conscripting these leviathans to their cause, they encourage the idea if the PCs suggest using local flora or hear about them from another source. See area I.
- **The Last Bardezite:** The field of death and bone outside of Simrukoth is a topic the locathahs avoid; they do not initially volunteer information about this mission. If the PCs press for other options, or if the situation looks extremely desperate, the Emergency Council might recommend petitioning the fearsome entity in this location for aid. See area J.
- **The Best Defense:** After the PCs return from their first mission, whether they are successful or not, triton spies provide vital information allowing the PCs to make a lightning strike against Hegemony forces. See area K.
- **Assassination Attempts:** The Hegemony forces do not idly stand by while the PCs demolish their preparations; use the **Timed Event** below to represent Kil'quinng's response to the PCs' successes.

**Development:** An astute character notes with a DC 25 Perception check that the shadow near Surface Station Six resembles a smooth oval, as if from an artificial structure floating higher in the water past the damaged station. This represents the bil'djooli mother ship, though the locathahs omit its presence from the conversation. In their minds, the ship is a worry for another day, and the PCs should focus

on facts vital to the urgent missions they've presented. The *Subjugator* figures largely into **Part 3**, once the mass combat begins to wind down.

## TIMED EVENT: ASSASSINATION ATTEMPTS (CR 15 OR CR 19)

The highest-ranking bil'djooli soldier on Vareen is the navarch Kil'quinng. Having served in countless invasions and pogroms over the last few centuries, she maintains a tight hold on the information that flows into the *Subjugator* from the central communications relay at area G. She shares information with the daemon Xatmaos, an advisor who assisted the Hegemony in their original effort to conquer the galaxy.

Whenever the PCs encounter bil'djooli soldiers in **Part 2**, the soldiers report the PCs' threat to the communications relay robot (see area G), who then relays the information to Kil'quinng. The first time Kil'quinng receives word of the PCs' intervention, she assigns sensors from the mother ship to find and track the PCs. Treat this as a technomagical *greater scrying* effect (so it can be detected and dispelled normally or with a DC 24 Technomancy check).

If the PCs immediately reveal themselves as a significant threat, make another successful strike against the Hegemony forces while being scryed upon, or succeed on another mission where they encounter and defeat bil'djooli, Kil'quinng dispatches a special troop of soldiers to assassinate the PCs. The bil'djooli hunter-killers track the PCs based on the intelligence the navarch already has, arriving at their next objective and inserting themselves into the encounter to ambush them. If the PCs defeat another bil'djooli encounter after surviving the hunter-killers, Xatmaos comes to deal with the PCs in person, teleporting to their location to attack (see area L2).

### BIL'DJOOL HUNTER-KILLERS (2)

CR 13

XP 25,600 each

Bil'djooli unchained rogue<sup>PU</sup> 7 (*Pathfinder Roleplaying Game*: *Pathfinder Unchained*, and see page 63)

LE Medium aberration (aquatic)

**Init** +12; **Senses** darkvision 60 ft., low-light vision; Perception +18

#### DEFENSE

**AC** 26, touch 18, flat-footed 18 (+4 armor, +8 Dex, +4 natural)

**hp** 141 each (8d8+7d6+81)

**Fort** +11, **Ref** +15, **Will** +12

**Defensive Abilities** danger sense +2, evasion, resiliency, uncanny dodge; **Resist** cold 10

**Weakness** vulnerability to toxins

#### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** +1 bil'djooli rod +18/+13/+8 (1d10+8/19-20 plus 1d6 energy) and 2 +1 slams +15 (1d4+4), or 4 +1 slams +20 (1d4+6)

**Ranged** +1 bil'djooli rod +21/+16/+11 (4d6+1/19-20 energy)

**Special Attacks** contamination (DC 19), debilitating injury, side shot, sneak attack +4d6



## TACTICS

**Before Combat** Bil'djooli hunter-killers make Stealth checks to surround the PCs and close on them. They work to accomplish sneak attacks and fire from cover or concealment.

**During Combat** The hunter-killers maximize their sneak attack ability from range, then work to flank opponents in melee. They use their side shot ability to add additional sneak attack damage whenever possible.

**Morale** A bil'djooli with 25 or fewer hit points withdraws. Escaped hunter-killers return to the navarch to report on their attack and receiving healing for further engagements.

## STATISTICS

**Str** 20, **Dex** 26, **Con** 20, **Int** 11, **Wis** 18, **Cha** 12

**Base Atk** +11; **CMB** +16; **CMD** 34 (can't be tripped)

**Feats** Great Fortitude, Improved Critical (*bil'djooli rod*), Improved Initiative, Point Blank Shot, Power Attack<sup>B</sup>, Precise Shot, Rapid Shot, Skill Focus (Stealth), Weapon Focus (*bil'djooli rod*)

**Skills** Acrobatics +22, Climb +12, Disable Device +20, Intimidate +12, Knowledge (local) +8, Perception +18, Stealth +27 (+31 in deep water), Survival +20, Swim +24, Use Magic Device +16,

**Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** finesse training (natural weapons), interstellar, rogue's edge (Survival), rogue talents (combat trick, terrain mastery: oceans +2, resiliency), trapfinding

**Combat Gear** *potions of cure serious wounds* (3), *potions of displacement*

**Other Gear** +1 *bil'djooli rod*, *amulet of mighty fists* +1, *bil'djooli armor*

**Development:** Kil'quinng doesn't stop with this single assassination attempt. If the PCs survive the hunter-killer attack and then succeed at another strike against the bil'djooli during **Part 2**, Kil'quinng realizes the true danger the PCs represent. In this case, Xatmaos comes to deal with the PCs in person, teleporting to their location to attack (see area **L2**).

## D. RUINS OF DRESSFA

One of the PCs' primary objectives should be the exploration of the ancient ruins left behind when the Patrons abandoned Varen long ago. The PCs may rightly suspect that the ancient runes hold answers they alone could understand. However, the Ruins of Dressfa are much more than an old structure with vital clues. The Patrons left behind a deadly test that constitutes a mythic trial for the PCs, bringing them closer to their spiritual ancestors and finally revealing the way home.

The locathahs can only offer limited information about the ruins, but the historian Claigloul offers what he knows. Claigloul explains that the ruins were thought haunted for dozens of generations and universally avoided by Varen's native races. However, reports say the Hegemony invaders were only on the planet for a few days before they sent a massive force there. Whatever lay waiting at Dressfa was obviously very important to them. The Hegemony forces

haven't been seen again; regardless whether they were defeated or disappeared, the incident has only fueled locathah speculation that the site is haunted.

The idea of exploring Dressfa makes the Emergency Council uncomfortable; the dark ocean is full of tangible nightmares that devour entire hunting parties, but the ghosts of Dressfa still daunt the most rational Varinian. If the party wants to visit the site and find what the bil'djooli were after, Claigloul offers them directions and promises the council will continue preparations while they await the PCs' return.

The PCs can question other locathahs or search electronic files to make a DC 20 Knowledge (history) or Knowledge (local) check. Success reveals that Dressfa is rumored to have been inhabited by godlike beings when there were still continents above the waves. With a check result of 25 or higher, the PCs learn that the legends maintain these benevolent entities built Dressfa on the ocean floor, despite being air breathers and land dwellers, as though they foresaw the flooding of the planet long before it occurred. With a check result of 30 or more, the PCs learn that the ancient race left behind secrets for those who proved worthy, and that a small band of "sleepers" remain to defend the site (the sleepers are the loran mystics currently inhabiting the ruins).

Dressfa is days away from Simrukoth as the shark swims, and the Council bids the PCs use magic or advanced technology to reach the ruins immediately if they resolve to go. The following encounters are keyed to the map of Dressfa and the ocean floor nearby.

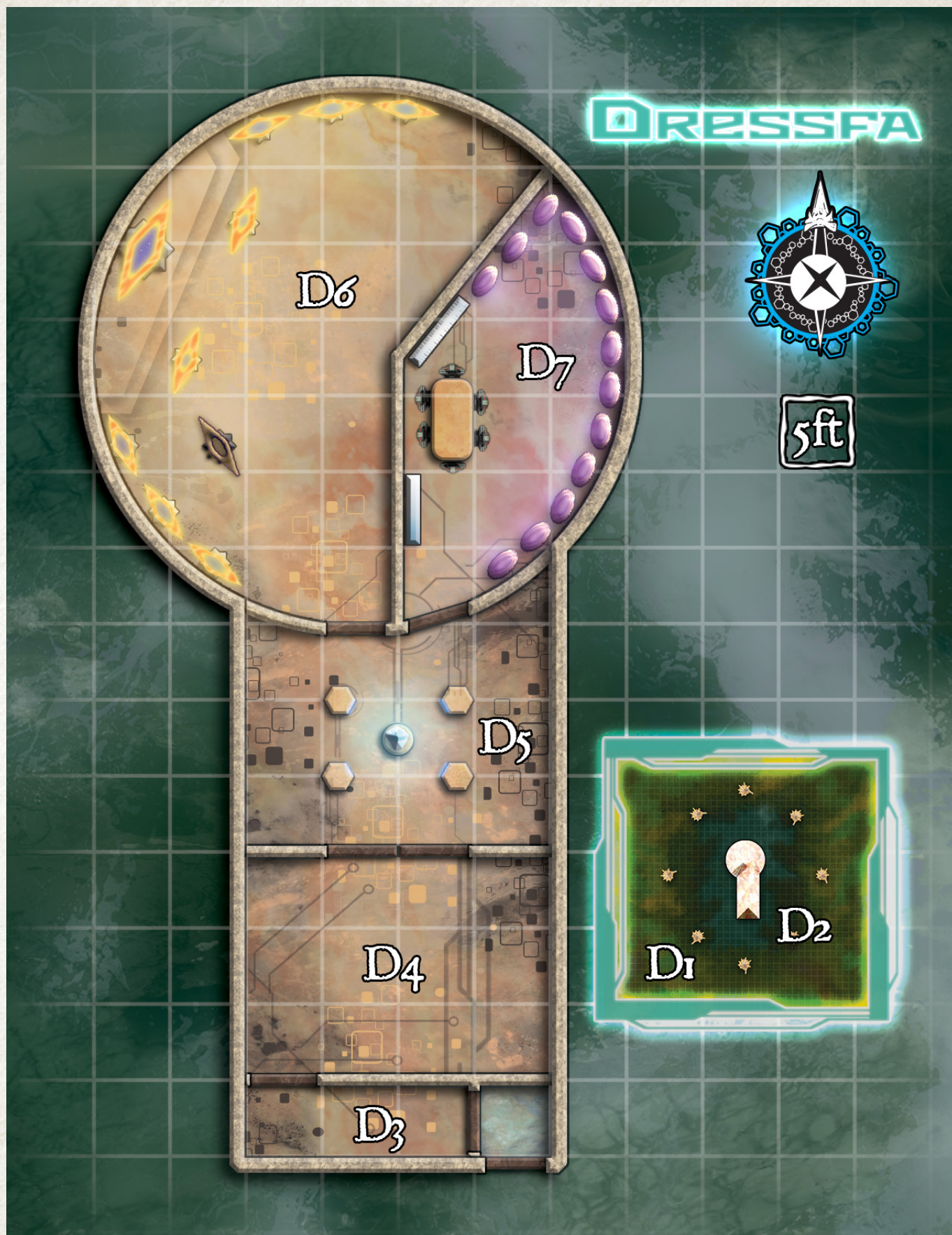
### D1. CONCH GROVE (CR 13+)

*A soft blue-gray glow emanates from a forest of swaying seaweed. The plants grow within a few feet of one another and reach thirty feet high. Some fauna crawls across the ground or swims around the site, but nothing ventures toward the forest. Several giant conch shells, white or gray in color, interrupt the plant growth.*

The Guardians of Dressfa, a coterie of loran monks devoted to defense of this holy site, cultivate a grove of dangerous native plants called conch trees. A successful DC 20 Perception check reveals that the tree-like knots of seaweed are artificially arranged in specific locations. The pattern itself allows for multiple trees to attack an interloper at the same time.

The forest rings a 30-foot-wide circle surrounding Dressfa's last standing structures. If the PCs approach from above or from the northeast side, they notice a slight increase in the number of conch shells dotting the forest. With a successful DC 20 Perception check, they also notice broken bits of metal armor and broken curved glass settled into the mud. If more than one party member succeeds on this check, they find enough materials to suggest they've found the remnants of bil'djooli body armor. The aliens learned quickly that the plants were dangerous, but lost a number of their force before even reaching the ruins. Any living tissue left behind either lies under the various conch shells or has been claimed by ocean floor scavengers.







A successful DC 25 Knowledge (nature) check reveals that the giant conch shells and tall stalks of seaweed are part of the same creature.

The ruins of Dressfa lie within the grove, damaged but still awaiting the PCs' prophesied arrival.

**Creatures:** The conch trees have incredible reach and accurate senses, making them ideal guardians of Dressfa's submerged exterior. The plants know the scents of their loran caretakers, but attack anyone else who ventures within their considerable range.

Their long reach allows them to harass anything moving within 60 feet, including directly overhead. Although there are dozens of conch trees tightly packed together, no more than 8 of the plants can reach any area at a given time.

## CONCH TREES (8+) CR 7

XP 3,200 each

hp 85 each (see page 65)

**Treasure:** The process for creating the Varinian mineral stralalth begins with a freshly dead conch tree. Each dead tree yields 1d4 doses of the mineral if harvested within 24 hours of the plant's death. In addition to this resource, a total of four additional *bil'djooli* rods litter the ground among the conch trees.

## D2. GROVE CENTER (CR 14)

*A flickering blue-gray light reaches through the black waters at the center of the strange grove, barely illuminating a badly damaged coral building. Different sections of the ruin seem lit by this effect at random. The coral building is surrounded by simple marine life and chunks of stone and coral indicating that this structure was once part of a much larger complex. The central building has only one entrance, and faint yellow light flickers from within.*

The Patrons used predictive models and divination magic to guide them in their conflict with the Principalities. When the first worlds under their control came under heavy attack, they used these same processes to predict where and how doom might befall one of their planets, and how to sow the seeds of resurgence and victory into future agents. The next step in delivering the Accord's legacy to the PCs is in the domed coral building, called the Apicarium of Dressfa. The Patrons expect the prophesied saviors of the Accord to enter the building and survive a deadly trial that reveals more of the Patron's plans.

The conch trees can attack any creature inside this cluster of ruins, but are conditioned to attack creatures coming into the grove from outside. They ignore any creatures that enter the central clearing.

**Creatures:** The bil'djooli left four soldiers behind to eliminate intruders while their aquamancer commander delivered stolen genetic source material to Navarch Kil'quinng aboard the *Subjugator*. They each float in separate

locations, maintaining vigil over the runes. If one of them spots intruders it alerts the others via a technomagical commlink and fights defensively, waiting for support before committing to the fight in earnest.

## BIL'DJOOLI ELITE SOLDIERS (4) CR 10

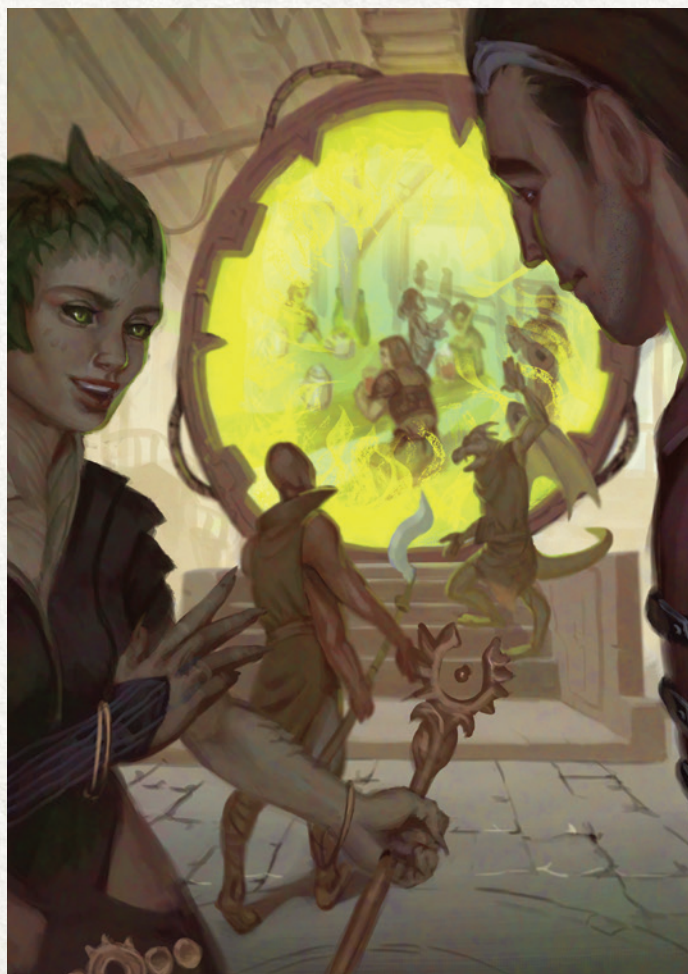
XP 9,600 each

hp 118 each (see page 63)

**Development:** If the bil'djooli spot the PCs entering the dome without engaging them, they signal the communications relay at area G to warn Navarch Kil'quinng of the PCs' arrival, then wait to ambush the PCs as soon as they emerge from the dome. If Eri, the loran Wise Mother, emerges with them, the bil'djooli immediately flee, having seen her kill half a dozen of their number by herself.

## D3. AIRLOCK

This small chamber is a cramped airlock. Under normal function, the doorway shuts tightly once the panel is activated, while all water is pumped out of the room. The interior door then opens, revealing a dry chamber beyond.





Unfortunately, the bil'djooli have sacked the ruins and made off with what they believe to be the site's greatest prize. They left their own dead behind, as well as considerable destruction. The damaged airlock no longer functions and the interior is now protected by an emergency force field. The field acts as a wall of force with AC 10, 180 hp, hardness 20, and fast healing 30. The field fails to regenerate hp if reduced to 0 hit points, but otherwise heals at the end of any round in which it was attacked.

**Development:** The airlock can be repaired with a DC 30 Technomancy check made from inside the entry hall. Checks made from the panels in the airlock or outside the main entrance cannot repair the airlock. Once the airlock is fixed, any water in the entry hall is quickly pumped out of the building.

If the PCs deal sufficient damage to destroy the force field, it collapses and the water outside the structure instantly rushes past the PCs into the entry hall. The mass of water pushes anyone in or in front of the airlock against the doorways and walls, dealing 6d6 points of bludgeoning damage to each creature in the water's path. Affected creatures can reduce this damage by 1d6 with a DC 15 Swim check, and by an additional 1d6 points for every 5 points by which this Swim check exceeds the DC.

#### D4. THE LORAN MONASTERY

*A short hall leads away from the airlock into a room reminiscent of a shrine. The chamber is lined with candles, each set a short distance from wood-paneled walls. The room is dry and warm, a pleasant change from the unforgiving chill of the ocean floor. An ornate wooden door seems more fit for a castle interior than a broken ruin.*

This room is actually covered by a holographic illusion intended to make the place seem like a peaceful monastery than a submerged ruin. Though the effect is not magical or mind-affecting, creatures interacting with the projection see the battered room for what it is with a DC 15 Will save. PCs seeing through the holographic effect notice the stone walls are damp with condensation, and muddy footprints and tentacle tracks cover the floor. Blast marks dot the walls and ceiling, with the residue of burns, corrosion, and frost from the assailants' bil'djooli rods. Characters can make a DC 20 Survival check to determine that more than half a dozen bil'djooli forced their way into the ruin from the outside ocean and battled another half-dozen Medium-sized humanoid figures. PCs that see through the hologram or feel around the room also discover two bodies—one a bil'djooli soldier, and the other a purple-skinned humanoid with bioluminescent patterns.

The remainder of the facility beyond contains relics and technomagic electronic equipment the Patrons wished preserved until their heirs arrived. To maintain the dry environment where these items were operated or stored, the panel controlling the illusory wooden door is disabled until any standing water is pumped back through the airlock. Manipulating the air lock or shutting down the hologram covering the room normally requires a DC 25 Technomancy check, but the PCs—as predicted guests of the Patrons—can do either simply by touching a panel and willing it so.

#### D5. GENETIC ARCHIVES (CR 13)

*This large room hosts a crystal obelisk with several kiosks made of the same coral substance that comprises the walls of Simrukoth. Crystals of different shapes and sizes protrude from the coral, filling slots that resemble some sort of control panel. Multicolored lights slowly pulse from inside the terminals and the larger crystal structures. Two doors stand in the chamber's north wall and one in the south wall.*

*In front of the crystal terminals, a single cloaked figure stands over the prone body of a tentacled soldier. The humanoid woman has deep purple skin with shining facets like sequins, and an angular, elf-like face. Her long white hair is gathered in a topknot and tightly braided. She wears a loose-fitting black robe with slits cut at the elbows and knees, and no shoes. Across the room, another tentacled soldier lies broken against the corner. Its rod-like weapon is splintered and cracked from a single massive blow.*

*The standing figure does not move, nor seem to notice she is not alone in the room.*

The female figure is Eri, the Quriel ("wise mother") of the loran monks here (LN female loran monk [unchained monk<sup>PU</sup>] 17). She is currently in stasis due to the effect of a *stasis grenade* (see page 74) used by the bil'djooli aquamancer. The PCs can end Eri's imprisonment in the stasis effect by casting *dispel magic* or *break enchantment* and succeeding at a DC 26 caster level check. Alternatively they can combine a surge of electricity or sonic damage with a DC 26 Technomancy check to end the effect prematurely.

Eri is only one of several lorans living in Dressfa. The patrons bred the loran race from a group of willing undine progenitors specifically as guardians in the event evil returned to Dressfa. The small contingent of lorans maintains their ordered lives in seclusion, guarding Dressfa for two purposes: first, to defend their genetic archives from theft by Hegemony forces, and second, to assist long-prophesied saviors in taking on the destiny of the long-vanished Patrons.

When the bil'djooli attacked Dressfa, they were surprised to encounter a small contingent of living guardians inside the ruins. A number of their expedition already lay on the ocean floor, swallowed by conch trees, so the second attack pressed them sorely. The invaders won their fight and left with material from Dressfa's genetic archives, but not before Eri and her acolytes killed or wounded most of their number. The Wise Mother was only stopped when the bil'djooli commander set off an entire belt of *stasis grenades*, leaving her alive but still motionless for the next several days.

Counting on the PCs' arrival shortly before or after the Hegemony found Dressfa, the Patrons prepared a vital test to finally cement the PCs as the heirs of their long-dormant legacy. This test plays out as an illusion with the effects of a haunt, which begins in this room and continuing through the encounter in the adjacent Gate Room.

The door to the Gate Room is sealed, and does not open unless a creature fails a Will save against the haunt in this room (see below). At that point, the door cycles open noiselessly to reveal the Gate Room beyond.



**Haunt:** The Patrons who left Dressfa for the PCs to discover uploaded a portion of their spiritual conscience into the dome's computer system. Though dormant for millennia, their desire to reveal themselves to the PCs manifests as a form of haunt. The haunt isn't intentionally hostile, though it does attempt to compel the Patron's chosen saviors to enter the Gate Room, where it continues to tell the story of the Patron's manipulation of events even as destruction nears one of their most important worlds.

## PREDICTIVE PATRONS

CR 13

XP 25,600

LN persistent haunt (area D5)

**Notice** Perception DC 25 (to hear small electronic noises, static, and garbled speech)

**hp** 65; **Trigger** proximity; **Reset** 1 day

**Weakness** subject to electricity damage

**Effect** When this haunt is triggered, a holographic replay begins, showing a group of regal aliens working in a domed building of pink coral. Several debate apparent mathematical models and point to several landmarks along the PCs' path thus far (draw events from the PCs' past adventures to display here). The haunt's perspective pulls away to show Vareen's solar system before a column of ice appears in space and knocks a smaller red-brown planet into a larger blue-green one (this is Bardez smashing into Vareen). A close-up of the blue-green planet shows a rain of meteors and comets destroying the land before focusing in again on the domed structure below the rising waves. The alien figures nod in agreement then rise to enter the next room. As they do so, each creature in the room becomes the subject of a heightened (to 9th level) *geas* spell. Unless an affected creature succeeds at a DC 23 Will save, it also rises and proceeds to the Gate Room, where the haunt continues.

**Destruction** The haunt is as much light and illusion as it is the spirit of long-dead Patrons. As such, the haunt is disrupted by electricity damage instead of positive energy damage. The haunt is powered by the Patrons' residual will, and as such cannot be destroyed until either the Hegemony successfully destroys the Patron's attempts to survive them, or the PCs experience the scene in the Gate Room (area D6).

**Development:** If the PCs free Eri from stasis, she is not affected by the haunt, but remains attentive until its effect ends. She urges any PCs who save against the effect to follow their companions into the Gate Room. Once the test at the Gate Room is completed, the Wise Mother waits for questions about her nature and role in the ancient ruins. Eri has rotated shifts with various members of her order for centuries, sleeping away decades before assuming vigil. If the PCs seem committed to the fight against the Hegemony, she accepts that they are worthy heirs to her former benefactors. She also confides that her purpose, now that the PCs have discovered the gate, is to prevail on them to take the fight

to the Hegemony and end their threat forever. To that end, Eri offers to lead a force against the bil'djooli under the PCs' direction (the army she musters of fellow loran mystics is presented in **Part 3**).

Eri then offers to show the PCs the final secret of the Patrons in the stasis room at area D7.

## D6. GATE ROOM (CR 16)

*The archaic framework of a grand portal stands against the far wall of this room. Other, smaller portals decorate the adjacent walls, but each pales in comparison to the room's primary portal. Additional coral shelves bear more crystals in patterned slots as in the room outside. One of the smaller gates is broken with no crystals in the kiosk before it and no light emanating from the depths of its coral station. The other portals all roil with an inner light.*

The gate room houses a number of important portals to other worlds touched by the Patrons and their plans to secure the galaxy from enslavement by the Principalities. It also hosts a dangerous gambit placed by the Patrons thousands of years ago. Having predicted the return of the Principalities, the Patrons seeded multiple worlds with genetic information. The evolution of the resulting fledgling races created the PCs that stand in the ruin now. The progenitors of the Accord kept this project secret, but surreptitiously disclosed "secret" records of other bits of genetic information as a lure for the Hegemony.

Allowing the biological materials in the genetic archives (area D5) to be stolen by the Hegemony was a high cost the Patrons deemed necessary. The stolen genetic seeds could help the ranking forces in the Hegemony revive and free the original Principalities—aggressive powerful beings bent on conquest. However, the valuable information the bil'djooli stole for the Hegemony helps to obscure Dressfa's real prize. The large gate here still reaches several worlds not yet dominated by servants of the Principalities, including the planet (or planets) the PCs were originally captured from as part of the jagladine's efforts to create slaves and identify worlds the Patrons had influenced. The gate itself stands dormant until the moment the PCs touch any gate, kiosk, or crystal in the room. When this happens, read or paraphrase the following:

*Lights flicker briefly before a series of colored beams project detailed images from the walls and crystals in the room. Several translucent aliens appear in a vaguely familiar city, working a device that pulses outward with apparently benign energy. The aliens then step through a portal in the city to emerge inside a gate identical to the largest one in this very room. They manipulate their crystals and terminals with the familiar setting remaining in the background. Suddenly they turn their gaze upward, and the view pulls out to reveal they stand in a pink domed structure deep under ocean waves. As the dome shrinks in the background, a lush world of purple trees, blue-green water, and orange-pink skies comes into view, joining its sister planets in a system that revolves around an immense orange*



sun. The ghostly image of a malevolent entity weaves its arms until massive chunks of ice appear in space, breaking off and slamming into a smaller red-brown planet, which then crashes into the purple-and-green planet. Screams of terror erupt around the planet as dust flies into the air, ice caps melt, and floating glaciers fall from space into the world until all is quiet and there is no more dry land.

A strange series of symbols appears over the portal, changing along a rhythmic pattern. Giant starships appear, but on the opposite side of the room from the display at the large gate. The room becomes an orange-pink atmosphere over a surface of green water dotted by floating islands of pink coral. The ships spread over the ocean planet, assaulting these islands or diving into the water to attack settlements below.

The ships vanish and a number of lifelike creatures comes into view, emerging from the wall opposite the gate: a skinny creature with four arms, a commanding bil'djooli figure with black skin and gray tentacles, a vicious bat-winged creature with a powerful build, and two other bil'djooli warriors. At the portal, the scene changes to match the current room, the familiar city still in view, but a sphere of rainbow colors surrounds the gate. The changes to the symbols overhead become increasingly rapid as the figures at the edge of the room draw near.



PCs who view the entirety of the display can guess with a DC 15 Linguistics or Sense Motive check that the changing symbols over the gate represent a countdown. Once a PC realizes this, it's fairly easy to determine that the countdown ends in minutes. Any character that studies the array of crystals, gate, and countdown may conclude (with a DC 30 Disable Device check) that the PCs must destroy the projected alien threats and manipulate the gate's controls before the clock runs out or the gate will self-destruct. A DC 15 Knowledge (geography, history, or local) check reveals that the familiar city is an ancient city from the PCs' home world.

The projections of Hegemony creatures attack the PCs instantly, attempting to destroy them before advancing to the gate. The creatures are drawn from Hegemony forces that the PCs have recently or will soon meet (including an onaryx warrior, the evil race the PCs may encounter in the next *Legendary Planet* adventure, *Mind Tyrants of the Merciless Moons*). Defeating these opponents isn't necessary for the PCs to pass the test, but these opponents distract the PCs as best they are able to prevent them from accessing the gate.

The central gate showing the city in the PCs' home world is covered by a *prismatic sphere* effect (CL 20, DC 23) that lasts until the countdown reaches zero. The sphere is the principal obstacle for the PCs; the test is for them to remove the *prismatic sphere* and activate the gate it protects before the timer reaches zero.

Although the timer counts down through 20 rounds, the PCs should remain in the dark about exactly how much time remains without a successful DC 15 Linguistics or Sense Motive check as the symbols continue to morph and flash above the gate.

**Creatures:** The projections are technomagically manipulated light and only quasi-real, but are essentially accurate depictions of the modern threat to the Accord. These projections take half damage from any source except electricity or force, which deal damage to the projections normally.

#### PROJECTED BIL'DJOOOL WARLORD

CR 11

XP 12,800

hp 158 (see page 63)

#### TACTICS

**During Combat** The projected warlord looks like Kil'quing, but this projection has the statistics of an ordinary bil'djooli elite soldier that grants herself and her allies the benefits of a continuous *heroism* effect and has 40 additional hit points (these benefits increase her CR by 1). The projected warlord commands her allies while firing her *bil'djooli rod* at the PCs.



## PROJECTED JAGLADINE SCIENTIST

CR 13

XP 25,600

hp 114 (see Vrailjin, page 32)

Melee and Ranged 4 mwk hand axes +21 (1d6+9/x3)

### TACTICS

**During Combat** The projected jagladine scientist looks like Vrailjin, but cannot use mutagens or extracts (use the **Base Statistics** in Vrailjin's stat block instead); this decreases his CR by 1. The projected jagladine scientist fights with hand axes, throwing them into combat if no PC engages him. As a programmed combatant, he never runs out of axes and can use them as melee or ranged weapons in any combination every turn without provoking attacks of opportunity. The statistics for his hand axe attacks include a bonus for the projected warlord's *heroism* leadership effect.

## PROJECTED ELDER ONARYX WARRIOR

CR 12

XP 19,200

Male advanced onaryx

NE Large outsider (evil, extraplanar)

Init +4; Senses blindsense 90 ft., darkvision 60 ft.; Perception +22

### DEFENSE

AC 27, touch 9, flat-footed 27 (+10 armor, +8 natural, -1 size)

hp 168 (16d10+80); fast healing 8

Fort +17, Ref +12, Will +11

### OFFENSE

Speed 40 ft., fly 60 ft. (average)

Melee 2 claws +28 (2d6+10/19-20)

Space 10 ft.; Reach 10 ft.

**Special Attacks** paralyzing scream (120-ft.-line, paralysis for 1d4 rounds, DC 23)

### TACTICS

**During Combat** The projected onaryx warrior begins combat with its paralyzing scream, moving to incapacitate as many enemies as possible. It then enters melee with its claws until the scream becomes available again. The projected onaryx's statistics include bonuses for the projected warlord's *heroism* leadership effect.

### STATISTICS

Str 30, Dex 10, Con 21, Int 12, Wis 14, Cha 17

Base Atk +16; CMB +27; CMD 37 (41 vs. trip)

**Feats** Diehard, Improved Critical (claw), Improved Initiative, Improved Natural Attack (claw), Iron Will, Power Attack, Quick Draw, Weapon Focus (claw)

**Skills** Acrobatics +12 (+16 when jumping), Bluff +20, Climb +20, Fly +16, Intimidate +23, Perception +22, Stealth +12, Survival +20; **Racial Modifiers** +4 Acrobatics when jumping

### SPECIAL ABILITIES

**Paralyzing Scream (Ex)** As a standard action that does not provoke attacks of opportunity, the projected onaryx warrior projects an incredibly loud ululation called a sonic cry. This 5-ft.-wide line of sonic energy extends 60 feet from the onaryx, striking everything in its path. Those in the line's area of effect must succeed at a DC 23 Fortitude save or become paralyzed for 1d4 rounds. The onaryx can use this ability once every 1d4 rounds. The save DC is Constitution-based.

## PROJECTED BIL'DJOOLI ELITE SOLDIERS (2)

CR 10

XP 9,600 each

hp 118 each (see page 63)

### TACTICS

**During Combat** The projected bil'djooli elite soldiers fire on the same target each round, using their ranged combat feats to minimize risk to their allies.





**Development:** If the PCs resolve the prismatic sphere effect and open the gate, the image of a sinister space ship (not unlike the bil'djooli mothership *Subjugator*) flies from outside the room and into the portal. PCs can remember the exact sequence that opens or closes their home gate with a DC 15 Wisdom check or with any magic that enhances memory. Alternatively, they can reproduce the sequence with a DC 25 Technomancy check.

If the PCs fail to remove the *prismatic sphere* in time, the gate overloads, dealing 6d6 force damage to all creatures in the room (DC 23 Reflex save for half damage) and destroying any remaining projections. After this, the gate cannot operate without extensive repair.

### D7. STASIS ROOM

The stasis room remains locked, requiring Eri's access code or a DC 30 Technomancy check to open. Inside the room, two wounded loran monks observe the awakening process as a dozen more lorans are brought out of a cryogenic hibernation.

The loran monks are perfectly suited for "cold sleep," as their mystics call it, as they delight in long periods of introspection and meditation and are immune to cold damage. Once their bodies reach a certain temperature, they drift comfortably into a deep sleep, allowing their minds to ponder obscure mysteries and their outsider blood to sustain their youth. It takes one hour for the remaining loran mystics to recover; during this time, Eri explains that the fledgling loran race is free to live their lives and advance their species normally as soon as the threat to Vareen is ended; their eons-long role at Dressfa is finally complete.

## E. RESCUE AT SURFACE STATION SIX

Few acts of war are more barbaric than the mass capture of prisoners for use as slaves or the subjects of experimentation. As the PCs have known since the beginning, the Hegemony engages in that behavior without regret. Even worse, the jagladine "physicians" that turn captured enemies into brutal soldiers view their work with a sort of twisted reverence. The Hegemony cares only about overtaking worlds using their own victims as foot soldiers. The jagladine view the work as a path to enlightenment.

The bil'djooli attacked Vareen suddenly and viciously, scooping up entire locathah cities as slave stock and consigning the healthiest prisoners to conversion to a new form of klaven slave soldier. The cruel commander of this experimentation and recruitment is the jagladine mad scientist Vrailjan. When the PCs entertain suggestions about ways to help in the upcoming battle, the council unanimously bids them rescue their companions and avenge those lost by killing Vrailjan and destroying the captured Surface Station Six.

Surface Station Six remains afloat on the water's surface about 60 miles from Simrukoth. Like other surface stations, it's made of the living coral the locathahs use for their buildings, enabling the structure (when healthy) to remain afloat in a static location, power technomantic devices, and drain any water it takes on. The station can be accessed via its open-air surface doorway or moon pool on the structure's bottom. The map of Surface Station Six illustrates the main floors of the facility, but the large station contains other floors sealed off to contain the locathah prisoners awaiting conversion to klaven slaves.

Each floor is accessible via a central shaft that runs through the facility, with ladders along its interior. A simple landing allows the shaft's occupants to exit the cylinder at the desired floor. The shaft empties over the access pool at the bottom of the station. Though the facility pitches occasionally during storms or large waves, climbing the shaft is easy (requiring only a DC 10 Climb check). If a character falls, she can grab a rung or landing with a DC 15 Reflex save. A falling character who fails the initial Reflex save plummets through the cylinder and lands in the moon pool below. This design was intended to protect visitors who slip inside the cylinder, but is now a liability as landing in the moon pool alerts the foes in area E6. An interior ladder also runs up and down through the facility's floors, allowing a second method of traversing the station.

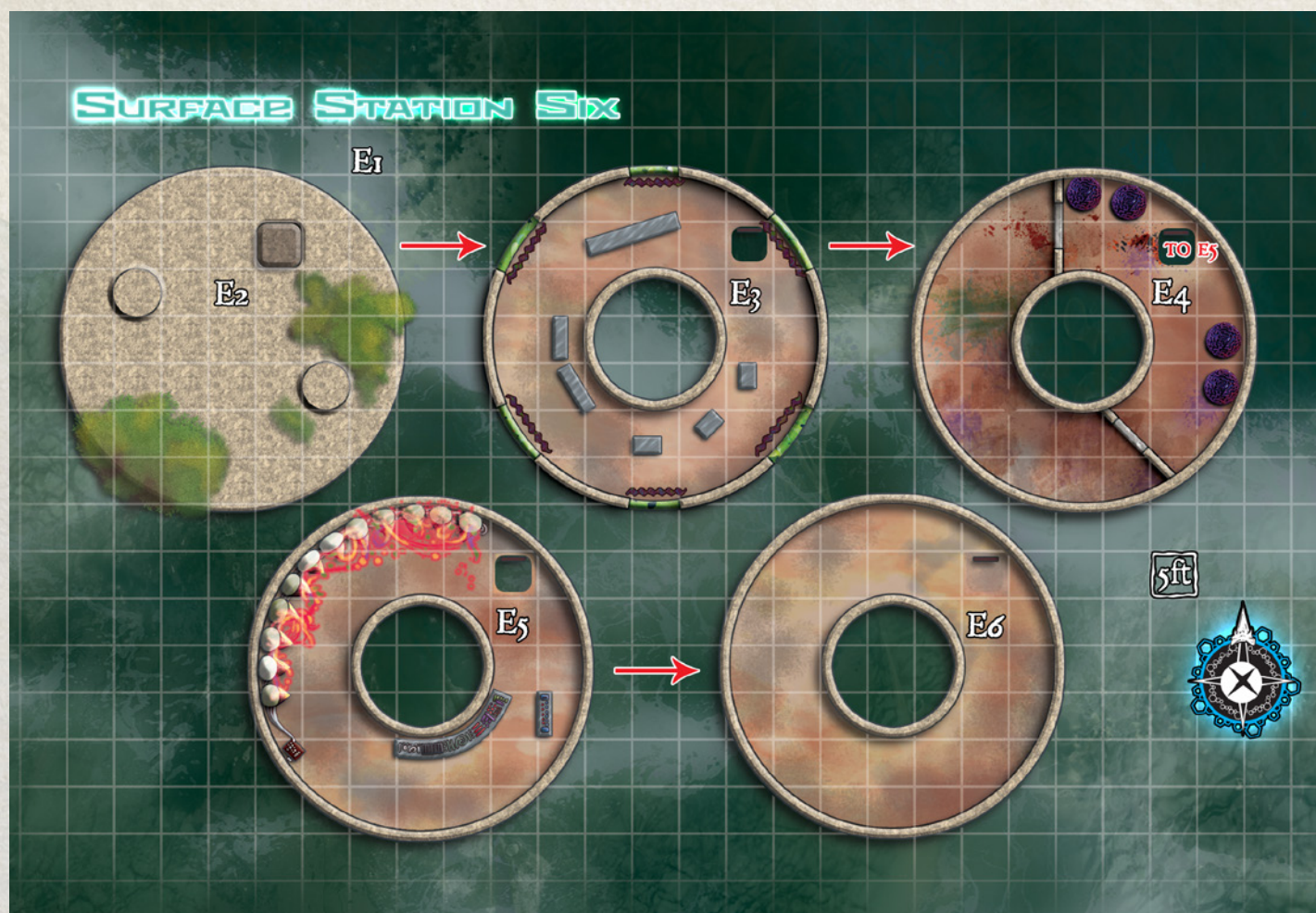
Each outside wall of the station holds small, thick circular windows that provide light but prevent water from entering the station. Each room in Surface Station Six is therefore at least as well-lit as the prevailing exterior light, and further illuminated by technomagical light sources at night.

### E1. STATION EXTERIOR (CR 14)

The bil'djooli destroyed most locathah surface stations as they overran the world, but the navarch arranged to have several stations floating near key settlements preserved at the request of the jagladine scientist Vrailjan. Surface Station Six, and similar sites located near other cultures across Vareen, now serve the Hegemony.

**Creatures:** Four bil'djooli guards swims outside Surface Station Six on patrol, completing a circuit within a 240-foot radius of the station. Two guards swim beneath the station, while the other two swim along the surface and wear glassteel helmets. If a bil'djool spots an intruder, it uses a commlink to alert the other bil'djooli, then attacks with the support of the other guards. Although initially brave, the easy escape of the open ocean appeals to injured bil'djooli; these guards flee if reduced below 20 hit points.





## BIL'DJOOLI ELITE SOLDIERS (4)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Development:** If the bil'djooli are alerted there are intruders nearby, they lock and trap the top-side hatch at area E2. The klaven training in area E6 take up weapons and prepare to attack any intruders.

## E2. TOP-SIDE HATCH (CR 13)

The PCs may relish the chance to walk on a solid surface and enjoy clean fresh air for a change. The coral atop Surface Station Six is dry and textured, allowing for sure footing.

Gaining access to Surface Station Six from the top requires the PCs to enter an airlock via the exterior hatch. They must then open the interior air lock hatch. Both doors require a DC 25 Technomancy check to open.

**Creatures:** Two more bil'djooli guards maintain a position on the surface, wearing glassteel helmets and attacking any creature that comes within range. These guards fight until slain.

## BIL'DJOOLI ELITE SOLDIERS (2)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Trap:** If these bil'djooli are alerted to nearby intruders, they close and lock the top-side hatch. Each door has an electrical current to discourage tampering while locked. The bil'djooli know about the trap, and a desperate soldier might trigger the trap to electrify its enemies if escape seems impossible.

## ELECTRIC DOOR TRAP

CR 10

XP 9,600

Type mechanical; Perception DC 20; Disable Device DC 25

### EFFECTS

**Trigger** touch; **Reset** automatic (1 hour)

**Effect** 10d6 electricity damage to the creatures within 20 feet of the hatch (DC 25 Reflex save for half)



**E3. OBSERVATION DECK AND CYLINDER (CR 14)**

This observation deck allows occupants to view weather conditions outside the surface station via larger windows placed into the coral as the building is grown. The bil'djooli obscure vision into these windows by covering them with tarps or shelves inside the observation deck. As a semi-permanent station for Hegemony forces, the bil'djooli stations here also make use of bil'djooli pods, draining their naturally produced poisons as they rest.

**Creatures:** Four more bil'djooli soldiers are stationed here to guard the facility, report unusual behavior, and communicate the jagladine's progress to the navarch.

If intruders enter the room from the top-side hatch, two soldiers fire with their *bil'djooli rods* from cover while another guard enters the main cylinder piercing the station to prevent intruders from retreating that way. The final guard retreats to area E5 to alert Vrailjan and encourage him to abandon the station, according to protocol.

If intruders enter the room from any other direction, the guards instead all seek cover behind the bil'djooli pods and attack. These guards fight until slain.

**BIL'DJOOLI ELITE SOLDIERS (4)****CR 10****XP 9,600 each****hp 118 each** (see page 63)**E4. HOLDING CELLS (CR 13)**

Two identical chambers serve Surface Station Six's occupants, each one floor above and below the operations floor used by Vrailjan to house his klaven transmogrifier. Though the walls were originally grown to form individual sleeping chambers, the bil'djooli have cut or burned away much of the interior coral to install a delivery system for poison gas in each storage chamber.

Their floor of Surface Station Six has two parts: chambers for the bil'djooli, and flooded chambers for the aquatic klaven to wait in. The central shaft is walled off except for the bil'djooli chambers outside the holding cells.

**Creatures:** Two bil'djooli guards watch over dozens of captured locathahs in the flooded chambers beyond their quarters. From these rooms, they can monitor their prisoners, travel up or down the facility's central cylinder, or communicate via panel with Vrailjan or the other bil'djooli. Though their routine is simple, they keep air-breathing klaven as guards and servants. If attacked, one of the bil'djooli moves to the door panel adjacent to their charges to request Vrailjan purge the prisoners and make rescue impossible.

**BIL'DJOOLI ELITE SOLDIERS (2)****CR 10****XP 9,600 each****hp 118 each** (see page 63)

**Trap:** Despite the jagladine successes in converting slaves into obedient soldiers, the Hegemony requires fail-safes in the event of an unforeseen revolt or attempted rescue. Tampering with the exits to the locathah or klaven storage chambers results in the expulsion of a deadly gas into the chamber, likely killing every prisoner in moments. However, a successful Disable Device check disarms the system long enough to evacuate the chamber's occupants. A result of 40 or higher on this check allows a character to reroute the poison into the adjacent quarters instead. The gas cannot be diverted into any other room.

**PURGING GAS TRAP****CR 10****XP 9,600****Type** mechanical; **Perception** DC 25; **Disable Device** DC 35**EFFECTS****Trigger** proximity; **Reset** repair

**Effect** poison gas cloud (as *cloudkill*; CL 15, Fort DC 17 partial); never miss; onset delay (1 round); multiple targets (all targets in a sealed chamber).

**Development:** Rescuing the locathah prisoners provides both moral and strategic victory for the Simrukuul. If more than half the imprisoned Simrukuul return from captivity at Surface Station Six, all locathah units listed in the mass combat section of **Part 3** gain a +1 bonus to defense value (DV), offense modifier (OM), and hit points (hp). Additionally, the number of each type of klaven unit during mass combat is reduced by 1.

**E5. KLAVERN TRANSMOGRIFIER (CR 18)**

*A laboratory with complex equipment occupies the immaculate room. Several locathahs occupy windowed metal tanks, each full of a light green liquid. The subjects in the tanks appear to be deceased, but twitch occasionally as various fluids are pumped through tubes and into needles inserted deep into the corpses. Tiny shocks of electricity appear to catalyze whatever changes the equipment makes in the bodies.*

Surface Station Six functions more or less as an assembly line for conversion of captured locathahs to klaven. The floor above the transmogrifier houses the slave stock, guarded by dutiful bil'djooli soldiers. They come downstairs for transformation, then proceed to the floor below for evaluation. When a formation of 120 soldiers is ready, a bil'djooli soldier takes command of them and orders them through the access pool to swim to a staging area in advance of the coming attack.

Among the most committed and depraved of jagladine researchers, Vrailjan helped pioneer the klaven conversion process to efficiently use captured or killed soldiers to help the Hegemony consistently outnumber their rivals. Since releasing the conversion program for less experienced jagladine to further, he has moved beyond the creation of simple klaven and experiments with more complex hybrid creations. He himself has mastered transitional forms, injecting himself with modified tissue and reactive agents that make him a versatile threat in combat.





Vrailjan's primary research assistant is...himself. The clone Vrailjin has gained unique skills and abilities over time, and acts as Vrailjan's lieutenant and chief surgeon. The clone has the ability to replace his master as head of the transmogrification program should Vrailjan be killed. Until Vrailjan dies, the two operate in complete harmony; Vrailjin has no ambitions to supplant his creator.

If the PCs want to save the locathahs or destroy the converted klaven forces, they must content with Vrailjan, who has full authority over both. While the bil'djooli have never contravened one of Vrailjan's orders, he prefers the security afforded by total control over his klaven slaves, so he and Vrailjin commandeered a pair of bil'djooli soldiers as a disciplinary action and converted them into potent klaven warriors. They've also taken a number of locathah children and reengineered them to be ravenous flesh-eaters. These smaller slaves stand at attention until commanded to attack intruders.

**Creatures:** If Vrailjan detects combat in advance of the PCs' arrival, he uses *detect thoughts* to interpret the threat from the bil'djooli or klaven in the area and uses a *sending* spell to warn Kil'quinng (see **Part 3**) of the attack. If allowed ample time to prepare, both versions of Vrailjan imbibe additional extracts, including *heroism* and *thorn body*. Vrailjin uses *protection from energy* and waits to consume *detonate* until the PCs open the doors, so he can begin combat by exploding in their midst.

## VRAILJAN, JAGLADINE BIOMORPH

CR 15

XP 51,200

Male jagladine alchemist (beastmorph) 14 (*Pathfinder Roleplaying Game Advanced Player's Guide*, *Pathfinder Roleplaying Game Ultimate Combat*)

NE Medium monstrous humanoid

**Init** +14; **Senses** darkvision 60 ft., low-light vision; **Perception** +27

### DEFENSE

**AC** 26, touch 17, flat-footed 20 (+3 armor, +5 Dex, +1 dodge, +1 insight, +6 natural)

**hp** 162 (2d10+14d8+88); **fast healing** 2

**Fort** +14, **Ref** +20, **Will** +11

**DR** 10/adamantine and slashing; **Immune** disease, poison; **Resist** electricity 30

### OFFENSE

**Speed** 30 ft., climb 20 ft., swim 90 ft.

**Melee** bite +19 (1d4+3) and 5 claws +19 (1d6+3)

**Ranged** bombs +20/+20/+15/+10 (7d6+5, DC 24)

**Space** 5 ft.; **Reach** 10 ft.

**Special Attacks** grand beastmorph mutagen (blindsight 30 ft., ferocity, jet 600 ft., swim 90 ft.)

**Alchemist Extracts Prepared** (CL 14th, concentration +19)

5th—*delayed consumption*<sup>APG</sup>, *sending*, *spell resistance*

4th—*freedom of movement*, *fluid form*<sup>APG</sup>, *greater false life*<sup>UM</sup>, *stoneskin*, *viper bomb admixture*<sup>UC</sup>

3rd—*arcane sight*, *cure serious wounds*, *haste*, *hypercognition*<sup>OA</sup>, *water breathing*

2nd—*barkskin*, *blood armor*<sup>ACG</sup>, *blur*, *bull's strength*, *cure moderate wounds* (2), *resist energy*

1st—*anticipate peril*<sup>UM</sup>, *bomber's eye*<sup>APG</sup>, *cure light wounds* (2), *expeditious retreat*, *shield*, *touch of the sea*<sup>APG</sup>

### TACTICS

**Before Combat** If he suspects intruders, Vrailjan immediately consumes his mutagen, as well as several extracts: *anticipate peril*, *arcane sight*, *bomber's eye*, *fluid form*, *freedom of movement*, *haste*, and *stoneskin*. He moves away from the door to assault intruders with bombs. His unique connection to his clone allows him to empathically sense Vrailjin's location, so he avoids dealing splash damage to Vrailjin even when Vrailjin is invisible. While he waits for combat to begin, he activates the *barkskin* extract in his system via *delayed consumption*.

**During Combat** Vrailjan makes full attack actions with his bombs until a significant melee threat emerges, then attacks with natural weapons.

**Morale** Vrailjan would prefer to survive to continue his work, but fears the specter of prosecution. If he can escape arrest by negotiating, he surrenders once reduced to 25 hp or less. If he feels the PCs will kill him or make him stand trial on an Accord planet, he fights to the death, trusting another clone elsewhere to take up his work.

**Statistics** Vrailjan's mutagen and magical enhancements increase his chances of escape and survival on the run. His statistics without extracts or mutagens are as follows: **Init** +6; **AC** 18, touch 13, flat-footed 15; **hp** 106; **Ref** +14; **Will** +10; **Melee** mwk dagger +18/+13/+8 (1d4+3/19-20); **Ranged** bombs +18/+13/+8 (7d6+6, DC 25); **Dex** 14; **Con** 12; **Int** 22; **Wis** 16; **CMB** +15; **CMD** 30; **Skills** Acrobatics +25, Appraise +15,



Disable Device +13, Fly +15, Heal +7, Knowledge (arcana) +15, Knowledge (nature) +25, Perception +28, Sense Motive +17, Sleight of Hand +15, Spellcraft +18, Stealth +15, Survival +12.

#### STATISTICS

**Str** 16, **Dex** 20, **Con** 16, **Int** 20, **Wis** 14, **Cha** 11

**Base Atk** +12; **CMB** +13; **CMD** 25

**Feats** Ability Focus (bomb), Alertness, Brew Potion<sup>B</sup>, Improved Initiative, Multiweapon Fighting, Point-Blank Shot, Rapid Shot, Toughness, Throw Anything<sup>B</sup>, Weapon Finesse

**Skills** Acrobatics +22, Appraise +14, Bluff +15, Climb +15, Disable Device +16, Fly +18, Heal +21, Intimidate +20, Knowledge (arcana) +14, Knowledge (nature) +22, Perception +27, Sense Motive +16, Sleight of Hand +18, Spellcraft +17, Stealth +18, Survival +11, Use Magic Device +15; **Racial Modifiers** +4 Bluff, +4 Intimidate, +4 Perception

**Languages** Aklo, Aquan, Bil'djooli, Celestial, Common, Ultari, Jagladine

**SQ** discoveries (acid bomb, alchemical simulacrum [Vrailjin], fast bombs, feral mutagen, greater alchemical simulacrum [Vrailjin], greater mutagen, precise bomb), intuitive naturalist, multi-armed, reflexive biology

**Combat Gear** *potion of cure serious wounds* (3); **Other Gear** *cloak of resistance* +2, *headband of vast intelligence* +4 (Heal, Knowledge [nature]), *dusty rose prism ioun stone*, masterwork dagger, masterwork studded leather armor

#### SPECIAL ABILITIES

**Intuitive Naturalist (Ex)** Knowledge (nature) and Heal are always class skills for jagladine.

**Multi-Armed (Ex)** A jagladine has four arms. One hand is considered its primary hand, but all others are considered off hands. It can use any of its hands for other purposes that require free hands.

**Reflexive Biology (Ex)** As a full-round action, a jagladine may absorb a single disease or poison effect without suffering any ill conditions. It may then excrete a liquefied version of the disease or poison with swift action, and a successful Fortitude save against the DC of the absorbed disease or poison. If successful, this excretion remains potent for the next 24 hours, and the jagladine can apply this excretion to a held weapon as part of this swift action. The liquefied version of the disease or poison must be applied via ingestion or injury. A jagladine can only store one disease or poison at a time. Further disease and poison effects are ignored per their racial immunity.

#### VRAILJIN, JAGLADINE CLONE

CR 14

XP 38,400

Male jagladine alchemist (vivisectionist) 13 (*Pathfinder Roleplaying Game Advanced Player's Guide*, *Pathfinder Roleplaying Game Ultimate Magic*)

NE Medium monstrous humanoid

**Init** +13; **Senses** darkvision 60 ft., low-light vision; Perception +23

#### DEFENSE

**AC** 30, touch 19, flat-footed 21 (+9 Dex, +9 natural)

**hp** 189 (2d10+13d8+120); fast healing 2

**Fort** +17, **Ref** +24, **Will** +15

**Immune** disease, poison, **Resist** electricity 30

#### OFFENSE

**Speed** 30 ft., climb 20 ft.

**Melee** 4 +1 *kukris* +24 (1d4+3/15–20 plus poison)

**Special Attacks** bleeding attack, poison use, sneak attack +7d6

**Alchemist Extracts Prepared** (CL 13th, concentration +18)

5th—combined *heroism* and *thorn body*<sup>APG</sup>, *spell resistance*

4th—combined *bear's endurance* and *resist energy*

(electricity), combined *barkskin* and *false life*, *detonate*<sup>APG</sup>, *greater invisibility*

3rd—*arcane sight*, *cure serious wounds* (2), *hypercognition*<sup>OA</sup>, *tongues*, *water breathing*

2nd—*acute senses*<sup>UM</sup>, *cure moderate wounds* (3), *detect thoughts*, *fire breath*<sup>APG</sup>, *see invisibility*

1st—*anticipate peril*<sup>UM</sup>, *cure light wounds* (2), *deathwatch*, *keen senses*<sup>APG</sup>, *long arm*<sup>ACG</sup>, *shield*

#### TACTICS

**Before Combat** Vrailjin consumes his mutagens before combat, and consume the following extracts if possible: *barkskin*, *bear's endurance*, *false life*, *greater invisibility*, *heroism*, *resist energy*, and *thorn body*. He then draws his weapons and takes up a position between enemies and his creator. If he feels he has sufficient time (one minute), he applies a concentrated dose of poison to his kukris.

**During Combat** Vrailjin uses Combat Expertise and positions himself to take attacks of opportunity against anyone who moves past him toward his master. He uses full attack actions to maximize his sneak attack damage while invisible.

**Morale** Vrailjin is conditioned for obedience and willing to give his life for his master, particularly if it seems only one of them can get away.

**Statistics** Vrailjin enjoys combat, but prefers to maximize his efficiency with extracts. His statistics without extracts or mutagens are as follows: **Init** +10; **AC** 18, touch 16, flat-footed 12; **hp** 114; **Fort** +11, **Ref** +19, **Will** +13; **Melee** 4 +1 *kukris* +19 (1d4+3/15–20); **Dex** 22; **Con** 12; **CMB** +13; **CMD** 29; **Skills** Acrobatics +24, Perception +21

#### STATISTICS

**Str** 14, **Dex** 28, **Con** 20, **Int** 22, **Wis** 15, **Cha** 11

**Base Atk** +11; **CMB** +13; **CMD** 32

**Feats** Brew Potion<sup>B</sup>, Combat Expertise, Improved Critical (*kukri*), Improved Initiative, Iron Will, Multiweapon Fighting, Throw Anything<sup>B</sup>, Toughness, Weapon Finesse, Weapon Focus (*kukri*)

**Skills** Acrobatics +29, Appraise +19, Bluff +17, Climb +23, Heal +15, Intimidate +19, Knowledge (arcana) +21, Knowledge (nature) +26, Perception +23, Sleight of Hand +27, Spellcraft +19, Stealth +26, Swim +15; **Racial Modifiers** +4 Bluff, +4 Intimidate, +4 Perception

**Languages** Aklo, Celestial, Common, Draconic, Jagladine, Ultari

**SQ** discoveries (bleeding attack, combine extracts, concentrate poison, crippling strike, greater mutagen, sticky poison), intuitive naturalist, multi-armed, mutagen, reflexive biology, swift alchemy, swift poisoning

**Combat Gear** giant jellyfish<sup>B2</sup> poison (8 doses); **Other Gear** *belt of incredible dexterity* +4, *headband of vast intelligence* +2 (Swim), +1 *kukris* (4), *cloak of resistance* +2

#### SPECIAL ABILITIES

**Intuitive Naturalist (Ex)** As Vrailjan, above.

**Multi-Armed (Ex)** As Vrailjan, above.

**Reflexive Biology (Ex)** As Vrailjan, above.



Vrailjan works as a singularly ambitious and cruel exemplar of his race. Highly esteemed by his jagladine peers, he reports only to the most powerful individuals in the Ultari Hegemony. The director of the klaven tansmogrification project on Vaireen pushes the envelope of both barbarism and science, creating new breeds of aquatic slave soldiers from the planet's native races, and even from dangerous nonhumanoids swimming the planet's single ocean. Vrailjan obsesses over the potential for new biomorphic discoveries, and already has teams exploring options for the creation of slave soldiers that can invade elemental planes, frozen gas giants, and the vacuum of space. In the pursuit of creating perfect soldiers of every environment, he tolerates no mistakes. He ensures his own safety with a series of countermeasures, and expects his assistants to match his brilliance, caution, and zeal.

He has little to fear in that regard from his primary research assistant. Among the geneticists and necromancers that make up his profession, Vrailjan is known for one truly unique quality. He successfully solved for the barrier that restricts his alchemical simulacrum—a duplicate of himself—to adapt and learn new skills. The jagladine scientist Vrailjin is utterly loyal to his creator and came into being with considerable knowledge of alchemy and biochemical sciences. At his creator's direction, he also undertook a completely different specialty. Operating as staff surgeon, Vrailjan's simulacrum has spent thousands of hours cutting flesh and learning the strengths and weaknesses of various lifeforms.

The Vrailjans take separate paths to defend themselves, but both derive their combat skill from their studies. The original Vrailjan emulates the defenses and weapons of natural predators, defending himself at range if possible to preserve his knowledge and escape capture. The clone Vrailjin relishes combat, attacking with curved scalpels to damage organs and cripple opponents. Both Vrailjans exhibit the necessary cruelty and vindictiveness to experiment on any attackers or intruders they can capture alive.

## KRAKEN BREED KLAVERN (4)

CR 11

XP 12,800 each

Klaven bil'djooli fighter 4

LE Medium humanoid (aquatic, augmented aberration)

Init +9; Senses darkvision 60 ft., low-light vision; Perception +13

### DEFENSE

AC 25, touch 15, flat-footed 20 (+2 armor, +5 Dex, +8 natural)

hp 142 each (4d10+8d8+84)

Fort +13, Ref +10, Will +14

Defensive Abilities plagueborn; Immune fear; Resist cold 10

Weakness malignant influence, vulnerability to toxins

### OFFENSE

Speed 20 ft., swim 50 ft., jet 90 ft.

Melee 4 slams +19 (1d6+10)

Special Attacks contamination (DC 20)

### TACTICS

**Before Combat** Kraken breed klaven remain at rest until something threatens the jagladine or transmogrifier. They perceive any intruders as a threat to both.

**During Combat** Kraken breed klaven focus exclusively on eliminating threats with grapples and their slam attacks. They attempt to destroy stronger combatants and load weaker fighters into the transmogrifier.

**Morale** Klaven live only to follow orders and fight. They defend the jagladine and the transmogrifier until dead.

### STATISTICS

Str 24, Dex 20, Con 22, Int 13, Wis 20, Cha 12

Base Atk +10; CMB +17 (+21 grapple); CMD 32 (36 vs. grapple, can't be tripped)

Feats Endurance<sup>B</sup>, Greater Grapple, Improved Grapple, Improved Initiative<sup>B</sup>, Iron Will<sup>B</sup>, Lightning Reflexes, Outflank<sup>APG</sup>, Power Attack<sup>B</sup>, Toughness, Weapon Focus (slam), Weapon Specialization (slam)<sup>B</sup>

Skills Acrobatics +19, Climb +14, Disable Device +9, Intimidate +8, Knowledge (local) +8, Perception +13, Survival +12, Swim +22, Use Magic Device +9; Racial Modifiers +4 Intimidate, +4 Stealth in forests and jungles

Languages Bil'djooli, Ultari (can't speak)

SQ converted host, energy modulation, interstellar, nanite exchange

Gear bracers of armor +2, amulet of mighty fists +1

### SPECIAL ABILITIES

**Contamination (Ex)** See page 63.

**Converted Host (Ex)** Klaven transformations leave nothing for restoration of a base creature to its original self. As a result, klaven cannot be killed and returned to life with *raise dead* or similar effects. Spells such as *true resurrection*, *wish*, and *miracle* still work normally.

**Energy Modulation (Su)** As an immediate action, a klaven may treat positive and negative energy effects as if it were an undead creature, taking damage from positive energy and healing damage from negative energy. This lasts until the start of the klaven's next turn. The ability may be used once per day, and an additional time per day when they gain 8 HD and 12 HD.

**Interstellar (Ex)** See page 63.

**Malign Influence (Su)** Klaven receive a –2 penalty to resist charm and mind-affecting (compulsion) effects from evil creatures. This penalty increases to –6 if the creature also has the jagladine subtype.

**Nanite Exchange (Su)** Klaven nanites swarm around them on a microscopic level, providing a continuous awareness of the location and condition of other klaven within 60 feet, as the status spell. The range of this ability increases to 100 feet for klaven with at least 8 HD, and up to one mile for klaven with 12 HD or more. Klaven may also communicate with one another by passing memories and sensory information through their nanites, but must come into physical contact to do so. This exchange of memories requires a full-round action and only consists of perceptions and first hand experiences. Klaven cannot exchange skills, special abilities, or other individual qualities in this manner.

**Plagueborn (Ex)** Klaven gain a +2 bonus on saving throws against disease, ingested poisons, and becoming nauseated and sickened.

**Vulnerability to Toxins (Ex)** See page 63.



**KLAVEN PIRANHA BREED TROOP (2)****CR 8****XP 4,800 each**Klaven troop (*Pathfinder Roleplaying Game Bestiary 6*)

LE Small humanoid (aquatic, augmented humanoid, troop)

**Init** +8; **Senses** darkvision 60-ft., low-light vision; **Perception** +11**DEFENSE****AC** 21, touch 15, flat-footed 17 (+4 Dex, +6 natural, +1 size)**hp** 102 each (12d8+48)**Fort** +14, **Ref** +14, **Will** +8**Defensive Abilities** plagueborn, troop traits; **Immune** fear**Weakness** malign influence**OFFENSE****Speed** 10 ft., swim 60 ft.**Melee** troop (5d8 plus poison)**Space** 20 ft.; **Reach** 5 ft.**Special Attacks** chaos of combat, razor teeth**STATISTICS****Str** 16, **Dex** 19, **Con** 18, **Int** 10, **Wis** 15, **Cha** 11**Base Atk** +9; **CMB** +12; **CMD** —**Feats** Ability Focus (poison), Endurance<sup>B</sup>, Great Fortitude, Improved Initiative, Improved Natural Attack (troop), Iron Will<sup>B</sup>, Lightning Reflexes, Skill Focus (Survival)**Skills** Intimidate +9, Knowledge (local) +4, Knowledge (nature) +4, Perception +11, Stealth +13 (+7 in forests and jungles), Survival +14, Swim +16; **Racial Modifiers** +4 Intimidate, +4 Stealth (in forests and jungles)**Languages** Aquan, Jagladine (can't speak)**SQ** amphibious, converted host, energy modulation, nanite exchange**SPECIAL ABILITIES****Poison (Ex)** Piranha breed poison—Type: injury (troop); *save* Fortitude DC 22; *frequency* 1/round for 6 rounds; *effect* 1d2 Constitution damage; *cure* 2 consecutive saves.**Razor Teeth (Ex)** Piranha breed klaven troops are an alchemical hybrid of locathahs, klaven, and a vicious local predator known for its sharp teeth and ravenous nature. Its troop attack damages creatures within its reach normally, but objects or creatures caught inside the troops' space take double damage.

**Hazard:** The klaven transmogrifier includes ten small chambers suitable for Medium-sized creatures, all joined together by a thick bundle of cables snaking across the floor. The machine finishes conversion of a batch of klaven slaves in about ten hours, meaning an army of 120 klaven reserves is formed, inspected, trained and released every 6 days. With a dozen such captured facilities working constantly around Vareen, the Hegemony has been creating new armies of aquatic klaven slaves faster than they lose slaves to attrition.

The PCs can physically damage the transmogrifier chambers, which have hardness 8 and 200 hp each. However, the stasis chambers are replaceable with similar technology aboard the *Subjugator* or in larger settlements that employ technomancy. The PCs only truly destroy the transmogrifier if they reprogram the machine to overload while no occupants

are inside. A DC 30 Disable Device check informs the character that forcing the machine to identify its own component parts and transform them causes a massive power surge that could destroy the chambers and corrupt their operating system. Reprogramming the machine for this requires a DC 40 Disable Device check, and the overload occurs after 10 minutes.

Destruction of the transmogrifier causes a chain reaction that demolishes the entire surface station. Treat any creature caught inside the station when it implodes as being stuck in an *earthquake*, making exiting the station very difficult. The wreckage of the surface station sinks to the ocean floor over the course of the next hour. This is also the most effective way to scuttle the station, as the Emergency Council requested.

**Development:** Vrailjan believes the Hegemony forces present are sufficient to repel a small oppositional force, so he trusts the bil'djooli to buy him and his clone time to prepare for combat before they wade in to take prisoners and kill the rest. He is loath to interrupt conversions, so he refuses to gas the locathahs or stored klaven unless the soldier from the observation floor comes downstairs to advise the facility is in danger. If the PCs have a reputation among the bil'djooli (having defeated one or more of the **Part 2** objectives involving bil'djooli soldiers), he purges the captives in both chambers immediately, possibly murdering the remaining locathahs before the PCs even reach the holding cells.

The loss of potential soldiers changes the bil'djooli assault force, forcing them to assign active troops to other regions of the planet and taxing their reserves. The Hegemony forces in **Part 3** include one fewer each of klaven assault troops and piranha breed klaven.

Vrailjan's influence over the klaven is powerful, and his loss affects his soldiers psychically. If Vrailjan and his clone are both slain, each klaven unit takes a –1 penalty to its OM and Morale.

If any PC is captured alive and the PCs fail to destroy the transmogrifier, Kil'quinn orders the PC placed into Vrailjan's machine and converted to klaven. In this case, klaven who used to be PCs constitute a new army added to the Hegemony reserve forces in **Part 3**, led by a jagladine commander.

**E6. MOON POOL (CR 13)**

This moon pool provides access into Surface Station Six from the water, and resembles the moon pool in Surface Station Nine (area B1).

**Creatures:** The bil'djooli stationed at Surface Station Six rotate through responsibilities, which includes training and evaluating the converted klaven and sending them off once a platoon passes inspection. The soldiers currently tasked with this work stand here now, observing new aquatic klaven drilling with spear maneuvers. Once these creatures detect any signs of combat or intrusion, they interrupt these drills to take up positions around the access pool and wait for enemies to emerge.





## BIL'DJOOLI ELITE SOLDIERS (2)

CR 10

XP 9,600 each

hp 118 each (see page 63)

## KLAIVEN ELITE SOLDIERS (8)

CR 6

XP 2,400 each

Klaven fighter 5 (see page 34)

LE Medium humanoid (aquatic, augmented humanoid, locathah)

**Init** +2; **Senses** darkvision 60 ft.; Perception +7

### DEFENSE

**AC** 23, touch 13, flat-footed 20 (+4 armor, +2 Dex, +1 dodge, +6 natural)

**hp** 60 (7d8+28)

**Fort** +10, **Ref** +3, **Will** +6

**Defensive Abilities** energy modulation, plagueborn; **Immune** disease, fear

**Weaknesses** malign influence

### OFFENSE

**Speed** 20 ft., swim 60 ft.

**Melee** mwk longspear +12 (1d8+7/x3) or 2 claws +9 (1d6+4)

**Ranged** mwk javelin +7 (1d8+4)

**Special Attacks** weapon training +1 (spears)

### TACTICS

**Before Combat** The klaven elite soldiers practice maneuvers and maintain readiness. They have longspears in hand if surprised. If apprised of nearby intruders, they approach the access pool and prepare to throw their javelins at intruders emerging from the water.

**During Combat** The klaven throw javelins before readying their longspears. They attempt to confine their enemies to the access pool, but move to flank creatures on the ledge.

**Morale** Klaven elite soldiers have tactical orders, but no sense of self-preservation. They fight to the death.



**STATISTICS****Str** 18, **Dex** 14, **Con** 16, **Int** 11, **Wis** 16, **Cha** 9**Base Atk** +5; **CMB** +11; **CMD** 25**Feats** Combat Reflexes<sup>B</sup>, Dodge<sup>B</sup>, Endurance<sup>B</sup>, Furious Focus<sup>APG</sup>, Iron Will<sup>B</sup>, Outflank<sup>APG</sup>, Power Attack<sup>B</sup>, Weapon Focus (longspear)**Skills** Intimidate +10, Perception +7, Stealth +6 (+10 in forests and jungles), Survival +7, Swim +16; **Racial Modifiers** +4 Intimidate, +4 Stealth in forests and jungles**Languages** Jagladine**SQ** amphibious, armor training, converted host, nanite exchange**Gear** glassteel helmet, masterwork javelins (2), masterwork longspear**F. WITH THE GIANTS**

The locathahs of Simrukoth are in desperate need of every ally they can recruit. Among their most desired colleagues, an ancient enclave of ocean giants wields incredible physical strength and would be a vital resource in pushing the bil'djooli back off-world. Unfortunately, the giants are insular and don't realize the severity of the threat to their way of life. If the PCs demonstrate a knack for diplomacy and report victory against the bil'djooli in other objectives, the Emergency Council asks them to recruit the giants, who live in a city called Sholigree a hundred miles from Simrukoth across the ocean floor.

The giants of Sholigree prefer seclusion. They host visitors but don't respond to summons or attempts to contact them magically. If pressed, the council admits they dispatched emissaries to the giants a few days after the invasion began, but they received no word. In truth, the emissaries never arrived at Sholigree. The bil'djooli found and tortured them, learning of the giants from their ill-fated captives. As a result, Navarch Kil'quinn ordered her forces to give the giants a wide berth.

**F1. SHOLIGREE ACCESS (CR 16)**

*A rift cuts deeply into the ocean floor, brightly lit by veins of luminescent coral. The water feels warmer nearer the rift, hinting at large magma vents close by. At the rift's opening stand two blue-skinned humanoids with flowing beards, each surpassing the height of three men. They bear incredibly large crossbows and tridents, and they are clothed in woven seaweed and sharkskin.*

The giants have lived in an immense canyon on the ocean floor for hundreds of years, building their submerged cliff dwelling and taking turns guarding the approach to the city. The ocean giants barely tolerate the presence of outsiders. They trade with the locathahs when they must, but generally live in their undersea fortresses, defending their territory and

content for the rest of the world to ignore their routine. The PCs can prevail upon their gruff hosts to take them to the King of the Deep for an audience with a DC 35 Diplomacy check. If the PCs fare poorly in dialogue but refuse to leave, they are arrested and taken for the same audience, but as prisoners.

**Creatures:** Two ocean giant sentries guard either end of the rift. The giants are rarely troubled by visitors, but hungry predators can swim directly into the rift so they remain constantly alert. The giants have a system of alarms using their conch shells, so they check in frequently, sounding a warning when they notice silhouettes in the distance, and sounding an "all calm" once they determine there is no danger. Once they determine a potential threat or visitor is nearby, they fire their special crossbow bolts to increase their range of vision. Ocean giants begin with an indifferent attitude, but warn intruders to stay away if reduced to unfriendly and immediately sound an alarm and attack if they become hostile.





## SHOLIGREE OCEAN GIANTS (2)

CR 14

XP 38,400 each

Variant ocean giant (*Pathfinder Roleplaying Game Bestiary 4*)

hp 218 each

**Senses** The ocean giants of Vareen have darkvision to a distance of 120 feet instead of *control winds* as a spell-like ability. They retain their low-light vision.

**Ranged** mwk heavy crossbow +14 (3d8/19-20 plus *faerie fire*)

**Coral Crossbow Bolts** The sentries wield Huge masterwork heavy crossbows instead of throwing rocks underwater. The giants use a phosphorescent coral to craft their bolts so as to mark their targets during combat. Any creature that takes damage from these bolts sheds dim light equivalent to a *faerie fire* spell for 1 minute or until the hit point damage from the bolts is healed, whichever comes first.

**Development:** PCs caught sneaking around the rift are attacked as soon as they are discovered, with conch shells being blown in alarm. Two ocean giants immediately attack, and at the end of every third round of combat, two more giants arrive to deal with the threat (to a maximum of 8 giants in total). The giants have little concern for the lives of intruders, but accept surrender if the party stops fighting. Any unconscious or captured PCs are delivered to Karfrelle in the council chamber at area F2.

## F2. KING OF THE DEEP (CR 19)

*This large room includes scrimshaw seats carved from the rib bones of some ancient leviathan. Near the top of this raised structure sits an even more imposing giant. He is visibly larger than his fellows, with a beard easily six feet long. His immense, rune-carved purple blade looks to serve as a badge of office. He wears a white toga large enough to be a sail for some great galleon, and a loin cloth of thin animal hide with shimmering scales.*

*The giant gestures gruffly, barking out words in a rolling, booming language.*

The ocean giants of Vareen speak Aquan. No giant speaks any other language unless his attitude changes to at least friendly. PCs who understand Aquan understand the giant king is inviting them to be plain about their business. If the PCs were captured after sneaking or fighting inside the rift, he is even more impatient, demanding they give him a reason not to feed them to the Land-eater and be done with whatever threat they pose.

**Creature:** Karfrelle, the King of the Deep manages his community dutifully and gruffly. He wields absolute authority during time of emergency or war, but cooperates with an advisory council most of the time. Karfrelle and a number of giant scouts have seen signs of conflict outside their normal hunting grounds, but have not been directly assaulted by any bil'djooli. To gain the giants' support, the PCs must convince Karfrelle the threat is real and worthy of the giants' response.

If the PCs successfully parleyed with the sentries in area F1, Karfrelle greets them with an indifferent attitude. If the party was arrested or sneaked into the city, the king's starting attitude is instead unfriendly. With a DC 30 Sense Motive check, one or more PCs might detect that he is interested in their story, but skeptical. Karfrelle agrees to aid the locathahs against the bil'djooli if the PCs adjust his attitude to helpful with Diplomacy checks and make their case plainly. Award the party a +5 bonus on their checks if they produce proof of the danger the aliens pose (such as a *bil'djooli rod* or partially converted locathah-klaven corpse) during their argument. If the PCs are caught lying to the King of the Deep, they take a -4 penalty to all social rolls involving the giants so long as the party remains on Vareen. If the PCs reduce the giant's attitude to hostile, the king orders his house guard (three ocean giant sentries, as above) to help him surround the party and exterminate them.

## KARFRELLE, KING OF THE DEEP

CR 17/MR 7

XP 102,400

CN Huge humanoid (aquatic, giant)

**Init** +12<sup>M</sup>; **Senses** darkvision 120 ft., low-light vision, mistsight<sup>MA</sup>; **Perception** +27

### DEFENSE

**AC** 36, touch 9, flat-footed 35 (+1 Dex, +27 natural, -2 size)

**hp** 274 (19d8+189)

**Fort** +23, **Ref** +14, **Will** +18

**DR** 10/epic; **Resist** cold 30, electricity 30

### OFFENSE

**Speed** 50 ft., swim 40 ft.

**Melee** Rift King's Blade +34/+29/+24 (3d6+27, 17-20/x3) or 2 slams +27 (2d6+15)

**Ranged** rock +14 (2d8+22) or Rift King's Blade +21 (3d6+20, 17-20/x3)

**Space** 15 ft.; **Reach** 15 ft.

**Special Attacks** conch focus, feral savagery (full attack)<sup>MA</sup>, king of the deep, mythic power<sup>MA</sup> (7/day, surge +1d10), rock throwing (110 ft.)

**Spell-Like Abilities** (CL 21st; concentration +26)

Constant—*freedom of movement*

3/day—*aqueous orb*<sup>APG</sup> (DC 19), *shout* (DC 20), *summon nature's ally VII* (swimming creatures only), *water breathing*

1/day—*vortex*<sup>APG</sup> (DC 22)

### STATISTICS

**Str** 40, **Dex** 13, **Con** 25, **Int** 15, **Wis** 20, **Cha** 23

**Base Atk** +14; **CMB** +31 (+33 bull rush); **CMD** 42 (44 vs. bull rush)

**Feats** Augment Summoning<sup>B</sup> (with conch), Combat Reflexes, Critical Focus, Improved Bull Rush, Improved Initiative<sup>M</sup>, Intimidating Prowess, Iron Will, Lightning Reflexes, Power Attack<sup>M</sup>, Vital Strike<sup>M</sup>, Weapon Focus (falcata)<sup>M</sup>

**Skills** Diplomacy +11, Intimidate +34, Knowledge (nature) +12, Perception +27, Perform (wind) +15, Sense Motive +19, Survival +17, Swim +24



## PART 2: FOUR LEAGUES UNDER THE SEA

**Languages** Aquan, Common, Giant

**SQ** amphibious, longevity<sup>MA</sup>, mythic infusion, wartrained

**Gear** *Rift King's Blade* (+5 keen *seaborne*<sup>UE</sup> *falcata*, see below), *cloak of resistance* +5

### SPECIAL ABILITIES

**Conch Focus (Su)** When holding its conch, an ocean giant can cast *greater shout* (DC 24) instead of *shout*, and gains Augment Summoning as a bonus feat. If the conch is destroyed (hardness 5, 20 hp), the giant can spend 1 week to craft a replacement.

**King of the Deep (Su)** Whenever Karfrelle uses his *summon nature's ally* spell-like ability, he summons one more creature than would normally respond to his call, and the effect lasts an additional seven rounds. If he uses his conch shell during the summoning, he gains the benefits of the mythic version of the Augment Summoning feat.

**Mythic Infusion (Su)** Karfrelle adds his mythic tier to his caster level for all of his spell-like abilities.

**Rift King's Blade** Karfrelle inherited his weapon from his predecessor when Varen yet had dry land. The *falcata* serves as a badge of office and bonds with Karfrelle alone. The *falcata* has the unyielding (hardness 30 with 130 hp) and upgradable legendary properties (see *Pathfinder Roleplaying Game Mythic Adventures*), and confers the rejuvenating legendary ability on its bearer. Twice per day, Karfrelle can use the *falcata*'s legendary surge ability to add 1d12 to an attack roll, damage roll, or combat maneuver check made while wielding the weapon. The *Rift King's Blade* presently functions as a Huge +5 keen *seaborne*<sup>UE</sup> *falcata* in Karfrelle's hands.

**Wartrained (Ex)** Even among creatures of legend, Karfrelle stands as a mighty defender of his people. He is proficient in the use of all melee and ranged weapons and suffers no penalties for nonproficiency or inappropriately sized weapons. He takes the normal penalties for wielding two weapons or for wielding two-handed weapons in one hand. Weapons deal damage appropriate for their own size in Karfrelle's hands.

### SHOLIGREE OCEAN GIANTS (3)

CR 14

XP 38,400 each

hp 218 each (see page 38)

**Development:** If the PCs succeed in moving Karfrelle to a helpful attitude by the end of their audience, he not only agrees to supply ocean giants to aid the locathahs; he also proposes the PCs lure some of the most dangerous beasts in Varen's ocean to the battle. He mentions both of the creatures in **Section F** below, including helpful advice on how to gain each creature's help. He provides a skin full of whale blood for the advanced lasiodon, and tells the party about the mythic mantis shrimp and her preference for heavily armored prey.

Gaining Karfrelle's trust gains the locathahs a powerful ally against the bil'djooli. If the PCs succeed in making friends as described above, the ocean giants expand their vigilance over their hunting grounds and kill any bil'djooli they encounter. The locathahs gain the use of Karfrelle, King of the Deep and ocean giant armies in the Battle for Simrukoth in **Part 3**. The

bil'djooli also employ one fewer bil'djooli elite armies against the locathahs.





If the PCs offend or fail to impress Karfrelle, the giant pays their warnings about the bil'djooli little attention. The Hegemony sends the daemon Xatmaos to abduct the King of the Deep, promising the ocean giants he will deliver their king and leave their enclave alone if they send an army to support their final assault on the Simrukuul. Xatmaos has no intention of keeping this promise, but the giants still comply. The ocean giant army listed with the Simrukuul defenders in **Part 3** fights for the Hegemony instead.

If the PCs battle Karfrelle or the giants without making peace, the King of the Deep himself sides with the Hegemony to keep his people safe. In this case, the King of the Deep army stands with the invaders as well.

**Story Award:** If the PCs earn Karfrelle's trust, award them XP as though they had defeated him in combat.

## G. COMMUNICATIONS RELAY (CR 16)

One of the more crucial resources available to the Hegemony is their advanced technology, including the ability to communicate over long distances instantaneously. Immediately upon arrival, the bil'djooli began their occupation of Vareen by planting communications wardens across the planet to coordinate their strikes. Military intelligence, troop movements, and other orders are passed through these relays, making the one closest to Simrukoth an important target for the PCs. Unfortunately, the communication centers employed by the bil'djooli are mobile and capable of defending themselves.

If the PCs choose this operation, the locathahs assist them in identifying the most likely location for a communications relay. Read or summarize the following when they arrive.

*A high plateau sixty feet across interrupts an undersea range of mountains separating three valleys on the ocean floor. Spiked into the silt-covered stone of the plateau stands a metallic cylinder about twenty feet high. Four sturdy legs stabilize the structure, and a faceted dome sits atop the cylinder. Several crystalline protrusions populate the dome, intermittently lighting up with different colors.*

The communications relay stands on the plateau so as to broadcast past the mountain range. The edge of the plateau drops 100 feet down to the rocks below, which then resume their climb back up the mountains. The rise isn't high enough for light from the surface to penetrate the gloom, but the lights generated by the communications relay's normal function provide dim illumination within 30 feet.

**Creature:** The communications relay appears as a building or other unguarded structure, but the entire structure is a sentient construct able to adopt the form of a multi-legged robotic killer. In its relay form, the automaton guides communications and interprets the various languages of the Hegemony more efficiently. It also works at greater range when its power is focused on communications rather than combat or movement.

If the communications relay detects intruders (it retains its senses whether in relay form or robot form), it assumes its robot form and attacks until it or the intruders are dead.

### COMMUNICATIONS RELAY ROBOT

CR 16

XP 76,800

Variant annihilator robot (*Pathfinder Roleplaying Game Bestiary 5*)  
hp 170

#### SPECIAL ABILITIES

**Booster Jets (Ex)** When the communications relay robot uses its booster jets, it gains a swim speed rather than a fly speed.

**Relay Form (Ex)** The communications relay robot acts as a telecommunications array, guarding the connection between bil'djooli-occupied centers on Vareen. As a move action, the robot can change from its robot form (described in its regular statistics block) to its relay form or back. The relay form resembles a small facility with exposed sensors. In relay form, the warden's hardness doubles and it can relay information between bil'djooli stations within 100 miles, but it cannot attack or move.

**Development:** The robot communicates any conflict to the bil'djooli navarch aboard the *Subjugator*, as well as officers at each station within range, providing the PCs' opponents with information about their movements and fighting styles. However, because the robot serves as the bil'djooli communications apparatus, destroying the robot significantly hampers the coordination of Hegemony forces and restricts the transfer of information. This has two effects.

First, the relay robot cannot communicate information about the PCs to Kil'quinng; if the **Assassination Event** timed event has not yet occurred (as described at the beginning of **Part 2**), it cannot occur after the relay robot is destroyed.

Second, many klaven foot soldiers never receive the order to attack; reduce the number of units of klaven foot soldiers in the battle for Simrukoth by two.

## H. COMMAND DENIED (CR 17)

The Emergency Council speculates that a good way to cause chaos among the Hegemony forces is to strike at one of their local command groups. Their spies have identified a large, stationary craft used by the Hegemony forces as a command module. The spies also noted that the three-legged structure is well-guarded but has an open entrance on its underside. When the PCs arrive, read or paraphrase the following.

*An artificial structure comes into view—a low flat building of dark green metal with no apparent entrance. The whole building rests on three curved metallic legs partially buried in the ocean floor. The craft has little in the way of windows, but an occasional beam of white light from the structure sweeps over the water, possibly recording activity or searching for intruders. A faint electric hum originates from somewhere inside.*



## PART 2: FOUR LEAGUES UNDER THE SEA

The command module is guarded by scores of kraken breed klaven warriors, but these forces are drilling in preparation for the upcoming battle and aren't paying particularly as much attention to intruders as the command group inside the command module assumes they are. The PCs can sneak past these forces with a successful DC 15 Stealth check; on a failure, a group of four kraken breed klaven warriors (see area E5) attack the PCs, with another four arriving every round; the PCs should soon realize they are outnumbered and retreat.

If the PCs successfully sneak past the warriors, they can approach the base through a moon pool and confront the command group inside. These leaders are busy preparing for the attack, but they are much more attentive than the klaven outside; sneaking up on the commanders requires a successful DC 24 Stealth check. Use the map of the moon pool and adjacent rooms for Surface Station Nine for this combat (page 13).

The party may wish to instead attack the command module itself. A DC 20 Knowledge (engineering) check allows a character to determine that a hull breach alone doesn't inconvenience the water-breathing occupants, but significant damage to the facility's legs cause it to collapse and fall to the ocean floor, destroying the module. The legs are powerful hydraulic mechanisms. They have an AC of 10 with hardness 10 and 120 hit points. Bringing all three legs down simultaneously deals massive damage to the module as it settles, causing structural collapse and electrical shock to anyone inside. Creatures in the module when it fails take 6d6 points of bludgeoning damage and 6d6 points of electricity damage at the end of the round and are pinned in the structure, as though buried in a cave-in (see the *Pathfinder Roleplaying Game Core Rulebook*).

**Creatures:** The officers in charge of the first wave of klaven assault troops remain in this command module, receiving scouting reports from the relay robot and keeping track of details as the time for the final assault on Simrukoth nears. Though bil'djooli officers live in relative comfort, assignment to the command module is a short-term inconvenience. The module consists of only a central room with an access pool and several kiosks for communication and strategic planning. Their sleeping quarters are tiny bunks in adjacent rooms.

A bil'djooli command group consists of one arcane spellcaster as principal commander, one chief strategist, and six bil'djooli soldiers. The complement is more than enough to communicate orders and ensure obedience among the well-conditioned klaven slave warriors outside. The six bil'djooli soldiers stand guard in teams of four, such that there are always four soldiers assisting the commanders and two at rest. Pleased at the potential for glory in defeating enemy agents, these bil'djooli fight until slain.

### BIL'DJOOL AQUAMANCER

CR 13/MR 2

XP 25,600

hp 152 (see page 63)

### BIL'DJOOL COMMANDER

CR 13/MR 2

XP 25,600

hp 147 (see page 63)

### BIL'DJOOLI ELITE SOLDIERS (6)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Development:** Destroying this center (and the bil'djooli within) throws the vanguard of the final assault into chaos, as troops aren't organized as neatly nor do they depart on time. The bil'djooli must send additional commanders from the interior of their force, which also weakens their reserves. The late arrival of the force allows two additional units of locathahs to arrive in time to defend the city. In addition, all reserve units of klaven suffer a -1 penalty to Morale due to less experienced leadership.

The command center features a pair of kiosks with records related to the timing and strength of the assault force, as well as the specific directions and landmarks the bil'djooli plan to attack from. Any creature who studies these kiosks can analyze the relevant information with a DC 20 Intelligence check. If the PCs deliver this information to the Emergency Council, up to six Simrukuul forces selected prior to the battle increase their DV by 2. These units can also attack with surprise, gaining the invisibility special ability during the first turn of mass combat.

## I. FRIENDS, NOT FOOD

It may occur to the PCs to alter the battle against the Hegemony by utilizing powerful local fauna; alternatively, some NPCs (such as Karfrelle) might recommend the PCs seek out these mighty creatures. Vareen offers no shortage of incredible aquatic beasts who may view a battleground full of warriors as a target-rich environment. Proper placement of such creatures may well impact the outcome and rob the invaders of their numbers and strength. Two examples of potential allies live on opposite sides of Simrukoth, each within several miles of the city.

The first is the Land -eater, a sea monster so large and dangerous that ancient myth attributes the destruction of Vareen's dry land to her. Her renown is such that the locathahs of Simrukoth can describe her if the PCs don't engage the ocean giants about creatures to recruit to the fight. The Land-eater is the mother of the lasiodon the PCs encountered in area A. While that creature is impressive, this monster dominates the ocean, consuming entire schools of giant fish or single colossal prey.



The second creature of note is known locally as the Reefhammer. This giant mantis shrimp delivers powerful blows, capable of shattering stone.

If either of the great beasts appears during the Hegemony's attack on Simrukoth (see **Part 3**), it is represented with the army stat block supplied in the mass combat section for the battle.

## 11. THE LAND-EATER (CR 19)

*Two mountains lean against one another on the ocean floor, like massive stone beasts colliding in some mythic contest. At their base, an immense triangular cavern burrows deep into the earth. The bones of truly massive creatures lie scattered in a wondrous graveyard of skulls and curved ivory towers.*

**Creature:** The dark ocean floor makes a perfect nesting place for one of Vareen's greatest living specimens, the ageless sea serpent known to intelligent races as the Land-eater. Over 100 feet long, she is stronger than almost any creature she encounters, evidenced by the size of the cleanly-stripped bones that decorate her lair. Convincing the Land-eater to arrive at the battle on the locathahs' behalf requires communication with a wild beast used to being treated more like a force of nature or a god. Though she understands the Aquan language, spoken by the races around her for millennia, she does not parley unless influenced magically or through the wild empathy class feature.

### THE LAND-EATER

CR 19/MR4

XP 204,800

Female advanced lasiodon (see page 70)

N Colossal magical beast (aquatic, mythic)

**Init** +7<sup>M</sup>; **Senses** darkvision 120 ft., keen scent, low-light vision, see in darkness; **Perception** +18

### DEFENSE

**AC** 35, touch 9, flat-footed 33 (+3 Dex, +31 natural, -8 size)

**hp** 343 (21d10+233)

**Fort** +20, **Ref** +15, **Will** +15

**Defensive Abilities** fortification<sup>MA</sup>; **DR** 10/epic; **Immune** cold

### OFFENSE

**Speed** swim 60 ft.

**Melee** 6 bites +29 (2d6+12 plus grab)

**Space** 20 ft.; **Reach** 25 ft.

**Special Attacks** breath weapon (15-ft. cone, 4d8 cold damage plus encased in ice, DC 28 Reflex for half), mythic power (4/day, surge +1d8), swallow whole (3d6 acid damage, AC 25, 33 hp)

### STATISTICS

**Str** 35, **Dex** 16, **Con** 26, **Int** 5, **Wis** 22, **Cha** 12

**Base Atk** +20; **CMB** +40; **CMD** 53

**Feats** Blind-Fight, Combat Reflexes, Furious Focus<sup>M</sup>, Improved Initiative<sup>M</sup>, Iron Will, Power Attack, Skill Focus (Perception), Skill Focus (Stealth), Vital Strike, Weapon Focus (bite)

**Skills** Acrobatics +11 (+15 while swimming), Perception

+17, Stealth +6 (+30 while submerged), Swim +24; **Racial Modifiers** +4 Acrobatics while swimming, +8 Stealth while submerged

**Languages** Aquan (can't speak)

**SQ** camouflage

### SPECIAL ABILITIES

**Aggressive Reach (Ex)** The Land-eater is an antediluvian horror of Vareen's seas. She gains a +4 racial bonus on her attack roll when making an attack of opportunity, and each time she takes an attack of opportunity, she can make two bite attacks so long as she has two heads not grappling other prey.

**Frozen Food (Su)** The range of the Land-eater's cone for this ability is 20 feet. Her breath weapon deals 4d8 points of damage with this ability.

**Development:** The Land-eater is intelligent enough that the PCs can gain her trust and count her as an ally by improving her attitude to helpful. Alternatively, the PCs might rely on *dominate monster* or similar magic to compel the creature's loyalty. However, if the PCs injured (or were injured by) her offspring outside Surface Station Nine within the past three days, the adult lasiodon catches her scent and becomes enraged. She immediately attempts to kill the PCs that bear her slain offspring's scent. At the GM's discretion, PCs that have taken extraordinary measures to clean up (beyond simply swimming in the ocean) no longer bear the younger lasiodon's scent.

**Treasure:** With a DC 25 Perception check, the PCs find considerable treasure amid the bones piled outside the lasiodon's lair. Included in this wealth are two sealed scroll tubes containing two *scrolls sending*, an *orange prism ioun stone*, a *ring of protection* +3, and 4,000 gp in assorted coins, gems, and jewelry.

**Story Award:** If the PCs gain Land-Eater's loyalty, award them XP as though they had defeated her in combat.

## 12. THE REEFHAMMER (CR 18)

*A massive shelf of stony coral teems with the vibrant colors of life. Immense stands of green seaweed writhe in the current, flanked by glowing anemones and creatures of every shape, size, and color. This terrain stretches far off into the darkness.*

The ocean floor of Vareen boasts as impressive an array of natural life as any other world. Rising mounds of coral have built over eons as the nutrients of lower levels are cannibalized to feed newer structures. The whole results in a self-sustaining ecosystem that feeds off the reproduction and decay of its own members. Alert PCs notice that the spaces between the mounds are littered with fragmented stone, shattered shells, and other debris. These pieces are the remnants of the Reefhammer's past prey and surroundings, disintegrated by the aftershock of its pincer strikes.





**Creature:** Hidden among the bright colors of the luminescent scene is the Reefhammer, a venerable giant mantis shrimp. The name of the impressive vermin comes from locathah descriptions of the creature pounding its way through coral and stone to extract meals. While the Reefhammer knows no strategy other than to wait and ambush nearby prey, its dynamic coloration allows it to blend in well. PCs looking for the Reefhammer can spot it with a DC 43 Perception check, gaining a +8 bonus on the check if they look for it in bright light rather than darkvision, low-light vision, or the reef's natural luminescence. It stands motionless for hours until a large enough animal moves close, and then it strikes in a burst of heat, light, and sound.

#### REEFHAMMER

CR 18/MR 2

XP 153,600

Advanced giant mantis shrimp (*Pathfinder Roleplaying Game Bestiary 5*)

N Huge vermin (aquatic)

**Init** +6; **Senses** darkvision 60 ft., incredible sight; **Perception** +1

#### DEFENSE

**AC** 37, touch 14, flat-footed 21 (+6 Dex, +23 natural, -2 size)

**hp** 280 (23d8+177)

**Fort** +20, **Ref** +13, **Will** +8

**DR** 10/epic; **Immune** mind-affecting effects; **Resist** sonic 10

#### OFFENSE

**Speed** 30 ft.; swim 40 ft.

**Melee** pincer +28/+23/+18 (4d8+19 plus grab and sonic burst), and pincer +28 (4d8+19 plus grab and sonic burst)

**Space** 15 ft.; **Reach** 15 ft.

**Special Attacks** mythic power (2/day, surge +1d6), shattering strike, sonic burst, speedy pincers

#### STATISTICS

**Str** 36, **Dex** 23, **Con** 24, **Int** —, **Wis** 13, **Cha** 16

**Base Atk** +17; **CMB** +32 (+36 grapple); **CMD** 47 (59 vs. trip)

**Feats** Power Attack<sup>B, M</sup>

**SQ** powerful blows

#### SPECIAL ABILITIES

**Brilliant Flash (Ex)** Whenever the Reefhammer creates a sonic burst, it unleashes a blinding flash. Creatures within 20 feet must succeed at a DC 28 Fortitude save or be blinded for 1 round. Mantis shrimp and creatures without vision are immune to this effect. The save DC is Constitution-based.

**Incredible Sight (Ex)** The Reefhammer's eyes pick up colors well beyond those visible to humans, and it can see perfectly in all light conditions, including supernatural darkness. As long as the Reefhammer is not blinded, it is treated as having blindsight 60 feet.



**Sonic Burst (Ex)** The Reefhammer attacks with such extreme speed that its pincers issue a concussive blast of light and force when they snap closed. Each time the Reefhammer makes a pincer attack, whether it hits or misses, each creature in a 20-foot-radius burst centered on the attack's target takes 3d6 points of sonic damage and must succeed at a DC 28 Reflex save or be stunned for 1 round. A creature that succeeds at this save is immune to the stun effect from additional sonic bursts from that giant mantis shrimp until the Reefhammer's next turn, but it still takes sonic damage from additional sonic bursts. The Reefhammer is immune to this effect. The save DC is Constitution-based.

**Shattering Strike (Ex)** The Reefhammer deals double damage against objects. Additionally, it gains a bonus equal to its mythic rank on attack rolls against creatures with an armor or natural armor bonus to AC. When the Reefhammer makes combat maneuver checks to sunder an object, it does not provoke attacks of opportunity and affects any creature bearing the object with its sonic burst ability.

**Speedy Pincers (Ex)** The Reefhammer can make iterative attacks with one pincer.

**Development:** The Reefhammer is well-known across the cultures of Vareen, but it is a mindless eater and easily goaded. The simplest way to bring it to the battlefield is to offer it an enticing morsel just at the range of its blindsight (60 feet). The vermin follows such bait (it favors food with a hard shell until it catches it, finds less mobile food, or can no longer sense it) until it catches the lure or encounters a closer meal.

Without vermin empathy or a similar ability, the Reefhammer acknowledges only food and powerful creatures that may feed on it (such as the Land-eater). It cannot cognitively choose a side and has no real capacity to distinguish between the two forces at war. It will, however, voraciously attack and devour any creatures it comes into contact with, especially if it senses a hard shell, like bil'djooli armor.

**Story Award:** If the PCs bring the Reefhammer to the mass combat, award them XP as though they had defeated it in combat.

## J. THE LAST BARDEZITE (CR 18)

Ancient records of the Fall of Bardez and the devastation of Vareen are rare, but vague references exist within the archives of the Simrukuul. More readily available are tales of a horror as old as the world itself—an unnatural force incompatible with life and capable of reducing any creature to nicked bones and flakes of flesh. As the PCs determine potential allies and hazards to throw at the imminent force of bil'djooli, the locathahs reluctantly mention this unsettling possibility.

*The locathah councilors shift their gazes among themselves, seemingly waiting for one of their member to speak first. Finally, it is the sage Claiglool who grunts and relays his story.*

*“If we truly face annihilation, we should mention one creature that could aid us, though the price may be high. Our myths speak of*

*a power too horrible to consider, although our needs are dire. This thing has no name, we know only that nothing survives in a region we call the Ivory Sea. Simrukuul law forbids travel there, for the safety of those who might brave the dangers, and those who might perish if someone ever brought something back.”*

*The locathah proceeds with the gravity of an officer sending troops to certain death. “Our sages have argued whether the source of desolation is an ancient artifact or some demon we might control. Before, they wondered if we might encourage the Ivory Sea to move farther away from our settlements. A few suggested we understand its power for times such as these. If you seek this thing out, know that we can offer you very little, but we mention it to you in case this dread power could be wielded against our enemy.”*

The locathahs know little else about the Ivory Sea. If the PCs press for information, the councilors can add that early generations of Simrukuul stopped exploring the region after several attempts with no survivors. There are records that indicate the threat moves over times, but nothing that explains its nature or how it moves. If the PCs want to attempt to turn this power against the armies of the Hegemony, they will have to discover these things for themselves.

If the PCs agree to explore this option, the locathahs direct them to an unpopulated area several miles to the southeast of Simrukoth. When they arrive, they witness the desolation they were warned about; read or paraphrase the following.

*Suddenly, the current loses its strength and the temperature drops. A dead valley stretches across the ocean floor. The ground is thick with sand and silt, but the most striking feature is the presence of hundreds of skeletons half-buried in the mud. The bones belong to marine creatures of various shapes and sizes, and none bears a scrap of flesh. A fairly dense rain consisting of animal matter, seaweed, and sand falls over the entire area. Nothing crawls or swims in the valley at all.*

When Vareen's sister planet Bardez was flung against Vareen, the scattered creatures on Bardez were exposed to explosive force, the vacuum of space, and atmospheric re-entry. While none survived, their ashes and the grains of their broken world fell into deep water, floating to the bottom of Vareen's planet-spanning ocean. The collective shock of Bardez's dead population animated and attracted the entirety of Bardez's remains over time, pulling miniscule bits of dirt, ice, and flesh to form one aggregate creature. Originally mindless, the Last Bardezite's hate ignited one day when enough of its world's remains gathered in one place and united with the faint vestiges of thousands of lost souls.

The loose consciousness of those who died in that instant suffered centuries of confusion and lethargy. Over time the Last Bardezite channeled its amplified loss through its scant memories, regaining some identity as the only “survivor” of its lost planet. It senses life and disintegrates it, reducing anything nearby to the particulate form Bardez has become. Creatures with higher than animal intelligence experience psychic resonances of its constant and sorrow when they come near the Last Bardezite, potentially overwhelmed by scenes of death and destruction.



**Creature:** Thousands of years of brooding isolation left the Last Bardezite morose and violent. The undead remnant of an entire world is composed of ice, silt, and organic detritus. Since obtaining its aggregate consciousness a few hundred years ago, it uses its unique nature to destroy all life it encounters. When it presents itself to the PCs, it is to kill them. The unquiet spirit takes the form of a sphere of red dirt (resembling its home planet), creating pseudopods of sand.

### THE LAST BARDEZITE

CR 18/MR 4

XP 153,600

NE Large undead

**Init** +4; **Senses** darkvision 60 ft., lifesense 60 ft., mistsight<sup>MA</sup>, Perception +23

**Aura** marine snow (60 ft., see below)

### DEFENSE

**AC** 33, touch 9, flat-footed 33 (+24 natural, -1 size)

**hp** 279 (26d8+162)

**Fort** +14, **Ref** +8, **Will** +17

**DR** 10/epic; **Immune** cold, disintegration, electricity, sneak attacks, undead traits, weapon damage; **Resist** acid 10, fire 20

### OFFENSE

**Speed** 20 ft., swim 30 ft.

**Melee** 2 slams +25 (3d6+12 plus 3d6 negative energy)

**Ranged** disintegrating pulse +17 (8d6+8 negative energy)

**Special Attacks** furious fixation, mythic power (4/day, surge +1d8), powerful blows

**Spell-Like Abilities** (CL 16th, concentration +20)  
3/day—*dimension door*, *quicken wall of ice*

### TACTICS

**During Combat** The Last Bardezite separates its foes with *quicken wall of ice* and spends mythic power to fire its disintegrating pulse if a strong opponent remains in the fight, or if it can draw a line through multiple targets. It otherwise takes full attack actions every round if it can.

**Morale** The Last Bardezite exists only to exact a sort of subconscious revenge. It fights until destroyed, or until the PCs mention Bardez or the Hegemony as described in the **Development**, below.

### STATISTICS

**Str** 26, **Dex** 11, **Con** —, **Int** 6, **Wis** 15, **Cha** 19

**Base Atk** +17; **CMB** +26; **CMD** 36 (can't be grappled or tripped)

**Feats** Alertness, Furious Focus<sup>APG</sup>, Dreadful Carnage<sup>APG</sup>, Great Fortitude, Improved Initiative, Intimidating Prowess, Lunge, Power Attack, Quicken Spell-Like Ability (*wall of ice*), Toughness, Vital Strike, Weapon Focus (slam)

**Skills** Disguise +15 (+23 when submerged), Intimidate +23, Perception +23, Sense Motive +20, Stealth +8 (+16 when submerged), Swim +20; **Racial Modifiers** +8 Disguise when submerged, +4 Perception, +8 Stealth when submerged

**Languages** Common (can't speak); empathy 100 ft.

### SPECIAL ABILITIES

**Disintegrating Pulse (Su)** As a move action, the Last Bardezite can fire a pulse of negative energy at a target within 60 feet. It also compares the result of its ranged touch attack roll to the

AC of any living creature in the line between the Last Bardezite and its target. The target of the blast takes 8d6+8 points of negative energy damage on a hit, and any intervening targets take 4d6+4 points of negative energy damage. A living creature reduced to 0 or fewer hit points by the pulse is disintegrated into a cloud of detritus, which slowly falls to the ocean floor.

The Last Bardezite can spend a daily use of mythic power to fire a disintegrating pulse as a swift action.

**Furious Fixation (Su)** The Last Bardezite embodies the anger and misery of an entire planet. Any intelligent creature struck by its slam attacks must succeed on a DC 26 Will save or experience the anguish of thousands who suddenly died when their planet was knocked from its orbit. On a failed save, the creature is stunned for 1 round (or 2 rounds on a critical hit). A creature that hits the Last Bardezite with a natural attack or non-reach weapon must save or be affected as well. Once a creature successfully saves against this ability, it is immune to it for 24 hours. The save DC is Charisma-based.

**Marine Snow (Su)** While submerged, a constant rain of ash, dead flesh, ice, and sand falls in a 60-foot radius around the Last Bardezite. The water is colder and the bits of detritus are both frozen and infused with negative energy. Any living creatures that enters this aura gain one negative level, which can only be removed with a DC 26 Fortitude save 24 hours after the level is gained. A creature that leaves this aura and returns gains an additional negative level. Water within this aura is significantly colder and cloudier, as the fall of detritus combines with increased density. Creatures within the aura take 1d6 points of nonlethal damage from the cold at the start of their turns each round and each square of movement counts as two squares regardless of movement type. Cold resistance applies to this damage but protection from extreme temperatures does not. The save DC is Charisma-based.

**Particulate Form (Su)** Formed from the accumulation of dust and detritus from its broken world and the life it has since destroyed, the Last Bardezite has no solid form. It is immune to weapon damage, critical hits, sneak attacks, and all forms of precision damage. It still takes damage from spells normally.

**Rage of Ages (Ex)** Whenever the Last Bardezite hits a living creature with its slam attack, it adds its mythic tier as a bonus on attack rolls, weapon damage rolls, and saving throws for 1 round.

**Development:** The Last Bardezite hasn't seen or heard a reference to its home planet since the day it was destroyed. If a PC informs the creature that the powers who destroyed its planet have returned to consume Varen and succeeds at a DC 29 Diplomacy check, the Last Bardezite ceases its attacks and empathically communicates its eagerness to seek revenge. A PC specifically using the name of Bardez's home planet gains a +4 bonus on this Diplomacy check. If the PCs inform the creature of the pending battle, it travels to the battlefield described in **Part 3** and attacks the Hegemony forces; however, Simrukuul armies in the same hex as the Last Bardezite takes a -4 penalty to Morale out of fear of the creature.





## K. THE BEST DEFENSE (CR 15)

When the PCs return to Simrukoth after one of their tasks, triton scouts report an advance movement of troops along the ocean's floor. The trajectory of the troops suggests an army sent to take up a flanking position against the Simrukuul. The PCs may choose to intercept this army and attempt to disperse it, foiling the Hegemony's tactic before the battle even begins. Ideally, the Emergency Council would like to see the klaven slaves destroyed, as well as its jagladine commander.

The troops are moving through a long trench on the ocean floor to avoid detection. Because aquatic klaven have considerable swim speeds, the navarch's hope is to use this army as a secret reserve force, attacking locathah or other resistance units from the rear. When the PCs arrive, the army rests before its next march, destined to arrive on one of the plateaus outside Simrukoth within another day.

PCs with sufficient light (or who can see farther than 60 feet in the dark) can detect mobile bil'djooli sentries with a DC 33 Perception check. They may also investigate and find the magical alarms placed around the army instead of patrols (as patrols might be detected, and the troops are intending

to stay hidden for now). If the PCs choose to enter near one of the bil'djooli, it sends a message to its companions and attacks while backing toward the main body of the army. If the PCs attempt to avoid the sentries and approach between them, they might instead trigger an *alarm* spell.

**Creatures:** Four bil'djooli soldiers lead a single army of 120 obedient klaven slaves through a trench on the ocean floor. They are accompanied by one jagladine conversant in the transmogrification process and trained to lead klaven into battle.

### BIL'DJOOLI ELITE SOLDIERS (4)

CR 10

XP 9,600 each

hp 118 each (see page 63)

### JAGLADINE COMMANDER

CR 10

XP 9,600

Male jagladine skald 10 (*Pathfinder Roleplaying Game Advanced Class Guide* and see page 32)

NE Medium monstrous humanoid

**Init** +2; **Senses** darkvision 60 ft., low-light vision; Perception +16



## PART 2: FOUR LEAGUES UNDER THE SEA

### DEFENSE

**AC** 23, touch 16, flat-footed 17 (+5 armor, +2 Dex, +1 haste, +3 morale, +2 natural)

**hp** 92 (2d10+10d8+36); fast healing 2

**Fort** +10, **Ref** +11, **Will** +13

**Defensive Abilities** improved uncanny dodge, well-versed; **DR** 1/— and 2/bludgeoning; **Immune** disease, poison

### OFFENSE

**Speed** 30 ft., climb 20 ft.

**Melee** mwk handaxe +16/+16/+16/+16/+16/+8 (1d6+6)

**Ranged** mwk handaxe +14/+9 (1d6+3)

**Special Attacks** rage powers (auspicious mark<sup>UC</sup>, sprint<sup>UC</sup>, swift foot), raging song (25 rounds/day, dirge of doom [DC 19], inspired rage, song of marching, song of strength)

**Skald Spells Known** (CL 10th, concentration +14)

4th (0 remaining)—*dance of a hundred cuts*<sup>UM</sup>, *freedom of movement*

3rd (3 remaining)—*cure serious wounds*, *haste*, *mass invigorate*<sup>APG</sup>, *slow* (DC 18)

2nd (5/day)—*blindness/deafness* (DC 16), *cure moderate wounds*, *darkness*, *hold person* (DC 16), *sound burst* (DC 16)

1st (3 remaining)—*alarm*, *expeditious retreat*, *timely inspiration*<sup>APG</sup>, *touch of gracelessness*<sup>APG</sup> (DC 16), *vanish*<sup>APG</sup>

0 (at will)—*dancing lights*, *detect magic*, *know direction*, *message*, *read magic*, *sift*<sup>APG</sup>

### TACTICS

**Before Combat** The jagladine commander uses spell kenning each day to cast *water breathing* at his own caster level, using his scrolls to cover gaps in time whenever he must spend more than a day submerged. He also casts alarm *three* times around the surrounding area to detect intruders. If the PCs are detected before combat begins, he begins his raging song before casting *freedom of movement* and *dance of a hundred cuts* before moving toward a threat. He casts *haste* if the bil'djooli soldiers or slave stands are nearby before combat begins. These spells are included in this statistics block.

**During Combat** The jagladine commander wades into melee, making full attacks with his hand axes. He uses Combat Expertise to increase his AC and prolong the support he gives his allies.

**Morale** The jagladine are the least likely members of the Hegemony to fight to the death. The commander orders the bil'djooli soldiers and klaven slaves to cover his retreat once he is reduced to 20 hp. He then casts *expeditious retreat* and flees to the nearest Hegemony-controlled location.

**Statistics** Without raging song and his spells, the jagladine commander's statistics are **AC** 19; **hp** 92; **Fort** +10, **Will** +13, **Melee** 4 mwk handaxes +12/+12/+12/+7 (1d6+3); **Str** 16, **Con** 14; **CMB** +12, **CMD** 24; **Skills** Acrobatics +17, Climb +15, Swim +10.

### STATISTICS

**Str** 16, **Dex** 15, **Con** 14, **Int** 14, **Wis** 14, **Cha** 18

**Base Atk** +9; **CMB** +12; **CMD** 24

**Feats** Combat Expertise, Multi-Weapon Fighting, Power Attack,

Scribe Scroll<sup>B</sup>, Spell Focus (transmutation), Toughness, Weapon Focus (hand axe)

**Skills** Acrobatics +20, Bluff +12, Climb +15, Diplomacy +17, Heal +10, Intimidate +18, Knowledge (arcana) +13, Knowledge (nature) +13, Perception +16, Perform (oratory) +17, Profession (soldier) +10, Sense Motive +17, Spellcraft +13, Stealth +15, Swim +10, Use Magic Device +17; **Racial Modifiers** +4 Bluff, +4 Intimidate, +4 Perception

**Languages** Aklo, Common, Ultari, Jagladine

**SQ** intuitive naturalist, loremaster, multi-armed, reflexive biology, versatile performance (Perform [oratory])

**Combat Gear** *potions of cure serious wounds* (3), *scrolls of water breathing* (8); **Other Gear** +2 studded leather, masterwork hand axes (6), *cloak of resistance* +2

### SPECIAL ABILITIES

**Intuitive Naturalist (Ex)** As Vrailjan (page 32).

**Multi-Armed (Ex)** As Vrailjan (page 32).

**Reflexive Biology (Ex)** As Vrailjan (page 32).

### KLAVEN SLAVE STAND (8)

CR 4

**XP** 1,200 each

Klaven troop (*Pathfinder Roleplaying Game Bestiary* 6)

LE Medium humanoid (aquatic, augmented humanoid, troop)

**Init** +5; **Senses** darkvision 60-ft., low-light vision; Perception +6

### DEFENSE

**AC** 17, touch 11, flat-footed 16 (+1 Dex, +6 natural)

**hp** 38 (7d8+7)

**Fort** +8, **Ref** +5, **Will** +5

**Defensive Abilities** plagueborn, troop traits; **Immune** fear

**Weakness** malign influence

### OFFENSE

**Speed** 10 ft., swim 60 ft.

**Melee** troop (3d8)

**Space** 20 ft.; **Reach** 5 ft.

**Special Attacks** chaos of combat

### STATISTICS

**Str** 14, **Dex** 12, **Con** 12, **Int** 11, **Wis** 13, **Cha** 11

**Base Atk** +5; **CMB** +7; **CMD** —

**Feats** Endurance<sup>B</sup>, Great Fortitude, Improved Initiative, Improved Natural Attack (troop), Iron Will<sup>B</sup>, Lightning Reflexes

**Skills** Intimidate +9, Knowledge (local) +2, Knowledge (nature) +2, Perception +6, Stealth +6 (+10 in forests and jungles), Survival +6, Swim +15; **Racial Modifiers** +4 Intimidate, +4 Stealth (in forests and jungles)

**Languages** Aquan, Jagladine (can't speak)

**SQ** amphibious, converted host, energy modulation, nanite exchange

### SPECIAL ABILITIES

**Converted Host (Ex)** See page 34.

**Energy Modulation (Su)** See page 34.

**Malign Influence (Su)** See page 34.

**Nanite Exchange (Su)** See page 34.

**Plagueborn (Ex)** See page 34.



**Traps:** The jagladine commander casts *alarm* three times each day in the likeliest approaches to his current area to alert him of intruders. As he is still unused to operating underwater, he has a tendency to use “ground based thinking” in his placement, putting the spells onto the ocean floor; as a result, PCs approaching from above do not trigger the traps. Should the PCs scan the surface thoughts of any Hegemony forces in the army, they are aware of the *alarm* locations and know that the password to bypass the *alarms* is “subjugation.”

**Development:** Destroying the flanking army of klaven removes one klaven assault troop and piranha breed klaven from the Hegemony forces in **Part 3**. In addition, failure of these flanking forces to arrive at the battle demoralizes the other klaven units and their jagladine commanders, reducing the Morale of every klaven unit by 1. However, if even one bil’djooli soldier escapes the PCs’ ambush, it alerts the navarch of the loss, and Kil’quinnng quashes the rumors to improve morale (this mitigates the penalty to Morale for other klaven troops).

## PART 3: BATTLE FOR SIMRUKOTH

The fate of all Vareen hangs in the balance, and with it, the fate of the PCs. Beyond even that, the planet and its portal system may well be the advantage the Hegemony needs to seek out other seed races and bind them into submission before the Accord’s final defense can be revealed. By virtue of their involvement so far, the PCs bear the weight of millions of lives on their shoulders. As **Part 3** begins, there is little doubt that a war under the surface of Vareen is inevitable.

Although there is no specific time to begin **Part 3**, you should allow the PCs the opportunity to attempt as many of the missions in **Part 2** as they desire before beginning these events. **Part 3** consists of a single mass combat with several side missions to swing the battle, culminating in a fight on the bil’djooli capital ship, the *Subjugator*. Although the Hegemony forces would otherwise outclass the defenses of Simrukoth, the PCs’ actions in **Part 2** have earned allies, impeded the Hegemony, or both.

The PCs aren’t the only agents acting to thwart the Hegemony’s invasion. While the PCs attack the bil’djooli and recruit allies to the cause, agents of distant locathah settlements—and those of other cultures—have exchanged intelligence and conducted their own operations. The Simrukuul leaders piece this information together and invite the PCs into their planning for a massive confrontation. When the planning session begins, read or paraphrase:

*The Emergency Council sits nervously around a table of pink coral. Small devices plug in to the table, connecting holographic displays for everyone at the table. Some of the images appear to include advisors and commanders from other besieged settlements. The air here is damp, the room having been recently drained of ocean water to accommodate air-breathers.*

*After a brief round of introductions, the elderly locathah Claigllood speaks for the Emergency Council.*

*“We appear to have commanded the attention of our enemy. The bil’djooli commander, known as their navarch, has pushed up the timing and scale of her assault on Vareen’s most important settlements. Though the triton and charda nations have more time to prepare, it seems she has committed significant resources to bring the fight here. The advent of certain powerful allies may have her worried she could lose the planet, and we are thankful for that assistance.”*

*He pushes several illusory units across the table map, which shows the coral city of the locathahs as well as surrounding valleys and plateaus. “We still face grave danger as a result of these enemy commitments. The enemy closes in and we must decide how to commit our forces.”*

The Council has relied heavily on the PCs for intelligence and support. Given Claigllood’s belief that ancient Varinian prophecy foretells the PCs’ involvement, he has persuaded the council to give extra weight to the PCs’ opinions on how to assign the armies during the coming battle. The PCs essentially become full members of the Emergency Council and engage in war planning with the Council’s other members. During discussion, the two foreign Council members (Ruushka and Gomyeit) offer more strategic advice than the others (exhorting the PCs to think in three dimensional tactics, and so on).

Some PCs may want to bolster allied armies with spell effects or other assistance, but an army’s mass combat statistics don’t change unless more than half the individuals in the army are affected by their offering, and if the duration of the effect lasts a sufficiently long time (typically, at least a few hours). If the PCs offer qualifying assistance, the unit gains the most appropriate effect listed among optional resources or special abilities in mass combat rules.

While the Hegemony forces array themselves against Simrukoth, the PCs can detect a mechanical rumble permeating the water with a DC 25 Perception check. With a successful DC 25 Sense Motive check, a character can conclude that the arrival of so many enemy units at one time indicates an immense transport of some kind behind enemy lines. That transport is the *Subjugator*, the bil’djooli flagship commanded by Navarch Kil’quinnng. Although the PCs may want to seek out this flagship immediately, the Emergency Council pleads with the PCs to remain behind for now, as their assistance in the battle is urgently needed.

## SIMRUKUUL ARMIES

The forces allied with Simrukoth include the locathah armies listed below; these also list all the armies the PCs may have acquired throughout **Part 2**. These troops array themselves for the battle according to the Emergency Council’s plans. If the PCs wish to join one of the armies as a commander, the Emergency Council recommends that the PCs remain in reserve and ready to address any breaches in the Simrukoth forces. The Emergency Council won’t expressly forbid the PCs from joining an army as a commander, but it makes the PCs much slower to respond to the issues that arise during the battle (such as the combat events set forth below).



## PART 3: BATTLE FOR SIMRUKOTH

### LOCATHAH ASSAULT TEAM

XP 1,200

NG Tiny army of 25 locathah guardsmen (warrior 8) with *bil'djooli rods*

hp 22; ACR 4

DV 14; OM +8, ranged

Tactics dirty tactics

Resources improved (magic) weapons, ranged weapons

Special aquatic, low-light vision

Speed 2; Morale +4

Commander locathah captain (Charisma bonus +1, Profession (soldier) +2, Leadership +9)

### TRITON CAVALRY (3)

XP 1,200 each

LN Small army of 50 tritons and dolphin mounts (cavalier 6)

hp 22 each; ACR 4

DV 16; OM +10

Tactics cavalry experts

Resources mounts

Special aquatic, challenge, darkvision, mount, powerful charge

Speed 3; Morale +2

Commander triton cavalier (Charisma bonus +1, Profession (soldier) +1, Leadership +7)

### LORAN MONASTICS

XP 2,400

LG Diminutive army of 10 loran monastics (monk 11)

hp 27; ACR 6

DV 17; OM +7

Tactics standard

Resources healing potions

Special aquatic, darkvision, evasion, flurry of blows, ki pool, stunning fist

Speed 2; Morale +4

Commander Wise Mother (Charisma bonus +1, Profession (soldier) +0, Leadership +12)

### MASS COMBAT RECAP

The final part of *The Depths of Desperation* features an exciting mass combat that combines large-scale skirmishes with individual events for the PCs to pursue. The mass combat portion of the Battle for Simrukoth follows the rules for pitched battles described in *Pathfinder Roleplaying Game Ultimate Campaign*. The basic combat sequence follows for the GM's convenience.

Armies travel up to a number of hexes on the map equal to the unit's speed. When two armies occupy the same hex, they proceed to combat.

Combat consists of three phases: tactics, ranged, and melee combat. An army's tactical options are listed in its mass combat statistics block. During the tactics phase, the army's controller (the GM or the PCs, representing the Emergency Council) chooses a tactic for the combat turn and applies any modifiers for that tactic.

During the ranged phase, armies with range attacks make a single ranged attack at an enemy they share a hex with. Add 1d20 to the unit's OM, then subtract the target unit's DV. The result is the damage dealt to the target army's hp. Ranged combat only happens once before melee begins, but the melee process is the same, applying any modifiers specifically for melee tactics, boons, or resources. When a unit reaches 0 hp, it is dispersed. If a unit fails a Morale check, it flees.

Note that *athfinder Roleplaying Game Ultimate Campaign* includes rules for a more robust mass combat experience, such as tactics, resources, and boons that revise the basic mechanics presented above. Certain mass combat options, such as a unit's Consumption, aren't relevant for the Battle for Simrukoth. Additional rules and options to add flavor to the mass combat are available in *Ultimate Battle* and *Ultimate War* from Legendary Games.

### LOCATHAH INFANTRY (8)

XP 1,600 each

NG Medium army of 100 locathah guardsmen (warrior 5)

hp 27 each; ACR 5

DV 18; OM +4

Tactics defensive wall

Resources none

Special aquatic, low-light vision

Speed 2; Morale +3

Commander locathah captain (Charisma bonus +1, Profession (soldier) +1, Leadership +7)





## CHARDA SHOCK TROOPS (2)

XP 2,400 each

CN Small army of charda skirmishers (barbarian 3)

hp 27 each; ACR 6

DV 15; OM +11, ranged

Tactics reckless brutality

Resources improved armor

Special aquatic, breath weapon, darkvision, ferocity, rage

Speed 2; Morale +3

Commander charda chieftain (Charisma bonus +1, Profession (soldier) +5, Leadership +12)

## LAND-EATER

XP 6,400

N Fine army of one advanced lasiodon

hp 49; ACR 9

DV 30; OM +12, ranged

Tactics standard

Resources improved weapons

Special aquatic, breath weapon, darkvision, pounce, significant defense (DR/epic)

Speed 1; Morale +3

Commander Land-Eater only (Charisma bonus +4, Profession (soldier) +0, Leadership +13)

## REEFHAMMER

XP 9,600

N Fine army of one advanced giant mantis shrimp

hp 45; ACR 10

DV 17; OM +16

Tactics reckless brutality

Resources improved armor, improved weapons

Special aquatic, blindsense, darkvision, mindless, powerful charge

Speed 1; Morale +4

Commander Reefhammer only (Charisma bonus +3, Profession (soldier) +0, Leadership +13)

## THE LAST BARDEZITE

XP 4,800

NE Fine army of one undead singularity

hp 32; ACR 8

DV 27; OM +13, ranged

Tactics relentless brutality

Resources none

Special aquatic, breath weapon, channel negative energy, darkvision, significant defense (DR/epic), undead

Speed 1; Morale +5

Commander the Last Bardezite only (Charisma bonus +4, Profession (soldier) +0, Leadership +12)

## KARFRELLE, KING OF THE DEEP

XP 3,200

CN Fine army of one ocean giant king

hp 31; ACR 7

DV 28; OM +9, ranged

Tactics dirty fighter

Resources improved weapons

Special aquatic, low-light vision, significant defense (DR/epic)

Speed 1; Morale +3

Commander Karfrelle only (Charisma bonus +6, Profession (soldier) +0, Leadership +23)

## OCEAN GIANTS

XP 4,800

CN Diminutive army of 10 ocean giants

hp 36; ACR 8

DV 19; OM +9, ranged

Tactics standard

Resources ranged weapons

Special aquatic, low-light vision

Speed 1; Morale +3

Commander ocean giant commander (Charisma bonus +4, Profession (soldier) +0, Leadership +23)

## DIVYMM PIKEMEN

XP 2,400

CN Medium army of 100 divymm longswords (fighter 6)

hp 33; ACR 6

DV 17; OM +7

Tactics standard

Special aquatic, construct, low-light vision, weapon specialization, whirlwind

Speed 1; Morale +4

Commander divymm commander (Charisma bonus +1, Profession (soldier) +5, Leadership +12)

## HEGEMONY ARMIES

Navarch Kil'quinn views the battlefield from the main bridge aboard the *Subjugator*, well beyond the front lines. From there, she takes in reports of unit losses and morale and barks orders to her unit commanders. Bil'djooli and klaven comprise the bulk of the Hegemony forces, though the PCs may have prevented a number of them from arriving to the fight during their exploits in **Part 2**. Unless the party changed the composition of Hegemony forces, the navarch holds an additional three units of klaven assault troops as reserves behind the rest of the forces.

## KLAVEN ASSAULT TROOPS (6)

XP 2,400 each

LE Large army of 200 aquatic klaven slave soldiers

hp 27 each; ACR 6

DV 17; OM +7

Tactics standard

Special aquatic, darkvision

Speed 1; Morale +4

Commander jagladine scientist (Charisma modifier +1, Profession (soldier) 5, leadership +8)





## KLAVEN ELITE SOLDIERS (3)

XP 1,200 each

LE Small army of 50 klaven elite soldiers (fighter 5)

hp 18 each; ACR 4

DV 14; OM +6

**Tactics** standard

**Special** darkvision, weapon specialization

**Speed** 1; **Morale** +4

**Commander** jagladine scientist (Charisma modifier +1, Profession (soldier) 5, leadership +8)

## KRAKEN BREED KLAVEN (3)

XP 1,600 each

LE Small army of 50 kraken breed klaven

hp 22 each; ACR 5

DV 11; OM +9

**Tactics** relentless brutality

**Special** aquatic, darkvision

**Speed** 1; **Morale** +3

**Commander** jagladine scientist (Charisma modifier +1, Profession (soldier) 5, leadership +8)

## PIRANHA BREED KLAVEN (3)

XP 2,400 each

LE Medium army of 100 piranha breed klaven

hp 27 each; ACR 6

DV 12; OM +10

**Tactics** relentless brutality

**Special** aquatic, bleed, darkvision, swarm

**Speed** 1; **Morale** +4

**Commander** jagladine scientist (Charisma modifier +1, Profession (soldier) 5, leadership +8)

## BIL'DJOOOLI ELITE SOLDIERS (4)

XP 2,400 each

LE Tiny army of 25 bil'djooli elite soldiers (fighter 4)

hp 33 each; ACR 6

DV 13; OM +12, ranged

**Tactics** relentless brutality

**Resources** improved armor, ranged weapons

**Special** aquatic, darkvision, weapon specialization

**Speed** 1; **Morale** +3

**Commander** bil'djooli elite soldier (Charisma modifier +3, Profession (soldier) 5, leadership +13)

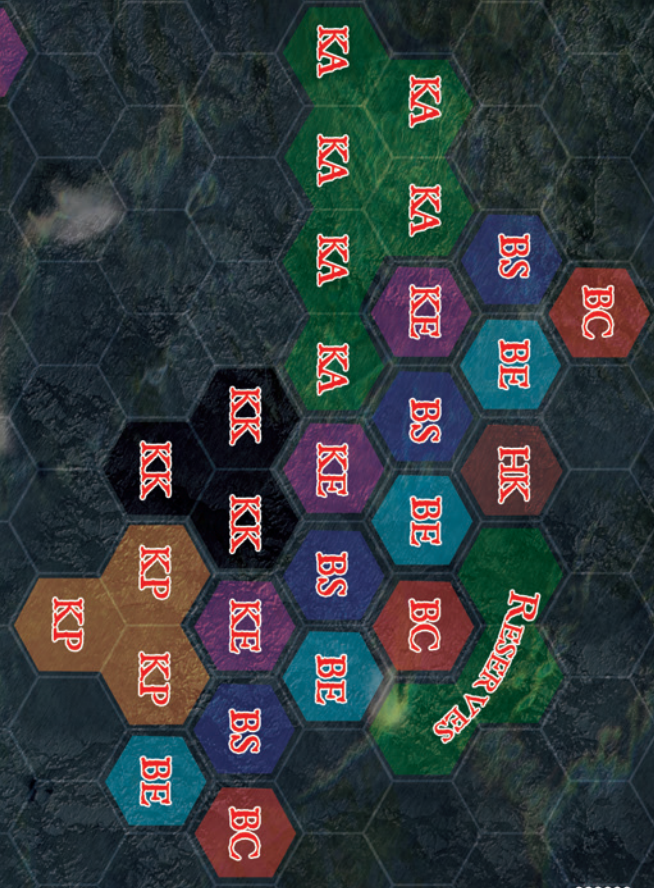




CORAL FARMS

SIMRUKOTH

EC



Subjugator  
PD

BE Bil'ojooli Command  
BE Bil'ojooli Elite  
BS Bil'ojooli Soldiers  
HK Hunter Killers  
KA Klaven Assault  
KE Klaven Elite  
KP Klaven Piranha  
KK Klaven Kraken  
PD Piscodemons

SHO-MUREN RIFT





## PART 3: BATTLE FOR SIMRUKOTH

### BIL'DJOOLI COMMAND (3)

XP 2,400 each

LE Diminutive army of 10 bil'djooli elite soldiers and commanders

hp 33 each; ACR 6

DV 18; OM +10, ranged

Tactics dirty fighters

Resources improved armor, improved weapons, ranged weapons

Special aquatic, darkvision, weapon specialization

Speed 1; Morale +4

Commander bil'djooli aquamancer or marshal (Charisma modifier +3, Profession (soldier) 5, leadership +19)

### BIL'DJOOLI HUNTER-KILLERS

XP 3,200

LE Diminutive army of 10 bil'djooli hunter-killers

hp 31; ACR 7

DV 19; OM +9, ranged

Tactics ambush (battlefield condition), expert flankers

Resources improved armor, improved weapons, ranged weapons

Special aquatic, bleed, darkvision, evasion, sneak attack

Speed 1; Morale +2

Commander bil'djooli elite soldier (Charisma modifier +3, Profession (soldier) 5, leadership +13)

### BIL'DJOOLI SOLDIERS (4)

XP 1,200 each

LE Small army of 50 bil'djooli soldiers

hp 18 each; ACR 4

DV 14; OM +4, ranged

Tactics standard

Resources improved armor, ranged weapons

Special aquatic, darkvision

Speed 1; Morale +2

Commander bil'djooli elite soldier (Charisma modifier +3, Profession (soldier) 5, leadership +13)

## COMBAT EVENTS

Apart from the clash of armies, the Hegemony has a few other strategies to deploy during the battle. The locathahs must call on the PCs a few more times to prevent their enemies from regaining the upper hand, in the combat events described below. Each combat event has a significant impact on the battle's outcome.

Because the following events happen during mass combat, it's important to set the stage by noting the sounds and other signs of combat from all around Simrukoth. Each event happens during the space of one mass combat turn, as desperately battling armies set the backdrop for the current conflict involving the PCs.

Feel free to use these events in any order, or to omit any events that you consider unlikely given the actions or precautions the PCs have taken.

### EVENT 1: ASSASSINS (CR 17+)

Navarch Kil'quinn focuses an attack on the PCs to keep them from intervening in other venues during the battle. Several assassins stealthily approach the PCs and attack, hoping to eliminate them quickly. This event happens at the outset of the battle, affecting the morale and number of troops available to one side of the conflict.

**Creatures:** The assassination team consists of four bil'djooli hunter-killers, similar to the ones in the **Timed Event** at the start of **Part 2**, with orders to kill the PCs at any cost. If any of the hetzuud from the chase scene in **Part 1** survived, they are a part of this assassination force as well. The hetzuud attack the PCs in melee while the hunter-killers fire from range if possible.

### BIL'DJOOL HUNTER-KILLER (4)

CR 13

XP 25,600 each

hp 141 each (see page 63)

**Development:** If the PCs destroy the hunter-killers, the Bil'djooli Hunter-Killer army isn't available for the bil'djooli to use in the battle. If the hunter-killers kill or incapacitate the PCs, or if they aren't at the final battle, the hunter-killers locate and overwhelm the Emergency Council's command unit, removing that army from the Simrukoth forces and inflicting a -2 penalty to Morale for all remaining locathah troops.

### EVENT 2: FLAGGING DEFENSE (CR 17)

If locathah forces falter in any section of the battle for Simrukoth, the charda commander Gomyeit reaches out to the PCs via commlink or *sending* spell. He urgently requests the PCs visit the falling section of the defense and eliminate any enemy units threatening to breach the city. If the PCs choose to answer Gomyeit's call, they must defeat a Hegemony army that has successfully dispatched a group of locathahs. When the PCs intervene, the battle continues to rage around them, as other units engage their assigned enemies.

The PCs face one of the Hegemony units below, essentially fighting a major portion of one of the armies in the mass combat. The statistics referenced below allow the PCs to fight an entire army without reducing their participation to mass combat rules.

**Creatures:** The PCs do not face all of the enemies below; instead, include the enemies appropriate for the army stat block that the PCs are personally facing, as each group independently is a CR 17 encounter. If the PCs are facing a group with dozens of opponents, these opponents should converge on the PCs in waves, and from multiple directions.



## BIL'DJOOLI SOLDIERS (42)

CR 6

XP 2,400 each

hp 68 each (see page 63)

## BIL'DJOOLI ELITE SOLDIERS (10)

CR 10

XP 9,600 each

hp 118 each (see page 63)

## KLAIVEN ELITE SOLDIERS (42)

CR 6

XP 2,400 each

hp 60 each (see page 63)

## KRAKEN BREED KLAIVEN (8)

CR 11

XP 12,800 each

hp 142 each (see page 34)

## KLAIVEN PIRANHA BREED TROOP (21)

CR 8

XP 4,800 each

hp 102 each (see page 35)

**Development:** If the PCs are incapacitated or driven off, the locathahs and their allied armies take a –3 penalty to Morale for the rest of the battle; all Hegemony forces gain +1 Morale upon hearing the off-worlders have been defeated. Should the PCs prevail, neighboring Hegemony armies instead lose any bonuses to Morale from any source, including bonuses from factors decided before the battle began.

## EVENT 3: HIGH WATERS (CR 17)

Part of the reason the Council asks the PCs to wait for the battle to develop instead of commanding an army personally is because they expect their enemy to hold unusual tactics in reserve. The second round the two sides engage in mass combat, the daemon Xatmaos sends a secret flanking force to attack one of the locathahs' most successful units from the rear. These aquatic daemons arrive in a hex adjacent to their target, then move into combat the next round. If the PCs react before the piscodaemons charge their quarry, they can engage the surprise force and prevent their allies from fighting two units instead of one.

**Creatures:** The force is comprised of piscodaemons, aquatic daemons from the lower planes. Xatmaos keeps these daemons aboard the *Subjugator* until needed in battle. Devoted to battles below the waves, Xatmaos' piscodaemons possess variant spell-like abilities more suitable for underwater combat. They each use their *greater magic fang* spell-like ability prior to entering combat.

## DEEP WATER PISCODAEMONS (10)

CR 10

XP 9,600 each

Variant piscodaemon (*Pathfinder Roleplaying Game Bestiary 2*)

hp 137 each

**Spell-Like Abilities** (CL 11th; concentration +14)

Constant—*detect good*, *detect magic*, *see invisibility*

At will—*dispel magic*, *greater teleport* (self plus 50 lbs. of objects only)

3/day—*greater magic fang*, *haste*

1/day—*summon* (level 4, 1d3 hydrodaemons 35%)

## PISCODAEEMON ARMY

XP 1,200 each

NE Diminutive army of 10 piscodaemons

hp 18; ACR 4

DV 15; OM +5

**Tactics** standard

**Resources** improved armor, improved weapons

**Special** aquatic, darkvision, immune (acid, death, disease, poison), significant defense (cold, electricity, fire, good), poison, spell resistance

**Speed** unlimited (*greater teleport*); **Morale** +2

**Commander** piscodaemon (Charisma modifier +3, Profession (soldier) 0, leadership +13)

**Development:** If unchallenged, the piscodaemons move from unit to unit. Poisonous and resistant to most attacks, the piscodaemons can cause significant damage to the PCs' allies if left unchecked. Each time the piscodaemons destroy a Simrukuul unit by flanking it, the Morale for every allied army decreases by 1, to a minimum of 0.

## EVENT 4: SURFACE STATION ONE (CR 17)

If the battle seems closely contested past the first few rounds of combat, or if the Hegemony appears to be losing the fight for Simrukoth, Kil'quinn sends some of her bil'djooli agents to destroy Surface Station One, the structure floating directly above Simrukoth. She has calculated the location to damage the coral station to bring it and its heavy chain anchor directly down on the city. The navarch intends to force an emergency response from her enemy's leadership and to demoralize locathah troops watching their last city endure calamity during their fight to defend it.

Surface Station One is an observation station floating directly above Simrukoth at a distance of just over nine miles. A strong adamantine chain connects the station to Simrukoth, anchoring the building to the city in the event of a violent storm or similar event.

Several small observation platforms along the chain allow locathahs to detect movement of troops, large schools of fish, or dangerous megafauna. A small group of locathah sentries divides its number among these four evenly spaced stations along the chain. Though the sentries can't see the station above or below them, those stationed at Surface Station One communicate with the others and the Emergency Council that they are under attack. Claiglool from the Emergency Council relays this message to the PCs, since the locathahs know a sufficiently damaged coral station will sink quickly.



## PART 3: BATTLE FOR SIMRUKOTH

Claiglool expresses concern that the station could severely damage the city and impact troop morale if allowed to sink.

The locathahs at Surface Station One are already dead and the bil'djooli have just finished their work when the PCs arrive.

*Sunlight suffuses the water near the ocean's surface, illuminating an attack on a large building of white coral. Several tentacled soldiers fire beams of energy into a breach in the floating structure. Two of them fire directly into the metal chain that connects it to the city miles below, melting the links. The station begins to list from the damage, tilting in the water and gradually picking up speed as it sinks.*

Unable to maintain position by filtering water, the station (and its length of heavy chain) lands amid the coral buildings of Simrukoth in 25 minutes. If the station cannot be diverted or stopped (see Hazards below), it crashes amid the coral buildings of the city, dealing damage as an *earthquake* spell to the city and any creature still aboard Surface Station One. The details of the city layout are left to the GM to determine as necessary for where the PCs are during the attack; if they are elsewhere, this event can be merely descriptive as to the destruction caused by the collision.

**Creatures:** A squad of eight bil'djooli elite soldiers swims outside the station, firing into the rupture to deal more damage to the coral as it takes on water. The bil'djooli work to distract the PCs from attempting to save the sinking building. Their orders in this instance are to focus their fire against any creature that begins healing the station, or who succeeds in slowing the station's descent with spells or physical power. Each fights until reduced to 25 hit points and then attempts to flee.

### BIL'DJOOLI ELITE SOLDIERS (8)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Hazards:** The PCs must heal the living coral structure of 500 hit points to prevent the station from landing amid the buildings of Simrukoth, but even healing the structure doesn't stop its descent. The station must be piloted out of its path. The PCs can pilot the healed station to a crash landing outside the city with a DC 25 Technomancy check. If the result of this check is 30 or higher, she can instead bring the station to a halt in mid-fall and leave it floating in dark waters. If the result of the check is 35 or higher, the pilot can return the station to the surface, though, unchained, it drifts with the surface waves.

If the pilot wishes to use the damaged station to attack the Hegemony, she can crash the station into a Hegemony army with a DC 40 Technomancy check. The station deals 8d6 damage to the army and to any creatures aboard the station when it crashes.

The PCs can attempt any of these Technomancy checks without first healing the station, but the quick downward descent increases the difficulty of these Technomancy checks by 10.

**Development:** If Surface Station One impacts the city, all locathah units suffer a -2 penalty to Morale. This penalty is reduced to -1 if the PCs steer the station to crash outside of the city instead. If the structure impacts a Hegemony unit, all Hegemony armies take a -1 penalty to Morale in addition to whatever penalties result from the loss of the destroyed army.

## L. THE SUBJUGATOR

Once the major combats above are finished, the battle has raged long enough for the Hegemony to take stock of its assault. If Kil'quinng's armies outnumber the locathah armies, she commits to victory through attrition. When the locathahs realize they are losing the battle, they contact the PCs and urge them to find and destroy the bil'djooli command structure. If the locathahs succeed in repelling the Hegemony within the first few rounds of mass combat, the Emergency Council instead recommends the PCs locate the navarch and destroy her to prevent the Hegemony forces from regrouping. Regardless, as the battle nears a decisive outcome, the Emergency Council urges their saviors to end the invasion by finding and eliminating the navarch.

Kil'quinng monitors the battle from the bridge of the *Subjugator*. The bil'djooli flagship rests on the ocean floor behind the Hegemony's forces, camouflaged by a current of colored water designed to fool vision, including darkvision. The ship can't be directly perceived at distances greater than 60 feet without blindsense or other supernatural senses or magical effects such as *locate object*. Alternatively, the PCs can locate the ship through the rumbling noise it makes through the water with a successful DC 35 Knowledge (nature) or Perception check.

When the PCs reach the *Subjugator*, read or paraphrase the following.

*An enormous iron structure lies on the ocean floor, its internal machinery humming loudly in the cold black waters. A current of water races over the metal like a liquid shield. Small vents spaced across the metal hull expel thin jets of dark liquid into the ocean. The liquid mixes into the current running over the vessel's frame, making the ship difficult to detect in the darkness.*

The PCs have to find a way aboard the ship to challenge the navarch and end the bil'djooli threat to Varen.

### L1. STOWING AWAY (CR 16)

Accessing the ship's interior is the first challenge to confronting the Navarch Kil'quinng. The *Subjugator* has a number of access doors and pools to eject equipment and troops, but most of those are on the bottom of the ship and Kil'quinng has landed on the ocean floor to seal off most entry points and prevent infiltration. Locating control panels or other features on the ship's exterior requires a DC



30 Perception check. These panels can be used to open an access door at the bottom of the ship, but the PCs would need to use burrowing, earth glide, or similar means to reach it, as it's flush against the rocky ocean floor.

Fortunately for the PCs, the bil'djooli are notorious polluters. Themselves toxic to every aquatic environment they've encountered, they spend little energy or time conserving local environments. As a result, their ships have a refuse chamber where containers of their own toxic byproduct join other garbage before ejection from the ship. This chamber opens at the side of the ship, and is therefore accessible without burrowing through stone, but opening it from the exterior panel requires a successful DC 35 Technomancy check. This refuse chamber provides access directly to the interior of the ship.

Any opened access—whether an access door at the bottom of the ship or the refuse chamber—remains open for one minute before the crew notices and closes it from the bridge, dispatching a security team (as described below) to investigate.

The *Subjugator* is impervious to interplanar travel such as *dimension door* or *teleport*. This protection can be suspended from the bridge, or from any other control panel on the ship with a DC 40 Technomancy check.

The *Subjugator's* artificial intelligence includes programs for evaluating behavior and predicting the threat level posed by any non bil'djooli on board. Once it identifies the PCs as intruders, the *Subjugator* alerts a team of soldiers, which attacks the PCs in a hallway junction. The operating system also employs standard intrusion countermeasure designed to weaken boarding parties and capture trespassers. Being the flagship of an aggressive military race, the *Subjugator* follows its routines and isn't subject to conversation or diplomacy. However, a clever PC can use Technomancy skills to shut down the ship's countermeasures from one of the control panels in a given room (see below). The *Subjugator's* onboard sensors see past invisibility and simple illusions, but an invisibility effect that masks a creature's body heat, or an illusion that has auditory, thermal, and visual components deceives it.

Most of the ship is abandoned during the battle, but with three successful DC 30 Knowledge (engineering or local) checks, the party can navigate the ship's corridors and floors to reach the main bridge (each of these corridors have a 75% chance of being flooded with water). Each failure triggers onboard countermeasures; the vessel's intelligence alerts a security team to deal with the PCs.

**Creatures:** Each contingent of bil'djooli is a security team of four soldiers. They respond within 1d4 rounds of the first tripped alarm, but this response time is reduced to 1d3 rounds thereafter. Because most of the bil'djooli on Vareen are committed to the final assault on Simrukoth, there are only a total of five security teams currently on board the *Subjugator*.

## BIL'DJOOLI ELITE SOLDIERS (4)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Trap:** The ship enacts technomagical countermeasures to hinder intruders until security arrives. Each time the PCs fail the Knowledge check to travel to the bridge, the *Subjugator* targets a 10-ft. cube with a field that induces suspended animation. The ship is unable to track specific creatures within its hull, so once the characters leave the affected area they can't be targeted again until the next time they fail a Knowledge check. As described above, each failure warrants a new team of bil'djooli elite soldiers.

From any control panel in the *Subjugator's* interior, the PCs can shut down the technomagical countermeasures. A successful DC 30 Technomancy check removes an ongoing intruder lockdown effect, or automatically cancels the next intruder lockdown effect that would activate. If this check exceeds a DC 40, the *Subjugator* can't produce any further intruder lockdown effects for 1 day, including in area L2.

## INTRUDER LOCKDOWN

CR 14

XP 38,400

Type technomagical, Perception DC 33; Disable Device DC 33

### EFFECTS

**Trigger** visual; **Reset** automatic (as described above)

**Effect** spell effect (*temporal stasis*, DC 22 Fortitude save negates); multiple targets (each target in a 10-ft. cube)

## L2. A BRIDGE TO BURN (CR 19 OR 21)

*A heavy bulkhead door opens to reveal the alien vessel's command center. Several raised terminals bear flat surfaces with colored icons and translucent images. Curved metal pylons occupy several spaces on the bridge, mostly near computer terminals. A thick glass window occupies the opposite wall, braced by thick metal shields both inside and outside the craft. Smaller glass windows line the walls to the left and right, each depicting different portion of the battle going on outside Simrukoth. Voices of enemy commanders sound from these terminals, communicating the status of the battle from different locations.*

The battle for Vareen should be coming to a close as the PCs enter the *Subjugator's* bridge. The locathahs and their allies still fight desperately against the onslaught of bil'djooli and klaven forces outside their city. Whether to guarantee the rout or throw a strong enemy into chaos, the PCs have arrived to defeat the commander of the invasion force, the bil'djooli navarch Kil'quinng.

PCs who understand the languages spoken by bil'djooli and jagladine commanders note undisguised concern as the locathahs hold their own against the invasion. The more successful the PCs were in **Part 2** and during the Battle for Simrukoth, the more hopeless the Hegemony's commanders, as their forces endure heavy casualties and the locathahs push them away from the city.



# SUBJUGATOR BRIDGE

5ft





**Creatures:** Kil'quinnng paces the bridge, taking in reports, barking orders, and discussing strategy with her commanders. Unless the PCs killed him earlier, the obcisaemon Xatmaos offers counsel and advocates savage bloodshed. Six elite bil'djooli soldiers ring the chamber, guarding the navarch. Although Kil'quinnng might offer the PCs an opportunity to surrender, she does so only long enough to get the PCs to lay down their arms, and then attacks. These forces realize their plight with the PCs present, so they all fight to the death.

## KIL'QUINNNG, BIL'DJOOLI NAVARCH

CR 17/MR 4

XP 102,400

Female bil'djooli warpriest 12/guardian<sup>MA</sup> 4

LE Medium aberration (aquatic)

**Init** +17<sup>M</sup>; **Senses** darkvision 60 ft., low-light vision; **Perception** +18

### DEFENSE

**AC** 32, touch 20, flat-footed 25 (+8 armor, +3 deflection, +7 Dex, +4 natural)

**hp** 210 (20d8+120)

**Fort** +14, **Ref** +14, **Will** +21

**Defensive Abilities** hard to kill<sup>MA</sup>, recuperation<sup>MA</sup>; **DR** 10/epic; **Resist** cold 10

**Weakness** vulnerability to toxins

### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** +2 bil'djooli rod +25/+20/+15 (1d10+12/19-20/x3 plus 1d6 energy) and 2 tentacle slams +18 (1d10+2), or 4 tentacle slams +20 (1d10+4)

**Ranged** +2 bil'djooli rod +29/+24/+19 touch (4d6+6/19-20/x3 plus 1d6 energy)

**Special Attacks** blessings (9/day; agile feet, battle lust, dimensional hop, war mind), channel negative energy (4d6, DC 22), contamination (DC 18), fervor (9/day), mythic power (11/day, surge +1d8), ranged disarm<sup>MA</sup>, sacred weapon (12 rounds/day, +3 bonus), side shot, sudden block<sup>MA</sup>

**Warpriest Spells Prepared** (CL 12th, concentration +18)

4th—*blessing of fervor*<sup>APG</sup>, *divine power*, *poison* (DC 21), *sending*

3rd—*bestow curse* (DC 20), *chains of perdition*<sup>UC</sup> (+19 CMB), *cure serious wounds* (3), *greater stunning barrier*<sup>ACG</sup> (DC 20)

2nd—*cure moderate wounds* (2), *owl's wisdom*, *resist energy*, *silence* (DC 19), *spiritual weapon*, *weapon of awe*<sup>APG</sup>

1st—*comprehend languages*, *cure light wounds* (2), *deathwatch*, *divine favor* (2), *moment of greatness*<sup>UC</sup>

o (at will)—*bleed* (DC 17), *create water*, *detect magic*, *mending*, *read magic*

**Blessings** Travel, Water

### TACTICS

**Before Combat** Once a threat presents itself, Kil'quinnng casts *blessing of fervor* for her bridge crew. She also activates her sacred armor ability to add enhancement bonuses on her sacred armor and her sacred weapon ability to combine enhancement bonuses with additional energy damage for her bil'djooli rod and slam attacks.

**During Combat** Kil'quinnng uses her fervor class feature to cast healing spells or increase her combat prowess. She hampers anyone fighting Xatmaos with *chains of perdition* and *spiritual weapon* and uses her mythic marshal abilities to afford her allies extra movement or attacks. If attacked in melee, or if an enemy is badly wounded, she makes the most of her bil'djooli rod.

**Morale** Kil'quinnng prefers to live, but despises all non-bil'djooli and fears her civilian rulers back home. If she believes her troops will capture Simrukoth, she fights until reduced to 20 hp, then surrenders with the intent to betray the PCs as soon as possible. If her army fails, she fights to the death rather than be humiliated by her peers.

### STATISTICS

**Str** 18, **Dex** 28, **Con** 20, **Int** 15, **Wis** 24, **Cha** 15

**Base Atk** +15; **CMB** +24; **CMD** 46 (can't be tripped)

**Feats** Agile Maneuvers, Defensive Combat Training, Energy Channel<sup>ACG</sup>, Greater Weapon Focus (bil'djooli rod), Greater Weapon Specialization (bil'djooli rod), Improved Critical (bil'djooli rod)<sup>M</sup>, Improved Initiative, Multiattack, Point Blank Shot, Power Attack, Precise Shot, Selective Channeling, Weapon Focus (bil'djooli rod), Weapon Focus (tentacle slam), Weapon Specialization (bil'djooli rod)

**Skills** Acrobatics +17, Climb +8, Diplomacy +18, Disable Device +17, Intimidate +25, Knowledge (local) +11, Knowledge (religion) +15, Perception +18, Spellcraft +13, Stealth +13 (+17 while submerged), Survival +16, Swim +13, Use Magic Device +20; **Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** amazing initiative<sup>MA</sup>, impervious body<sup>MA</sup> (x2), interstellar, sacred armor (12 rounds/day, +2 bonus)

**Combat Gear** 2 *potions of cure serious wounds*, 2 *stasis grenades* (see page 74); **Other Gear** +2 bil'djooli armor, +2 bil'djooli rod, *belt of physical perfection* +2, *ring of protection* +3

### SPECIAL ABILITIES

**Contamination (Ex)** See page 63.

**Interstellar** See page 63.

**Side Shot (Ex)** See page 63.

**Vulnerability to Toxins (Ex)** See page 63.

## XATMAOS, GENOCIDAL GENERAL

CR 19

XP 204,800

Male obcisaemon (*Pathfinder Roleplaying Game Bestiary* 6)

NE Gargantuan outsider (aquatic, daemon, evil, extraplanar)

**Init** +4; **Senses** darkvision 60 ft., *deathwatch*, *true seeing*; **Perception** +30

**Aura** scorched earth (60 ft.)

### DEFENSE

**AC** 34, touch 10, flat-footed 30 (+4 Dex, +24 natural, -4 size) **hp** 319 (22d10+198)

**Fort** +22, **Ref** +11, **Will** +18

**DR** 15/good and silver; **Immune** acid, death effects, disease, poison; **Resist** cold 30, electricity 30, fire 30; **SR** 30



**OFFENSE**

**Speed** 30 ft., swim 60 ft. (average)

**Melee** +1 unholy halberd +30/+25/+20/+15 (4d8+16/x3 plus inherit soul), bite +28 (2d8+15)

**Space** 20 ft.; **Reach** 20 ft.

**Special Attacks** cloak of souls

**Spell-Like Abilities** (CL 20th; concentration +27)

Constant—*deathwatch*, *true seeing*

At will—*cloudkill* (DC 22), *greater teleport* (self plus 50 lbs. of objects only)

3/day—*destruction* (DC 24), *fire storm* (DC 25), *incendiary cloud* (DC 25), *quicken spell turning*

1/day—*mass hold person* (DC 24), *meteor swarm* (DC 26), *summon* (level 9, 1 purrodaemon 50%)

**TACTICS**

**Before Combat** Xatmaos prepares for combat by using his quickened *spell turning* spell-like ability and attempting to summon a purrodaemon.

**During Combat** Xatmaos uses *mass hold person* to slow down as many assailants as possible and then uses his other spell-like abilities to deal maximum damage to its enemies, saving his melee prowess until an opponent engages him.

**Morale** Xatmaos is violence incarnate. He does not surrender or flee combat for any reason. When reduced to 25% of his maximum hit points, Xatmaos becomes enraged and more careless with his spell-like abilities, even targeting allies if necessary to destroy the PCs.

**STATISTICS**

**Str** 30, **Dex** 19, **Con** 28, **Int** 13, **Wis** 21, **Cha** 24

**Base Atk** +22; **CMB** +36; **CMD** 50

**Feats** Bleeding Critical, Cleave, Critical Focus, Great Cleave, Greater Vital Strike, Improved Vital Strike, Power Attack, Quicken Spell-Like Ability (*spell turning*), Staggering Critical, Vital Strike, Weapon Focus (halberd)

**Skills** Bluff +32, Fly +23, Intimidate +32, Knowledge (history) +15, Knowledge (planes) +15, Perception +30, Sense Motive +30, Spellcraft +26

**Languages** Abyssal, Draconic, Infernal; telepathy 100 ft.

**SPECIAL ABILITIES**

**Cloak of Souls (Su)** Xatmaos is surrounded by a dark cloud of the souls it has consumed, often resembling a tattered, ethereal cloak. When Xatmaos successfully captures a soul with his inherit soul ability, the soul becomes a part of his cloak of souls, taking up one soul slot. Xatmaos has a number of soul slots equal to his Charisma modifier. Xatmaos can consume a soul as a swift action to achieve a particular effect. When a soul within this cloak is consumed by the obsidaemon, it is immolated as though by the *destruction* spell. Destroying the daemon frees the souls in its cloak, though this does not return the deceased creatures to life. Any attempt to resurrect a body whose soul is trapped in a cloak of souls requires a DC 28 caster level check. Failure results in the spell having no effect, while success tears the victim's soul free from the cloak and returns the creature to life as normal. If the daemon is in an



unholy location, such as that created by the *unhallow* spell, the DC of this caster level check increases by +2. The caster level check DC is Charisma-based. Xatmaos can achieve one of the following effects by consuming a single soul.

- Increase the DC of the next spell-like ability the obcisaemon uses that round by +1.
- Give the obcisaemon 3d6 temporary hit points for 1 hour.
- Increase the damage of the obcisaemon's next melee attack that round by +1d6 hit points.

**Inherit Soul (Su)** Whenever Xatmaos kills a creature with its halberd, that creature must immediately make a DC 31 Fortitude save or be consumed by the daemon's cloak of souls. This is a death effect. If the cloak cannot consume this soul without exceeding its number of soul slots, the daemon can release a soul as a free action to make room for the new soul, otherwise, the killed creature automatically succeeds at its save and its soul is not absorbed. The save DC is Constitution-based.

**Scorched Earth (Su)** A creature that dies within 60 feet of an obcisaemon must immediately make a DC 28 Fortitude save to prevent its body from being utterly consumed in unholy fire equivalent to the *destruction* spell. The save DC is Charisma-based.

## BIL'DJOOLI ELITE SOLDIERS (6)

CR 10

XP 9,600 each

hp 118 each (see page 63)

**Trap:** The *Subjugator's* artificial intelligence immediately enacts its normal countermeasures when combat begins, targeting the maximum number of intruders to immobilize them the first round. The countermeasures target the PCs on Kil'quinng's initiative the first round of combat, and repeat every minute until the PCs succeed in a Technomancy check to turn off that part of the system, as described in area L1.

## INTRUDER LOCKDOWN

CR 14

XP 38,400

Type technomagical, Perception DC 33; Disable Device DC 33

### EFFECTS

**Trigger** visual; **Reset** automatic (as described above)

**Effect** spell effect (*temporal stasis*, DC 22 Fortitude save negates); multiple targets (each target in a 10-ft. cube)

## CONCLUSION

If the PCs are successful aboard the bridge of the *Subjugator*, they can take control of the ship. All remaining Hegemony forces flee the Battle for Simrukoth, resulting in a victory for the natives of Vareen. Depending on how the mass combat and combat events played out, this might be a resounding victory or a tragic one. In any case, the people of Vareen hail the PCs as champions and liberators. It's at this time the PCs have to make a very important decision.

## HOME SWEET HOME?

Assuming they opened the gate home in area D6, the party can end the adventure neatly by going home to the life left behind when they were first kidnapped. The PCs have defeated a Hegemony army, saved the planet Vareen, and captured a powerful ship for the Accord; this all provides a satisfying conclusion to the *Legendary Planet* adventure path if you and the PCs want to take it. There's more adventure to be had, however, and the PCs can take it willingly, on their own terms at last. However, some PCs might feel they just can't pass up the opportunity to go home at last. If any PCs should return home, but then change their mind and want to return to help the Accord, consider these hooks to bring them back to the adventure path.

**Alien Agents:** The PCs were originally abducted from their home planet by Hegemony agents sent out to search for seed races. The PCs may be reconnected to the war when they learn some of those agents remain on their world, conducting more abductions and experiments. Whatever means the Hegemony agents use to travel back and forth allow the PCs to get back into the action.

**Come Quickly!:** You might have the PCs return to their lives for a time, until old allies contact them for their heroics in a time of need, or to face off in a crucial final battle.

**Now It Concerns Us:** The PCs return home just in time to find that the Hegemony has sent a sizable military force to enslave the PCs' home world. Whether the Hegemony followed them to exact revenge or already had an invasion planned, the PCs must defend their world. Once they've secured their world, the Accord calls on them to crush the Hegemony once and for all.



The PCs have already discovered the portal that leads the way to their own planet, and they have the Emergency Council's permission to return to their home system. After aiding the Accord and their locathah allies, they've helped strike a major blow against evil and deserve to go safely back to their lives. Even if the portal isn't yet open, the locathah engineers Strael and Cerpadt work diligently to eventually reopen the gate for the PCs. If you want to end the *Legendary Planet* adventure path now, you can do so with your PCs as heroes.

However, much more adventure remains. The Accord now has the might of the *Subjugator* and its information about the Hegemony's forces at a gas giant planet (described in *Mind Tyrants of the Merciless Moons*). They ask the PCs to finish the fight they have begun, and continue their adventures.





# BEYOND THE ADVENTURE

Every installment of the Legendary Planet saga is a grand adventure, but what you will find between these pages is far more than just an adventure. Each issue also brings you a selection of articles expanding the incredible universe in ways that go far beyond the adventure itself.

- Ten terrific new monsters: the sinister **bil'djooli** (including three elite variants), the entangling **conch tree**, the deadly deep-dwelling **lasiodon**, the contemplative **loran**, the noxious **sky spore**, and an assortment of aquatic creatures like the **bladefish**, **dinichthys**, **deep tiger anemone**, **mindclaw**, and **Varinian seastar**!

- 9 new technological and magical items like the *stasis grenade*, *toxin vents*, *bil'djooli rod*, and *Varinian coral*!

- A detailed gazetteer of the ocean world of Vareen from the cerulean surface to the pelagic depths and its invaders and defenders.

- A detailed look at blending science fiction and fantasy both narratively and mechanically, including new feats, spells, and more!

- “Wet Work,” the latest chapter in Chris A. Jackson’s ongoing tale of Anasya, an interplanetary adventurer ready to dive deep into the middle of a war in the depths!





# BESTIARY

Vareen is home to a wide range of aquatic and airborne life. The following creatures present a tiny sample of the planet's natural beauty and incredible lethality.

## Bil'djooli

Bil'djooli are an aggressive race of interplanetary travelers who raid worlds for their own gain and routinely scavenge alien technology. Once sorely pressed, the bil'djooli now range across disparate systems to find the fresh water essential for the continuation of their race. Bil'djooli physiology requires a significant amount of clean, fresh water in order to breathe and metabolize food properly. Their immune systems are strong, but delicate, and they produce toxins offensive to most living creatures very quickly. Without protective gear, bil'djooli poison is actually more dangerous for the bil'djooli than it is for most creatures they encounter. As aquatic creatures, they wear protective helmets full of fresh water they can breathe through a series of gills in their throat, lest they poison themselves and their fellow soldiers.

The bil'djooli teach a peculiar martial art that makes use of their long tentacles and superior reach. They take what they desire from enemy combatants, striking them with powerful tentacles and using agile suction to disarm their opponents or lift other equipment. In mass combat they fire their magical rods, using the most appropriate energy type and then firing into melee amid a flurry of slam attacks.

A single bil'djool has incredibly competitive instincts and a large measure of pride, but the culture rewards cooperation and team work in order to secure the race's survival. Advancement in their militarized society requires competence and loyalty, though some level of corruption allows the truly ambitious to exploit others to their benefit. Regardless of rank or station, all bil'djooli receive intensive martial training, learning to fight with mass-produced technomagical rods that can crunch bones in melee or fire rays of magical energy.

The bil'djooli spread filth across the galaxy, polluting entire planets with a naturally occurring byproduct of their toxic skin. Hailing from a dozen different home worlds, their kind has sought a means to inhabit aquatic worlds for generations without having to leave them behind.

Bil'djooli family life is harsh from the beginning. Families are governed by ordered pair which lay hundreds of eggs over a lifetime. Though bil'djooli have distinctive male and female internal anatomies, their breeding produces a thick slime full of eggs that is then carried by both parents. The

slime is spread across a flat surface when the eggs near maturity, and a dozen bil'djooli might hatch from a single clutch. Bil'djooli young learn quickly and train for survival and combat almost from birth, competing with one another for food and favor. While individual families do not always encourage violence among siblings, there are few penalties in the military meritocracy for murdering a sibling with cause.

A single bil'djooli is 7 feet long from head to tentacle. They have somewhat translucent blue or purple skin with a white or pale blue underside to their tentacles. A mature bil'djooli weighs 300 pounds.

*A being resembling a humanoid octopus with translucent blue skin bears an unusual metal rod with glowing arcane signals. Its leather vest is connected to a round glass helmet filled with clear fluid.*

### BIL'DJOOL

**CR 6**
**XP 2,400**
**LE** Medium aberration (aquatic)

**Init** +9; **Senses** darkvision 60 ft., low-light vision; **Perception** +11

### DEFENSE

**AC** 19, touch 15, flat-footed 14 (+5 Dex, +4 natural)

**hp** 68 (8d8+32)

**Fort** +6, **Ref** +7, **Will** +9

**Resist** cold 10

**Weakness** vulnerability to toxins

### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** bil'djooli rod +11/+6 (1d10+4 plus 1d6 energy) and 2 tentacle slams +4 (1d4+1), or 4 tentacle slams +9 (1d4+3)

**Ranged** bil'djooli rod +13/+8 touch (4d6 energy)

**Special Attacks** contamination (DC 18), side shot

### STATISTICS

**Str** 16, **Dex** 21, **Con** 18, **Int** 13, **Wis** 16, **Cha** 13

**Base Atk** +6; **CMB** +9; **CMD** 24 (can't be tripped)

**Feats** Improved Initiative, Point Blank Shot, Precise Shot, Weapon Focus (bil'djooli rod)

**Skills** Acrobatics +12, Climb +10, Disable Device +10, Intimidate +8, Knowledge (local) +8, Perception +11, Stealth +12 (+16 while submerged), Survival +10, Swim +15, Use Magic Device +8; **Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** interstellar

### ECOLOGY

**Environment** any aquatic

**Organization** solitary, team (2-4), or squad (5-12)

**Treasure** standard (bil'djooli rod)



## APPENDIX: BESTIARY

### SPECIAL ABILITIES

**Contamination (Ex):** Bil'djooli secrete toxins that wash away easily in water, contaminating their threatened squares with a mild paralytic. When the bil'djool is not submerged, the poison only affects those struck by its slam attacks, or who strike it with nonreach melee weapons. Out of the water, a bil'djool must make a save against this poison once per hour. The save DC is Constitution-based.

Poison, contact—bil'djooli slime, *save* Fortitude DC 18, *frequency* 1/round for 1 round, *effect* 1 Strength, *cure* 1 save.

**Interstellar:** Bil'djooli travel the stars, bringing war to planets and stealing alien technology to add to their own. Disable Device and Use Magic Device are always class skills for a bil'djool.

**Side Shot (Ex):** During a melee full-attack action, a bil'djool can take a -2 penalty to all attacks for the round to add an additional ranged attack with its bil'djooli rod. This attack is made using its highest base attack bonus, plus other modifiers. Any penalties to attack rolls from feats (such as Combat Expertise or Power Attack) apply to this ranged attack as well. A bil'djool doesn't provoke attacks of opportunity when firing a bil'djooli rod if it threatens the enemy who would take that attack with its slams. Effects that grant the bil'djooli an additional attack at its highest attack bonus (such as the *haste* spell or Rapid Shot feat) do not stack with side shot for the purposes of additional ranged attacks, but can be used to make additional slam attacks.

**Vulnerability to Toxins (Ex):** Bil'djooli take a -2 penalty to Fortitude saves against diseases and poisons.

Bil'djooli soldiers obey orders without question, owing to a combination of redundant training, negative reinforcement, honored military traditions, and the belief that conquest alone perpetuates their species. Bil'djooli are masters at guerilla and pack tactics in combat and excel at flanking and ambush maneuvers.

### BIL'DJOOELITE SOLDIER

CR 10

XP 9,600

Bil'djooli fighter 4

LE Medium aberration (aquatic)

**Init** +11; **Senses** darkvision 60 ft., low-light vision; Perception +15

### DEFENSE

**AC** 25, touch 17, flat-footed 18 (+4 armor, +7 Dex, +4 natural)

**hp** 118 (8d8+4d10+60)

**Fort** +11, **Ref** +10, **Will** +11 (+12 vs. fear effects)

**Resist** cold 10

**Weakness** vulnerability to toxins

### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** +1 bil'djooli rod +17/+12 (1d10+10/19-20 plus 1d6

energy) and 2 tentacle slams +10 (1d4+2), or 4 tentacle slams +15 (1d4+5)

**Ranged** +1 bil'djooli rod +19/+14 touch (4d6+3/19-20)

**Special Attacks** contamination (DC 19), side shot

### STATISTICS

**Str** 20, **Dex** 25, **Con** 20, **Int** 13, **Wis** 18, **Cha** 12

**Base Atk** +10; **CMB** +15; **CMD** 32 (can't be tripped)

**Feats** Combat Expertise, Coordinated Shot<sup>ACG</sup>, Improved Critical (bil'djooli rod)<sup>B</sup>, Improved Initiative, Point Blank Shot, Power Attack<sup>B</sup>, Precise Shot, Weapon Focus (bil'djooli rod), Weapon Specialization (bil'djooli rod)<sup>B</sup>

**Skills** Acrobatics +18, Climb +12, Disable Device +15, Intimidate +12, Knowledge (local) +8, Perception +15, Stealth +14 (+18 while submerged), Survival +12, Swim +17, Use Magic Device +10; **Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** armor training, interstellar

**Combat Gear** *potion of cure serious wounds*, *potion of lesser restoration*

**Other Gear** +1 bil'djooli rod, masterwork bil'djooli armor

Elite bil'djooli soldiers brag about their exploits and compare themselves to any warrior they think their lessers (essentially, anyone but their commanding officers). While cruel and violent, elites are disciplined warriors who gain honor by working as a cohesive team.





## BIL'DJOOL COMMANDER

CR 13/MR 2

XP 25,600

Bil'djooli fighter 6/marshal 2

LE Medium aberration (aquatic, mythic)

**Init** +13; **Senses** darkvision 60 ft., low-light vision; **Perception** +16

### DEFENSE

**AC** 27, touch 18, flat-footed 20 (+6 armor, +8 Dex, +4 natural)

**hp** 147 (8d8+6d10+78)

**Defensive Abilities** hard to kill

**Fort** +14, **Ref** +13, **Will** +14

**Resist** cold 10

**Weakness** vulnerability to toxins

### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** +2 *bil'djooli rod* +20/+15 (1d10+11/19-20 plus 1d6 energy) and 2 tentacle slams +13 (1d4+3), or 4 tentacle slams +18 (1d4+6)

**Ranged** +2 *bil'djooli rod* +22/+17 touch (4d6+4/19-20)

**Special Attacks** amazing initiative<sup>MA</sup>, contamination (DC 19), decisive strike<sup>MA</sup>, directed assault<sup>MA</sup>, mythic power (9/day, surge +1d6), rise up<sup>MA</sup>, side shot, weapon training (natural +1)

### STATISTICS

**Str** 20, **Dex** 27, **Con** 20, **Int** 13, **Wis** 18, **Cha** 12

**Base Atk** +12; **CMB** +17; **CMD** 34 (can't be tripped)

**Feats** Combat Expertise, Coordinated Shot<sup>ACG</sup>, Extra Mythic Power<sup>B</sup>, Furious Focus<sup>APG, B, M</sup>, Improved Critical (*bil'djooli rod*)<sup>B</sup>, Improved Initiative, Point Blank Shot, Power Attack<sup>B</sup>, Precise Shot, Skill Focus (Intimidate), Weapon Focus (*bil'djooli rod*), Weapon Specialization (*bil'djooli rod*)<sup>B</sup>

**Skills** Acrobatics +18, Climb +12, Disable Device +15, Intimidate +20, Knowledge (local) +8, Perception +16, Stealth +14 (+18 while submerged), Survival +12, Swim +17, Use Magic Device +15; **Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** interstellar

**Combat Gear** *potion of cure serious wounds*, *potion of lesser restoration*

**Other Gear** +2 *bil'djooli rod*, +2 *bil'djooli armor*, *vest of resistance* +2

Bil'djooli commanders are decorated combatants recognized for ferocity and obedience. They bark commands during combat and expect their soldiers to follow them to death if necessary. A bil'djooli commander makes use of his marshal mythic powers to threaten spellcasters or end formidable melee threats, and don't shy away from combat themselves. Though each chafes under his aquamancer's conceit, commanders are responsible for their fellow officers, both cooperating with them and defending them in combat.

## BIL'DJOOL AQUAMANCER

CR 13/MR 2

XP 25,600

Bil'djool wizard (diviner) 9/archmage 2

LE Medium aberration (aquatic, mythic)

**Init** +17; **Senses** darkvision 60 ft., low-light vision; **Perception** +15

### DEFENSE

**AC** 28, touch 20, flat-footed 20 (+4 armor, +2 deflection, +8 Dex, +4 natural)

**hp** 152 (8d8+9d6+85)

**Fort** +13, **Ref** +16, **Will** +18

**Resist** cold 10

**Weakness** vulnerability to toxins

### OFFENSE

**Speed** 20 ft., swim 50 ft., jet 90 ft.

**Melee** +2 *bil'djooli rod* +15/+10 (1d10+5 plus 1d6 energy) and 2 tentacle slams +7 (1d4+1), or 4 tentacle slams +12 (1d4+2)

**Ranged** +2 *bil'djooli rod* +21/+16 touch (4d6+2 energy)

**Special Attacks** amazing initiative<sup>MA</sup>, arcane surge<sup>MA</sup>, contamination (DC 18), diviner's fortune (8/day, +3 bonus), mythic spellcasting<sup>MA</sup>, side shot

**Spells Prepared** (CL 7th, concentration +11)

5th—*cone of cold*<sup>M</sup> (DC 25), *mind probe*<sup>OA</sup> (DC 21), *rimed*<sup>UM</sup> *ice storm*

4th—*fire* (chill) *shield*, *locate creature*, *vitriolic mist*<sup>UM</sup>, *wall of ice*

3rd—*arcane sight*, *fireball* (DC 22), *force punch*<sup>UM</sup> (DC 23), *rime*<sup>UM</sup> *frigid touch*<sup>UM</sup> (DC 22), *vampiric touch*

2nd—*aboleth's lung*<sup>ARG</sup> (DC 18), *anticipate thoughts*<sup>OA</sup>, *frigid touch*<sup>UM</sup> (DC 22), *see invisibility* 3

1st—*mage armor*<sup>M\*</sup>, *magic missile* (x2), *rimed*<sup>UM</sup> *ray of frost* (x2), *shield*, *technomancy*<sup>TG</sup>

0 (at will)—*detect magic*, *mending*, *message*, *ray of frost*

\*Already cast; Opposition schools: enchantment, illusion

### STATISTICS

**Str** 14, **Dex** 26, **Con** 20, **Int** 22, **Wis** 16, **Cha** 15

**Base Atk** +10; **CMB** +12; **CMD** 37 (can't be tripped)

**Feats** Arcane Strike, Defensive Combat Training, Greater Spell Focus (evocation), Improved Initiative, Point Blank Shot, Precise Shot, Rime Spell<sup>B, UM</sup>, Scribe Scroll<sup>B</sup>, Spell Focus (evocation)<sup>M</sup>, Spell Specialization (*frigid touch*), Weapon Focus (*bil'djooli rod*)

**Skills** Acrobatics +22, Climb +10, Disable Device +21, Intimidate +22, Knowledge (arcana) +18, Knowledge (local) +13, Perception +20, Sense Motive +20, Spellcraft +23, Stealth +18 (+22 while submerged), Survival +10, Swim +14, Use Magic Device +22; **Racial Modifiers** +4 Stealth while submerged

**Languages** Bil'djooli, Ultari

**SQ** competent caster<sup>MA</sup>, forewarned, interstellar

**Combat Gear** *potion of cure serious wounds*, *potion of lesser restoration*

**Other Gear** +2 *bil'djooli rod*, *headband of vast intelligence* (Sense Motive) +2, *ring of protection* +2, *vest of resistance* +4

Bil'djooli aquamancers are arrogant villains who regard themselves as the ultimate warriors. Though they aren't better melee fighters than their champion co-captains, they trust in their knowledge of magic and technology to make up any difference, and assume the mantle of leadership with a sneer. Bil'djooli aquamancers begin combat by casting their *rimed ice storm*, trusting their race's cold resistance to keep them safe inside its area of effect.



## Conch Tree

Several stalks of thick seaweed rise from the ocean floor, with large round stones decorating the silt nearby.

### CONCH TREE

CR 7

XP 3,200

N Large plant (aquatic)

Init -1; Senses blindsense 60 ft.; Perception +0

### DEFENSE

AC 16, touch 8, flat-footed 16 (-1 Dex, +8 natural, -1 size)

hp 85 (9d8+45)

Fort +11, Ref +2, Will +6

### OFFENSE

Speed 0 ft.

Melee harpoon tentacle +13 (2d6+12 and grab)

Space 5 ft.; Reach 60 ft.

Special Attacks collapse, swallow whole (2d6 bludgeoning and 1d6 acid, AC 14, 8 hp)

### STATISTICS

Str 26, Dex 9, Con 21, Int —, Wis 16, Cha 1

Base Atk +6; CMB +15 (+19 grapple); CMD 24

### ECOLOGY

Environment any ocean

Organization solitary, pair, or grove (4-30)

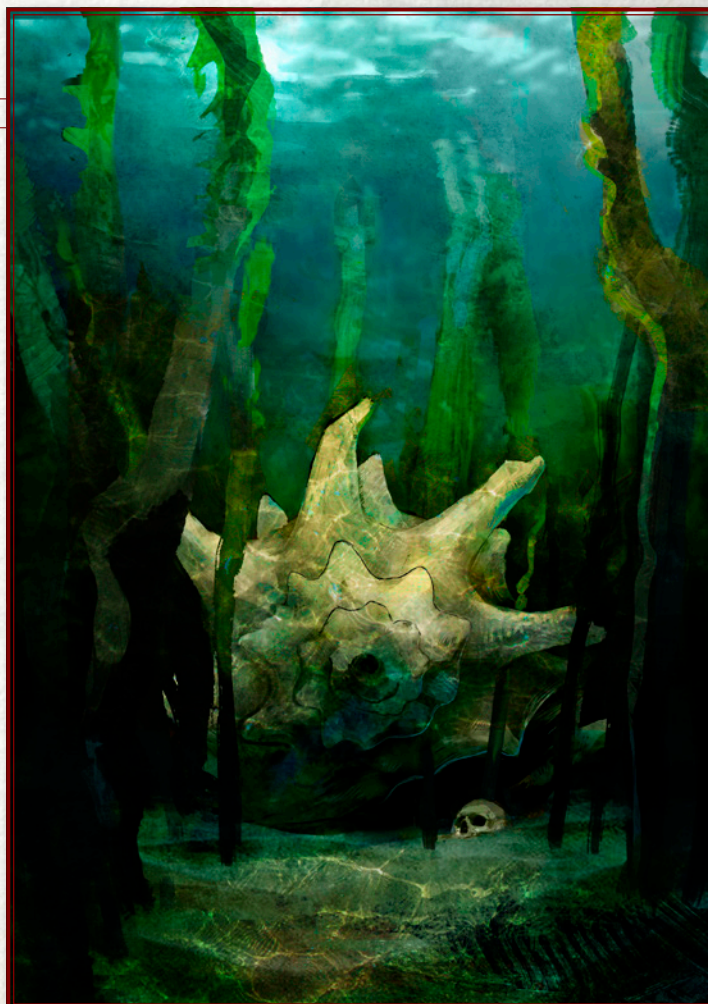
Treasure incidental

### SPECIAL ABILITIES

**Collapse (Ex)** Once a conch tree swallows a creature whole, it can collapse into a smaller hard shell to protect itself while it digests its prey. The tree curls around its prey, reinforcing its own outer flesh and changing colors to represent mud or stone. Its natural armor bonus to AC increases to +20 and it gains a +20 bonus on Stealth checks on ocean floor terrains. Against creatures trapped inside the conch tree, the tree gains a +8 bonus to CMD and to the bludgeoning damage it deals with its stomach. A swallowed creature must succeed on a grapple combat maneuver in order to cut their way out. A swallowed creature takes half the damage dealt to the collapsed conch tree by weapons and spells.

Conch trees are frequently cultivated as living barriers, unsporting hedges against unwanted incursions. After centuries of breeding and experimentation, they developed an instinct for discerning regular travelers among their groves from visiting prey. In the wild, entire schools of fish can vanish instantly over a conch grove.

Conch trees reproduce by implanting a single seed in a partially digested corpse. The corpse is then expelled so the seed can absorb nutrients before sprouting and taking root. Conch trees never stop growing, but an average adult specimen is 20 feet tall.





## Fish, Bladefish

A school of human-sized grey fish moves as one. Their long flat bills and rigid fins are bordered in razor-thin silver scales.

### BLADEFISH

CR 5

XP 1,600

N Medium animal (aquatic)

Init +3; Senses blindsight 10 ft., low-light vision; Perception +9

### DEFENSE

AC 19, touch 13, flat-footed 16 (+3 Dex, +6 natural)

hp 51 (6d8+24)

Fort +9, Ref +8, Will +3

### OFFENSE

Speed swim 60 ft.

Melee blade +10 (2d6+5/19-20), tail slap +5 (1d4+2/18-20)

Special Attacks razor fin, swim-by attack

### STATISTICS

Str 20, Dex 17, Con 18, Int 2, Wis 12, Cha 5

Base Atk +4; CMB +9; CMD 22 (can't be tripped)

Feats Lookout<sup>APG</sup>, Power Attack, Spring Attack<sup>B</sup>, Weapon Focus (blade)

Skills Perception +9, Swim +17

### ECOLOGY

Environment any ocean

Organization family (3-5), school (6-12), or storm (12-50)

Treasure none

### SPECIAL ABILITIES

**Razor Fin (Ex):** A bladefish has quick reflexes and powerful muscles along its length. It can make a full attack action with its natural weapons any time it could make single attack so long as it moves at least 5 feet before or after the attack. If a bladefish charges, both weapons gain the bonus on attack rolls for charging. A bladefish does not have to attack the same creature with both weapons, but must make both attacks at the same time. A bladefish takes no penalties to its attack rolls for using Power Attack when it moves its full speed in a straight line.

**Swim-By Attack:** A bladefish is perfectly suited for attacking on the move. It gains Spring Attack as a bonus feat when swimming. It can use its razor fin ability to attack with both its natural weapons before, during, or after a charge or move action.

Fast and strong, bladefish swim across Vareen in instinctive circuits that cover thousands of miles. These cycles take them through their entire life cycle, including live birth, adolescence, hunting, and mating. Though beautiful to behold, bladefish are deadly carnivores and deliver brutal blows very rapidly as they charge in, swim past, and charge in again. Their skulls narrow to a flat, horizontal blade and their tail fins sport a similar vertical protrusion. Both bear shining scales along these sharp edges as decoration. A long, sharp mouth blade is ideal for hunting and defense, while the brightest sheen along its blades attracts the most desirable mates.

The greatest weapon bladefish have is in their numbers. Vast storms of them swim their lifelong circuits near the water's surface and as deep as 200 feet. When one senses an intruder, it determines whether the threat is manageable or overwhelming and reacts by charging or fleeing, respectively. The entire community of bladefish joins in that reaction, swimming away as one or attacking in a rapid frenzy of sharp bills. Weaker bladefish are left behind, or join the fight late and risk losing their meal to more aggressive members.

An adult bladefish is 7 feet long and weighs 600 pounds. Larger, rarer species can reach 40 feet in length and live for over a hundred years.



## Fish, Dinichthys

This horrific fish has a powerful grey body, with a head of hard white plates. Its wide mouth more resembles curved blades of bloodstained bone.

### DINICHTHYS

CR 12

XP 19,200

N Huge animal (aquatic)

**Init** +4; **Senses** darkvision 60 ft., keen scent, low-light vision; Perception +12

### DEFENSE

AC 27, touch 12, flat-footed 23 (+4 Dex, +15 natural, -2 size)

hp 157 (15d8+90)

Fort +15, Ref +13, Will +7

### OFFENSE

Speed swim 50 ft.

Melee bite +21 (4d6+18/15-20/x3)

Special Attacks augmented critical, swim-by attack

### STATISTICS

Str 34, Dex 19, Con 23, Int 2, Wis 14, Cha 11

Base Atk +11; CMB +25; CMD 39

**Feats** Bleeding Critical, Critical Focus, Dodge, Improved Critical (bite), Mobility, Power Attack, Toughness, Vital Strike

Skills Perception +12, Swim +29

### ECOLOGY

Environment any ocean

Organization solitary, pair, or clutch (3-5)

Treasure none

### SPECIAL ABILITIES

**Augmented Critical (Ex):** A dinichthys threatens a critical hit with its bite attack on a roll of 17 or higher. The critical multiplier for its bite attack is x3.

**Swim-By Attack (Ex):** A dinichthys gains Spring Attack as a bonus feat while swimming. In addition, it can use its Vital Strike feat while using this ability, so long as it only makes one attack on its turn.

Among the deadlier animals of the sea, the mighty dinichthys holds its own against dragons and magical beasts. Its punishing bite allows it to both defend itself and feed from Varen's hardiest animals. Dinichthyses hunt at any depth greater than 20 feet, chasing prey for miles in any direction before resuming a natural migration toward decennial mating waters.

Dinichthyses are voracious, often biting a chunk of flesh out of a sizable creature so it can follow the bleeding quarry to any social unit it might flee to for protection.

Dinichthyses live for approximately 100 years. An adult is 30 feet long and weighs 22,000 pounds.





## Invertebrate, Deep Tiger Anemone

Colorful tentacles writhe across this marine creature like long petals on an immense flower.

### DEEP TIGER ANEMONE

CR 14

XP 38,400

N Colossal vermin (aquatic)

Init +1; Senses blindsight 60 ft.; Perception +0

### DEFENSE

AC 20, touch 5, flat-footed 17 (+3 Dex, +15 natural, -8 size)

hp 290 (20d8+200)

Fort +22, Ref +9, Will +6

**Defensive Abilities** amorphous; **Immune** acid, gaze attacks, mind-affecting effects, poison, vision-based effects

### OFFENSE

Speed 5 ft.

**Melee** tentacles +19 (6d6+19 plus grab and poison)

**Ranged** acid spit +9 touch (2d6+13 plus 6d6 acid)

**Space** 25 ft.; **Reach** 25 ft.

**Special Attacks** swallow whole (8d6 bludgeoning damage, AC 17, 29 hp)

### STATISTICS

Str 36, Dex 17, Con 30, Int —, Wis 10, Cha 2

Base Atk +14; CMB +35 (+39

grapple); CMD 46 (can't be tripped)

**Skills** Stealth +0 (+8 in reefs); **Racial**

**Modifiers** +8 Stealth (+16 Stealth in reefs)

**SQ** anchored, sightless

### ECOLOGY

**Environment** any oceans or coastlines

**Organization** solitary, pair, or cluster (2–10)

**Treasure** incidental

### SPECIAL ABILITIES

**Acid Cloud (Ex)** Varinian anemones use concentrated acid to incapacitate and digest their prey. Whenever an anemone suffers a critical hit, or when a creature cuts its way out of the anemone's stomach, the space within the anemone's reach is polluted with acid. Creature's who end their turn within the anemone's reach must succeed on a Fortitude save or take 1d6 points of acid damage.

**Acidic Shards (Ex)** As a standard action, Varinian deep tiger anemones can fire a barb of crystallized bile at a single target within 60 feet. This crystal begins to dissolve immediately upon exposure to water. The shard deals piercing damage and coats the target's wound with potent acid. The subject takes 6d6 points of acid damage if the barb deals damage. On the following round, the subject takes 3d6 more points of acid damage, and 1d6 more the round after that.

**Anchored (Ex)** As a full-round action, a deep tiger anemone can affix itself to a solid surface. While anchored, it cannot move, and it gains a +4 bonus to its CMD on all checks to resist being bull-rushed, dragged, overrun, or repositioned. This bonus increases by +4 for each size category larger the sea anemone is compared to the opponent attempting the maneuver. The creature can unanchor itself as a full-round action.

**Poison (Ex)** Acid spit or tentacle—injury; *save* Fort DC 30; *frequency* 1/round for 6 rounds; *effect* 1d6 Dex damage; *cure* 2 consecutive saves.

**Sightless (Ex)** A sea anemone is blind and is not affected by any effect that relies on sight, such as gaze attacks or blindness.

The largest anemones on Varen are capable predators despite their plodding movement. They lie in fields of other, usually smaller, anemones and among brightly colored coral societies. Varinian anemones feed local scavengers by attacking large prey or schools of fish, scattering uneaten remains to their neighbors.





## Invertebrate, Mindclaw

A red-brown crab the size of a wagon scuttles forward with an unusual amount of aggression.

### MINDCLAW

CR 10

XP 9,600

N Huge vermin (aquatic)

Init +2; Senses darkvision 60 ft.; Perception +11

### DEFENSE

AC 24, touch 10, flat-footed 22 (+2 Dex, +14 natural, -2 size)

hp 133 (14d8+70)

Fort +14, Ref +6, Will +7

Immune mind-affecting effects

Weakness vulnerability to emotions

### OFFENSE

Speed 30 ft., swim 40 ft.

Melee 2 claws +17 (2d6+13 plus grab)

Space 15 ft.; Reach 15 ft.

### STATISTICS

Str 28, Dex 15, Con 20, Int —, Wis 16, Cha 8

Base Atk +10; CMB +21 (+25 grapple); CMD 33 (39 vs. trip)

Skills Perception +11, Swim +17; Racial Modifiers +8 Perception

SQ powerful claws, shared empathy

### ECOLOGY

Environment any water

Organization solitary or reef (2-10)

Treasure none

### SPECIAL ABILITIES

**Shared Empathy (Su):** Mindclaws gain any bonuses or penalties from emotion effects affecting creatures within 30 feet. A mind crab can only benefit from the same spell or effect once regardless of bonus type or number of creatures affected by a single effect, but mindclaws do gain bonuses and penalties from other mindclaws within 30 feet. Mindclaws cannot be the target of an emotion effect (as vermin are immune to mind-affecting effects), but do not gain saving throws against emotion effects affecting other creatures.

Mindclaws retain the psychic impressions of countless dead, unknown centuries after Vareen absorbed the impact of her smaller sister planet. They behave like mindless crabs most of the time, but their simple nervous systems process powerful emotions and are easily influenced by magic.

An adult mindclaw is 15 feet tall and weighs 4,000 pounds

## Invertebrate, Varinian Seastar

Muscular tentacles explode from the sand and fold inward toward a toothless central maw.

### VARINIAN SEASTAR

CR 6

XP 2,400

N Large vermin (aquatic)

Init +0; Senses all-around vision, blindsense 30 ft.; Perception +1

### DEFENSE

AC 19, touch 9, flat-footed 19 (+10 natural, -1 size)

hp 80 (7d8+49) regeneration 5 (fire, acid)

Fort +12, Ref +2, Will +3

**Defensive Abilities** split (critical hit with a slashing weapon, 10 hp); **DR** 10/piercing or slashing; **Immune** disease, mind-affecting effects

### OFFENSE

Speed 10 ft., climb 10 ft.

Melee slam +12 (2d8+12 plus grab)

Space 10 ft.; Reach 15 ft.

**Special Attacks** external stomach, swallow whole (2d6 bludgeoning and 2d6 acid), tube feet

### STATISTICS

Str 26, Dex 11, Con 25, Int —, Wis 12, Cha 3

Base Atk +5; CMB +14 (+20 grapple); CMD 24 (26 vs. grapple, can't be tripped)

### ECOLOGY

Environment any ocean

Organization solitary, pair, or field (3-60)

Treasure none

### SPECIAL ABILITIES

**External Stomach (Ex)** A giant starfish ejects its stomach in order to begin digestion of a captured meal. It deals damage to a grappled creature as if it had the swallow whole ability, except a creature cannot cut its way free from the starfish's gullet.

**Tube Feet (Ex)** Varinian seastars move and grapple using thousands of shorter appendages filled with fluid and ending in tiny suction cups. They treat any solid surface as flat terrain and use their total HD instead of their base attack bonus to determine their CMB and CMD when grappling an opponent.

Starfish on Vareen contend with a greater number of more dangerous marine threats than on other worlds. Their resulting evolution produced faster, stronger specimens that recover from injury very quickly. Most unique among the species is that Varinian seastars have no agenda or reproductive mechanism other than to split and regenerate after attacked by predators. Ironically, the number of natural enemies that find them delicious ensures their survival.

Varinaian seastars have mouths on both sides of their bodies, allowing them to crawl towards stationary food, or to lie half-buried in sand to ambush prey crawling across the seabed above them. On Vareen, the average starfish is 7 feet in diameter and weighs 600 pounds.



## Lasiodon

The beast has a whale-like body complete with powerful tail and thick fins. Each of its six heads bears a nightmarish maw and a curved, fleshy growth that glows in the dark water with white light.

### LASIODON

CR 15/MR 3

XP 51,200

N Gargantuan magical beast (aquatic, mythic)

**Init** +5 M; **Senses** darkvision 120 ft., keen scent, low-light vision, see in darkness; **Perception** +17

### DEFENSE

**AC** 34, touch 8, flat-footed 32 (+2 Dex, +26 natural, -4 size)

**hp** 249 (19d10+145)

**Fort** +16, **Ref** +13, **Will** +14

**Defensive Abilities** fortification<sup>MA</sup>; **DR** 10/epic; **Immune** cold

### OFFENSE

**Speed** swim 50 ft.

**Melee** 6 bites +24 (2d6+8 plus grab)

**Space** 20 ft.; **Reach** 25 ft.

**Special Attacks** breath weapon (15-ft. cone, 4d6 cold damage plus encased in ice, DC 24 Reflex for half), mythic power (3/day, surge +1d6), swallow whole (3d6 acid damage, AC 23, 24 hp)

### STATISTICS

**Str** 27, **Dex** 15, **Con** 20, **Int** 5, **Wis** 22, **Cha** 12

**Base Atk** +19; **CMB** +31 (+35 grapple); **CMD** 43

**Feats** Blind-Fight, Combat Reflexes, Furious Focus<sup>M</sup>, Improved Initiative<sup>M</sup>, Iron Will, Power Attack, Skill Focus (Perception), Skill Focus (Stealth), Vital Strike, Weapon Focus (bite)

**Skills** Acrobatics +9 (+13 while swimming), **Perception** +17, **Stealth** +12 (+20 while submerged), **Swim** +24; **Racial**

**Modifiers** +4 Acrobatics while swimming, +8 Stealth while submerged

**Languages** none

**SQ** camouflage

### ECOLOGY

**Environment** cold oceans

**Organization** solitary or pair

**Treasure** none

### SPECIAL ABILITIES

**Black See (Su)** A lasiodon sees perfectly in darkness, including magical darkness. Each of its six heads protrudes a fleshy appendage that can project natural luminescence or shadow. Once each round as a free action, the lasiodon determines how many heads to light up to illuminate an area, increasing the illumination by one light level per head it chosen. If none of its heads project light, it can instead project magical darkness. Each head then reduces the illumination

level in the lasiodon's space and reach, lowering the light level by as many as six steps to force magical darkness if it desires.

**Camouflage (Ex)** A lasiodon can spread itself out over a large area with its long necks and immense torso. It changes color to match the waters it swims in and moves with aquatic grace. While submerged, a lasiodon takes no size penalty to its Stealth checks.

**Frozen Food (Su)** A lasiodon attacks live prey, freezing survivors to consume later. Once per round as a swift action a lasiodon can breathe a 15-foot cone of freezing water from one of its heads. This cone can begin anywhere inside its space or reach. Creatures caught in the cone take 4d6 points of cold damage and are encased in ice for 1 minute. An encased creature gains the pinned condition until the ice melts or is destroyed. The ice has hardness equal to the lasiodon's Constitution modifier, as well as hit points equal to 1/10th its normal hit point total. If the ice is created under water the subject floats upward 60 feet each round at the beginning of its turn. A successful Reflex save (DC 24) halves the damage and negates the pinned condition and ice. The save DC is Constitution-based.

Lasiodons are something out of ancient nightmares. They hunt the deepest oceans, luring inquisitive prey with the white glow of their protruding anglers and devouring it whole. With teeth able to slice solid stone, a lasiodon can freeze its quarry, sometimes attacking a school of large fish by freezing some and devouring others. In the darkest coldest depths, blocks of ice created by the creature's breath weapon remain still for several seconds before ascending slowly.

Lasiodons are cunning but not intelligent or social. The ferocious predators require a large hunting area, so they are almost always alone when encountered. They mate every few years at particularly bountiful hunting grounds in a frenzy that turns Varen's green waters red.

Lasiodons never stop growing and seem immune to the effects of aging. Adult females average 60 feet long and weigh over 50 tons.





## Loran

A blue-skinned humanoid with red hair and pupil-less eyes assumes a defensive stance.

### LORAN

CR 5

XP 1,600

Loran monk 5

LN Medium outsider (aquatic, native)

Init +2; Senses darkvision 60 ft.; Perception +9

### DEFENSE

AC 20, touch 20, flat-footed 15 (+2 Dex, +3 dodge, +5 monk)

hp 31 (5d8+5)

Fort +4, Ref +6, Will +7

Defensive Abilities evasion, still mind; Immune disease; Resist cold 5

### OFFENSE

Speed 40 ft., swim 40 ft.

Melee unarmed strike +8/+8 (1d8+8)

Special Attacks flurry of blows, ki pool (5/day, magic)

### STATISTICS

Str 18, Dex 15, Con 10, Int 10, Wis 18, Cha 10

Base Atk +3; CMB +8 (+10 grapple); CMD 27

Feats Combat Reflexes<sup>B</sup>, Defensive Combat Training, Dodge<sup>B</sup>, Improved Grapple<sup>B</sup>, Improved Unarmed Strike<sup>B</sup>, Power Attack, Skill Focus (acrobatics), Stunning Fist<sup>B</sup>, Weapon Focus (unarmed strike)

Skills Acrobatics +13, Climb +8, Knowledge (religion) +5, Perception +9, Sense Motive +9, Stealth +10, Survival +5, Swim +16

Languages Aquan, Common

SQ amphibious, elemental affinity (water), high jump, maneuver training, slow fall

### ECOLOGY

Environment any

Organization solitary, pair, or wave (3-10)

Treasure none

Lorans claim both the ancient patrons of the Accord and the undine race as their progenitors. When the Patrons foresaw a need for disciplined, loyal aquatic allies, they enlisted undine volunteers to help shape a new race of agents to guard against the return of their nemeses. The Accord experimented with the creation of other races, sprinkling them throughout the cosmos to prepare for the revival of interplanetary war.

In *The Depths of Desperation*, the PCs encounter lorans left behind to care for the great ruins of Dressfa. While not every loran chooses to pursue a monastic lifestyle, those remaining on Vareen endured centuries guarding the memories and relics of the Patrons since the destruction of Vareen. Their discipline as unyielding as the coral ruins they live in, their mission controlled their culture, including career, lifespan, mating, and reproduction. They meditated on the history and teachings of the Patrons, passing principle down from generation to generation. They also maintained constant readiness from outside threats, knowing one day an enemy would come to shatter their walls and lives in search of galactic domination.

### LORAN CHARACTERS (11 RP)

Lorans are defined by their class levels—they don't have racial Hit Dice. All lorans have the following racial traits.

**+2 Strength, +2 Dexterity, +2 Constitution, -2 Intelligence, +4 Wisdom:** Lorans discipline their minds and bodies, but have little exposure to outside culture and history.

**Medium Size:** Lorans have no bonuses or penalties due to size.

**Outsider:** Lorans are an engineered mutation from the older undine race. They have the outsider type and the aquatic and native subtypes.

**Speed:** Lorans have a base land speed of 30 feet and a swim speed of 40 feet.

**Darkvision 60 ft.:** Lorans can see in the dark up to 60 feet.

**Cold Resistance:** Lorans have cold resistance 5.

**Elemental Affinity:** Loran sorcerers with the elemental (water) bloodline treat their Charisma score as 2 points higher for all sorcerer spells and class abilities. Loran clerics with the Water domain cast their Water domain powers and spells at +1 caster level.

**Greater Defensive Training:** Lorans are cautious and defensive-minded. They gain a +2 dodge bonus to AC.

**Amphibious:** Lorans have the aquatic subtype, but can breathe both water and air.

**Languages:** Lorans speak Aquan and Common. A Loran with a high Intelligence score can choose from the following: Aklo, Auran, Celestial, Giant, Ignan, Infernal and Terran.





## Sky Spore

*Floating among thick clouds, a solid mass slowly changes colors to match its surroundings.*

### SKY SPORE

CR 11

XP 2,400

N Gargantuan plant

Init -2; Senses blindsense 60 ft.; Perception +0

### DEFENSE

AC 24, touch 4, flat-footed 24 (-2 Dex, +20 natural, -4 size)

hp 142 (15d8+80)

Fort +14, Ref +3, Will +5

Defensive Abilities plant traits; Immune electricity

### OFFENSE

Speed fly 20 ft. (poor)

Melee bite +19 (4d8+18 plus grab)

Space 20 ft.; Reach 10 ft.

Special Attacks fast swallow, floating spores, swallow whole (4d6 bludgeoning, AC 18, 14 hp)

### STATISTICS

Str 35, Dex 7, Con 20, Int —, Wis 10, Cha 3

Base Atk +11; CMB +27 (+31 grapple); CMD 36

### ECOLOGY

Environment any air

Organization solitary, pair, or cloud (3-5)

Treasure none

### SPECIAL ABILITIES

**Floating Spores (Su):** As a standard action, a sky spore can eject a 15-foot cone of unusual spores from anywhere on its body. The creature ejects this cone automatically each time an opponent scores a critical hit with a piercing or slashing weapon. Living creatures caught in the cone must succeed on a DC 22 Fortitude save. If a creature fails this saving throw, it becomes buoyant, floating slowly upwards until it drifts with the highest clouds. A creature affected by these spores also gains the paralyzed condition. The save DC is Constitution-based.

Varinian sky spores float high in the planet's atmosphere for centuries, slowly growing as they feed on living creatures that happen too close to them. A creature affected by its spores simply floats helplessly while the clumsy airborne fungus slowly maneuvers until its mouth moves over the helpless prey. The sky spore then digests its dinner over the course of days.

A creature paralyzed, but not eaten, by a sky spore floats on the wind until the paralyzing spores eventually begin to multiply, slowly altering a host's body until a new sky spore is formed.





# ALIEN TREASURES

The following items represent the unusual combination of biology, technology, and magic developed by Vareen's indigenous races. Since any visitors to Vareen will encounter its would-be conquerors, these examples include bil'djooli technomancy as well. Items that use magic in their operation are treated as magical items for their construction, though in a campaign that emphasizes advanced technology, they can be crafted using each item's listed prerequisites.

## BIL'DJOOLI ARMOR

2,000 GP

**Slot** armor; **Type** light; **Weight** 15 lbs.

**Armor Bonus** +4; **Armor Check Penalty** -2; **Max Dex Bonus** +7

**Arcane Spell Failure** 20%

Bil'djooli armor uses metal rings and seals to hold its components in place, but is otherwise comprised of thin leather crafted from several breeds of animals and slaves. Bil'djooli armor worn by nonbil'djooli incurs doubles its armor check penalty on all Strength- and Dexterity-based skill checks. Nonbil'djooli wearers gain no benefit from integral systems like *toxin vents* or *glassteel helmets*. Bil'djooli wearing bil'djooli armor suffer no armor check penalty to Swim checks.

Most suits of bil'djooli armor come with toxin vents and glassteel helmets to protect the wearer from its own poison. The cost for these systems are included in the price above.

## BIL'DJOOLI ROD

12,000 GP

**Aura** moderate evocation; **CL** 5th

**Slot** none; **Weight** 10 lbs.

The traditional weapon of bil'djooli soldiers, this thick steel rod functions as both a melee and a ranged weapon. In melee, the rod deals damage as a great club, including an additional 1d6 points of energy damage, and requires two hands to use. At range, it fires rays of elemental energy with a range increment of 60 feet. These attacks are ranged touch attacks that deal 4d6 points of energy damage. The rod fires rapidly, allowing the wielder to take additional attacks due to a high base attack bonus. Alternatively, the wielder can fire a single focused ray as a standard action that deals 6d6 points of energy damage to each creature it hits in a 60-foot line.

The wielder chooses the type of energy damage dealt by the rod, and can change to a different energy type as a swift action. The wielder can choose from acid, cold, electricity, or fire damage, though more elaborate rods dealing sonic or negative energy damage do exist. Bil'djooli rods function perfectly well in open air, vacuum, or underwater, leaving thin trails of telltale magical energy such as thin lines of ice, and tiny bubbles of grey steam or yellow acid.

Bil'djooli rods function as both an exotic weapon and a magical item. A creature without proficiency in bil'djooli rods can activate the rod with a DC 20 Use Magic Device check, but still takes nonproficiency penalties when using the rod. Bil'djooli treat them as martial weapons and need make no Use Magic Device check.

## CONSTRUCTION REQUIREMENTS

6,500 GP

Craft Magic Arms and Armor or Craft Technological Arms and Armor<sup>TG</sup>; *elemental aura*<sup>APG</sup>; 5 ranks in Craft (mechanical)<sup>TG</sup>

## GLASSTEEL HELMET

1,500 GP

**Aura** moderate transmutation; **CL** 9th

**Slot** head; **Weight** 1 lb.

These glass domes are magically strengthened and hardened. They are crystal clear and frequently fitted to suits designed to protect the wearer from environmental hazards. The glass of the helmet has hardness 10 and 50 hit points. A creature wearing a *glassteel helmet* suffers no ill effects from deep water pressure or similar environmental conditions, and gains a +4 bonus to AC against attack rolls made to confirm critical hits. Finally, so long as they do not have the broken condition, *glassteel helmets* provide total cover against attacks that specifically target the neck or head.

## CONSTRUCTION REQUIREMENTS

750 GP

Craft Wondrous Item or Craft Technological Arms and Armor<sup>TG</sup>; *fabricate*; 9 ranks in Craft (mechanical)<sup>TG</sup>





## INK BLADDER

1,200 GP

**Aura** moderate conjuration; **CL** 7th

**Slot** none; **Weight** 1 lbs.

This preserved animal bladder mimics the escape mechanism employed by marine creatures. Once per day as a standard action, a submerged holder can squeeze the bladder to create a pressurized blast of dark ink. The bearer moves 90 feet in a straight line, so long as it remains underwater. A cloud of ink fills the wearer's space, providing concealment against attacks made into or through that space for 1 round. The ink bladder has no effect if the bearer is not submerged.

## CONSTRUCTION REQUIREMENTS

600 GP

Craft Wondrous Item or Craft Technological Arms and Armor<sup>TG</sup>; *greater animal aspect*<sup>UC</sup>

## STASIS GRENADE

5,000 GP

**Aura** strong transmutation; **CL** 15th

**Slot** none; **Weight** 1 lb.

Stasis grenades warp time and space, effectively locking a small area outside the normal flow of time. A creature of any size that shares a square with a stasis grenade when it explodes takes 4d6 points of nonlethal damage and becomes trapped as if by a temporal stasis spell for 1 hour. A DC 22 Fortitude save halves the nonlethal damage and negates the stasis effect. Each additional stasis grenade that explodes in the same square simultaneously increases the save DC by +1 and extends the duration of the stasis effect by 10 minutes. Multiple stasis grenades in the same square do not increase the size of the effect. Once detonated, a stasis grenade disintegrates.

## CONSTRUCTION REQUIREMENTS

2,500 GP

Craft Wondrous Item or Craft Technological Arms and Armor; *temporal stasis*; 10 ranks in Craft (mechanical)

## STRALLETH

**Price** 50 gp; **Weight** —

Strallesh comes from the respiratory organs of the dangerous conch tree, unique to Vareen's ocean floors. When the pulp is dried and alchemically treated, it yields handful of bitter turquoise crystal. With practice, a creature can convert water to breathable air as it passes over the crystals. A single pinch of this crystal placed in a creature's mouth allows the creature to breathe air by taking in a mouthful of water for one hour.

The cost above is the price for a single pouch of strallesh, delivered in dry seaweed to preserve the crystals. A pouch contains four pinches.

## TOXIN FILTERS

**Price** 25 gp; **Weight** —

Toxin filters use alchemical or mechanical devices to screen dangerous pollutants from breathable air. On Vareen, the Locathah use modified filters to explore potentially dangerous regions underwater, but cultures across the galaxy employ them in various forms. Regardless of the technology involved, toxin filters give the wearer a +4 bonus on Fortitude saves against inhaled poisons. This bonus only applies on the first save attempted for any given poison.

## TOXIN VENTS

**Price** 500 gp; **Weight** 2 lbs.

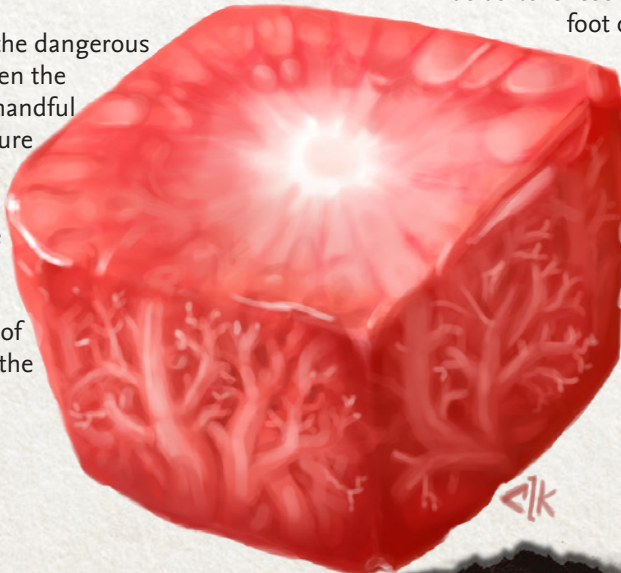
The bil'djooli version of a toxin filter collects blood- and water-born contaminants, and even drains their own naturally-produced toxins away from their skin. Bil'djooli filters grant the wearer a +2 bonus on Fortitude saves against all nonmagical poisons. The poison collects in expanding sacs attached to the wearers' armor. Whenever an attacker confirms a critical hit with a weapon attack against the wearer, the toxin vent system gains the broken condition. The sacs rupture and release their pressurized contents, exposing adjacent creatures to the toxins unless they succeed on a Fortitude save against the poison's normal DC. Once any sac in a system of toxin vents bursts, the vents continue to filter toxins for the wearer, but can't spray additional poison until the suit is repaired.

## VARINIAN CORAL

**Price** 50 gp; **Weight** 20 lbs.

The locathah of Vareen cultivate a living pink coral that survives on the deepest ocean floor. Objects made of this coral regenerate 1 hit point per day in fresh water, slowly regrowing until cracks and severed edges are healed. The coral is resilient like bone, having a hardness of 8 and 30 hp per inch of thickness. The price above is for a cubic foot of coral.

The locathah grow a porous version of this coral that absorbs and flushes water in response to electrical stimulus. Such blocks of coral are run through with small wires and treated with mild acids to encourage this feature. A cubic foot of coral can drain through one block in a single round. Porous coral has hardness 5 and only 25 hp per inch of thickness.



CLK



# GAZETTEER

A world of incredible beauty and interplanetary tragedy, Vareen circles its immense orange sun as the third planet in a small solar system. A single ocean covers every inch of land, leaving its intense storms and majestic sunsets to a handful of native fauna while most life occurs under the waves. The planet's wildlife includes cities of deep-dwelling coral and schools of large colorful fish that span for hundreds of yards. The waters of Vareen also cover an ancient secret, and the ruins dotting her muddied ocean floor hint at a story that describes the murder of millions.

Before the Patrons and Principalities warred for control of the galaxy, Vareen was the most populous planet in her solar system. Her high blue mountains and lavender clouds were breathtaking from space, and three small moons ensured that the planet's beauty was on display in almost eternal dusk. The two sister planets between Vareen and her sun were Zaver, a warm planet of flaming sandstorms and molten metal seas, and Galatch, a small world with a poisonous atmosphere, overrun by carnivorous plants. Other planets circled the three sisters long ago, but no more.

When the Principalities attacked Vareen's system, they sought the network of far-reaching portals the Patrons had constructed. They coveted the financial and strategic value of such a world, committing heavily to the assault. The armies of the Accord swarmed through the portals, bringing limitless magic, soldiers, and advanced technology from a dozen allied worlds. When the Hegemony abandoned their goal of conquest, they resolved to destroy the world and all life thereon by hurling the fourth planet, Bardez, into Vareen's orbital path. They created what is now known as the Ice Cascades, an open gate to the Elemental Plane of Water that sends limitless moon-sized hunks of ice spinning into orbit. When the first glaciers impacted Bardez and knocked it into Vareen's path, the smaller planet was completely destroyed, and everything living above the waves on the third world died. Entire civilizations were lost despite massive evacuations and cities collapsed by tsunami lay strewn across the ocean floor. Even swimming creatures were annihilated by the falling mountains and boiling seas, until the only thing that remained were instinctive beasts and fledgling tribes scattered across the deepest and most remote valleys. The Hegemony abandoned the world both bitter and proud of their literal scorched earth strategy.

The young civilizations left behind did not survive by chance. Secret gates remained in ancient ruins or near these enclaves of humanoid life. The Patrons had set in motion patterns of discovery and evolution that followed their carefully considered schedule. The portals diligently

repaired the world, cleaning the elemental water and restoring currents and seismic activity to levels that allowed Vareen's new masters to flourish. Until recently they moved about their lives in a natural cycle of reproduction and survival, exploring the world left for them and contending with neighbors for land, resources, and safety like any other world. Given the savage bil'djooli assault, the intelligent races of Vareen have begun to unite, entering the final stages of a galvanizing transformation that prevent enslavement of not only their own world, but worlds unknown.

## THE LOCATHAH

While there is no single dominant race on Vareen, the locathah occupy a unique place in the planet's history. When the Patrons abandoned the planet to defend other strongholds, they left a ruined fortress and a few fledgling races of aquatic humanoids on the ocean floor. The first locathah of Vareen spread out from tiny villages with little more than oral traditions and a genetic predisposition for cooperation and unity, both of which contributed to their survival. Over time the locathah conquered their environment, learning to farm, hunt, and fight in their own defense. They also learned which fights to avoid, staying away from the lairs and hunting lanes of giant regional predators. Eventually the locathah discovered the network of functioning portals to faraway planets, taking the first few steps to exploring other planes and worlds and expanding their knowledge of magic and technology as the Patrons predicted. They developed a species of coral which filtered water, created air when coaxed, and healed itself. The production of buildings and ships from this hard, versatile life form allowed the locathah to expand rapidly, raising cities with tall pink towers and rooms that held the dense black water at bay at their command.

Owing to the traditions handed to their progenitors and the gifts placed in their path, the locathah of Vareen have always been closely knit and defensive-minded. They expanded to suit their numbers and understand the world around them, but rarely resorted to violence to increase their influence. When they came into conflict with aggressive charda or deep merfolk or swift tritons, they relied on their coral fortifications and disciplined troops for defense. Though no culture is without its share of corruption and violence, the locathah have been peaceful interplanetary traders for decades. Their aversion to violence ironically has helped since the bil'djooli descended on them as conquerors, in that they neither conquered the allies they need now nor have they been decimated by those more suited for war.





The locathah occupy several ocean valleys, preferring to settle between high mountain formations and away from deep caves where monsters lair. The largest of these is Forthuma, with pink coral towers organized in high tiers and guarded by ballistae. Other large cities exist, but the most crucial in the Patrons' predictions is Simrukoth, the closest city to the loran stronghold at Dressfa. The Simrukuul scramble to defend their city, in desperate need of powerful allies in the sudden war against bil'djooli aggressors. Though they used coral waystations floating one Vareen's surface to scout for threats, many of those stations now host bil'djooli, jagladine, and klaven troops.

These staging centers aren't the only defense mechanism turned against the locathah. Several of Vareen's gates once connected their owners to friendly worlds for the purposes of trade and exploration. Remembering the reinforcements that made it impossible to seize Vareen the first time, the Hegemony advised their new bil'djooli allies to disable or adjust as many portals as they could. No other world has heard from Vareen in weeks, and those who tried to visit found themselves suddenly crushed in black ocean depths, dropped from the sky, or launched into the vacuum of space when they arrived.

## THE LORANS

Without doubt, Vareen's best kept secret is the loran enclave hidden in the ruins of Dressfa. These monastic outsiders are a triumph of the Patrons themselves—a genetically engineered offshoot of the older undine race. Only intentionally bred

outsiders were worthy of the great trust and long years required for the Accord's plans to appoint successor Patrons when the Hegemony re-emerged. For their entire existence, the lorans of Vareen have hidden proof of their existence among ancient ruins, relying on stealth and superstition to deter other races from investigation. They planted groves of dangerous seaweed, lured massive predators to hunt the spaces between Dressfa and near civilizations, and reminded themselves of their somber mission by studying old histories.

Every part of loran life on Vareen serves the Patrons' long-ranging plans. They prepare for war despite being unknown on their world. They mate and breed on a schedule that carefully balances population, gender, defensive preparedness, and the mentorship of leaders. While a single quiriel, or wise mother, always ministers to her family of mystics, each other loran keeps a strict schedule of education, martial training, and rest. The loran activity cycle includes long periods of reverie in a temporal stasis chamber, during which time they heal, meditate, and learn in an induced reverie.

For centuries now, the lorans have suspected that other enclaves of their kind exist. The mystics debate whether the Varinian enclave conducts a specific mission and others roam free, or if careful Patrons placed monasteries similar to Dressfa on other worlds as contingencies. The truth allows for both. The Patrons loathed the practice of creating life simply to serve, but were incredibly careful in their planning. Enclaves of both free and militant lorans dot the galaxy, far enough apart to remain footnotes in any study of potent races among the stars.



**ERI THE WISE MOTHER**

Eri is the 9th quiriell of the loran monastery at Dressfa. Though the Patrons bred lorans on other worlds as contingency plans, Eri's charges have never reached outside their own enclave for support or fellowship. As both a spiritual leader and military commander, Eri continued the same traditions of the quiriells before her. She made sure the monastery was self-sufficient, and carefully maintained its staff of native outsiders, managing periods of stasis, pairings, birth, and the raising of loran children. She instructed her children in meditation, tradition, and war, and mandated that Dressfa remain a haunted ruin in the eyes of Varen's natives.

The Patrons left Eri's predecessors with two treasures to guard until a moment far into the future. The first was supposedly a working portal to a dead world where they stored alchemical and genetic materials for use in the war against a resurgent Hegemony. This, however, was a lie planted and grown over the centuries; a lure to force the Patrons' future enemy and future heirs to converge on Varen together. In truth, the first treasure is a working gate that reached multiple worlds—every world the Patrons' predestined inheritors could possibly come from. Providing the gate on Varen ensures the Accord's future heroes are rewarded with a peaceful path home, but motivated to stop the evil Principalities from reaching their own planets.

The Patrons always planned for the second prize to aid their future saviors. It is the lorans themselves. Eri obeyed the teachings of her mentors and remained vigilant, prepared when the bil'djooli attacked Dressfa. Her focus and preparation allowed the lorans to defend the structure from occupation, just as the Patrons predicted. She knows now she enters the second phase of her duties as leader of the loran enclave. She will lead her children into battle to throw off invasion and spur the new Patrons to find and end the Hegemony threat forever. Once the prophesied heroes leave Varen to press their shared enemies, she will send emissaries from her people to other worlds in search of other loran enclaves. Her fervent desire is to fulfill her duties with discipline and then oversee the rapid growth of the loran people as a race. As the events of *The Depths of Desperation* unfold, she prepares for war and its victorious aftermath, trusting in the mathematical precision of the Patrons' predictions to deliver her people from war so they can pursue peace.

The wise mother is at once curious and insular. With the opportunity to encounter new cultures in hand, she longs to know how their traditions differ from those of her own people. However, she guards the enclave's purpose with her life, offering assistance only to those who stand to inherit the purpose of the Patrons. Her loyalty to the loran purpose dominates every part of her personality, and she considers all lorans (even those not raised at Dressfa) to be soldiers in the fight against the Principalities and similar tyranny.

**THE BIL'DJOOLI**

Recent arrivals on Varen, the cephalomorphic monsters known as the bil'djooli seek nothing less than total domination of the world. Though they have scouted Varen's ocean floors for only a few months at most, in truth their invasion began years ago when forward agents discovered the planet and the regenerating properties of its gates. One of their greatest military minds set plans in motion to identify its current defenses and other potential suitors. The present shock and awe campaign against the planet's benign races is the final result, and nears complete victory. Though the Patrons who set the ocean world on its current path planned for victory, the bil'djooli assure their allies in the Hegemony that overwhelming victory is almost secured.

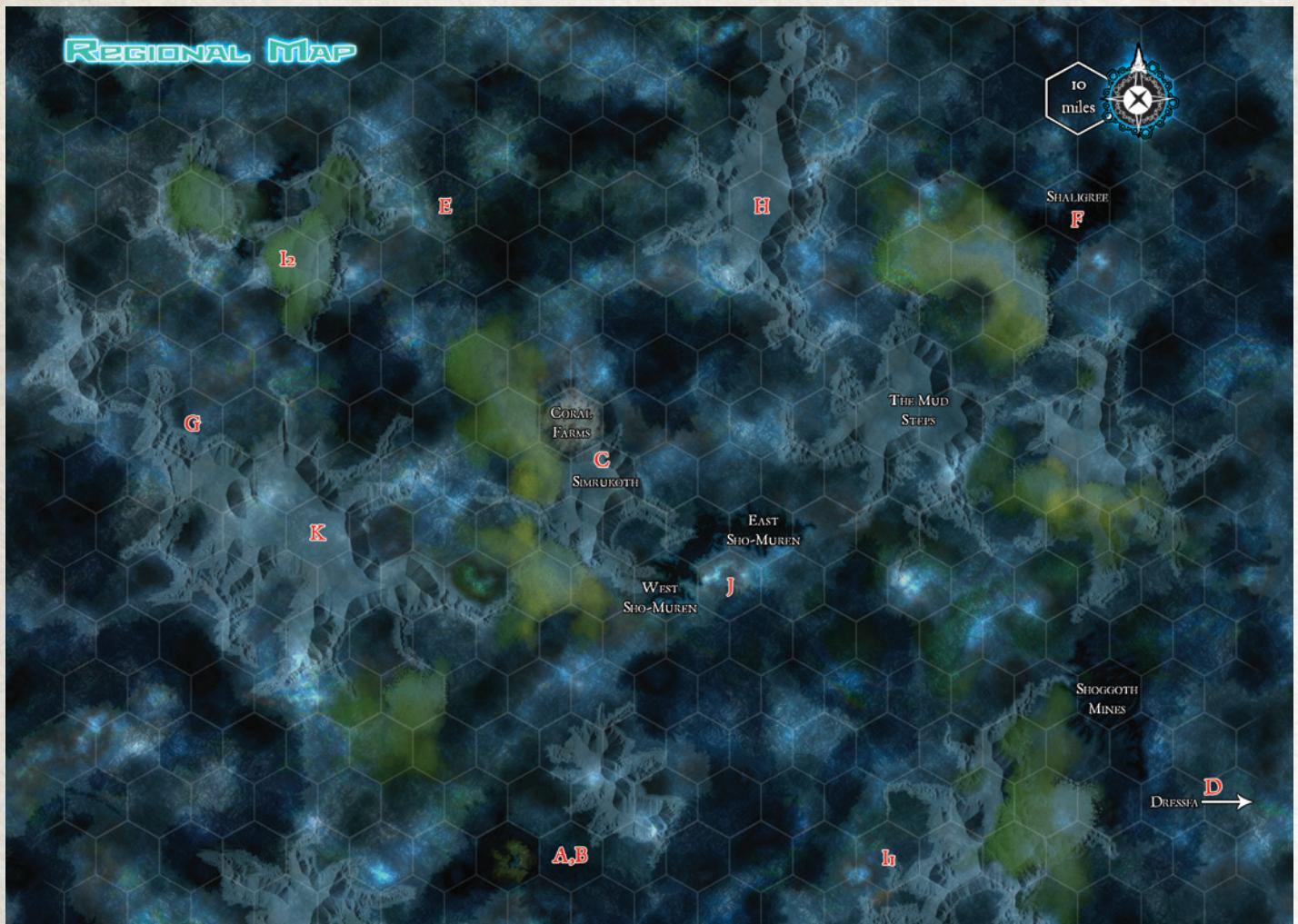
Bil'djooli physiology turns fresh water into a concentrated and toxic byproduct. This led them to search for water on abandoned worlds until they discovered a dormant alien enclave that blended both magic and technology. The bil'djooli slaughtered them in a crucial turning point for their history that redefined them as conquerors and despots. For generations now, they have raided entire planets, stealing and integrating technology or magic that interests them and taking every last molecule of fresh or treatable water. As they expanded, the race grew in numbers and might, forcing them to both ration their water and secure more. Today they actively campaign to dominate several worlds, with entire armies dispatched to fight for coveted resources.

The marine commander responsible for the campaign on Varen is the Navarch Kil'quinng. No officer has risen higher among the tentacled tyrants in a generation. Her ardent faith in the destiny of her race was rewarded when she verified the existence of the fresh water planet and its regenerating gates. It is she who organized the assault on the world and uncovered the revived Hegemony. Her bold negotiations won the bil'djooli a place in the Hegemony on the condition that she find and deliver ancient genetic information stored in one of the world's ancient ruins. Once that objective is accomplished, the navarch is promised sole rulership of the ocean world on behalf of her people. She's required to maintain the portals and allow the Hegemony full access, but otherwise Varen belongs to the rising Bil'djooli Empire.

**KIL'QUINNG, NAVARCH PRIME**

The most decorated living bil'djooli navarch intends to cap a storied career with the rapid conquest of the planet that might change her race's destiny forever. Kil'quinng ascended the ranks of the bil'djooli command structure. A true bil'djooli exemplary, she began by leading regional pogroms against rival officers she declared unfit for command. Ever pragmatic, her superiors regarded her successful occupation of friendly waters as a sign of both greatness and loyalty. She received consecutive rapid promotions, demonstrating an increasing hunger for power, authority, and tactical challenges. When her military and political rivals were





vanquished, she organized a series of scouting missions for the purpose of finding additional water worlds to invade, expanding the supply of fresh water and making room for an advancing line of tentacled troops. Under her leadership, the Ninth Bil'djooli Empire grew, and the civilian administrators that ruled her people acquiesced to her demands with increasing favor. When her complicated network of scouts located a huge, temperate world of incredibly clean water, Kil'quinng kept the affair a secret. She borrowed against the trust of her political allies to allocate increasing resources. Initially she framed an intelligence network to detect what other space-faring entities might be watching this new planet called Vareen. Soon after she used robotic probes and bil'djooli spies to determine what resistance waited below the waves. Finally, she ordered her officers to plan a dozen strategies for seizing the world for her own. By the time her agents reported an ancient alliance of conquerors was interested in the ocean planet, her advisors had presented multiple plans for assault. She introduced herself to this secret Hegemony, offering to enslave the planet and yield whatever Varinian resources they required in exchange for permanent rights of conquest once her new allies had explored her portals and ancient secrets.

## OTHER RACES

Vareen's intelligent humanoid races represent the growth of the neophyte races seeded and provisioned by the Patrons before they evacuated. The progenitors who seeded the races counted on the locathah being firm but peaceful, or on the grindylows being self-destructive and tribal, allowing for challenges and aggression to exist between the races without risking the discovery of Dressfa or the destruction of the locathah. To that end, each of the intelligent races on Vareen are inherently insular and territorial, holding to ancient traditions powerful enough to occupy more of their attention than any of their neighbors. The tritons hunt beasts of great power, the charda cull their numbers with brutal rites of passage, and deep merfolk cannibals terrify all of the others. The only race to have reached maturity before Bardez crashed into the world are the ocean giants, who live in undersea volcanoes and trenches warmed by the proximity of magma. The giants live such long lives and possess so little curiosity about the world beyond their own hunting grounds that they have slowly diminished in numbers and never threatened any civilization that did not threaten them first. Oddly, the giants are the oldest race but the least aware



of life on other worlds. Most races regard offworlders as enigmatic and untrustworthy, with only the locathah and tritons establishing long term relationships with aliens.

As regards the ongoing invasion of Vareen by the bil'djooli, most cultures fare only slightly better than the locathah. The charda are aggressive warriors but reproduce too slowly to replace their losses. The tritons are brilliant tacticians and command armies of natural predators, but have been no match for the trained bil'djooli forces and their technomagical rods. The rift-dwelling giants and deep merfolk dismiss claims of off-world conquerors, having seen no evidence of them yet. Grindyloes have generally escaped the notice of the bil'djooli, being regarded as scarcely more than vermin to be exterminated if they become troublesome but otherwise ignored.

### CLIMATE AND TERRAIN

The Patrons' plan to defend Vareen and mature her civilizations is only possible because of a balanced stable ecosystem. No planet can boast cleaner air or water, owing to the regenerative influence of her gates, and the lack of industrial technology among even mature civilizations. The balance between predator and prey keeps equilibrium despite the vast distances predators travel for food and the frequency of natural disasters.

Storms and seismic events are frequent and significant. Venting of volcanic gases causes bursts of particulate air to rise through the water and into the atmosphere, depositing a thin film on the ocean until surface water evaporates and causes heavy rains. Comets heat up the air as they fall toward the water, causing rapid changes in pressure and wind speed, which contributes to massive storms that last weeks and circle half the world. During the most violent storms, waterspouts tower for miles and span for miles more until the winds calm and green and purple skies return. Of course, most of Vareen's civilizations never see these storms. Beneath the waves, the only real natural disasters include earthquakes and massive subsurface turbidity that force heavy currents down a deep slope at high speeds. It is these phenomena that force Varinian civilizations to live behind immense natural structures or in the sides of ocean floor chasms and vents—the

destructive force of a Varinian earthquake or heavy wave simply eradicates all standing structures in its path.

Vareen still has small arctic poles and thin shelf ice that extends deep below the surface, grounded against submerged plateaus that once formed frozen coastlines and spanned hundreds of miles. In the long centuries since the fall of Bardez, only a little ice has reformed to create these ice caps. The water of Vareen is fresh and decreased density and higher temperatures allow for higher currents even in deep oceans, preventing the expansion of glacial ice. Vareen's south pole does host what some might consider the only above-surface humanoid society; nomadic tribes of abnormally large yeti carve tunnels deep into the ice, creating complex mazes that confound rival warriors and digging down to reach cold waters and ample food.

The highest mountain on Vareen stands almost seven miles above the ocean floor, part of a chain of high peaks and active volcanoes that stretches hundreds of miles on either side of her. The tritons who range the outside of these mountains call the peak Tynzost, after a mythological figure said to have sacrificed his mortality in order to watch over the triton people after some unknown cataclysm. Unknown to any who walk the ocean floor, the volcanoes obey the coaxing of a determined clan of duergar, isolated from the world when





Bardez fell and religiously devoted to the quest of raising the mountain range until their slowly dying kingdom is no longer under the water. The Somber Mountain clan, ruled by a matriarchal line of stone zealots, knows little of the events that led to their incarceration, driven by lasting hate for whomever they discover is responsible for the sudden destruction of their surface holdings.

As majestic as Tynzost is, the Rift of Shadows captures the imagination of every culture on Vareen. Each race and tribe has its places of legend and mystery, but all agree the Rift holds nothing but death for those who venture there. Maps of any portion of the region fetch a high price despite their unreliability. Equally dubious tales of ancient cosmic horrors and even more bizarre beasts spread like tsunami across the ocean floor. While it's generally agreed the Rift plunges at least 2 miles below the world's normal 9 miles of ocean, none can verify the depths of its true bottom. The only intelligent race thought to explore it with any credibility are the deep merfolk, known to revere the Rift as the birthplace of their race, and they absolutely prefer to eat alive any creature brave enough to approach them for answers.

Other notable features on Vareen include the Field of Pearls and a wonder known simply as the Spinning Sea. The Field of Pearls denies both explanation and its own misnomer of a name. A vast valley on the ocean floor yields one enormous black stone per year. The pearls range in size from three to 100 feet in diameter and are birthed through the silt, rising as glowing spheres before cooling in the deep waters and settling back into the mud. In hundreds of years of study, no craft has been able to scratch the surface of one of these unusual spheres, which continue to push up from the bottom of the ocean before laying among hundreds of their kin.

The Spinning Sea is equally wondrous but far more concerning to Varinians. About once in a generation, by locathah reckoning, subcurrents produce a great whirlpool that reaches miles below the ocean's surface. Legends say that old gods use the funnel to peer through the dark green waters so they can pass judgment on the races there. Myths tell of once-great cities destroyed by a cyclone of twisting water, with an eye of dead air pointing the object of the gods' displeasure. While conditions result in these whirlpools with some frequency, the worst events are widely regarded as the same whirlpool sent by cruel deities or Vareen's ancient progenitors to punish cities for some misdeed.

## FLORA AND FAUNA

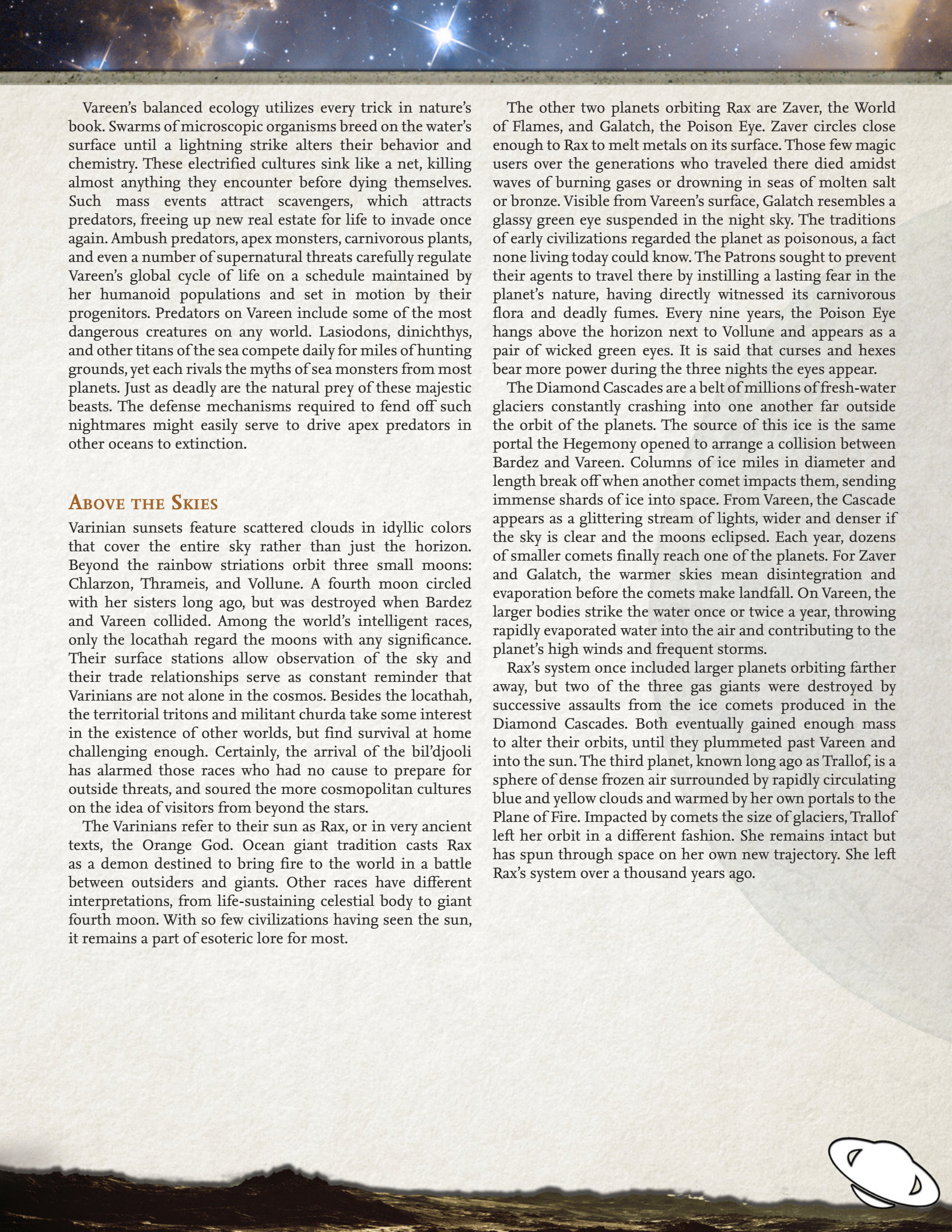
Vareen's single ocean features incredible diversity, and the planet is so large that most forms of aquatic life on other worlds have a (frequently larger and more dangerous) Varinian analog. Additionally, aquatic versions of creatures normally found only on land exist on Vareen. Notable examples are giant water-breathing insects and finned basilisks that turn prey to stone then feed on them as they sink.

Vareen's waters are fresh waters, kept clean by the restorative magic of her gates and the frequent addition of elementally pure water from space. Silt and detritus still sink to the bottom, erosion still occurs, and creatures still rot and defecate in the depths, but overall Vareen's entire ocean is an incredibly clean source of water. Plants and scavengers devour much of the flaked flesh that drifts like snow in dense water. Great predators and huge schools of immense social animals devour prey ravenously, controlling populations with beautiful, brutal balance.

Above the waves, Vareen's green and purple skies host still more life. Hundreds of species of birds fly and swim, some living a humanoid lifespan without ever landing. A handful of linnorms unique to the world dominate the air and hunt the sea, majestic predators as deadly as anything from the darkest depths. High in the atmosphere, puffy white fungi float among the clouds, ingesting animals that fly inside its camouflaged gullet and reproducing via spores filled with light gas.







Vareen's balanced ecology utilizes every trick in nature's book. Swarms of microscopic organisms breed on the water's surface until a lightning strike alters their behavior and chemistry. These electrified cultures sink like a net, killing almost anything they encounter before dying themselves. Such mass events attract scavengers, which attracts predators, freeing up new real estate for life to invade once again. Ambush predators, apex monsters, carnivorous plants, and even a number of supernatural threats carefully regulate Vareen's global cycle of life on a schedule maintained by her humanoid populations and set in motion by their progenitors. Predators on Vareen include some of the most dangerous creatures on any world. Lasiodons, dinichthys, and other titans of the sea compete daily for miles of hunting grounds, yet each rivals the myths of sea monsters from most planets. Just as deadly are the natural prey of these majestic beasts. The defense mechanisms required to fend off such nightmares might easily serve to drive apex predators in other oceans to extinction.

## ABOVE THE SKIES

Varinian sunsets feature scattered clouds in idyllic colors that cover the entire sky rather than just the horizon. Beyond the rainbow striations orbit three small moons: Chlarzon, Thrameis, and Vollune. A fourth moon circled with her sisters long ago, but was destroyed when Bardez and Vareen collided. Among the world's intelligent races, only the locathah regard the moons with any significance. Their surface stations allow observation of the sky and their trade relationships serve as constant reminder that Varinians are not alone in the cosmos. Besides the locathah, the territorial tritons and militant churda take some interest in the existence of other worlds, but find survival at home challenging enough. Certainly, the arrival of the bil'djooli has alarmed those races who had no cause to prepare for outside threats, and soured the more cosmopolitan cultures on the idea of visitors from beyond the stars.

The Varinians refer to their sun as Rax, or in very ancient texts, the Orange God. Ocean giant tradition casts Rax as a demon destined to bring fire to the world in a battle between outsiders and giants. Other races have different interpretations, from life-sustaining celestial body to giant fourth moon. With so few civilizations having seen the sun, it remains a part of esoteric lore for most.

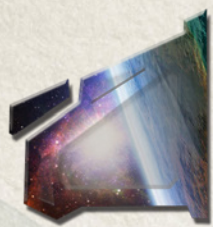
The other two planets orbiting Rax are Zaver, the World of Flames, and Galatch, the Poison Eye. Zaver circles close enough to Rax to melt metals on its surface. Those few magic users over the generations who traveled there died amidst waves of burning gases or drowning in seas of molten salt or bronze. Visible from Vareen's surface, Galatch resembles a glassy green eye suspended in the night sky. The traditions of early civilizations regarded the planet as poisonous, a fact none living today could know. The Patrons sought to prevent their agents to travel there by instilling a lasting fear in the planet's nature, having directly witnessed its carnivorous flora and deadly fumes. Every nine years, the Poison Eye hangs above the horizon next to Vollune and appears as a pair of wicked green eyes. It is said that curses and hexes bear more power during the three nights the eyes appear.

The Diamond Cascades are a belt of millions of fresh-water glaciers constantly crashing into one another far outside the orbit of the planets. The source of this ice is the same portal the Hegemony opened to arrange a collision between Bardez and Vareen. Columns of ice miles in diameter and length break off when another comet impacts them, sending immense shards of ice into space. From Vareen, the Cascade appears as a glittering stream of lights, wider and denser if the sky is clear and the moons eclipsed. Each year, dozens of smaller comets finally reach one of the planets. For Zaver and Galatch, the warmer skies mean disintegration and evaporation before the comets make landfall. On Vareen, the larger bodies strike the water once or twice a year, throwing rapidly evaporated water into the air and contributing to the planet's high winds and frequent storms.

Rax's system once included larger planets orbiting farther away, but two of the three gas giants were destroyed by successive assaults from the ice comets produced in the Diamond Cascades. Both eventually gained enough mass to alter their orbits, until they plummeted past Vareen and into the sun. The third planet, known long ago as Trallof, is a sphere of dense frozen air surrounded by rapidly circulating blue and yellow clouds and warmed by her own portals to the Plane of Fire. Impacted by comets the size of glaciers, Trallof left her orbit in a different fashion. She remains intact but has spun through space on her own new trajectory. She left Rax's system over a thousand years ago.







# MIXING SCIENCE FICTION AND FANTASY



The entirety of the Legendary Planet adventure path blends science fiction and high fantasy throughout. The classic interplanetary struggle between good and evil pits heroes from a technologically primitive world against genetically engineered slave soldiers. The ancient powers that once defended the galaxy use predictive mathematical models approaching the most powerful divinations. A hostile alien race uses dimensional magic to traverse the stars in a metal space ship. There's no question Legendary Planet combines magic and technology in most of its encounters, and sometimes in the same technomantic device.

Every group of players is different, with some preferring the majesty of magic and some lusting after the control of one's destiny afforded by science. In the tense turn of events described by these adventures, it's crucial to balance the elements of fantasy and science in order to challenge and excite players and thoroughly explore all the adventure path has to offer. Fortunately, that balance is manageable for any game master and her players, since the two are not mutually exclusive. In fact, the best blend of science and fantasy are not a combination of two opposites. The best combination is when a story appears on a scale.

To explain this scale, it's important to define the two themes and expand from there. A fantasy story commonly incorporates magic and the supernatural while describing an imaginary setting where impossible elements are possible without rational explanation. Such stories employ curses, god, monsters, and spells to help or hinder characters as they struggle against the challenges of their tale.

Science fiction is frequently (but not always) grounded in a modern understanding of the world, but then crafts an imaginary setting where the impossible becomes possible via consistent scientific principle and technology. In hard science fiction, singular accomplishments rely on detailed discussions of plausible scientific principles, such as artificial intelligence or folding space. The more common science fiction fantasy simplifies such concepts, boiling them down to a few trademark phrases that imply advanced technology. Of course, most science fiction falls between the most extreme examples of these two sub-genres as a given story deals with complex themes such as alien worlds, interstellar travel, time travel, and cosmic dimensions.

It's worth noting the two have very different effects on players and readers. Fantasy stories tend to be about heroes—capable protagonists driven by a sense of destiny

and aided by gods or wizards as they quest to save a kingdom or vanquish a monster. The hero survives on physical power or inner virtue, and has a protected status as the chosen one. Science fiction stories frequently have flawed protagonists, everyman characters that rely on compelling technology to survive environmental hazards and overcome deadly enemies. In a science fiction tale, very commonly the real hero is the technology itself.

With an operating definition of the two larger genres, it seems fair to say that most science fiction has a strong presence of fantasy elements. Though a number of successful book and film franchises are best described as hybrid science fiction/fantasy, Legendary Planet in particular has strong fantasy elements including predestined heroes, primitive weapons, and divine magic. The encounters set out in each adventure make use of a system of spells, magical abilities, and technological (or at least alchemical) items that allow the main characters (the player characters) to travel to different worlds, destroy genetics labs, navigate a war between robots and undead, and more. While the adventure path assumes a sword-and-planet feel with more complex magic and technology in its later adventures, a home campaign with less structure might require careful consideration regarding the balance of magic and technology, or fantasy and science-driven elements. The following principles should help a science fiction/fantasy game choose wisely in this regard.

## EVERY STORY IS A HYBRID!

By definition, fantasy and magic are already integrated into a world predicated on scientific principles. Most stories share our basic understanding of time, nature, and gravity. While an adventure completely without gravity or fundamental assumptions about life (like breathing, eating, and reproduction) might be interesting in the short term, such a tale would strain the imagination and the audience might be eager to return to something more familiar.

Escapism normally comes from a firmer foundation. People much like us face a threat we can comprehend and find resolution with the best tools or weapons they can find. A medieval or Old West tale with monsters doesn't have the technology we as readers are accustomed to, but does integrate the scientific understanding of the setting. The argument that firearms don't belong in fantasy is more correctly stated that firearms don't belong in some fantasy.





The Chinese invented black powder in the 9th century. The first printing press went into use in the 15th century. The 13th and 14th centuries saw the first corrective lenses, mechanical clocks, and paper mills. In fact, the whole of Western medieval culture that makes up many fantasy role-playing games was a constant barrage of new inventions. Since any magic or divine intervention is applied in the context of the story's contemporary technology, every story with fantasy elements allows for some science fiction. In fantasy roleplaying games, alchemists and gunslingers push knowledge forward despite the prevalence of arcane magic. In many publications, the existence of adamantite or meteoric iron presupposes the existence of fantastic materials in outer space. Some degree of scientific discovery is already present in most fantasy stories.

The opposite is also almost always true...

#### **ANY SUFFICIENTLY ADVANCED TECHNOLOGY...**

Many fans of science fiction are aware of the third of Arthur C. Clarke's three laws. If you aren't, they deserve a moment of your time as you entertain any manner of speculative fiction. Over the course of decades, Clarke's observations regarding

great science fiction progressed from a single observation about the genre (to paraphrase, 'when a seasoned scientist says something is possible he's always proven right, and when he says something is impossible he's always proven wrong') to a guideline that helps place any fiction on a continuum between fantasy and hard science.

Clarke's Third Law says that any sufficiently advanced technology is indistinguishable from magic. More than a cliché, it allows a story to incorporate mysticism into cultures driven by observation and discovery. Most science fiction strays into fantasy as soon as the text describes advanced devices without explaining how they work. A common trope in modern scifi cinema and prose features vital technology used to save lives or transform worlds, without significant discussion of their function.

Leaving vague references to unexplained technology behind, certain themes also join the realm of fantasy by virtue of defying scientific explanation. A starship returned from faster-than-light travel might have strayed into a dimension that more resembles Heaven or Hell. Cosmic horrors that exist above and outside human perception are clearly fantasy monsters, but their existence in space often consigns them to the realm of science fiction. The existence of strange alien



worlds forces us to entertain ideas of interstellar travel and world-shattering weapons, but without the attempt at a hard science fiction rationalization, much of the technology in the most popular science fiction settings is essentially magic.

Imagine traveling back in time to the bronze age. Any use of technology that other cultures haven't discovered might be regarded as godlike in both its complexity and simplicity. Wires and the use of specific materials and programming language might be intricate, but the production of music with the touch of a button would be incredibly convenient. In simpler times, such technology might invite surrender and worship. Centuries later, knowledge of antibiotics nutrition cold result in accusations of witchcraft. With no context to understand advanced chemistry or medicine, real humans would have no explanation for dramatic leaps in science other than magic. It's no different with far future fables, where advanced tools make the impossible convenient.

Understanding that technology and magic serve the same function in adventure stories makes it easy to blend them. From there one has only to establish the expectations of the game setting in order to condition the player characters to accept a certain blend of magic and material knowledge. The plots, races, and worlds that form the campaign's backdrop make basic assumptions about the validity of arcane magic, divine magic, and technology, and the PCs adopt or challenge those assumptions based on their individual stories.

## HYBRID RATIONALES

Having smaller subsets of science fiction/fantasy rationales is important to give texture to various races and worlds in a science fiction/fantasy setting. In *Legendary Planet*, the jagladine are expert geneticists, using scientific experiments that mimic necromancy and transmutation to raise fallen enemies as klaven slaves. But jagladine aren't advanced interstellar travelers. Their understanding of science is restricted essentially to cellular biology and the magical arts they employ in addition to the science. The concepts of atomic transmutation or interstellar flight are as lost on them as an axe-wielding barbarian from a primitive world. Understanding the scientific expertise, if any, and how a race approaches other kinds of technomancy helps plan for both combat and role-play encounters with members of that race.

The different explanations for hybridized magic and technology are flexible and innumerable. A sorcerer might regard wizard spells as a form of science, since they are power derived from study and specific formulations rather than the raw power of a supernatural bloodline. In a cosmic horror campaign, advanced mathematics might be the key to understanding non-Euclidian geometry, thereby unlocking the secrets of alternate dimensions. Psychic spells and occult classes absolutely bridge the gap between the supernatural and the power of a rational mind over a malleable universe.

The major players in a game of mixed genres need a defined approach to technomancy in order to guide PC interaction, and even to define what is possible or impossible in their mindsets. Negotiations between representatives of various races and entities might depend on the ability of PCs to navigate an adventure. A certain enclave might possess technology thought impossible to develop, while a group of remote mystics may require a demonstration of psychic power before they agree to aid the characters.

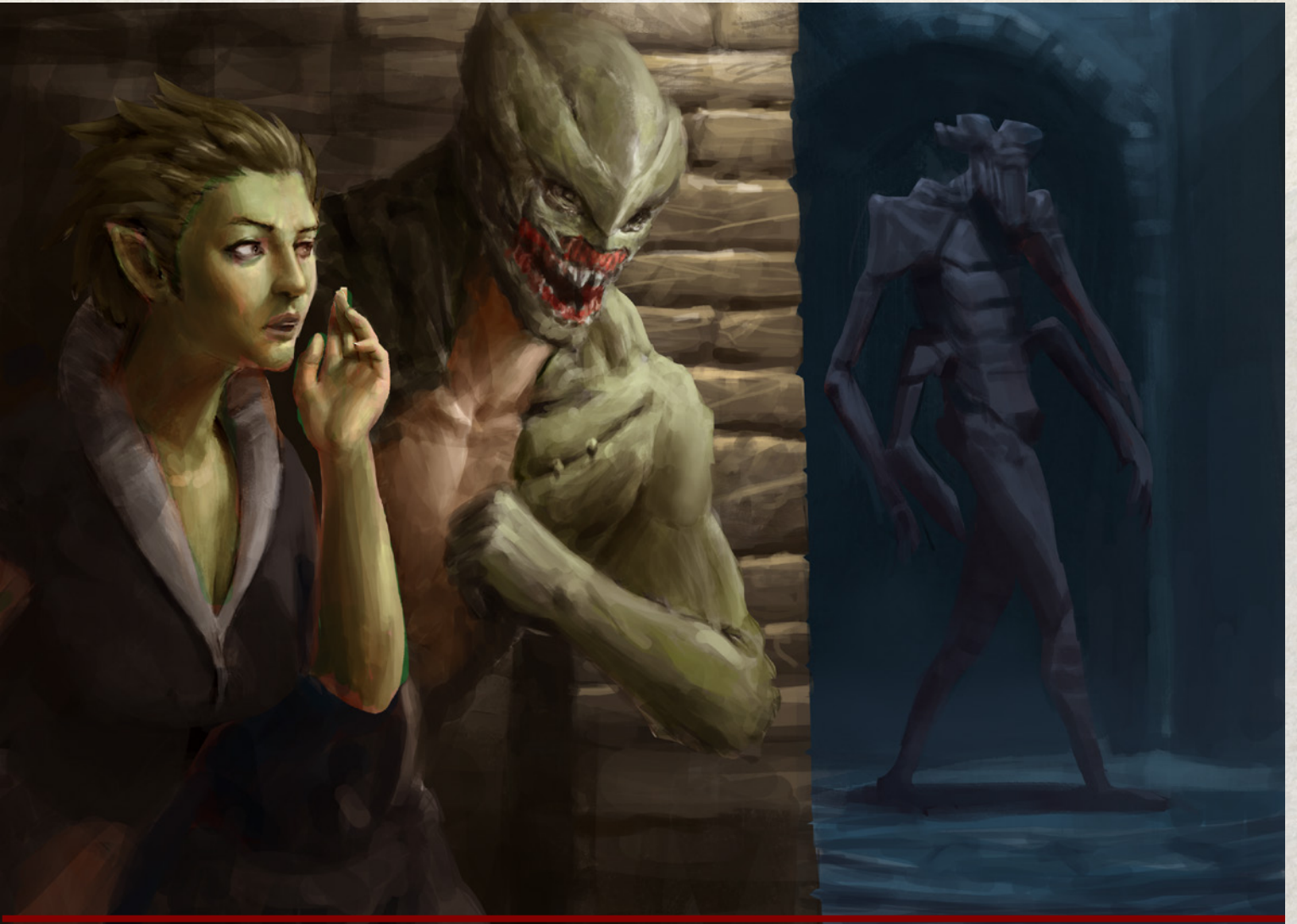
## INTERSTELLAR TRAVEL

As much as any other topic, dimensional and interstellar travel must absolutely have defined rulings. Science fiction stories frequently involve travel over the expanse of space in very little time, explained as faster than light travel, short-cutting through dimensions and gravitational fields, or even time travel (moving forward in time to reach a destination rather than moving quickly to reduce time). In a story that traverses multiple solar systems, virtually nothing of consequence to one world can begin on another without rapid interstellar travel. *Legendary Planet* adventure exclusively rely on a system of gates that allow instantaneous movement from one world to another. The bil'djooli flagship in *The Depths of Desperation* crosses dimensions and elemental planes to minimize travel distance.

Dimensional travel ought to have established guidelines long before player characters can cast relevant spells. *Teleport* clearly limits itself to travel on the same world, but greater *teleport* offers immediate transportation anywhere







on the same plane. The problem with that standard is that creatures capable of interstellar flight still take months to reach other worlds, and the only spell specifically designed for interplanetary travel, *interplanetary teleport*<sup>UM</sup>, is a 9th level spell instead of 7th level. It's prudent to restrict *greater teleport* to flawless travel anywhere on the planet it's cast.

Interplanar travel should be adjudicated at the same time as interstellar travel. Can a party bypass the encounters designs to access gates by casting *plane shift* to access another plane, then casting *plane shift* against to exit an outer plane and arrive on another world? *Plane shift* is an even lower level spell than *greater teleport*, but must be cast twice for the same essential effect. It's best to find ways to make these effects useful to characters without allowing them to bypass encounters centered on gate travel or to allow them to cheat time with instant arrival with no chance of mishap.

Aside from appending spell descriptions to accommodate interplanetary games, two mechanisms for controlling such travel include defensive technology and racial paradigms. A culture might prevent teleportation to their cities on a given

planet with wards or other technomantic devices as a matter of national security. Another might allow only a specific guild to arrange such travel as a means to controlling and registering such movement. The text regarding the bil'djooli flagship Subjugator implies that interstellar vessels require protective shielding from teleportation effects, and even identifies a weakness in such a system in case the PCs want to circumvent the bil'djooli defensive technomancy and teleport directly on board.

Dimensional travel can complicate or even destroy significant planning or plots in a game. Tread carefully as regards those spells, and be consistent once the rules are communicated.

### REMAIN FLEXIBLE

If the appeal of magic is mysticism, and the purpose of science is exploration, every story should make room for the unknown. Once a model for mixing fantasy or magic into a science fiction story takes over, it can guide the inclusion



of one or both themes in the ongoing story, but that paradigm doesn't have to be constant. A mixture of smaller technomantic paradigms for specific encounters is almost as important as having a guiding perspective for the players and their characters.

Instead, the ruling paradigm should include the occasional exception. An advanced technological race may have left behind artifacts that defy explanation. Going the other direction, incredibly complex predictive models might appear to border on magical omniscience. Having some flexibility for future phenomena doesn't just keep players guessing, it allows the further tailoring of the adventure to meet the expectations of players and combine individual player character narratives into one story. As an added benefit, if one or more characters need a moment to shine, allowing an unexplained element to serve a specific brand of technomancy (or switch from one to another) might be a simple way for characters to share equal time in the spotlight. A creature able to magically understand all languages might prevail where universal translators fail, or an occult numerologist might herself straddle science and religion to brandish the divine power of metamathematics.

Aside from pleasing player character narratives, flexibility in a game's magic/science paradigm leaves room to challenge a party of protagonists in new ways. A table of traditional fantasy players may enjoy a unique struggle against a swarm of nanites that are both (artificially) intelligent and mindless. Conversely a group of cyborgs standing in the PCs' way might be animated by necromancy and immune to electromagnetic pulses or other attacks reserved for robots and other technology-driven threats. The challenges in this adventure path, as well as any hybrid-genre campaign, should be modified to both challenge a group of players and allow them to demonstrate balance or strength.

It's entirely possible to blend science fiction and magic into a story with no pre-existing rationale whatsoever. Tools that respond to the mental commands of any user might tap into a form of telepathy or respond to subtle changes in heat and pressure. For a character employing such a tool, no explanation is inherently necessary so long as he can work the tool reliably. Such a paradigm could be science fiction insofar as the setting uses modern or near-future technology, but advanced technology essentially works without training or knowledge of the device's function, like many magical devices. In this case, the explanation for how magic and technology work can still change from one culture to another, but the actual application of magic remains flexible—it is rarely a challenge for the protagonists at all.

## HYBRIDIZE THE RULES

While the early adventures of the *Legendary Planet* series focus more on a sword-and-planet style of play, *The Depths of Desperation* illustrates the combination of magic and technology in new ways. Polymorphic software interfaces

combine holographic icons with translucent illusions in order to program kiosks, access information, and even merely open doors. The bil'djooli race holds as its signature weapon a magical rod that harnesses and projects elemental energy with the touch of a button. When facing a particularly dire threat, bil'djooli elite troops throw technomantic grenades that could be high-level magic or advanced warp technology stolen from a culture more advanced than even their own.

To balance the influence of technology and magic, and to comfortably seat an aggressive race in the setting, some encounters and races must employ magic and science equally. The bil'djooli excel at both, stealing the technomancy of the races they encounter. The locathah of Vaireen utilize their own technomantic terminals and devices, offering the PCs the chance to practice such devices early in the adventure so later encounters don't slow down the action. To afford this balance in games that feature both advanced magical and scientific tools, *The Depths of Desperation* includes rules that govern the possibility of both elements combined into one device. A technomantic device is operable with a successful Disable Device or Use Magic Device check, usually with a DC equal to 11 + the device's caster level or minimum skill ranks to craft. Drafting a simple rule to adjudicate both allows a party of adventurers with any makeup to take advantage of alien technology or learn magic that originates from other planets.

Other potential systems include polymorphic software and the use of feats and variant skills from the *Pathfinder Role-playing Game Technology Guide*. Polymorphic software includes any icon-driven interface that allows manipulation of computer terminals and electronically controlled devices. Optionally, a character with a high Linguistics bonus can decipher the intent of such devices, even if the icons change from one operation to the next. The *Technology Guide* offers an array of technological tools for science fiction characters, as well as feats and skills for the construction and use of such devices.

It is crucial for a campaign to use consistent rules to combine or distinguish magic and technology. Such systems (as well as rules for circumventing technomantic obstacles) are crucial to managing the feel of a science fiction fantasy game, and for dealing with unexpected actions on the players' part.

## OPTIONAL RULES

The official guide to technology for the *Pathfinder Roleplaying Game* provides rules for abilities and equipment that adds more science to a *Pathfinder* game. Consider the following options for *Legendary Planet* or other games with a close blend of magic and technology, or which expose adventurers to unusual locations. Some are specifically useful in *The Depths of Desperation*, but others make the remainder of the adventure path easier to adjudicate.



## THERE'S NO PERFECT ANSWER

The only correct answer to the conundrum of how much science to have on your fantasy games (and vice versa) is that which is most exciting for the players. A great game or film should have the enjoyment of the core audience as its highest priority. As discussed above, it's probably necessary to keep some fantastic elements in a Schrodinger's box of potential magic or potential science, clearing up the question only when the story and a particular character's narrative demands it. The perfect answer to the question of how evenly to blend the two supposed opposites is to refuse a rigid definition and allow both ideas to challenge players and characters alike.

It's important to recognize that players need a combination of fantasy and science as much as characters do. All stories are written for a human audience, and to one degree or another all of us are motivated by the combined criteria of faith, magic, and reason. The existence of escapist media reveals in us the sense of wonder at the unexplained, and the various ways we might imagine we could find answers to questions relating to our own natures, to the existence of good and evil in the world, and more. Most players live out some combination of magic (faith, music, romantic love, the soul, etc.) and science (knowledge of the physical world, psychology, use of advancing technology) every day. The model for a campaign that blends the two genres must account for that reality. A player that demands a rational explanation for everything in life probably wants something different in a roleplaying game.

Roleplaying is a cooperative effort. By ensuring that a paradigm for the presence of both magic and technology are set, communicated, and flexible for the sake of story, *Legendary Planet* and other science fiction/fantasy games will make for smooth, memorable gaming.

## SAMPLE TECHNOMAGICAL RULES

The following rules elements can help fill in some of the gaps that might appear when adapting a fantasy campaign to the tropes of science fiction storytelling.

### ENVIRONMENTAL RULES

#### ORBITAL RE-ENTRY

Whenever a creature or object in space rejoins a planet's gravity and moves through its atmosphere rapidly, friction and stress cause damage as it falls. A creature or object in re-entry takes fire damage equal to the damage it would take if it landed after falling, up to 20d6 points. It continues to take this damage every turn until it is no longer falling. A planet with thin air or significantly less gravity may reduce these penalties.

#### SPACE VACUUM

In most space between planets and moons, there's no air to breathe, nor to dissipate or retain heat. A living creature must hold its breathe, but lack of pressure outside its body means the creature can only hold its breath half as long as normal. Creature's that don't breathe ignore this inconvenience. In airless space, no sonic vibrations occur. Creatures gain a +4 bonus on saving throws against sonic spells and effects, and creatures cannot talk or produce noise without electronic assistance.

A creature within orbit of a sun or similarly powerful source of heat takes 20d6 points of fire damage each round as unfiltered heat ravages half its body. It also takes 20d6 points of cold damage where any eclipse of solar radiation denies it warmth.

Alternatively, if space in a campaign is more mystical in nature and physics are more forgiving, a creature's own gravity might cause it to retain its own atmosphere, including air that leaves a larger body (a ship or planet, for example) and any air in the creature's lungs. In this case, a creature can breathe for 1 round per point of Constitution in space, and then hold its breath normally before it begins to suffocate. Alternative space might also deal more or less damage based on several factors, such as proximity to an energy plane or cosmic phenomena.

### EQUIPMENT

The official setting of the *Legendary Planet Adventure Path* assumes that what we would commonly think of as warp drive, hyperdrive, and similar faster-than-light transportation for starships does not exist as a magical or technological advance, though heroes could of course encounter a unique losttech relic with that power. Transit from world to world is accomplished by means of interstellar gateways crafted by the ancients which, while they can be maintained and modified using now-extant powers of science, psionics, or sorcery, cannot be recreated. This is a stylistic choice to maintain the focus on planet-side action and adventure, rather than starship travels through the endless void; however, hyperspeed spacecraft are such a common trope in science fiction that you could certainly allow discovery or even creation of a *warp engine* like the one below. Likewise, the nexus point of magic and machines presents a need for cybersecurity that protects against enchanted intrusions into the functioning of technomagical machinery as well as mundane tinkering. When you play with magic and technology in the same universe, you often need to think about problems from both sides to avoid creating challenges that are nearly impossible to overcome at first glance, but which are trivially solved by the application of magic or science.



## TECHNOMANTIC COUNTERMEASURE

5,000 GP

**Aura** moderate abjuration; **CL** 9th

**Slot** none; **Weight** 1 lb.

*Technomantic countermeasures* prevent magical meddling in electronic or mechanical systems. The DC of Use Magic Device or other checks to magically alter or disrupt the target's function increases by 5. If an effect allows the machine to make a saving throw as an object (including using the saving throw of its wielder or wearer), it gains a +5 bonus on that save. A *technomantic countermeasure* can be connected to protect up to four technological or technomantic devices in addition to the first, but all connected devices are within 30 feet of the *technomantic countermeasure*, but the necessary wiring and technomagical connections costs an additional 500 gp and requires DC 25 Disable Device and Use Magic Device checks (rolled secretly by the GM) for each additional piece of equipment it protects. A *technomantic countermeasure* can be connected wirelessly to devices within 30 feet, but this doubles the cost to 1,000 gp per connection and increases the skill check DC by 10.

## CONSTRUCTION REQUIREMENTS

2,500 GP

Craft Technological Arms and Armor<sup>TG</sup>; Disable Device 5 ranks, Use Magic Device 5 ranks

## WARP ENGINE

200,000 GP

**Aura** strong conjuration; **CL** 17th

**Slot** none; **Weight** 10,000 lbs.

A *warp engine* integrates into a larger piece of machinery, usually a vehicle, able to support its immense mass. The engine enables a Gargantuan vehicle or object to warp through interstellar space by skirting the borders of inner and outer planes. A warp engine teleports the attached vessel and all creatures aboard it into a new plane of existence, arriving 500-5000 miles from a specific intended destination on the new plane. The engine powers regular flight systems as well, doubling a space vehicle's normal fly speed.

A *warp engine* draws power from each elemental and both energy planes (negative and positive), recharging when its vessel is motionless or using its normal flight speed. It can use its plane shift ability twice per day. A larger engine costs and weighs twice as much and enables a vehicle of any size to plane shift up to four times per day.

## CONSTRUCTION REQUIREMENTS

100,000 GP

Craft Wondrous Item, *plane shift*

## FEATS

### DAUNTING INTERFACE

Your electronic and mechanical devices are difficult for others to manipulate.

**Prerequisite:** Craft Technological Item<sup>TG</sup>

**Benefit:** The DC of Disable Device and Perception checks

to identify or activate technological devices (weapons, traps, etc.) you craft increases by +2. For the purposes of this feat, a technological device is one that uses some mechanism, but has no component of magic in its basic operation. Enhancement bonuses to elements of your device (such as magic weapons in a mechanical trap or a spell that increases the hardness of your materials) don't negate this ability.

### ENVIRONMENTAL ADAPTATION [MYTHIC]

Your legendary nature allows you to survive any environment to fulfill your destiny.

**Benefit:** Whenever you are in an environment that requires a check or save, deals damage, or imposes a condition on a regular basis (such as dealing damage, suffocation, etc.), the check, damage, or condition occurs half as often. For example, walking across lava only deals damage every other round, or you only make Constitution checks after holding your breath in outer space every two rounds. If you fail a check or saving throw against an environmental hazard, you can spend a point of mythic power to reroll the attempt and add your mythic tier to the total. Creature abilities (such as poison) and magical effects (such as the *suffocate* spell) work normally.

### NEW BEST FRIEND

You make good use of scavenged equipment.

**Prerequisite:** Character level 3rd.

**Benefit:** You only take half the nonproficiency penalty for weapons or equipment that you are not proficient with. If a weapon or piece of equipment requires expertise or technology you have no exposure to, you can still use it, but must spend an hour practicing with it to reduce your nonproficiency penalty.

**Special:** You can take this feat twice. If you take it a second time, you take no penalties for nonproficiency, but still do not count as proficient for the purposes of feats or other abilities.

### TRANSLATED SPELL [METAMAGIC]

Your magic transcends the barriers of strange worlds and alien beings.

**Prerequisite:** Caster level 1st, Linguistics 3 ranks

**Benefit:** A spell modified with this feat loses the [language-dependent] descriptor. The essential meaning of any words spoken during the spell is apparent to any creature that can hear you cast the spell. Effects that modify language-dependent spells still modify this spell (such as changes to caster level or save DCs), but any creature can understand it. This feat has no effect on spells that do not have the [language-dependent] descriptor. A translated spell uses a spell slot one level higher than the spell's actual level.





## SPELLS

### FLICKER

**School** evocation

**Level** bard 4, druid 4, hunter 4, occultist 4, psychic 3, ranger 4, shaman 4, sorcerer/wizard 4, witch 3

**Casting Time** 1 standard action

**Components** V, S, M (a bit of wire or copper)

**Range** close (25 ft. + 5 ft./2 levels)

**Area** 30-ft.-radius emanation

**Duration** 1 round/level (D)

**Saving Throw** Fortitude partial (see below); **Spell Resistance** yes  
You interrupt electrical currents and signals in the targeted area. Electronic machines are turned off and equipment dependent on electricity to operate lose power, regardless of whether that power comes from an outside source or an internal battery, power cell, or similar power supply. Magic items that deal electricity damage or create electricity effects cease functioning, and any non-instantaneous spell or extraordinary, supernatural, or spell-like ability with the electricity descriptor is suppressed. Sentient creatures and objects can attempt to reactivate themselves, an object they are wearing or wielding, or a device they are operating once per round as a swift action by attempting a new saving throw; however, even if successful a new save is required every round thereafter to keep the object or ability functioning. During any round in which the save is failed (or if the creature does not spend an action to attempt a save at the beginning of its turn), the object or ability once again ceases functioning.

Creating an electricity effect (including instantaneous electricity effects) within the *flicker* is difficult. Such effects are suppressed within the area unless the caster succeeds on a caster level check against a DC of 11 + the caster level of the *flicker* spell; for extraordinary or supernatural effects, treat the creature's Hit Dice (or the creature's level in the class that grants the ability, if a class feature) as its caster level. If the effect affects an area or multiple targets, some of whom are inside and some outside the *flicker*, those outside its area are affected normally.

### FLICKER, GREATER

**School** evocation

**Level** bard 6, druid 6, hunter 6, occultist 4, psychic 5, ranger 4, shaman 6, sorcerer/wizard 6, witch 5

**Range** long (100 ft. + 10 ft./level)

**Area** 60-ft.-radius emanation

**Duration** 1 minute/level (D)

This spell functions like *flicker*, except as described above, and once a creature or machine fails its saving throw its electrical effects or power are suppressed for the remainder of the spell's duration and the ability, effect, or object cannot be reactivated until the spell expires or until it has been removed from the spell's area for at least 1 minute.

### MUNDANE PARADIGM

**School** abjuration

**Level** bard 4, occultist 3, psychic 4, wizard 4, witch 5

**Casting Time** 1 standard action

**Components** V, S

**Range** touch

**Target** object touched

**Duration** 10 minutes/level

**Saving Throw** none (harmless, object); **Spell Resistance** no

The target object gains spell resistance equal to 12 + your caster level. This spell resistance cannot be voluntarily suppressed, even by the object's wearer or wielder.

### MUNDANE RESISTANCE

**School** abjuration

**Level** bard 1, occultist 1, psychic 1, wizard 1, witch 1

**Casting Time** 1 standard action

**Components** V, S

**Range** touch

**Target** object touched

**Duration** 1 round/level

**Saving Throw** none (harmless, object); **Spell Resistance** no

The target gains a +1 resistance bonus on saving throws and checks against magical spells and effects, including spell-like and supernatural abilities. For every three caster levels you possess, this bonus increases by +1, to a maximum bonus of +4 at 12th level.





## WET WORK

By Chris A. Jackson

I stepped through lightyears, a thousand stars roaring through me in a torrent. I stood blinking away the disorientation, while my ears popped, my temples throbbed, and my eyes—both flesh and clockwork—strained with the blazing orange sunlight reflecting off the endless sea of Vareen.

“Your purpose here, traveler?” The guarded locathah standing only a few feet away from me spoke in the clicks and truncated grunts of his species, but the trinket Tarenia had given me translated every word. He also carried an elaborate staff that might have been a weapon, a badge of office, or a magical device. Since the planet was at war, I guessed it wasn’t ornamental.

“Trade,” I replied, and my trinket burped out the locathah word. I couldn’t very well say, ‘assassination,’ could I? Other travelers crowded the platform, more leaving than arriving, and a school of locathah swam around it, armed and wary.

“Times are turbulent here, air-breather. You should know that—”

“Vareen’s under siege by the bil’djooli. I know. That’s why profits are good.” I grinned, trying to suppress my discomfort as the floating platform shifted slightly under my feet.

“You are warned.” He nodded respectfully. “Transport that way.” He pointed toward a wide pool in the deck. A glistening craft bobbed there.

*Here we go again...*

I’d just ridden in a flimsy submarine contrivance down to the undersea city of Pol-Nephair on Argosa to access their portal to Vareen. *Why can’t they just put their gate in the city?*

I crossed a wobbly boarding ramp and descended into the curious craft. It looked to be made of a huge sea-turtle shell, some of its panels transparent. Inside, another locathah pointed me to one of the many types of seats. There were only a few other passengers; a gillman couple, three other locathah, and a couple of aquatic species I didn’t recognize. I was the only human, or at least nominally human. What was left of my organic body wasn’t looking very human these days. My last encounter with the Ultari Hegemony had left me floating in vacuum long enough to freeze my skin, destroy every follicle, and leave me badly scarred. That was the real reason I was here.

*Payback.*

When I made it back to Zel-Argose after my near-death experience, Tarenia, my contact with the Bellianic Accord, had been more than generous, and eager to trade for what I’d learned about the Hegemony’s efforts in the Shattered Zone, as well as the parasitic spy that had infested my friend Pan-Jhe. After hearing my story, she offered to take me on as a full time operative.

So here I waited, ready to descend miles down into the freshwater sea of Vareen to the stronghold of Simrukoth,

one of the last remaining cities left to the locathah. The Hegemony forces had taken too many of their enclaves already. And they had to have had inside help with it, either a saboteur or someone leaking vital information. Tarenia expected me to put a cork in that leak.

After a few more passengers boarded, the hatch closed and we submerged.

I gripped the armrests of my seat and tried not to feel like I’d been swallowed. The water outside darkened quickly, a few silvery fish-shaped creatures darting past. The hull groaned, and the color deepened from azure to cobalt, and finally to utter black.

Simrukoth lay deep below.

Throughout the descent, the transport’s hull clicked like a pot on a stove with the mounting pressure. If it failed, everyone inside its tiny bubble of air would be dead before we could scream. I knew it was logically safe. This transport made this very trip hundreds of times a year, and hadn’t been crushed yet. Regardless, the ensuing stress wasn’t helping my headache.

Light finally loomed up from the depths like a sunrise beneath the sea. The transport turned, and Simrukoth hove into view, spires and domes of glowing coral, scintillating colors, gleaming crystal, and a cacophony of life.

“It’s all doomed if we do nothing,” Tarenia had told me. “You must find the traitor and eliminate the threat of sabotage.”

Easy, right? Only I had no idea who the traitor was. I did, however, have a contact who might.

The transport swam into a huge orifice and a door spiraled closed behind us. I relaxed somewhat, though both my fear of being crushed by miles of water and my relief at being indoors were ridiculous. The light from the walls, floor, and ceiling—a natural byproduct of Vareenian coral—greeted us, as did numerous locathah officials and soldiers. I had nothing to worry about from an inspection. I had nothing incriminating on me. *In me*, of course, was a different story, but the chance that anyone would discover my hidden extradimensional cache was miniscule. I’d been fooling customs inspectors half my life. I exited the transport in line with the others and waited my turn.

“You are human or machine?” The inspector glanced at my clockwork implants.

“I’m auttaine, which means both,” I told her.

“You require air?”

“No.” My clockwork parts kept my fleshy ones alive in almost any gaseous or liquid environment. If it wasn’t caustic, acidic, frozen, or boiling, I could pretty much live in it.

“Good for you.” She inspected me thoroughly, asked a bunch of questions, and then stamped the back of my hand with a blotter leaving a mark proclaiming me a visiting merchant. “You have ten days. I advise you leave before that. Vareen is not—”

“Not safe. I know. Thank you.” I nodded politely.

“Very well.” She pointed. “That way to accommodations.”





There were two exits marked with pictograms depicting air and water, one simple opening, the other seemingly blocked by a wall of water. The Vareenians manipulate water like air-breathers manipulate stone, and I'd seen tricks like this before but the effect was still fascinating. After admiring it for a few moments, I saw no reason to delay the inevitable.

*Time to get wet.*

It's uncomfortable at first. Taking water into my throat always makes me cough, but once the bubbles are expelled, I get used to it. Swimming rather than walking takes practice, however, and I tend to sink, being about a third metal. Tiny lifeforms illuminated the coral hallways, multi-legged spider-like creatures, worms, shrimp, and brilliant little flowers that filtered the surrounding water. All of Simrukoth—every wall, deck, pillar, and arch—was alive, constantly exchanging bad for good. It was a marvel of magic, nature, and technology—a living city—and it would all be crushed like an egg under the Hegemony's bil'djooli invasion if I didn't do my job.

To that end, I found a little inn with rooms which granted an amazing view of the city, good for a quick escape, if

necessary. I paid an exorbitant price for one and settled in, then sent a coded message to my contact by courier.

With that done, I set to arming myself.

Opening my shirt, I touched the serpent tattoo on my abdomen on its eyes and tail, which split my flesh down the middle. Beneath, I pressed the five corners of my hidden cache in sequence, releasing a torrent of bubbles as it opened. From inside the magically voluminous space, I pulled several potion bulbs, various toxins, and a brace of daggers, stowing them all in my coat, and lastly a specialized device that clipped to my clockwork forearm. I'd lost my rapier with my destroyed home in the Shattered Zone, but this little device would work better in a watery environment. Concealed under my shirt sleeve, I could trigger the weapon with a flick of my wrist, releasing a variety of needle-like darts. I loaded several different types into my arm, some envenomed, and others that would deliver a jolt of energy as my rapier had. Doing so drained me for a time, but it would also shock the living crap out of anything I hit.



Finished, I closed my secret compartment and waited, standing by the window and watching the ballet of life outside. I found the motion and colors soothing, and a steady reminder that I was doing the right thing.

*I'm not an assassin.*

Maybe I was just lying to myself, but if I failed, all this beauty would fall to ruin.

I don't know how many hours passed before the knock disturbed me. There's no day or night in the deep, and, as odd as it sounds for someone with clockwork anatomy, I don't carry a timepiece. I answered the door to find a locathah garbed as a minor functionary floating with a bundle under one arm.

"You are Anasya?" he asked, his voice barely audible.

"Yes. Come in." I wasn't about to use his name when there might be someone listening. Even if someone heard mine, the likelihood they'd heard of me or made a connection to the Bellianic Accord would be small. If I was wrong, and this wasn't my contact, I had a way to find out. I closed the door and waved him over to the window. "Your city is beautiful."

"Except for the brittle starfish. They get into everything." He pointed to a tiny creature with ten wiggly limbs.

"Is there no way to control them?"

"Only through predation, and nothing eats them."

"They must not taste good."

He looked at me. "They taste like chicken."

I nodded. His responses were perfect. I'd found my contact. "Tell me what you know."

"We *know* little. Several cities have fallen to the bil'djooli, their defenses breached at key points. Only one administrator has been present at each of these and he also managed to miraculously escape every time." The locathah made a gesture I took for a shrug. "We have no solid proof, but Counselor Wazlik once staunchly defended our culture and art. Now, he only preaches capitulation and misdirects efforts to consolidate our forces against the Hegemony."

I felt a chill at my neck like a cold current of water. "When did he change the way he was acting?"

"Some weeks ago. It began gradually. Before the first city fell. He lost his mate in that siege, and everyone said that changed him."

"But he escaped the violence each time?"

"Yes."

Circumstantial evidence, but it stank like rotten fish. Sudden changes in behavior. I'd seen it before. And, after analyzing my story about Pan-Jhe, Tarenia had told me such shifts often signified queborrin infestation. The worm-like parasites could overtake any species with a central nervous system, and often killed the host to accomplish their mission. I'd seen that up close, and barely survived.

"Where is Counselor Wazlik staying, and what security does he have?"

My informant provided details of Wazlik's chambers, his security detail, his servants, and their attire. I didn't look like a locathah, but I could fix that. Wazlik would be in his

chambers in just a few hours. I said goodbye to my contact, prepared my gear, and left.

On the way, I made a few purchases in the bazaar to cover my tracks, then worked my way to the central hub of the city, a vast open space encircled by tiered levels of domes and spires. At its center stood a massive conical building sporting all kinds of attractions, as well as the chambers of parliament, which wasn't currently in session. A number of aquatic species swam about the vast space, young ones playing games, older ones discussing business or politics, couples swimming tentacle in tentacle...

I swam out of my tunnel and worked my way to the government's residential wing, noting the guards at the entrance, and looking for a spot to wait. Some beneficent deity had built a coffee shop nearby, which improved my mood immeasurably, even if I did have to suck the tepid liquid from a collapsible bulb.

Finally, a locathah wearing Wazlik's livery exited the residence wing. I slipped after her, trying to keep up with her faster pace. Thankfully, she didn't go far, swimming up a vertical shaft to another apartment complex. As she turned down a deserted tunnel sporting closely spaced doors, I readied my weapon. When I heard her key click in a lock, I stepped out and shot her in the leg.

Her keening cry fell silent by the time I reached her, the toxin rendering her unconscious. I opened her door, pulled her inside, and closed it behind us.

"Sorry." I pulled her to the central room, retrieved the venomous needle, and forced a potion down her throat that healed the tiny wound. The toxin would keep her out for hours, and she'd wake up wondering how she fell asleep.

I pulled another potion bulb from my coat, concentrated on the poor locathah I'd shot, and quaffed it. An illusion shimmered over my skin, altering my appearance to mimic hers right down to her uniform.

I returned to the residence for government employees, the guards just nodding as I swam past. The hardest part of my disguise was swimming like a locathah, but I managed a convincing enough imitation. Servants and dignitaries crowded the lofty common room, clustered in schools of heated conversation. I ignored them all and was ignored in turn, as servants are, making my way to Wazlik's suite. My contact's directions proved good, and I found it easily. The passage was blissfully devoid of other residents, so I listened at the door before slipping the servant's key into the lock. Easing through, I scanned the short passage leading to a well-appointed sitting room, though it had no chairs. I heard faint scratching from around the corner and edged closer to peer around it. Administrator Wazlik floated near a wide locathah writing podium, scratching notes on a roll of velum.

A perfect opportunity. So, I readied my weapon and took aim.

*Circumstantial evidence... Damn!* There was no way to know if Wazlik was indeed himself, a shape-changed impersonator, disguised as I was, or infested by a queborrin. *Or is there?*



I quickly changed darts in my weapon, leaned out, and shot the administrator right in his scaly ass. He stiffened, turned, and looked at me, apparently unimpressed with the toxin injecting needle.

"Hello Anasya." He jerked the dart from his fishy backside and examined it. "Poison's not very sporting."

That he'd somehow recognized me through my disguise was even more disturbing than his resistance to my envenomed dart. I switched to a different one.

"You really should give up and join us." He dropped the dart and swam for me, weaponless, but clawed hands outstretched. "It would be *easier!*"

Chatting during a fight is foolish. I concentrated on retreating, but he swam much faster than I. His clawed fingers were barely a foot away when I fired into his gut. This dart wasn't poisoned, and sent a powerful jolt of energy into him. The water crackled with sparks and static, some of it reaching me, as well, but I watched in satisfaction as he jerked and twitched, his mouth gaping silently for a moment before he went limp.

Kicking him away, I pulled a dagger. *He knew me... How?* Something wasn't right.

I checked him, and found his heart still beating. He wasn't a shape-shifter, for unconsciousness should have reverted him to his natural form. I poked him in the shoulder with my dagger, just to make sure he wasn't shamming. He wasn't.

My next dilemma was what to do with him. If he wasn't a disguised Hegemony spy, he was a traitor, and responsible for the deaths of thousands of his kind. That's a death sentence, in my book, but to murder him while he was unconscious rubbed me the wrong way. I looked into his lidless fish eyes and wondered if I could do it.

I was acquitted of that decision in a most shocking and revolting fashion. The unconscious Wazlik's mouth gaped and a bristly worm-like queborrin writhed from his maw.

Okay, I'll admit it. I screamed. When a three-foot worm with a face like a toothed anus and rows of emerald green eyes wriggles out of someone's mouth inches from my face, I'll scream every time. Underwater, it didn't sound like a normal scream, but I did my best. I also did my best to stab it, but the little bastard was quick, and the water slowed me down. Slashing at it felt like trying to scoop the last noodle from a bowl of soup with a single chopstick!

I connected once, and a greenish ichor muddled the water. It latched onto my clockwork arm with its teeth and promptly let go. I hoped it broke a tooth and slashed again, but it writhed past and came at me, undulating far faster than I could swim. It squirmed right at my face again, probably intending to wriggle down my throat as it had done to Wazlik. As I batted it away, its teeth tore a piece out of the back of my flesh hand, and red blood soon mingled with the green.

The queborrin swam out of reach, then darted in again, lower this time, right at my abdomen. I slashed and tried to bat it away, but its hide proved too rubbery and tough. Teeth latched onto me, ripping through my shirt and clamping onto my stomach. Evidently, boring into my gut was another option for infestation. If it took me over, it'd have a host in the middle of the Bellianic Accord, and would probably try for Tarenia next. It was in for a surprise, however, if it thought it could bore into an auttaine. While I still had a central nervous system, I didn't have a gut.

Then a desperate idea struck me.

I dropped my dagger and grabbed the slimy thing, fighting and kicking as its teeth ripped into my flesh. The panic and revulsion wasn't an act, but I managed to feel around under my skin for the corners of my hidden cache. I'd never opened it without first activating my magical tattoo to part my skin, and it hurt like hell.

The queborrin, feeling the flesh give way, wriggled into the space within. While it probably expected lengths of ropy intestine, the few baubles and bags of coin I kept in there evidently confused it, for it just kept squirming into me, slipping through my grasp and into the extradimensional compartment.

I keyed my cache closed before it could figure out what was happening. The tiny doors clipped off the last six inches of its tail, trapping it inside.

Feeling both ill and injured, I took a moment to quaff a potion that solved one of those problems. I'd never get used to having that thing inside me, but the hole in my stomach healed, as well as the rip on the back of my hand. I looked down through the hole in my shirt and swore an inventive curse.

I was going to need a new tattoo.

I checked Wazlik again and found him still alive. He'd probably wake up wondering what the hell he'd been doing for the last few weeks. I cleaned up the mess, gathered the velum he'd been writing on, resumed my disguise, and headed for the door, feeling an ironic sense of satisfaction. I'm *not* an assassin, and Tarenia would have a seizure when I told her I had a prisoner for her instead.



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