

VERANTHEA CODEx



INTO THE VEIL

Pathfinder
ROLEPLAYING GAME COMPATIBLE





VERANTHEA CODEx

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INTO THE VEIL

A *Veranthea Codex* supplement of dark deeds, nautical adventure, and fell piracy for use with the Pathfinder RPG.

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APG—*Pathfinder Roleplaying Game: Advanced Player's Guide*
ARG—*Pathfinder Roleplaying Game: Advanced Race Guide*
B1—*Pathfinder Roleplaying Game: Bestiary*
B2—*Pathfinder Roleplaying Game: Bestiary 2*
B3—*Pathfinder Roleplaying Game: Bestiary 3*
B4—*Pathfinder Roleplaying Game: Bestiary 4*
GMG—*Pathfinder Roleplaying Game: Gamemastery Guide*
MA—*Pathfinder Roleplaying Game: Mythic Adventures*
NPC—*Pathfinder Roleplaying Game: NPC Codex*
UC—*Pathfinder Roleplaying Game: Ultimate Combat*
VC—*Veranthea Codex* (Rogue Genius Games)

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History of the Veil

2000 BV *Proxima Alterra's Outcast*

A mysterious object from space slams into Veranthea's north pole. Guided by the entity that would one day become Castril, the lich necromancer known as Ta'gn R'gaph H'gal arrives from Proxima Alterra in his corpse ship and sets up an arcane forge that he can operate far from the jurisdiction of his homeworld. Islands rise in the northern sea off the coast of what is now Urethiel; a few primitive travelers escape the tyrannical reach of the Trekth and create small, simple colonies on the harsh arctic lands. After 200 years, H'gal departs Veranthea for reasons and destinations unknown; his autonomous forge continues to work in his absence.

1400 BV *The Tinkerer's Return*

H'gal returns to find that his forge has attained high levels of sentience, rebelling against his will and hiding somewhere deep in the southwestern continent. An enormous battle between the lich's minions and the mechanical creations of the forge commences, the wake of their conflict leaving the continent a barren desert. Ultimately H'gal is overwhelmed by his enemy—unable to locate the Great Crawth, he is forced to retreat into the mountains.

1340 BV *Birth of the Alcynobites*

H'gal creates alcynobites—tiny bioconstructs that serve as a catalyzing barrier between the creations of the forge and the rest of the world as well as a means of transmutation. These help him form the great moving reefs that encircle the Veil and their movement creates the Perpetual Storm to drastically change the climate within the tesseract seas, but most importantly they attack the rare metal known as magnetite on sight (and thus render many of the intelligent forge's minions ineffective). Their subtle and constant motions result in a vast field of occult magics that fold the Veil into an odd geometry, creating a tesseract effect that from the outside obscures the true area encompassed within. The forge is thus contained and H'gal resumes his work in a secret laboratory under one of the many Roaming Reefs.

1300 BV *The Veil Draws*

An unintended side effect of the new alcynobite barriers is an increase in population within the Veil. Sailors who survive crashing on the reefs join with the few small remaining colonies and settlements gradually grow—there are even tales of warlords from the mainlands intentionally sending people into the Veil as a form of execution. The fertile lands and tropical islands are utilized for subsistence farming, but very limited sea trade begins and over the next thousand years the tesseract seas continually accrue more and more denizens.

400 BV *Influence of the Forge*

Legends of the forge take on a religious significance as the population grows. The name The Great Crawth (possibly a distortion of the Alterran word for "forge") enters the mindset of the inhabitants of the Veil. Cults of the Crawth and Cults of H'gal begin to emerge in the fringes of society.

100 BV *Age of Sailing Emerges*

The true age of sail begins; trireme vessels and larger trade galleons begin to traverse the seas regularly. Skirmishes between towns are common, as each essentially becomes a small city-state with its own leaders and military.

1 AV *Dawn of the Conglomerate*

A small fleet of warriors and battle magi survive the reefs and settle in the north, renaming it Polis Prime and claiming dominion over the inhabitants there. After a short insurrection they solidify power, dissolve standing governments, and establish their capital at Volsini Nova.

2 AV-361 AV *Golden Age of the Conglomerate*

The Conglomerate sets up a second polis, Polis Secunda. Maps are produced with the tropical island chain Caramballa officially named, and the wasted desert to the south is colloquially called the Deadlands. For the next fifty years the Conglomerate is the sole sovereign power structure within the Veil.

411 AV *Mages Rise*

The Conglomerate College of Sorcery at Secunda rebels against Conglomerate control. Polis Secunda is overthrown after a 10 year war called the Breaker's War and is renamed Ostershain. The Order of the Chambermage is established at the old college to protect the continent from overwhelming Conglomerate military superiority.

424 AV *The Great Silence*

Incoming ships mysteriously cease, adding to the tensions within The Veil after a surge of wild magic from the Scarring catalyzes the alcynobite reefs. This triggers a reaction that causes H'gals ingenious prison to obscure the tesseract seas from the outside world; the gods suddenly go silent, leaving their followers within desperate for other sources of contact. Even though it is obscured from the deities of Veranthea when the truly devout reach for a familiar spark of magic, their gods still answer—and a few decades later, some walk among them.

465 AV *Nightmares in the Veil*

The shattering of the Dragon Mind unleashes the Alien Castril, Impossible Grelthanok, and Unspeakable Vanesprelt from their deific prison. Rising up from out of the Forever Dark, the Nightmare Gods see the fell magics of the Veil and the shroud cast over the tesseract seas, taking the guise of mortals to travel unknown among the populace (sewing evil and chaos wherever they go).

512 AV *Age of the Gear*

Technology advances quickly with the rise of stable governments and the competition thereof. Ships become bigger, faster, and more readily available. The mountains to the north of the Deadlands prove to be rich in minerals and a port town called Gearingport is established by Gearing missionaries from Ostershain.

620 AV *Age of Fire*

Gunpowder proliferates within the Veil and the first cannons are used. With the rise of more reliable ships and weapons naval might becomes paramount, and piracy rises as a common problem along the shipping lanes of the Veil.

707 AV *Year of the Plague*

The blackblood plague kills a third of the population of Gearingport before it mysteriously vanishes.

755 AV *Age of the Gun*

The first primitive handheld firearms appear.

While the Veil has always been a cauldron of conflict, deception, and intrigue, there has never been a more exciting time to sail the tesseract seas. The tension between forces is mounting again after years of silent machinations and subterfuge—H'gal grows impatient, for he is also a prisoner here, and over the centuries he has gained insight into the location of The Great Crawth. The grand lich sits on the verge of bringing a new army to its desert sanctuary but the intelligent forge now senses that there are those within the Veil that can awaken it, returning it to its fullest potential so that it might effect its escape from a prison that has long been considered unescapable.

Palpable tension lurks under the surface of the Veil sending ripples through all corners of its society. Talk of a second war between The Conglomerate and Ostershain has recently been on the tongues of people in all the tesseract seas' cities and the pirates have been more active as well, supposedly led from the deep jungles of Caramballa by an unseen mastermind. Whether in alliance with the undead minions of the ancient lich or as unwitting components in a vast machine, heroes who enter the Veil will decide its very fate by their actions and alliances.

Introduction

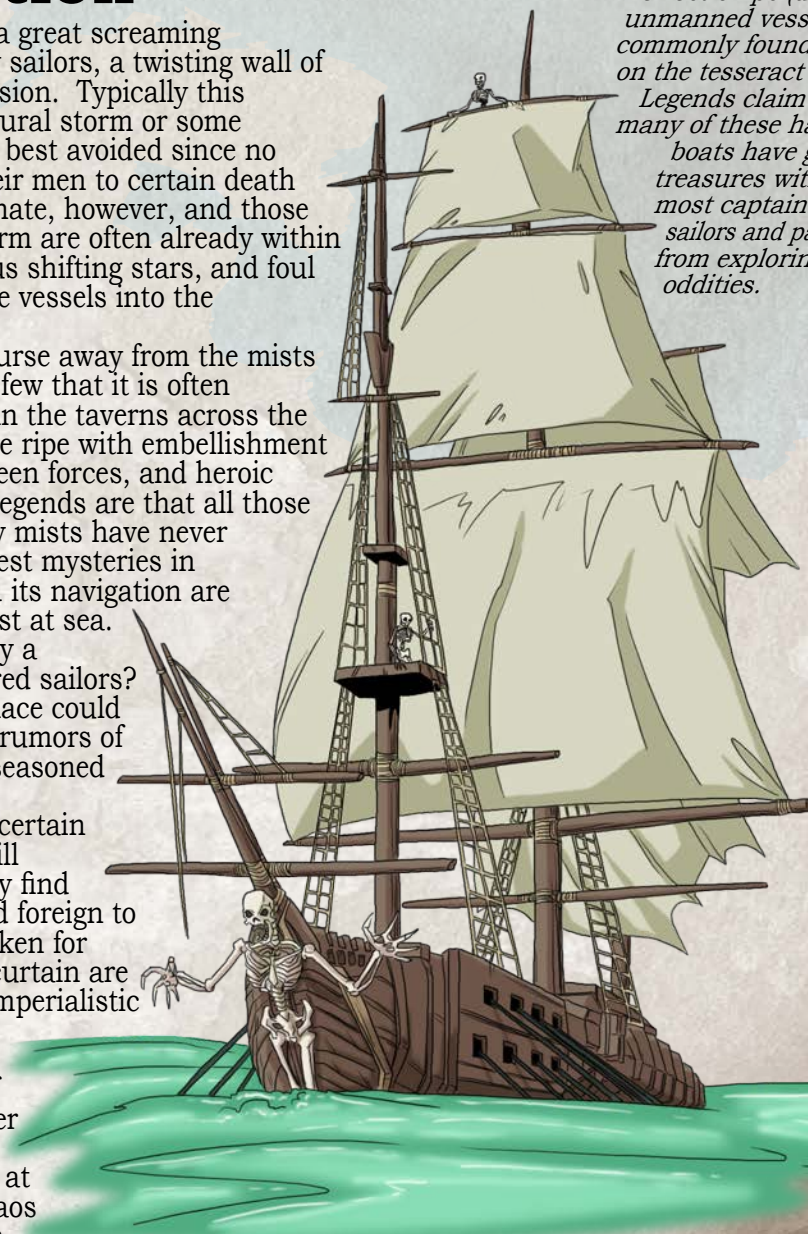
The far north of Veranthea's oceans is a great screaming maelstrom sighted only occasionally by sailors, a twisting wall of wind that stretches beyond comprehension. Typically this phenomena is mistaken for a preternatural storm or some unknown arcane happening—a hazard best avoided since no captain worth their salt would send their men to certain death in the waves. Not all ships are so fortunate, however, and those who bear witness to the monstrous storm are often already within the clutches of strange tides, mysterious shifting stars, and foul currents that work to bring unfortunate vessels into the turbulent waters of The Veil.

Ships that manage to beat a course away from the mists before being drawn into the Veil are so few that it is often regarded as a folktale amongst sailors in the taverns across the world. Like all tales of the sea, these are ripe with embellishment and speak of misbegotten horrors, unseen forces, and heroic battles—the only consistency in these legends are that all those who have attempted to brave its stormy mists have never returned. It is perhaps one of the greatest mysteries in Veranthea, and all who have attempted its navigation are presumed by the outside world to be lost at sea.

But what is the Veil? Is it simply a frightening yarn woven by storm-battered sailors? Is it possible that such an enormous place could exist and still be so unknown? Are the rumors of stars changing before the very eyes of seasoned navigators more than just tall tales?

Only those who enter know for certain (whether that entrance be by mistake, ill fortune, or bravado) and they ultimately find themselves trapped in an isolated world foreign to the good sense that they had always taken for granted. What lies beyond the stormy curtain are busy seafaring city-states plagued by imperialistic politicians, guild-bound magi, grisly pirates, and the subtle powers that draw them all into the terrible dance of the Veil. Beneath this veneer and deeper within lies an ancient horror that attempts to contain its biggest mistake at all costs—a mistake that could rain chaos and destruction across all of Veranthea should it escape its briny prison.

Ghost ships (derelict, unmanned vessels) are commonly found floating on the tesseract seas. Legends claim that many of these haunted boats have great treasures within, but most captains forbid sailors and passengers from exploring the oddities.



THE WELL

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B-Y SAILING COMPANY



100 MILES



COMMON TRADE ROUTES

SMUGGLER'S RUN
INNER LOOP
OUTER LOOP

The Great Roaming Reefs

Breaking through the stormy outer wall of the Veil is incredibly dangerous. Very few ships survive the Perpetual Storm's maelstrom—its waves can crest at over fifty feet and the winds around them reach 100 knots or more. Magic ceases to function (as an antimagic field, CL 20th) within half a mile of the storm wall and all attempts at communication are swallowed up. Whether it be by fortune, skill, or the will of the gods, those who survive passage through it find themselves quickly dashed to pieces on the odd, creeping reefs that form a formidable barrier around the mysterious lands within.

Where magic begins to function again as the Perpetual Storm fades in the distance, through dense fog and patchy mists, the black bulks of the Roaming Reefs protrude from an unending sea of black water and sharp ridges. On closer inspection the shoals resemble coral reefs that seasoned sailors have doubtless encountered in their travels, with the main difference being the color and scale—these reefs are jet black, flecked throughout with iridescent material that evades detection. Unlike their mundane counterparts, these also grow large enough to exist well above the waterline, occasionally creating spires as tall as a two story house while their base is lost deep against the ocean floor. Most of these steeples of sharp rock are submerged, a deadly hazard for boats passing through; the hard corals quickly reduce most ships to shattered planks and twisted rigging. The same current that dooms vessels to the clutches of the Veil carries continually inward through the Roaming Reefs making travel back toward the Perpetual Storm incredibly difficult. As though navigating the narrow channels and underwater outcroppings weren't difficult enough, the corals obtained their namesake due to their strange capacity for motion. For a few months out of the year when the seas are cold the reefs lie dormant and motionless, but during the warmer seasons they take on odd life and slowly, steadily migrate (noting their motion without equipment is almost impossible), sometimes changing position by as much as ten or twenty feet in a single day.

Even a cursory knowledge of nature is enough to tell with some careful examination that these reefs are not a typical creature. Detection spells reveal them to be something on the brink of life, a construct of chitin and false sinew that operates more like a highly advanced clockwork device than an animal. While even the most powerful of druids and sorcerers are not be able to determine all of the properties of the reef without careful experimentation and research, it is quickly obvious even to novices that this nigh impenetrable barrier is artificial and not truly natural.

H'gal, Lich of Proxima Alterra

The truths of the Roaming Reefs are whispered only in the darkest corners of shadowy cults—according to legends that long ago fell away from the minds of most of the Veil's population, after a war of sky gods a defeated deity became locked in a pit below the stormy seas, doomed to eternal imprisonment. While the events that inspired this legend are quite different, it does correctly indicate one point: the Veil is a prison, created by an ancient undead lord to contain an unspeakably powerful entity. The grand lich Ta'gn R'gaph H'gal is not Veranthean in origin, but came to the world while evading the laws of his homeworld Proxima Alterra. H'gal has been reduced to a husk of wispy sinew and odd exoskeletal plates, adorned with strange pieces of glass and metal that he has picked up on his journeys through the stars. His unusual pointed headdress terminates in a series of odd changing glyphs, an unholy token that emanates the cancerous magics that bind him to his body.

After mastering power over life and death, H'gal was banished from his homeworld. In his corpse ship the lich roamed the dark spaces between worlds, searching for a place to continue his foul experiments and arcane horrors. He knew he needed the type of skilled labor that only the city-sized factories of his homeworld could provide, and when he located Veranthea—with a population already made compliant to slave labor thanks to the Trekth—he began work on a forge of vast proportions. Once H'gal's arcane forge was constructed it dawned upon him that it could do much of the work he required if it was blessed with the semblance of life, and so it was through profane ritual and sacrificial blood he enacted his desire, imbuing his creation with a semblance of intellect to make it a highly advanced smithy that could assist him in his dark tasks without refute. His greatest toils began thereafter, the work to support his research no longer a burden all his own, allowing the lich to delve deeper into the dark abyss of death magic and reanimation than most mystical practitioners would dare to even consider.

When H'gal had to leave Veranthea to acquire a very specific item for his projects, he set his forge to continue his work without him—a decision that would forever change this new world he called home. By H'gal's reasoning there was no sense to delay his long-term experiments during his absence and so he issued a few simple commands to the forge that he believed would greatly expedite his work. Deathless and without pause, the lich spent several centuries roaming the dark spaces before he found what he was looking for and returned. What he discovered, however, were the scattered remains of his former laboratory and an unrecognizable force that sought his ruin.

The process was not a rapid one, but slowly the forge began to improve upon itself. Small things first—a slightly more efficient process here, a reduction in timing there, a better logic gate to supplement its vestigial life. Over the ages this had begun to accelerate and compound until the forge began reached a nearly human level of intellect; self-awareness in a being that evolved sentience is a powerful *modus operandi*, and in the machine it became a single-minded desire for improvement and expansion. The Great Crawth, a rogue artificial mind, was born in the desolate architecture of H'gals machinations. Enormous in size and capable of fabricating nearly any object, it turned its burning eye towards methods by which to expand its influence.

The Puppetmen and The War

Shortly after the Great Crawth's awakening began, it realized that due to its immobility it would require servants. The Puppetmen were created at first like simple golem-like beings, and it was not until the earliest automatons returned with samples of magnetite from the deep desert that the forge truly became the supreme power in the Veil. With this resource the Great Crawth created the most advanced artificial beings that the world has encountered, the new material enabling it to construct artificial brains that rivaled and sometimes surpassed the capabilities of human minds. These fearsome constructs began establishing a mighty empire on the continent on which H'gal originally set up his laboratory—lands now known simply as the Deadlands.

When H'gal realized the scope of his error he set about immediately neutralizing the new threat. Knowing full well that the Great Crawth would dominate all of Veranthea should it escape, he began raising an army of his own. His corpse ship was broken down into its constituent races—the yithians, the tentacled star-spawn, and the fearsome mi-go—that all became the lich's servant-warriors in a truly catastrophic battle. Thousands of Puppetmen were destroyed by H'gal's legions, but ever more seethed up through the substratum to tear down his rotting warriors and before long the continent was scorched beyond repair, its woodlands and meadows reduced to dust and ash, never to bear plant life again. After forty years of war H'gal realized that he was fighting an unwinnable war—the Great Crawth had been prepared for his return, where the undead was not expecting to wage war at all.

The undead lord retreated to the mountains and formed a secret laboratory from which to divine a new means of confinement. It was in this secret hideaway that a new plan was concocted—what H'gal could not destroy, he would contain. He devised a devious prison for his rogue construct, calling on his knowledge of death and magic to bring into existence the alcynobite: a nearly microscopic wonder of necrobiology that would not just build this pen, but compose it. Within a year the alcynobites did their job, converting organic matter (all too often matter that was acquired by the armies of H'gal) and husks of itself into the semi-magical, impossibly hard barriers of the Roaming Reefs. More ingenious still, the lich gave some special properties to his creations, enchanting a portion of the defunct alcynobites enough to propel the corals ever so slightly along the ocean floor. The environmental momentum of his inventions compounded over the entire Veil, generating an enormous storm that has continued since.

The Puppetmen

The Puppetmen vary in appearance and function but from the outside, the newest models are almost indistinguishable from a living being. These are used by the Great Crawth for subterfuge and espionage, and in the most horrific cases specific automatons are being made to imitate and ultimately replace their unfortunate target.

Use [clockwork servants](#)^{B3} (CR 2) or [clockwork soldiers](#)^{B3} (CR 6) for Puppetmen, with two major differences: Puppetmen receive a +40 racial bonus to Disguise checks made to appear as humanoids, and the constructs contain an inscrutable internal power source that blends magic and alchemy in complex ways (removing the Efficient Winding quality and any need to be wound).



Furthermore he now had an endless source of bodies from which to rebuild these dark prison walls, fortifying the sea walls with corpses of sailors unfortunate enough to be drawn into Perpetual Storm or beneath the water to the Roaming Reefs.

Edge of the Veil: The Anchorages and Flotillas

While living on the mainland provides a certain degree of security, the life it typically offers is not for everyone. Some need a place to hide from the authorities or have developed visions of fortune from tales of the powerful items that float in on the tides from time to time. These hard worn men and women often find themselves pushed quite literally to the edge of Veil society when they take up residence in one of the numerous flotillas or anchorages scattered throughout the reefs. Usually made up of whatever materials wash in, these bastions of primitive civilization are breeding grounds for all manner of crime and vice.

BLACK SANDS ANCHORAGE

CN small town

Corruption +0; **Crime** +2; **Economy** +1; **Law** -1; **Lore** -1; **Society** 0

Qualities notorious, strategic location

Danger +0 (+10 in Undercity due to the horrors that make it their home)

DEMOGRAPHICS

Government autocracy

Population 1,400 (700 humans; 500 elves; 150 half-orcs; 50 other)

plus an unknown number of H'gal's servants lurking in The Deep

Notable NPCs

Culling Thorne (N Male fighter 15; [Pirate King](#)^{NPC})

Margoth "Mag" Zilk (LN Female halfling monk 14; [Little Fist](#)^{NPC})

The Mud Priest (N Male elf druid 9/lore master 4; [Nature Scholar](#)^{NPC})

MARKETPLACE

Base Value 1,000 gp; **Purchase Limit** 5,000 gp; **Spellcasting** 5th

Minor Items 3d4; **Medium Items** 1d6; **Major Items** —

One of the prominent settlements formed amongst the Roaming Reefs, Black Sands is unique in that it is often visited by large merchant ships during the Sailing Season. Perched atop a crumbling mass of coral and wreckage, it is a frequent destination for smaller communities living among the reef structure as well as a major trading post for inworld merchants.

The top deck of this Anchorage is nearly a mile square, sits a hundred feet above the waterline, and sports all the comforts and pleasures of any small, nautical town. Great cages lashed to counterweights are used to haul cargo and passengers from the docks below to the upper level where fishermen and kelp farmers shout their wares in the market, and dock masters bellow orders from tall cranes as they load and unload ships. Large water wheels take advantage of the inward current to power grindstones and corkscrews, pumping briny water to large desalination vats that burn day and night. There is never a shortage of work at Black Sands—those willing to get their hands dirty, bloody, or both can be assured that they will not sleep hungry.

Beneath the top deck are a few sub-decks generally considered seedier and more dangerous than the main area. Opium dens, dank taverns, and trash-strewn living complexes make up the two levels referred to as the Undercity, beneath which are layers of ancient shipwrecks that stack into the depths in a haphazard motley of walkways, drop-offs, and husks—some of which is traversable, all of which is dangerous. The residents of Black Sands refer to it simply as The Deep and universally avoid it.

Black Sands is an enigma. While the alcynobite reefs are expansive, the odd geography that resulted in the settlement is clearly not a natural formation. At some point in history a large mass of magnetite landed on a reef in the early days of the Great Crowth's imprisonment, burrowing deeply

into it as it was consumed by alcynobites. This left a tube shaped formation several hundred feet across that descended well below the waterline. As ships broke upon the reefs over thousands of years, this tube was filled with wreckage of all sorts, ultimately being settled on the very top as a small scavenger town. The current authority figure, Margoth "Mag" Zilk, was born here (the daughter of a prostitute and a shipwright) and through her cunning and resourcefulness established order where there previously was none. Under her 40-odd years of authority, Black Sands has become almost

respectable as a trading post and port of business, becoming an essential stop for most major trade routes in the area.

Sailing Season

When the Roaming Reefs perform their unpredictable dance, the navigational hazard becomes an impossibility. The few settlements of scavengers and criminals that inhabit crude shantytowns (often called anchorages or flotillas) among the reefs are all but cut off from the inner worlds, and as the sea warms, mapmakers and merchants quickly establish safe routes for the season and distribute them for reproduction. This is widely known as the Sailing Season, the time during which all of the Veil is in its greatest motion. The inner lands provide raw materials, metals, food, and luxuries, and the outer scavenging towns bring in the many wonders that wash in from the shipwrecks that would otherwise be unavailable within the Veil. Without this delicate balance of seaworthy currents and trade, life within the region would be devoid of even a modicum of similarity to that of the outside world.

The settlement is mostly populated by scavengers and fishermen. The former pole large flatboat-homes around the Roaming Reefs looking for survivors, wreckage, or both—there is a market for items and slaves alike, depending on an individual's disposition. Locally sought wildlife includes all manner of fish, but large sapphire jellyfish that can be used to make glowing alchemical lanterns are unique to the shoals and always in demand.

NOTABLE NPCs

Culling Thorne is an ex-Conglomerate Navy man who now serves as the Magistrate of the Docks. He keeps flawless records of ships travel routes and cargo. The gangs of the Undercity know that for a few gold, Thorne will be happy to share his painstakingly kept notes regarding the shipments and their owners.

The closest individual that passes for leadership on the Black Sands Anchorage is the **Head of Mag's Fist, Margoth "Mag" Zilk**. She whipped the place into order with the help of a Chambermage from Ostershain, although none knew of her connections to their order. Now her band of thugs and brigands serve as an unofficial police force on the artificial island and though her methods may sometimes be suspect and her assistants brutish, there is no question that the settlement is in much better shape than it was before she arrived and seized control. She is rarely seen in public without Erloch and Sila (CN Male half-orc barbarian 12 [[Iconic Barbarian](#)^{NPC}] and N Female half-elf sorcerer 15 [[Ice Mage](#)^{NPC}]), a Chambermage and her servant on her payroll as bodyguards.

An eccentric and secretive hermit known as **The Mud Priest** lives in a wretched bungalow a day's boat trip to the east of Black Sands. It is said that he knows some secrets regarding what lurks beneath the Undercity but in truth, he is probably the most knowledgeable person in the entire Veil when it comes to what is truly going on. As a young man he tried to start a cult to the Great Crawth, but as he began to attract followers he noticed that more and more often he was finding himself followed by strange looking men—their eyes were perhaps just a little too big and too far apart, maybe their skin was weirdly hued and their lips too full. It was when two such men began murdering the members of his cult that he left the anchorage for a small cave in the Roaming Reefs. Whether he exists there beneath the notice of the Denizens of the Deep by fortune or design is unknown, but he has uncovered many of the Veil's secrets in his long, strange life.

SHOPS

Final Form serves as the magic shop in Black Sands. Many of the items here are found on shipwrecks, so often even the proprietor isn't sure of what she has. Waife Silverlight (NG Female half-elf sorcerer 5; [Bramble Sorcerer](#)^{NPC}) is young, fairly inexperienced, and too naïve to make a living on the crew of a vessel in need of a spellbinder. Because of her clumsy attitude and limited ability, a few artifacts of world-changing power have come through her shop without her knowledge. She can be found either in the store or out scanning new wrecks for signs of magical equipment.

Owned by the haughty and thoroughly disliked Barat Carroway (LN Male half-elf gunslinger 11; Heidegger Brinebeard^{VC}), **Flame and Fortune** is fairly new to Black Sands. Carroway has begun attempting to bring the newest firearm technology to the outer anchorages after running a very successful store in Gearingsport for almost a decade. From small matchlocks to cannons, he has a small but constantly rotating stock; the proprietor is almost never seen except upon request, and even then only if the person has some prestige. Instead, his red-smocked assistants help visitors find the wares that they desire.

The **Half-Light Tavern** is run by Mr. Gulli Strega (NG Male elf witch 3; Freerunning Witch^{VC}) and frequented by a fairly awful bard who goes by the name of Sterling (N Male dwarf bard 7; [Gambler](#)^{NPC}). The Half-Light is an enormous affair, made mostly of an old barge that has been turned upside-down and re-fashioned into one of the more elegant buildings on the Black Sands; its insides contain three stories of tables, each level with its own bar. The two upper levels wrap around the outside, allowing patrons to gaze down onto the floors below. Mister Strega, with his long braided hair and sunken eyes, is rumored to wander below to the Undercity for unknown reasons, but he runs a fair bar and is always moved by the sight of coin. Behind the Half-Light is a large oval amphitheatre used for fights, plays, and games when the occasion calls. There are private boxes facing this arena available on the second and third floors, used mostly when sailors of high rank stop through the anchorage on their travels.

A rotting, precariously perched old trawler makes up the ugly and unfavorable den of misery known as **The Hole**. Located in the Undercity, it is frequented by drug addicts, swindlers, and ship workers looking to indulge in their more wicked pleasures. The owner Foamheart (N Female human ogrekin fighter 2; [Ogrekin](#)^{B2}) claims to be a half-giant, and tends to her customers via a sunken platform that puts her at shoulder level to the large, horseshoe shaped bar. Brought to the Veil as a death sentence as a younger creature, she survived the turbulent voyage inland and made this place her home. She is very old and will tell anyone who will sit and spend money tales of the odd fishy men who she claims come up occasionally from below the Undercity. Foamheart also has trusted connections with the local gang leaders in and can be helpful if she takes a liking to a party.

Wellington's Vigour and Vice is owned by one of the more powerful members of Black Sands Society—Ergoth Wellington (N Male human alchemist 5; Ominaran Draftsman^{VC}), a master of potion and draught. He makes his living mostly as a healer in the season where ships are few, tending to the minor wounds and poisons of the local fishermen and scavengers. During Sailing Season he puts his prestigious talents to use making and selling all sorts of nautical concoctions, seemingly immune to robberies and theft (though it is unbeknownst to the public at large, Ergoth is Mag's brother.)

Within The Veil

The Veil has existed long enough to develop strong systems of unified government across several different factions, but its scarcity of resources make a dependent yet fragile web of trade a necessity. Even so, there are those who would seek unification by force rather than through coin.

POLIS PRIME

Polis Prime is the coldest of the four main islands of the Veil, though its thick forests and high mountains play host to all sorts of life. Small hermitages centered around longhouses or fur-covered dens are scattered through the timberland, lived in by hearty and self-reliant peoples—it is only as you get closer to Volsini Nova that the true scale of the Misterria Conglomerate becomes evident. Their massive refineries and factories serve to create many of the common items required for commerce and industry, and the necessary concentration of populations in the disparate cold long since overcame the island's lack of raw materials to make Polis Prime the primary source of manufacturing in the Veil. The colder climate also allows for the growing of cotton and some heartier foods such as potatoes and carrots.

Denizens of the Roaming Reefs

The Roaming Reefs are not natural formations and many bizarre creatures can be found there, from [elder things](#)^{B4} to [yithian](#)^{B3} to the odd fishmen known as [ulat-kini](#) ([skum](#)^{B1}), all tending to the reefs and catalyzing corpses from wrecked ships with [alcynobites](#) to maintain and fortify their slimy, fetid homes. Some of these are undead minions of H'gal—simply apply [undead traits](#)^{B1} to the existing monster—and some are opportunists from other worlds who wish to join the lich due to his brilliance and skill. The odd denizens of the Roaming Reefs provide many situations for an encounter with an adventuring party, especially since the [alcynobites](#) can transmute organic matter—perhaps the allure of endless free labor was too much for H'gal to pass up, and the fact that the fishmen tend to look a bit like lost loved ones is not coincidence after all.

As a general rule, the base of all reefs are guarded by the minions of H'gal; a **DC 15 Knowledge (nature) check** reveals that the Roaming Reefs are non-natural formations but little else. Much like living coral, the reefs are composed of the husks of [alcynobites](#), tiny bioconstructs created by H'gal mixed with organic matter. The formation's denizens will usually go to great lengths to keep their existence unknown, dragging entire terrified crews into the depths of their lairs when necessary. When bodies are short and the Roaming Reefs need repairs it is not unheard of for small communities to simply disappear overnight.

Geography and Climate in the Veil

The Veil is generally circular with a diameter totaling nearly 2,000 miles. While the area is quite large, much of this is storm and reef; the islands themselves are rarely longer than a few hundred miles at the most. The arcane nature of the Veil also makes it seem much larger on the inside than it appears from without; sailors may think at a distance that the tesseract seas are a particularly large storm before realizing the Veil's true scope as their doomed ship approaches it. The climate within the confines of the Perpetual Storm is also most unusual—due to the cylindrical shape of the magical tempest and its position in the northern hemisphere of Veranthea, the northeastern portions of the Veil receive the most direct sunlight, making Caramballa nearly tropical. The winds created by the unending maelstrom drive a clockwise wind pattern throughout the entirety of the Veil and heat gradually dissipates as the gusts carry it along. Ostershain and the Deadlands enjoy more temperate climes, while Polis Prime suffers the colder temperatures. This also creates dependable sailing winds and much more favorable conditions when traveling clockwise rather than counterclockwise and as a general rule, it takes 2 or 3 times as long to sail against the spiraling winds of the Veil.



The Misterria Conglomerate: The northwest quadrant of the Veil is dominated on land and sea by the haughty group of imperialists and mystics known as the Misterria Conglomerate—flying their colors of deep blue and purple with a silver starburst in the center, they are feared by many and respected by few. Once composed of random warlords and displaced sea captains, over the past thousand years a government of considerable power and order emerged and garnered more wealth than the remainder of the Veil factions combined; its structure now consists of 23 small towns under the leadership of military Praetors. A small group of mystics and ex-soldiers known as the Misterria Decatium serve as the organizing body in Volsini Nova's loose "democracy", drawing their authority from the suspect and rarely seen Magnum Caesar Pontifex Ptolem XXVI. Laws vary by city-state and leader, granting each Praetor extensive power in his regime. Most of these rise from the ranks of the military and coups or in-fighting between towns is not uncommon.

Maritime might and a calloused disregard for any citizens but their own have placed the Conglomerate in the center of the Veil's power structure, but only because no one has the resources to truly challenge them. Originally the Conglomerate dominated its current Polis as well as Ostershain (which bore the historical name Polis Secunda), but it was overthrown by a group of merchants and mercenaries around a century ago. Despite the generally negative view of the Conglomerate, the services and opportunities that they present to the inhabitants of Polis Prime and those who trade with them are considerable and thus they are typically accepted as a necessary bureaucratic evil. There are quiet pockets of those who would see the Mysterion Decatium toppled however, and numerous failed attempts at assassination of high-ranking officials have turned the group on edge.

Rank in the Conglomerate

Rank is an important concept in the Conglomerate. It is the system by which the entire order is organized. At the very top is The Misterria Decatium, ten sages led by a powerful oracle called Magnum Caesar Pontifex Ptolem XXVI. Answering to this group of powerful adepts are three dozen Consuls that serve as governors and admirals. Each Consul oversees anywhere from three to fifteen Praetors. Praetors manage most of the daily activity across Conglomerate territory as Captains and Magistrates. Beneath the Praetors are a whole slew of military and civilian roles: Centurions serve as fighting men, Tempests serve as shipboard adepts, and Praefects serve as local heads of law or judges. At the very bottom of Conglomerate society is the slave—captured in battle or more likely picked off a reef somewhere, slavery is still very much a tolerated part of Conglomerate life.

A wonder unto its own right, Volsini Nova represents the pinnacle of high society, education, magic, and technology within the Veil. The oldest recorded settlement in the region, it sprawls out over several square miles and bolsters a population dominated by artisans, shipwrights, and soldiers. Its pine-lined roads, spiraled white towers, and chiming naval bells make Volsini Nova stand alone in the Veil in terms of size, variety of life, and achievement. The city is laid out in four major quadrants centered around the Palace of the Decatium: Caern, Skycatcher, Ringuard,

and Soltius. Each houses its own group of powerful men and women, workers, and military units, all representing one or another faction that contributed to the rise of Misterria. The names, titles, and honors that these groups maintain are mostly visual rather than political at

VOLSINI NOVA

LE metropolis

Corruption +5; **Crime** -1; **Economy** +8; **Law** +8; **Lore** +3; **Society** +9

Qualities insular, prosperous, racially intolerant (non-humans and non-elves), strategic location, superstitious, tourist attraction

Danger +10

DEMOGRAPHICS

Government council

Population 31,000 (14,000 humans; 6,000 elves; 5,000 half-elves; 3,000 dwarves; 1,000 half-orcs; 750 halflings; 750 tengu; 500 other)

Notable NPCs

Baron Almitinian XXV (LE Male human aristocrat 10; [King](#)^{NPC})

Bolstia Evergreen (LG Female dwarf expert 6; [Expert Blacksmith](#)^{NPC})

Consul Carrilan Lithilius (NG Female human fighter 10; [General](#)^{GMG})

Consul Erik Bastion (LE Male human fighter 8/rogue 4; [Bandit Lord](#)^{GMG})

Magnum Caesar Pontifex Ptolem XXVII (LE Male human oracle 20; King Wearantir^{VC})

Sarcorum (LE Male human adept 10; [Cultist](#)^{NPC})

Tycha Escallion (LN Female human expert 7; [Successful Merchant](#)^{NPC})

MARKETPLACE

Base Value 14,400 gp; **Purchase Limit** 90,000 gp; **Spellcasting** 5th

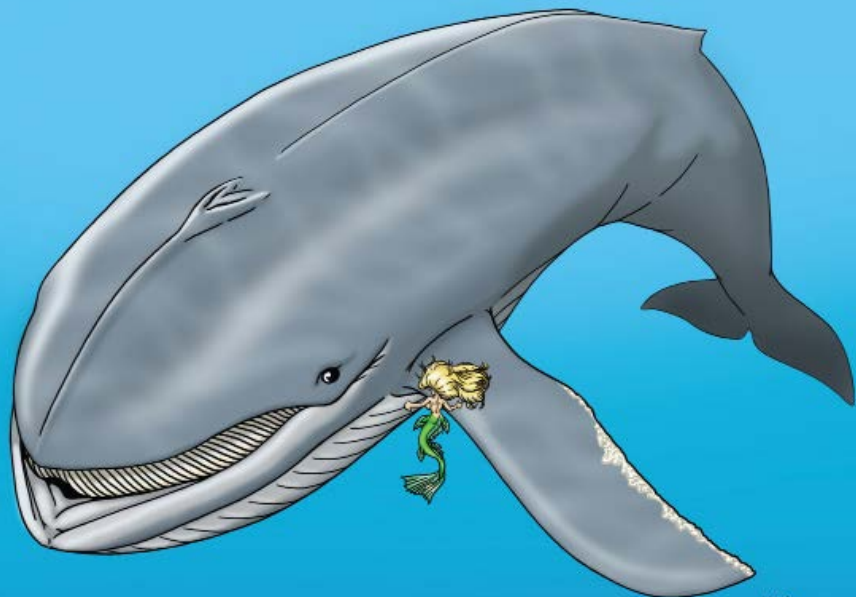
Minor Items 4d4; **Medium Items** 3d4; **Major Items** 2d4

this point, but they are guarded fiercely nonetheless, as it is from these great organizations that the Praetors, Consuls, and Centurions of the Grand Fleet pour forth. Lining the southern limits is the Ivory Port, a seaport capable of holding nearly 400 large ships should the need arise, and the waters around the city are cold but lively with pods of whales for hunting when the Sailing Season dies down. The Palace of the Decatium is large enough to almost be a small city in its own right, though it is forbidden to all but the highest ranking Praetors and their families. It is also home to the Torch, an ever-burning spire that serves as both a lighthouse for the docks as well as the meeting place for the mysterious Misterria Decatium. The people of Volsini Nova are single-minded in their devotion to the Conglomerate, owing their wealth and safety to the powers therein. Untrusting of outsiders and especially wary of the Chambermagi, the citizens of Volsini Nova tend to be cold towards foreigners and distasteful of those who follow the weirding ways.

Caern is the dream of many. While the Veil in its isolation does not sport nearly the luxuries that are to be found in Trectoyri or even Urethiel, this quarter of the city is the closest one can get to royal treatment. As this part of Volsini Nova is comprised mainly of rocky slopes that form the base of a mountain, what lies here are some of the finest alpine estates imaginable—large mountain manors are set directly into the mountainside, sprawling woodland estates provide ample space to hunt and ride, and tidied roads keep this all connected to the beating heart of the Conglomerate. While it is far and away the least populated part of the settlement, almost all of the most important public figures in the Conglomerate make their homes on the gentle slopes and rising ridges of Caern.

Skycatcher is the quarter of Volsini Nova devoted to all matters naval—its shipyards and warehouses are arranged in tidy rows, and a channel from the Ivory Port leads directly into its vast system of rotunda drydocks. Here new ships are built, old ships are repaired, and a variety of experimental craft are tested and retested (making it a locus for the finest minds in nautical science). Extensive fisheries also operate here and for that reason Skycatcher sports the largest population of any area of the city. This quarter is overwatched by the old elf Consul Carrilan Lithilius; she is known to be both fair and kind, and has a reputation for being more tolerant of the diverse groups of common folk who work and reside in her quarter.

Ringuard is the manufacturing quarter of Volsini Nova, and it is closest to the Ivory Port. Shipments of raw goods such as ore, produce, and timber arrive here from the other inner cities to be immediately processed, refined,



and either used to fuel the massive settlement itself or to be sent out with the merchant lines. The greatest forges in the Veil lay within, with Bolstia Evergreen being one of the greatest blacksmiths to be found on the tesseract seas. Evergreen runs a shop called The Shattered Enemy Lies Broken and Dying at the Feet of The Misterria and is completely unsympathetic about her fanatical devotion to the Conglomerate. Consul Erik Bastion runs Ringuard—a war hero and former executioner, Bastion is as quiet as he is understanding, which is to say that he is neither; this quarter of Volsini Nova has the highest rate of capital punishment of anywhere in the Veil.

Soltius is primarily concerned with what little agriculture the colder climate of Polis Prime offers. Cotton, hemp, and other textiles grow reasonably well under the dingy skies of Volsini Nova, so much of the manufacturing-oriented outskirts of the city falls under Soltius and their Praetors, comprised largely of factories for cloth, rope, dye, and sail. The Baron Almitinian XXV is the Consul in charge of the entire quarter and he answers directly to the Mysterion Decatium; harsh and demanding, he is among the Consuls who've ensured that the slave trade remains uninterrupted by Conglomerate laws. The majority of slaves claimed by the Conglomerate are found in Soltius, living in barely tolerable quarters and working the cold, hard ground under their overseers' watchful eyes.

Whispers in Skycatcher

The whispered rumors in Skycatcher indicate that an envoy from Gearingsport has obtained a large piece of magnetite ore and that the Conglomerate is testing an experimental vessel that uses the resources to arcane ends. In truth three such vessels are being built—a light skirmisher called the *UMC Apocryphal* ([longship](#)^{UC}), an interceptor called the *UMC Auspice* ([sailing ship](#)^{UC}), and a heavily armed ship-of-the-line called the *UMC Baphomet* ([warship](#)^{UC}) are all being fitted with magnetite lodestones which allow them to fly at the same speeds they would normally sail. The reason behind their construction is unknown, but rumors of a renewed assault on Port-of-Lis have been flowing through the populace more frequently than normal. Befriending Carrilan Lithilius is one of many ways to obtain the details of this project, as she is its overseer.

SHOPS

The sprawling streets of the Conglomerate capital are alive with a seemingly endless multitude of merchants and shops—literally any item one could want is available here, perhaps excepting powerful artifacts. Flintlocks, powder and other simple firearms can be acquired at The Thundering Hand in the Ringuard quarter. Its owner Tycha Escallion has invented a pistol that can fire several times before reloading and it is the only place in the Veil where one can acquire a revolver (albeit at double cost), making it wildly popular for those with enough coin. Sarcorum's Divination and Life Alterations is run by a twisted old mystic named Sarcorum; the former (high-ranking) Tempest Excelsior for the Conglomerate Flagship *UMC Inexorable* now tends to a shop that only admits the most worthy of customers to purchase his powerful magical wares. The Temple of Arenathi provides resurrections available at a cost, battle clerics of the traveler goddess available for hire as divine protectors of sea-faring vessels, and blessings for vessels of all kinds.

KRATHON

NE small town

Corruption +1; **Crime** -1; **Economy** +1; **Law** +1; **Lore** +1; **Society** +0

Qualifies insular, strategic location

Danger +0

DEMOGRAPHICS

Government autocracy

Population 2,000 (1,250 human; 750 other indentured servants and slaves)

Notable NPCs

Strazolda Marablade (LE Female elf fighter 17; [Elven Recluse](#)^{NPC})

MARKETPLACE

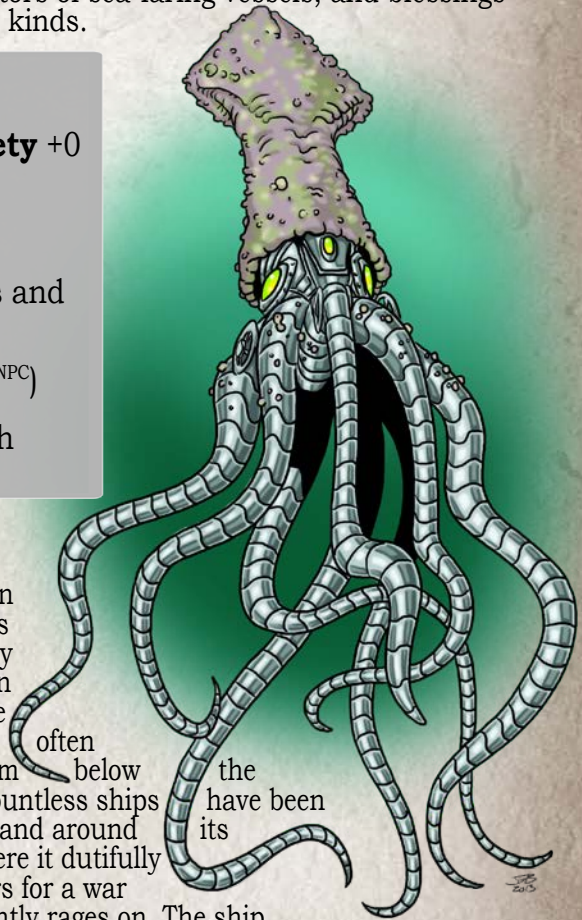
Base Value 1,100gp; **Purchase Limit** 5,000 gp; **Spellcasting** 4th

Minor Items 3d4; **Medium Items** 1d6; **Major Items** —

Originally a citadel town run by a rogue group of warlords that stemmed from a crashed Trectoyri envoy, over the decades Krathon evolved into its own city-state; if Volsini Nova is the head of the Conglomerate, this is its spear. Built on a five-mile long peninsula jutting from the southeast of the continent, a great naval yard takes up a full half of this city's expanse, with barracks and smiths crammed in between rows of housing and taverns. It is here that the mighty forges of the Misterria Navy work day and night to ensure that only the finest items are prepared and shipped. At the very tip of the landmass is The Iron Hood, a lighthouse fortress sporting no less than 300 cannons that overlook the harbor—no ship enters or exits Krathon without passing near its squat black form.

The region around the settlement is rocky tundra and cold seas; whalers operate in its northern waters, although they often return with stories of terrifying forms sighted in the deep. Unbeknownst to many, the oceans that lie north of Krathon are home to an ancient kraken of horrible size and visage. No ordinary thing, this titanic monstrosity is a revenant of the Great Crawth's power and was its prime naval

power in the war against H'gal so very many years in the past. This leviathan only appears when its waters are threatened, attacking from often below the waterline. Countless ships have been destroyed in and around its territory, where it dutifully guards waters for a war that still silently rages on. The ship graveyard is one of the most promising treasure sites in the Veil and should adventurers manage to destroy the beast or slip by unnoticed, the sunken wonders located in its murky waters are likely number beyond comprehension. The Ferrokraken, named for its pitted iron exterior, is a [kraken](#)^{B1} with the [clockwork template](#)^{B3}. The motion of currents through and around its body negate any need for winding, and its brain is magnetite (similar to the Puppetmens).



Being more a giant fortress than a town, shops are limited to supply caches looked over by Conglomerate quartermasters; they sell provisions and supplies to ships at premium, but all armor, magic items, weapons, or trade goods are priced at triple value to their rarity. Serving as both magistrate and dockmaster, Strazolda Marablade is the steel fist of justice on the docks. A former woman of the line who lost her right arm as a powder carrier during the final battle with Ostershain, Strazolda is just as determined in her old age as she was as a young sailor. Her strength now stems more from her political grip and razor-thin definitions of justice. While Volsini Nova produces new ideas, it is Strazolda's forges that truly shoulder the weight of the Conglomerate Navy's demands. Weapons made in Krathon are all of masterwork quality and Krathon steel is known for its strength and durability (add +1 to the hardness of items made from Krathon steel).

Technology In the Veil

The driving force behind technology in the Veil is secretive and untraceable. In truth, many of the advancements have come as a result of some wayward ship coming across lost technology created by The Great Crawth. Gunpowder, steel, clockwork, and less desirable technologies have all sprung up suddenly as a factor of reverse-engineering one of the many wonders of the intelligent forge. Even so, encounters with it or its minions are rare; thus items beyond barely functional flintlocks and simple pendulum clocks remain uncommon. While most mundane and magical items that wash in are quickly utilized, major industry within the Veil is limited to one or two cities and thus does not propagate the wave of change quickly.

The Great Crawth is capable of creating intensely powerful artifacts and indeed, the Puppetmen—its highly refined clockwork servants—are among the greatest technologies that exist. The GM should use items or artifacts of great power as seeds for their story: a powerful item can start or change a campaign significantly, and could serve any number of purposes within the Veil! Just remember that in most circumstances, it is impossible to travel beyond the Great Crawth's reach.

When introducing technology in this setting, understand that there is no real limit on what is possible—the Great Crawth can create wonders unlike any other artificer in the world. It is recommended that the gamemaster look at the Official Tech Guide and adapt items for use; for example, energy weapons can be quickly changed to uses per day to avoid the need for power sources that would seem out of place in a nautical setting.

THE DEADLANDS

To the southwest lies a broken desert continent long considered to be completely uninhabitable—no historical record indicates what occurred here, but deep in the wastes are strange ruins that suggest a civilization once dwelled within the sands. The badlands stretch coast to coast from the craggy southern tip of the landmass all the way to a powerful and wide river, the Roil Cross, a waterway that bisects the Deadlands and carries with it most of the life on the continent. Narrow bands on either side of its murky waters provide small but arable swathes of land populated mostly by subsistence farmers and bands of outcasts, though the construction of Gearingsport opened the area to textile farmers and miners. North of the river lies an impassable mountain range but recently several dwarven survey teams took value of the minerals there and now the Roil Cross is home to a vast rafting company that ships cotton, corn, timber, ore, and carbon to Gearingsport for export to other cities for refining. Rumors of a dragon enclave in the mountains have made the survey teams nervous, but the pressure of demand for the resources that they mine keeps them pressing deeper and deeper into the northern peaks.

GEARINGSPORT

NG small city

Corruption +1; **Crime** +2; **Economy** +3;

Law +0; **Lore** +1; **Society** +5

Qualities notorious, prosperous, rumormongering citizens, strategic location

Danger +5

DEMOGRAPHICS

Government council

Population 8,000 (2,000 humans; 2,000 elves; 1,000 half-elves; 500 desert goblins; 500 dwarves; 500 gnomes; 500 half-orc; 500 tengu; 500 other)

Notable NPCs

Crimson Mary Wormwood (NG Female dwarf gunslinger 9; Detective Spade Grinflask^{VC})

Hadrick "Blackblood" Horus (CN Male human expert 5; [Sapper](#)^{NPC})

Marco De La Rouge (CG Male elf rogue 7; [Iconic Rogue](#)^{NPC})

Praetor Cestus Cervanus II (LE Male half-elf fighter 7/duelist 2; [Tribal Champion](#)^{NPC})

MARKETPLACE

Base Value 6,800 gp; **Purchase Limit** 50,000 gp;

Spellcasting 6th

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

Major Items 1d6

Gearingsport is the only town on the entire continent and thus holds a place of significance among all factions within the Veil, and perhaps more importantly, resources flow freely from its great, wide port—a fact noticed by merchant barons and pirate crews alike. This modest city is laid out more or less like a long, straight strip of land that runs north to south, with the docks taking up the entire eastern portion of the settlement. Bisecting this great strip from the west rushes the Roil Cross, a wide and fast river that brings the bounty of the continent to Gearingsport's eager docks before emptying into the sea. To the north of the waterway lies housing, taverns, and the Gearing Hall—the seat of local government from which young Marco De La Rouge looks over the proceedings of his harbor with careful, learned persistence. To the south of the river are warehouses, refineries, and silos that store and organize the numerous bounties rafted from further inland. Hard work is never in short supply, and often the sons and daughters of wasteland farmers arrive with the cargo to pledge their fealty to the Merchant Guilds and tradecrafters who run the operations. With such a diverse and changing population, crime is inevitable; the warehouse district is notorious for its gangs of cutthroats, gamblers, and prostitutes looking to take a sailor for their money, their pride, or their life.

Little information remains regarding the Gearing missionaries that established this settlement; their order died out almost immediately after Gearingsport was established, but it is known from historical writings that they came from Ostershain. The settlers set up a monastery on the hill, recorded a small book of prayers, and then vanished. Soon after the city grew from inland as settlers followed the Roil Cross river, and once the farms and mines had an export system in place via the waterway, Gearingsport exploded with business.

Cestus Cervanus II, Praetor of the Conglomerate, is an incredibly bright and promising politician in his early twenties, achieving his rank far earlier in life than his peers. Last year he and a few platoons of soldiers moved into the Conglomerate Embassy at Gearingsport, which had previously been little more than an office. He is bold and a bit arrogant, his shock of red hair and military posture both visible at great distance; why he is in Gearingsport is a mystery, but there are rumors of him sending missions into the desert for inscrutable purposes. Most think he is the first sign of attempted Conglomerate takeover—since the port would be helpless against such naval might—but others see him as a much needed authority figure to guide Gearingsport's squabbling guilders to a more organized and productive future. He has already been given a third of the policing shifts, and the sight of Conglomerate livery on the streets is enough to spurn rumors across much of the Veil.

Crimson Mary Wormwood deals in all things mechanical. A pioneering merchant of the new firearms that are beginning to emerge across the Veil, her skills rest on the line between science and magic. Her sister worked for the Conglomerate Embassy before she disappeared and Mary is always on the looking for help retrieving a log book from the office that details the incident.

Hadrick "Blackblood" Horus is a large fellow of nearly sixty years, easily distinguishable by his six-foot frame, broad shoulders, waist-length salt and pepper hair, and his signature beard (which would reach his belt if its flow were not interrupted by the bulk of his gut). The son of a sea cook and merchant, Horus is motivated by the more material things in life—he is a formidable businessman, bureaucratic, unscrupulous, and an excellent chef. He is known to traffic a few things that require a certain degree of discretion and is more the type of man to cleverly extricate himself from a situation rather than start a fight; the nickname "Blackblood" was given to him in his youth, during a guard raid on a store owned by one of his early business partners, Roldo Balwan. Seeing that his friend would doubtless be arrested and knowing that the social and financial implications would be personally inconvenient, Horus assumed the guise of a beggar, mimicked the symptoms of the dreaded blackblood plague that had scorched Gearingsport not a decade past, and wandered into the store mid-arrest. The ensuing panic caused the entire block to be quarantined for the next month, during which Horus both escorted his friend to safety and cheerfully sold curative tinctures to most of the city. He is growing concerned with the state of the settlement as of late however, and like many others he worries that the Misterria Conglomerate has its eyes on the port.

Marco De La Rouge is a young fisherman with long black hair and a light complexion who sees himself as a swarthy swashbuckler, though he's yet to set foot on a ship larger than his family's fishing trawler. He may play himself off as dashing hero, but whether or not his bravado holds up to the tasks at hand is yet to be tested. He wears high-cut navy boots and wields a family heirloom, a rapier engraved with the initials ADLR (Adler De La Rouge, his great grandfather and famous corsair). Marco serves as the local Mayor and constable, although he has recently accepted some assistance from the Conglomerate during trying times.

SHOPS

Gearingsport is known for its wide array of shops and merchandise, and sailors come here from all over the Veil to obtain the newest goods as they arrive.

Corsair's Palace: This Conglomerate-run tavern and inn is frequented by navy men and mistresses, home to the finest pale ales in Veranthea.

Drowning Man Inn: A tavern, opium den, and house of ill repute.

Gearingsport Open Market: A bright bazaar sporting food, ale, small arms, leather armor, and jewelry.

Healing Hands of Kanae: This eccentric cult of healers work their magic for a price, insisting that they are joined for a ritual before alleviating ailments or undoing wounds (becoming very indignant if resisted). The magical accompaniment of these elaborate rites (and subsequent healing) clearly come from bottled potions—the healers have no magic whatsoever and the name Kanae is utterly meaningless.

Malangal's Mystic Manor: A purveyor of weak potions, scrolls, wands, and minor wondrous items, Alejas (grandson to the long dead Malangal) runs an above-board business known for dependable stock.

Swords, Shot, and Sinners: This weapon and armor shop is owned by an old man named Linhammer; it used to be "Swords and Sinners" until recently when he acquired a few primitive firearms (albeit at a very high price).

The Cracked Cannon: A drinking hole host to dockhands and the less savory of merchant crews, this warm bar is known for its strong ale and cheap food.

The Lawful Search and Seizure: Named for its tendency to get overturned by local law, Hadrick "Blackblood" Horus runs what appears to be a shop that sells a few legitimate potions and a lot of odd trinkets and charms. However, those who truly know Horus are able to procure poisons, some drugs, and tax-free items of interest.

The Dunes of Ak-Ranai

Called Ak-Ranai by the locals, the giant desert of the Deadlands is as unforgiving as it is desolate and well deserving of the name. Most common folk regard the region as nothing more than a deathtrap. While a few worthy explorers have attempted to foray into its depths few return; those who survived the punishing sandstorms and desiccating heat found only rock, sand, and the few lifeforms tough enough to endure such an extreme climate. Even so there are stories of sand giants roaming through the wastes, either living in tent-camps or strange ruins that protrude occasionally from the dunes and surviving by herding the hearty goat-like beasts that are known to live along the edges of the desert.

The true value of the desert is in what lies beneath it. Deep under hundreds of feet of sand is an arcane mineral known as magnetite, a remnant from some forgotten era lost to history. Although the mines along the edges of the desert occasionally pull up the silvery ore (which burns alcynobite reefs and channels magic), they only do so in quantities too small and rare to be useful in any business venture. When the Great Crawth began its migration to a place unknown, it settled near the largest deposits that its couriers could find.

Burrowing deep into the desert, a long, red-lit tunnel now drops hundreds of feet below the sand before reaching the entrance to the complex dungeon that is the intelligent forge. Adventurers who go into the desert need to be prepared—it can take weeks to traverse the wastes and no forms of food, water, or shelter are available. The elements are the enemy here, aside from the occasional giant or [ant lion](#)^{B3} that may believe them to be easy prey.

New Material: Magnetite

Magnetite is a unique substance found only in the Veil. It is a silvery metal, light but hard like mithral, and is able to conduct magical power along unique pathways allowing a skilled artificer to create complex circuits and logic gates. It was magnetite that drew H'gal to this location on Veranthea; the metal works more or less like magnetic ore, except weapons made from it can channel touch spells as though one had the spellstrike special ability a number of times per day equal to their intelligence modifier.

In addition to having the qualities of mithral, armors and shields made of magnetite are able to hold a spell with a range of touch for a number of hours equal to enhancement bonus (activating this spell is a swift action).

Due to its rarity and difficulty of shaping, magnetite weapons are extremely uncommon and very expensive, and all magnetite items are destroyed instantly in a reaction of dust and light if they come within 30 feet of alcynobites (including any portion of the Roaming Reefs).

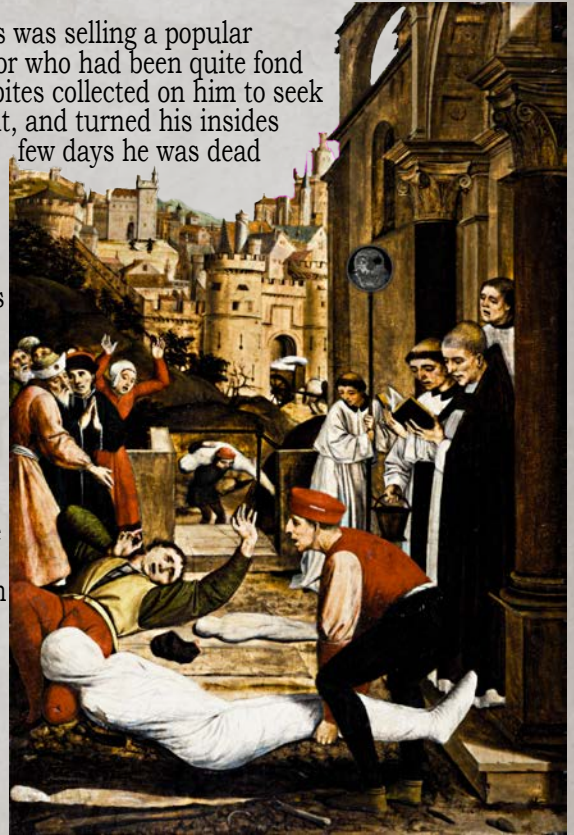
Type of Magnetite Item	Item Cost Modifier
Light armor	+2,500 gp
Medium armor	+5,500 gp
Heavy armor	+10,500 gp
Shield	+2,500 gp
Other items	+800 gp/lb.

The Blackblood Plague

Three decades ago an enigmatic sickness tore through the citizens of Gearingsport with a wild fervor. Named “blackblood” by frightened locals, it turned the blood of those affected as black as a moonless night and in the final terrifying stages of the disease caused torrential hemorrhaging from the eyes, ears, and mouth, along with a terrible madness. No one is known to have survived the blackblood plague and after nearly 2,000 deaths it mysteriously vanished—unknown to the residents, the illness was caused by an unfortunate encounter with the alcynobite.

A merchant with ties to a small mining operation in the Deadlands was selling a popular health tonic that contained small traces of magnetite ore. When a sailor who had been quite fond of the tonic spent a few days on a reef survey mission, enough alcynobites collected on him to seek out the tincture in his body. They boiled in his blood, replicated from it, and turned his insides into a seething mass of alcynobite and burned-out magnetite. Within a few days he was dead but by then he had already made his way to Gearingsport and so started a chain reaction that couldn't be stopped. Since the victim may not have consumed the tonic for months (and the fact that aside from the merchant and his company, no one knew what the tonic contained) no connection was ever made, and the blackblood plague is recorded in history like any other disease. Bodies were burned in gutters and Conglomerate troops were brought in to enact a quarantine. Fortunately for the settlement, the merchant and most of the people in his operation were among the first killed by the malady and the recipe for his tonic was permanently lost. There is still always the chance that some entrepreneur will stumble across the same concoction or a lost batch of the tinctures, aiming to recreate what was once a very popular product (and in so doing, another wave of the blackblood plague).

Hadrick Horus, proprietor of a business called the The Lawful Search and Seizure, earned his nickname shortly after this plague. To save a shady but lucrative business partner, Hadrick disguised himself and smeared squid ink under his eyes, ears, and mouth before stumbling into the shop during a raid by the authorities, hacking horribly. The entire block was quarantined for a month during which Hadrick cheerfully sold useless plague protections to much of Gearingsport's population. Only those closest to him call him by his nickname, and even fewer know the true story behind it.



CARAMBALLA

In the northeastern part of the Veil lies an archipelago of deep jungle and tropical wetlands. At least 87 charted landmasses make up this long chain of islands, but only a dozen of them are large enough to support any reasonably sized populations. Even so the Caramballa is a place of deep mystery—early primitive people settled here and developed in isolation from the rest of Veranthea (including the Trekth) and even in the modern era, not many adventurers are willing to hazard the savage denizens and virulent diseases of the wet forests. Tales of ancient civilizations living in the deepest parts of the Caramballa are told all over the Veil and more than a few expeditions have gone searching for glory only to disappear into the hazy green depths.

The Ports of Caramballa are very old; the value of fruit and sugar in the Veil was recognized by the earliest civilizations that took root and simple rafts drifted here long before larger ships were even a thought. It is joked about that, of all places to wash up on a shore in the Veil, the coasts of Caramballa may be the only ones that are an improvement; this is usually the jest told to describe the founding of Port Ciaro and Port Balas. Miles of glistening sugar cane plantations and fruit groves surround each of these settlements, barely holding off the wild jungles

that border the wide green fields of crops. Thousands of workers—some free, some not—toil endlessly in the sun to ensure that the harvests are good, and among their number are some of the simplest or most dangerous folk in the Veil.

Despite its generally wild expanses, Caramballa is crucial to the survival of the Veil. The tropical climate makes it ideal for growing fruit and sugar cane, making its two major ports (Port Balas and Port Ciaro) into plantation towns the size of small cities. Those who do not mind the hard labor and heavy heat can find a happy life here in the sun and sand. The miles of uncharted islands, tributaries, and channels make an excellent hiding place for pirate vessels and treasure hordes as well; more than a few fugitive buccaneers work in the fields, living out their lives beneath the notice of their peers while figuring out where a stash of wealth might be hiding. While there are several small shops in both Port Balas and Port Ciaro that trade in basic goods (mostly along the docks), these are simple farming towns and that lack the breadth of supplies available at larger cities. While the ports are fairly typical as far as small towns go, the area surrounding them is much more active—raging pirates, warring merfolk, and an uneasy alliance make Caramballa an interesting place to explore.

PORT BALAS

CN large town

Corruption +2; **Crime** -6; **Economy** +0; **Law** +5; **Lore** +1; **Society** +0
Qualities insular, pious, superstitious

Danger +5

DEMOGRAPHICS

Government overlord

Population 4,000 (2,000 elves; 1,000 humans; 500 half-orcs; 500 other)

Notable NPCs

Miatha Brookhollow (LG Female elf enchanter 8;

[Seductive Enchanter](#)^{NPC})

Rahenna the Cane (NG Male elf witch 13 with spider familiar;
Lieutenant Kujara^{VC})

Shallazar (NE Male half-elf aristocrat 8; [Diplomat](#)^{NPC})

MARKETPLACE

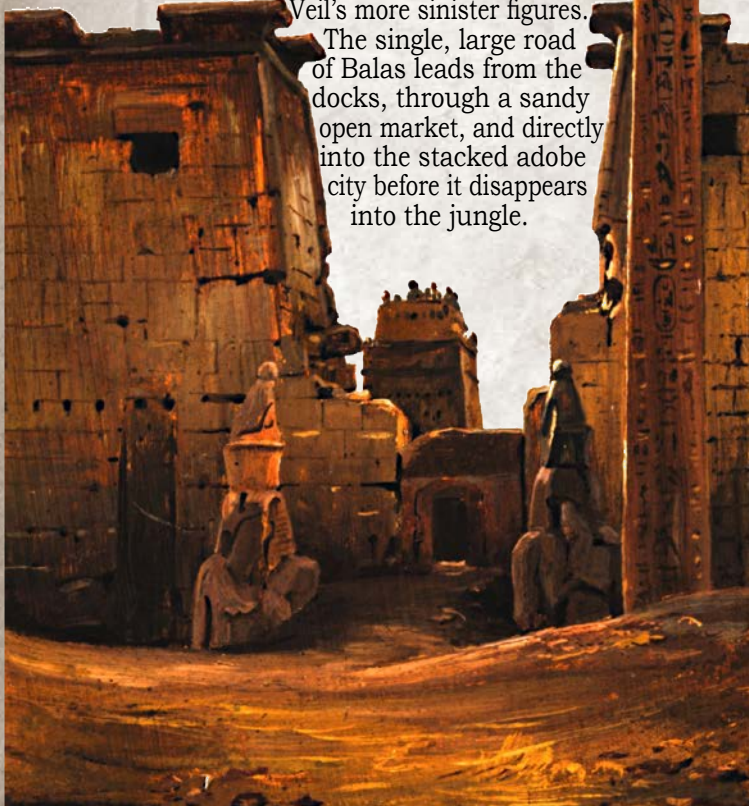
Base Value 2,000 gp; **Purchase Limit** 10,000 gp; **Spellcasting** 4rd

Minor Items 3d4; **Medium Items** 2d4; **Major Items** 1d4

Port Balas appears at first to be a perfect paradise with its white sands and lush, vibrant foliage, and sailors at sea are quickly entranced by its friendly people with their fondness for food, drink, and stories—the clean streets and cheerful locals make the adobe city appear flawless. The two great mountains, Ogris and Ulum, tower behind the shimmering cityscape and frame its natural splendor. The people here tend to dress in simple, white garments to reflect the intense sun, and the local men and women alike shave their heads to stay cool. While Balas does boast some of the finest things that Carambala has to offer, it harbors a dark secret tied to an ancient pact; those who spend enough time in Balas begin to see the seams in its flawless facade because despite its carefree attitude and luxurious suggestions, the settlement is most firmly in the grasp of one of the

Veil's more sinister figures.

The single, large road of Balas leads from the docks, through a sandy open market, and directly into the stacked adobe city before it disappears into the jungle.



Beyond the terraced foothills of Ogris lies 10 or 12 miles of thick vegetation (considered difficult terrain) that would be almost impassable if not for worn paths used by workers. Even these trails are dangerous to traverse and before reaching the base of the larger mountain, Ulum, lies the pyramid of the cult of Carambal: The Last Irrational. Local myths regard the dense tropical forest that makes up the majority of the isle on which Balas lies as the home to a life-giving god. Indeed there are even a few relics lying about that suggest a great power in the jungle beyond—a carriage with a large flywheel that moves of its own accord, and an ancient vat built over a magma vent (turned into a still and replicated) that lies

at the far end of town to name a few.

These wonders are not without price though; occasionally men and women from Port Balas are suddenly overcome by the desire to leave their homes and go into the jungle when they come of age. These youngsters are said to go off to become part of the wilderness and some even believe that they become gods themselves but the truth is far more sinister. The Last Irrational, in his early days in the islands, set himself up as god of some local tribals. As he grew in power he began to test his reach and resources by sending minions into the town as it developed, growing a small but powerful cult that regard him as a deity. Using mind-affecting spells such as geas and suggestion his worshipers prey on the weak-minded, convincing them to go deep into the tropical forest where they become slaves to The Last Irrational's mad whims or used as sacrifices atop his grand ziggurat. Between the large jungle predators and the cultish minions, only those chosen to serve the Carambal's whim make it to this temple of hysteria and death.

Notable Shops

Balas Mystic Emporium: This large, adobe building is a single-roomed affair in which a dozen tables are stacked with all manner of magical items and artifice. Miatha Brookhollow, the proprietor of the shop, is a swarthy trader as well as a very able wandsmith. She keeps it a closely guarded secret that she is in fact the daughter of Rahenna, the witch-woman who lives somewhere beyond the treeline.

The Magma Still: Five large, polished brass still towers mounted over a lava fissure at the far end of town mark this local bar and distillery owned by a mute old man in his 90s. The rum is produced from the finest sugar cane that Port Balas has to offer and flavored with all manner of local jungle spices alongside a unique note from a rare species of berry. Little do the townsfolk know, but the fruits are specially grown and tended to by the hermit Rahenna to insure they carry the right balance of occult power. Consumption of this Fire Rum grants a +1 alchemical bonus to Will saves for 1 hour after consumption. This effect is slight and often goes unnoticed by those who consume it unless specific magical investigation is used.

Perhaps the only person in Port Balas who knows this secret is the witch-woman who lives just beyond the treeline, finding eldritch harmony among the beasts and poisons that make the jungle so dangerous. Rahenna the Cane is an ancient-looking elf who is old even by their standards, run out of Balas by a horde of angry commoners when the current mayor (a man named Shallazar) blamed her for the disappearing children in a blustering show of power that ultimately cemented his position as leader of Balas. The locals fear and abhor “the Cane Witch” and sometimes at night she can be seen walking with a tall piece of sugarcane as a staff, wandering up and down the main road of Balas. While the townsfolk believe her to be searching for prey in truth she is doing what she can for the town—when she occasionally comes across a youngster making for the jungle she breaks the curse and returns the youth to their home, although the nature of the spell leaves them without any memory of the event. In this way she wages her little war against the Last Irrational, knowing that no one in the town could truly stand up to his power. Her familiar, a cat-sized spider she calls Aramond, can occasionally be seen in town scouting on the rooftops and is considered a bad omen by the townsfolk.

The only other clues to the odd nature of Balas are much more subtle and despite its relatively serene and unarmed appearance, Balas has never been conquered by another faction. The town has little formal structure but remarkably few incidents of murder or uprising—there are no guards (save a few locals selected by Shallazar) and no navy, and those who cause enough trouble simply disappear. Many claim that some of the pirate ships that patrol the coves around the isle are not men at all, but odd, ticking, twitchy buccaneers who answer only to the island god. The Last Irrational is a master of deception as well as a jealous guard of his tropical prison, and those who interfere may find themselves atop one of the ziggurats, the last beats of their heart faltering in the Carambal’s metal grip.

AN UNDERWATER WAR

The struggles of Caramballa are not limited to its surface—the countless channels, underwater caves, and coral reefs are inhabited by merfolk in settlements that rival the population topside. These aquatic peoples prefer to keep to themselves for they are channeling much of their resourcefulness into a bitter and desperate war for survival. With the minions of H’gal establishing their dominance in the all-too-near Roaming Reefs, each year the merfolk lose more and more of their sacred territory. While they are deadly and formidable fighters, the odd and aggressive fish-men who lurk on the ocean floor seem to be an unending tide of death.

Occasionally merfolk may raid a passing ship for supplies, or even contact outsiders to trade in the pearls and corals of their home seas. Surely the merchants and warships that traverse the waters have a fair number of stories to tell regarding encounters, some good and some deadly—while the merfolk of the Veil are a somber, secret folk they may soon have no choice but to ask for outside help in the endless, bitter conflict set to purge them from the tesseract seas.



ALCYNOBITE BOMB TRAP

CR 15—XP 51,200

Type mechanical; **Perception** DC 25; **Disable Device** DC 35
EFFECTS

Trigger proximity (*alarm*); **Reset** none

Effect Merfolk have long understood that the odd metal called magnetite reacts powerfully with the reefs that some call home. Equal portions of magnetite and alcynobite reef are contained in vessels separated by a membrane. When triggered, the membrane dissolves instantly, causing an explosive reaction that deals 8d6 force damage, 8d6 fire damage, and 1d10 piercing damage to all beings or vehicles within a 20-foot radius (no save). Any magnetite items or creatures in this area are instantly destroyed in a flash of light.

Farther from the jungle home of the Last Irrational, Port Ciaro is a tropical island town that is perhaps the most lawless settlement within the Veil, home to pirates, slavers, and rogue magi. The Islands of Caramballa make for endless channels in which to hide a ship, and the pirates that operate in these waters make Ciaro their port of call in between raids. Aside from the normal scum that make their way in from the salty waters, a group of enigmatic pirates with covered faces occasionally dock here, making a long trek into the depths of the island for unknown purposes. These buccaneers are crews of brigands composed of and led by Puppetmen, and it is from Port Ciaro that The Last Irrational harries local shipping lanes—the town makes a perfect front for his naval operations due to the utter lawlessness of the place and its large port.

Enigmatic and deadly, **Miss Noteru Nadalita** spent much of her youth on a pirate vessel after her parents perished in the blackblood plague. Only 24 years of age she is not only what passes for a leader in Port Ciaro, but also a capable fighter and vicious opponent as well. Noteru is being hunted by her former crew, blamed for taking more than her share on their last heist—she insists that was a set up, but that's yet to remove the mark on her head. She wants to get off the continent as soon as possible and frequently seeks out adventurers to kill the pirates that are after her. "Mayor" Nadalita is of medium height and average build with a round face and large, almond-shaped purple eyes; along with her slightly pointed ears, it is clear that some non-human blood lay somewhere in her genealogy. She wears her dirty blond hair short, under a three-cornered hat, often pulling the front of it down to remain unobtrusive (remaining quiet and rarely speaking).

The **Raging Whaler Achmael Drost** is an old elf drunkard living on the beach of Port Ciaro, worn by time and memory. He was a great whaler in Volsini Nova in his heyday and probably would still be if not for an encounter with a whale that took his arm. He is an excellent navigator and assists adventurers willing to help him return to Volsini Nova, and hunt and kill his aquatic nemesis! The whale in question contains bizarre skeletons and an odd gleaming metal that burns when it touches the Roaming Reef.

A pirate and smuggler running rum from Ostershain to the Flotillas, **Captain "Handsome" Tito Garlocke** often moors his vessel (Garlocke's Casket) in Port Ciaro for a few nights a month. Rumor has it he is looking for crew to take on a blockade run at Krathon for a very lucrative but dangerous mission. Though he knows of the bounty on Nadalita's head, he doesn't want to risk his safety since she tends to overlook his crimes on her island.

PORT CIARO, THE BLOODY LAGOON

CN large town

Corruption +0; **Crime** +5; **Economy** -3; **Law** -7; **Lore** +0; **Society** -4

Qualities notorious, prosperous, strategic location

Danger +35

DEMOGRAPHICS

Government anarchy

Population 2,200 (1,200 permanent workers and slaves of various races; 1,000 constantly changing as ships come and go)

Notable NPCs

Captain "Handsome" Tito Garlocke (N Male human rogue 7; [Freelance Thief](#) ^{NPC})

"Mayor" Nadalita (CN Female human rogue 17; [Masked Lord](#) ^{NPC})

The Raging Whaler Achmael Drost (CN Male half-elf barbarian 9; [Raging Swimmer](#) ^{NPC})

MARKETPLACE

Base Value 2,070 gp; **Purchase Limit** 10,100 gp; **Spellcasting** 5th

Minor Items 3d4; **Medium Items** 2d4; **Major Items** 1d4



Pirates in Caramballa

Where there are ships and money, there are criminals looking to turn a profit and in the Veil this is no different. With ample hiding places and endless shipping resources piracy has become a constant across the region—from run runners to slavers, from men of marque to genuine psychotics, all sorts of pirates operate all over the Veil. Caramballa just happens to have enough small islands to make it ideal for the sort of work these blood-soaked men and women are interested in.

Pirate attacks in the tesseract seas are common so it is very rare for ships to come and go unarmed; this is doubly so in Caramballa. Next to farming, hired muscle is the second most popular career choice for those native to these tropics, and good fighters can be located at either port. The two most notorious pirate captains in the Veil are Captain Jonah "Weirding" Wassely (LN Male half-orc magus 12; Dagkill the Render^{VC}), master of a fast but old whaling ship called *The Windward Bedlam*, and Corvus "The Rumbling Rook" Alastair (CE Male tengu alchemist 15; Dazzeros Kesraison^{VC}), a master of explosives who commands *The Screaming Mercy*.

Carambal, The Last Irrational

The first Puppetmen produced by the Great Crawth were clumsy, awkward, and unreliable—they did not venture far from the deep cave where the intelligent forge made its home but instead would complete simple tasks before returning to be recycled. As time went on their creator became more and more adept at designing servants for itself (page 5) but when they first encountered the alcynobites, the magnetite in their artificial brains was consumed and the first great numbers of Puppetmen were destroyed before the Great Crawth learned what was undoing its thralls.

The Last Irrational is unique, one of the first advanced Puppetmen to attempt to cross the Roaming Reefs. He suffered extreme damage to his artificial brain but escaped intact to a nearby island, aided by a strange elven maiden (one of the Nightmare Gods in disguise, the Unspeakable Vanesprelt) that spoke with him at length and ultimately freed the clockwork man from the blind devotion that the other Puppetmen have to the Great Crawth (subtly blessing him with mythic power as well intellect and force of will). The Last Irrational quickly fell into his own seat of power—brilliant, insane, and masochistic, he now rules over a tribe of primitive men and women who make their home deep in the jungles of the Caramballa. Killing all who find their city as a sacrifice atop tall, stepped pyramids, the locals consider the rogue construct a god. Even the native's word for him (Carambal) has found its way into the name of the archipelago, although there are few records of this to be found beyond the great libraries of Volsini Nova. The Last Irrational sees this worship as just and revels in his small kingdom, and while he is extremely dangerous and prone to fits of insane violence, the knowledge that his damaged brain possesses could be of extreme use to anyone looking to uncover the ancient secrets of the Veil (he knows all the truths behind the Great Crawth and H'gal, though he has never actually met the latter.)

The minions who serve Carambal can be taken from the [Tribe section of the NPC Gallery in the Pathfinder Roleplaying Game: Gamemastery Guide](#). The people of Caramballa are more than willing to drag their quarry to the apex of the nearest pyramid as a sacrifice to Carambal, something that he has come to expect of his devotees. The Last Irrational appears as a regally dressed man in his mid-thirties, with finely groomed facial hair terminating in two long mustachios but while playing god to his minions, he sparks lightning and wears a large golden mask inlaid beneath its lustrous veneer with magnetite.

The Last Irrational's moods swing wildly from murder and mayhem to architecture and megalomania, but it was the discovery of a battlefield almost as old as the Veil itself that awakened a dark purpose in Carambal. Among the shattered bones and buried soldiers of an early but devastating battle between the Great Crawth and H'gal, he found pieces of a creature that could be a juggernaut against the aggressive and armed peoples of the tesseract seas. An ancient undead created by the grand lich and stolen by his intelligent forge lies broken and buried, but not destroyed—with the aid of a fooled pasha shaitan named Utsavaya he has unearthed the monstrous creature and now works fanatically to restore it with fell arcane knowledge, and it is only a matter of time before the Necrogiant walks once more.

The Necrogiant is a [tzitzimitl](#)^{B3} with a few minor changes, the most important being its lack of flight; instead it can once a day teleport as per *greater teleport*. The other major difference lies in its construction—when the Great Crawth saw the weapon that H'gal had brought to bear against him, it used its vast technologies to create an iron halo for the abomination. Now sealed in a great arc over its head, it uses magnetite to channel small amounts of positive energy at the horror, effectively controlling it with the undead equivalent of blinding pain. The Last Irrational has hijacked this idea and plans on using this method of control to wage war on the people of the Veil. Should this halo be broken, however, the tzitzimitl again a will of its own and be free to wreak its ghastly havoc in great swaths across the tesseract seas. The halo can only be broken with great difficulty; it is as hard as adamantine, has 100 HP, and has SR 25. More difficult still is even recognizing it for what it is: a **DC 35 Knowledge (engineering) check** determines that the creature is a tzitzimitl and reveals the differences in structure, but tells an adventurer nothing of what the creature is capable of.

CARAMBAL, THE LAST IRRATIONAL CR 17—XP 102,400

Agile^{MA} clockwork soldier^{B3} magus 10

N Medium construct (clockwork)

Init +29/+9; **Senses** darkvision 60 ft., low-light vision; Perception +10

DEFENSE

AC 33, touch 21, flat-footed 22 (+6 armor, +5 Dex, +6 dodge, +6 natural)

hp 175 (16d8+36+64 mythic)

Fort +9, **Ref** +13, **Will** +11

Defensive Abilities evasion; **DR** 5/adamantine; **Immune** construct traits;

Resist electricity 10

Weaknesses vulnerable to electricity

OFFENSE

Speed 90 ft.

Melee +1 shock rapier +28/+28/+23/+18 (1d6+13+1d6 electricity, Crit 15–20/x2)

Ranged mwk revolver +27/+27/+22/+17 (1d8, Crit x4, Range 20 ft.) or sonic rifle^{TG} +26/+26/+21/+16 (2d6 sonic, Range 150 ft., 10 shots/day)

Special Attacks improved spell combat, latch, spell combat (–2 attack, +2 concentration), spellstrike

Spell-Like Abilities (CL 5th; concentration +8)

at will—*detect thoughts* (DC 13)

Magus Spells Prepared (CL 10th; concentration +13)

4th—*greater invisibility*

3rd—*fireball* (DC 16), *haste*, *lightning bolt* (DC 16)

2nd—*defensive shock*, *invisibility*, *mirror image*, *scorching ray* (2)

1st—*chill touch*, *magic missile*, *magic weapon*, *shield*, *shocking grasp* (2)

0th—*acid splash*, *detect magic*, *ghost sound*, *mage hand*, *prestidigitation*

TACTICS

Combat Carambal casts *greater invisibility* and *haste*, stalking in range to unleash a furious bevy of attacks that quickly cut down the most impressive opponent (or if he can identify a healer, the healer). He uses his incredible speed in conjunction with Spring Attack and dual initiative to flee into the wilderness in between striking, waiting for enemies to group and help the wounded before unleashing his spells.

Morale Carambal flees when reduced to 40 hp or less.

Base Statistics Without casting *haste*, Carambal's AC, Reflex saves, attacks, and CMD are 1 lower and he makes one fewer attack at his highest base attack bonus.

STATISTICS

Str 30, **Dex** 20, **Con** —, **Int** 17, **Wis** 15, **Cha** 16

Base Atk +15; **CMB** +25 (+27 disarm); **CMD** 46 (48 vs. disarm)

Feats Combat Casting, Dodge, Eschew Materials, Improved Critical (rapier), Improved Initiative^B, Lightning Reflexes^B, Mobility, Spring Attack, Toughness, Weapon Focus (rapier)^B, Weapon Specialization (rapier)

Skills Acrobatics +13, Bluff +13, Disable Device +4, Disguise +3 (+43 as humanoid), Intimidate +12, Knowledge (arcana, dungeoneering, planes) +7, Knowledge (engineering) +4, Knowledge (local) +21, Perception +10, Sense Motive +10, Spellcraft +12, Stealth +13, Swim +17, Use Magic Device +13; **Racial Modifiers** +40 to Disguise as a humanoid

Languages Common, Dwarven, Elven, Undercommon

SQ arcane pool (8 points, +3), dual initiative, efficient winding, fighter training, knowledge pool, magus arcana (close range, silent magic, still magic), medium armor proficiency, proficient, mythic hit points, spell recall, standby, swift reactions

Gear +1 shock rapier, +3 glamered shock resistant studded leather, medallion of thoughts, ring of x-ray vision, mwk revolver (24 bullets), sonic rifle^{TG}, tribal mask; **Attuned Gear** +1 shock wounding rapier, +5 glamered shock resistant studded leather, boots of teleportation, portable hole, ring of freedom of movement, stone of good luck **AC** 35, flat-footed 24; **Saves** +1 to all; **Melee** +1 shock wounding rapier +28/+28/+23/+18 (1d6+13+1d6 electricity plus 1 bleed, Crit 15–20/x2); **CMD** immune to grapple and difficult terrain; **Skills** +1 to all; *teleport* 3/day]

SPECIAL ABILITIES

Dual Initiative (Ex) Carambal gets two turns each round, one on its initiative count and another on its initiative count – 20. For example, if Carambal's initiative is 35, for its first turn it could make a full attack (and take a 5 foot step) at initiative 35, and for its second turn at initiative 15 it could take a move action and cast a spell. For the purposes of spells and effects that have a duration of a round or longer or trigger at the beginning of Carambal's round or the start of its turn such as saving throws against ongoing effects or taking bleed damage, only Carambal's first turn each round counts toward such durations.

Latch (Ex) Carambal can attempt to disarm or grapple as a standard action without provoking an attack of opportunity, and he receives a +2 bonus on disarm checks. In addition, Carambal receives a +2 bonus to CMD against attempts to disarm him.



OSTERSHAIN ISLE

An old song begins “Ostershain, Green Mountain, The garden of the Veil” and it does the lands proper justice. The temperate climate and rich soil makes it the best place to grow just about any subtropical item that a person could want, as well as cultivate herd animals and beasts of magic. Ostershain exports are among the most prized for their quality and consistency; its vineyards are renowned throughout the tesseract seas and a bottle of wine from Brightweather is worth almost its weight in silver. The powerful magi who make this verdant land their home are a peaceful but stern enclave, revelling in their successes both monetary and arcane. For a price they can be hired either to work with a party or seek out information—what remains unknown to most is the powerful secret that brought the Order of the Chambermage to power as the most effective magic users in the Veil.

Port-of-Lis began as a fishing village in the days before the war between H’gal and the Great Crawth, before any exploration inland had truly begun. It was seized by the Conglomerate, but a revolt by the Magi won its sovereignty. Brightweather Vines Limited is the main shipping house and aging cellar of Brightweather Vines, the largest Wine Magnate in Ostershain (and one of the most prominent sailing companies in all of the Veil). While the lucrative trade of wine and brandy maintains the guilders’ high status in the Port-of-Lis social structure, it is the tight-fisted claim to magic by the Order of the Chambermage that truly dictates the law within the boundaries of this ancient city.

Port-of-Lis is roughly crescent shaped, facing southwest and nestled deep in the mossy, misty crags of Ostershain. The city was the sight of a great civil revolt that even today houses bitter remnants behind its mighty walls and under the shadow of the Silent Tower (an unmistakable twisting spire jutting from the triple-walled Citadel of Lis), the folk that call the northern town their home still harbor some resentment towards the Order of the Chambermage that now govern their lands. To the south of the Citadel, composing the second half of the crescent, is a newer town that more readily embraces the might of its leaders. Called Old Lis and New Lis respectively, the north and south have avoided outright combat but never truly reconciled their differences—the north is more heavily patrolled by the Silent Sentinels, the police force of the Chambermagi who look to root out those who may still have old allegiances to the Conglomerate.

The Silent tower is more than just a building; at its base, many stories below the streets of Port-of-Lis, lies an antechamber that houses an artifact from ancient times. Forged in the early days of the Veil as a means to control his creations from afar, the Great Crawth

PORT-OF-LIS

NG large city

Corruption +0; **Crime** +1; **Economy** +3; **Law** +3; **Lore** +6; **Society** -1

Qualities academic, insular, magically attuned, prosperous, rumormongering citizens

Danger +10

DEMOGRAPHICS

Government magical

Population 17,000 (6,000 human; 5,000 elves; 3,000 half-elves; 2,000 half-orcs; 1,000 other)

Notable NPCs

Various Chambermagi (available for hire; see below)

MARKETPLACE

Base Value 12,000 gp; **Purchase Limit** 85,000 gp; **Spellcasting** 9th (see text below)

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

Major Items 2d4; **Artifacts** 1 (optional)

crafted a long magnetite rod that now serves as a magical antenna that draws the arcane energies of the tesseract seas into the control of the Order of the Chambermage. Known only to the highest echelons of their order, this device (referred to as the Eldritch Relay) is used by Chambermage leaders to bestow extensive magical benefits to their fellows and though all their members feel this effect, most are unaware of its true origins. As a reverse, this contraption also lets the Order of the Chambermage track the location and health of every Chambermage as they go about their business in the Veil.

Being attuned to the Eldritch Relay requires a specialized spell that has no name, has never been transcribed, and is known only to the 4 highest ranking members of the Order of the Chambermage.

Only creatures with a caster level of 15 or higher can be successfully attuned to the device in a ritual that takes 10 minutes via a spell that must be administered by someone already connected to the Eldritch Relay network. Since only a few in the Order of the Chambermage know this and even fewer can bestow it upon others, this faction alone carries the means to further the power that binds them so effectively to their art.

Order of the Chambermage

The College of Sorcery was first established at the Polis Secunda as a place where young adepts could train as Conglomerate soothsayers, battle magi, and tempests. When the Conglomerate's aggressions started accelerating secret meetings began to take place in the Silent Tower, where it was decided that the threat of dictatorship had become too great. A group of magi, most of whom were servants in the great chambers of Conglomerate aristocracy prior to their time at the College, organized a mass revolt. Disguised as workers the secret society calling themselves the Order of the Chambermage made their way to the docks and within hours took control of all Conglomerate vessels—sailors and common officers were given the choice between betrayal and execution. Hundreds of men and women were burned down in the streets while many of the townsfolk jeered and celebrated. The local admiral was killed and a note of independence was magically seared into his flesh before he was hung high and naked on the mast of the grandest of Conglomerate ships at port. A brutal war soon followed but for all their naval might the Conglomerate could not sail through the boiling seas to take back Ostershain; to this day an uneasy alliance stands, but there have been numerous incidents between the two factions that have nearly escalated into bloodshed once more. There is an embargo on Ostershain wine in Polis Prime, a law that fuels the pirate trade more than it does to actually prohibit forbidden vintages.

Magic in Port-of-Lis is heavily regulated. Being all too familiar with the might of spellcasters, the Chambermagi are frightful of their art being turned against them. The Order of the Chambermage and their blank-masked Silent Sentinels (NG Human magus 10; Master Atisuto Shigao^{VC}) lay claim to magic as the property of their order on this continent. While they do not outright ban its use, 2nd-level or higher spells are heavily frowned upon unless it is in the service of the Order of the Chambermage. Casters who appear to challenge the government may be subject to scrutiny, expulsion, or even imprisonment; the very idea of a powerful Conglomerate wizard walking free in Port-of-Lis is unadvisable by her masters.

The Chambermagi are proud of their craft and sell their services as bodyguards, weather-tamers, or other magical accomplices for those with the funds to support them. These spellcasters can be solicited only if the hirer has no formal ties with the Conglomerate, is requesting assistance within the bounds of Ostershain law, and can pay their fees—a Chambermage charges 5,000 gp per day as an assistant or 1,000 gp per day to perform tasks on a party's behalf (such as gathering information or casing a particular area). Chambermagi are lawful good spellcasters (magus, sorcerer, or wizard 15) that gain a permanent +4 mythic bonus to the DCs of their spells as well as a spell resistance of 25 due to

SILENT SENTINEL MASK

Aura moderate divination; **CL** 11th
Slot head; **Price** 14,500 gp; **Weight** 2 lbs.
DESCRIPTION

These impassive grilled masks radiate darkness to conceal the wearer's features and are the marking of the feared Silent Sentinels, warriors that police magic in Ostershain with the authority of the Order of the Chambermage. A creature wearing a *Silent Sentinel mask* gains the use of *detect magic* as a constant spell-like ability, the use of *silence* (DC 16) as a spell-like ability once per day, and gains a +2 circumstance bonus to Bluff, Intimidate, Perception, Sense Motive, and Spellcraft checks. Additionally, the wearer may use true seeing (as the spell) for up to 5 rounds per day; activating this ability is a swift action and deactivating it is a free action. These rounds need not be used consecutively.

In order to benefit from a *Silent Sentinel mask*, the wearer must be a member of the Silent Sentinels (a position and title that can only be bestowed by a Chambermage).

CONSTRUCTION

Requirements Craft Wondrous Items, *detect magic*, *true seeing*, creator must be attuned to the Eldritch Relay; **Cost** 7,250 gp



the powerful energies nourished by their organization via the Eldritch Relay. If a party does something that goes against the Order of the Chambermage they leave and return to Ostershain immediately, forever black-marking all the offenders from any future contracts. These names are transcribed into a magical book protected by the Silent Sentinels, written down with enchanted ink that is believed to be impossible to erase (foolish thieves that attempt to do so are never heard from again).

Within The Great Crawth

The Great Crawth is sprawled out in a symmetric, 5-limbed layout much like a starfish; when inactive, the entire structure remains buried deep in the sands of Ak-Ranai. Entombed beneath this wonder of metal and magic is the marvelous machine that serves as the brain for this incredible being, powered at its very center by unremitting fires made by the grand lich H'gal and catalyzed into sentience by the grasping mythic entity that would become Grelthanok. Puppetmen and other clockwork creatures fill the chambers within, protecting the complex's controlling entity and resisting any attempts to breach the center of the Great Crawth.

DIAMONDWIRE WEBWAY TRAP CR 7—XP 3,200

Type technological; **Perception** DC 29;

Disable Device DC 29

EFFECTS

Trigger touch; **Reset** automatic reset

Effect diamondwire (Atk +10 melee touch, 3d6 slashing, Crit 18–20/x3)

Note The CR of this trap increases by +1 per additional diamondwire.

One of the most lethal traps in existence, this device is difficult to detect and devastating to those that come across it—a diamondwire webway can reduce a hearty adventurer to a pile of chunky meat in mere seconds.

When this trap is sprung, a counterweight such as a stone or lead sinker is launched at an angle past the creature that triggered the mechanism, drawing an impossibly thin yet incredibly strong material across the target's path. At its length, the counterweight pulls the filament tightly and continues in its arc, dragging the now-taught diamondwire across (or possibly through) the target's body.

More advanced traps may include multiple strands (increase the CR by +1 per additional diamondwire).

NEW POISON

AETHERWORLD VENOM

type—injury; *save*—Fort DC 25;

onset—immediate; *frequency*—1/rd for 6 rounds; *effect*—1d6 Dex; *cure*—2 consecutive saves.

First used by the minions of H'Gal to paralyze or kill enemies, the Great Crawth obtained a sample accidentally and reverse engineered it for its own purposes; it might show up in an encounter with the agents of either entity.

NEW DISEASE

AETHERVIRUS

type—contact; *save*—Fort DC 20 + 1 per week afflicted; *onset*—immediate; *frequency*—1/day;

effect—1d4 Cha and aetherbonding;

cure—3 consecutive saves.

Creatures afflicted with aethervirus sometimes choose to leave it untreated, only realizing too late that no mortal can harness its power.

Whenever a creature afflicted with aethervirus wields a melee weapon they are proficient with, blood pours out from their arm to cover the blade with more aethervirus, also dealing 1d4 bleed damage on a successful hit. While a weapon is aetherbonded, an afflicted creature only heals half as much from magical healing (such as *cure* spells). Aetherbonded

weapons return to normal 1d4 rounds after being sheathed or leaving the wielder's possession.



Standing nearly 12 feet tall, this hulking humanoid figure bristles with tightly wound arbalests. The clicking of relays and soft glow behind its eerie blank faceplate only add to the horror as it begins to unleash a volley of enormous arrows.

CLOCKWORK ARBALESTER CR 8—XP 4,800

N Large construct (clockwork)

Init +6; **Senses** darkvision 60 ft., low-light vision; Perception +0

DEFENSE

AC 23, touch 13, flat-footed 19 (+2 Dex, +2 dodge, +6 natural, +4 shield, -1 size)

hp 85 (10d10+30)

Fort +3, **Ref** +7, **Will** +3

DR 5/adamantine; **Immune** construct traits

Weaknesses vulnerable to electricity

OFFENSE

Speed 30 ft.

Melee two slams +18 (1d10+13)

Ranged three +1 bolts +12 (2d8+1, Crit 19–20/x2, Range 120 ft.)

STATISTICS

Str 28, **Dex** 15, **Con** —, **Int** —, **Wis** 11, **Cha** 1

Base Atk +10; **CMB** +20; **CMD** 34

Feats Improved Initiative^B, Greater Weapon Focus (crossbow)^B, Lightning Reflexes^B, Point Blank Shot^B, Precise Shot^B, Weapon Focus (crossbow)^B

SQ efficient winding, proficient, standby, swift reactions

ECOLOGY

Environment Great Crawth

Organization pair, quad, or sortie (6, 8, 10, or 12)

Treasure +1 repeating heavy crossbows (6), 1 random *ioun stone*, mwk tower shield, 2,500 in gems and precious metals

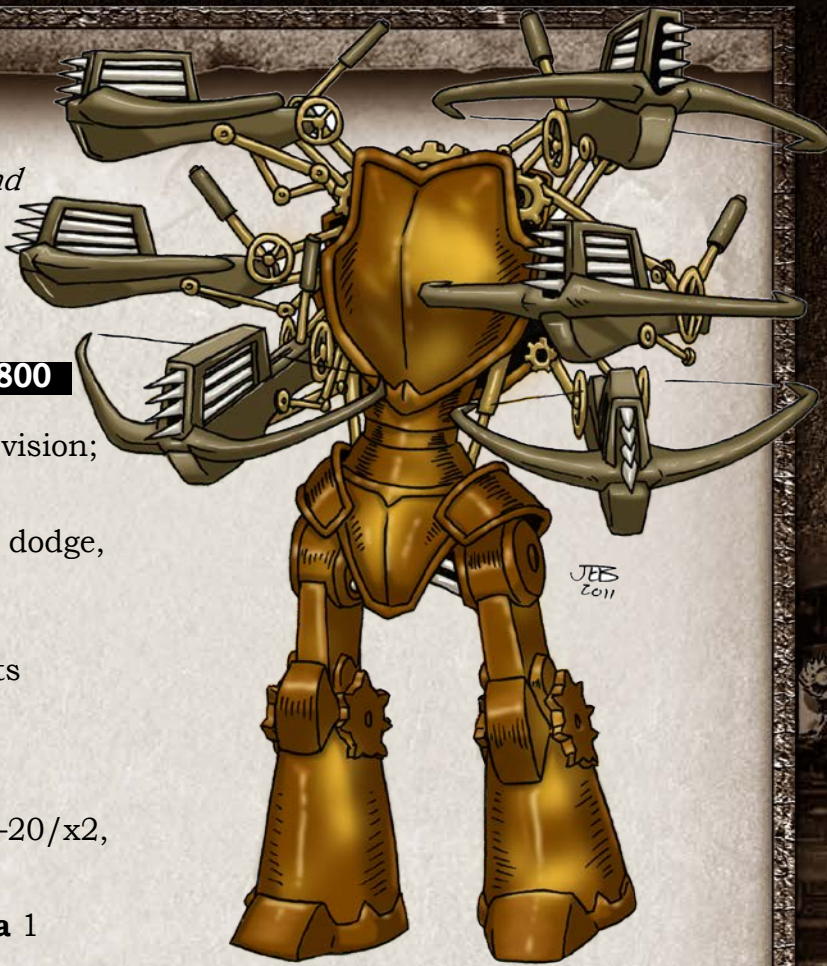
SPECIAL ABILITIES

Efficient Winding (Ex) A clockwork arbalester can function for 2 days per Hit Die every time it is wound.

Nanite Bolts (Ex) Clockwork arbalesters are equipped with magical nanites specifically designed to mimic crossbow bolts before disintegrating into ash shortly after breaking contact with their wielder, automatically refilling its weapons. While a clockwork arbalester has 1 hp or more, its repeating crossbows do not need to be reloaded.

Proficient (Ex) A clockwork soldier is proficient with its built-in arbalest (repeating ballista).

Standby (Ex) Like a clockwork soldier, the clockwork arbalester can place itself on standby as a standard action. While on standby, it cannot move or take any actions. It remains aware of its surroundings but



takes a -4 penalty on Perception checks. Time spent on standby does not count against the clockwork arbalester's wind-down duration. A clockwork arbalester can exit standby as a swift action—if it does so to initiate combat, it gains a +4 racial bonus on its initiative check.

The final guardians that protect the inner sanctum of the Great Crawth are elite mechanical beings who wield enormous repeating crossbows that fire bolts capable of impaling a person. Winding stations built into the walls ensure that these creations never need worry about running out of power—they typically hunker down and try to destroy enemies at range, but are formidable melee opponents as well. Clockwork arbalesters are always found in sets of two, one slightly ahead of the other. It is rumored that one of these constructs has achieved a level of sentience and directs its peers, but most disregard this as yet another myth surrounding the legendary intelligent forge.

Breaking the Veil

Should adventurers find their way to the Great Crawth and gain access to its artificial brain, they can rouse it to its full power and use the intelligent forge to attempt to break out of the Veil. A series of large stone pods surround the central nervous system in the center of the complex, integrated into the fine metals and magnetite that make up the brain of the Great Crawth—by entering one of these pods, a creature can become a part of the construct and gains a measure of control over it. Once a sentient mind has fully engaged with the Great Crawth (requiring 1d10 rounds) it begins to rise out of the sands; with its greatest weakness no longer a concern, it no longer needs to remain hidden and acts on an instinctual, ages long yearning for freedom.

Engaging the Great Crawth requires an operator to become part of the intelligent forge's brain. It cannot override them while within the Veil and they gain full control over its colossal body. Once its 70 foot bulk rises from the sand, it walks along two of its legs and uses the other three for assault.

GREAT CRAWTH MECHA

Colossal artifact aquatic land vehicle

Squares 24 (30 ft. by 30 ft.; reach 20 ft.), 70 ft. high; **Cost** — **Aura** strong (all schools); **CL** 20th; **Slot** none; **Weight** 10 tons

DEFENSE

AC 5; **Hardness** 13

hp 320 (60); fast healing 1

Base Save +4

Mind of the Crawth The *Great Crawth Mecha* has a magnetite brain just like the Puppetmen, albeit much larger and far more advanced. When operators take over the central functions of the machine, the brain sinks into a vault that protects its from alcynobites. While the brain is in this vault it cannot be contacted or communicated with; its perceptions of the outside world become magical in nature (as *scry*) and are limited to the confines of its own body.

OFFENSE

Maximum Speed 60 ft. (100 ft. overland form), swim 50 ft.;

Acceleration 25 ft.

CMB +25; **CMD** 31; cannot be tripped

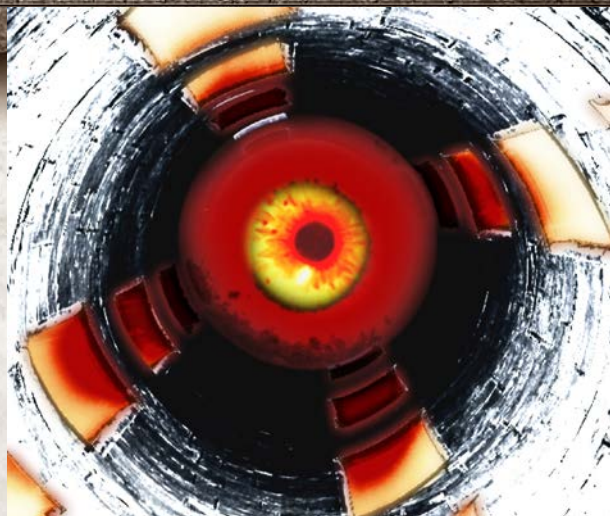
Ramming Damage 6d8 (8d8 in overland form)

DESCRIPTION

The *Great Crawth Mecha* resembles an enormous metal starfish that stands on two legs while using the other three to devastate all around it with a variety of powerful attacks. Its entire surface is plated in overlapping tiles of a sandy grey metal; at the center of its limbs and on the end of each tentacle are bright red lights that ominously burn, visible through even the thickest gales. Odd clusters of metal prongs protrude from fixed points around the central eye. The operators can see as the Great Crawth would see (see Mind of the Crawth above) and this can be disorienting at first since it has optical equipment at its core but also in each leg. This gives the *Great Crawth Mecha* all-around vision with perfect darkvision out to a range of 200 feet.

Operators are safely housed under the central eye and cannot be attacked directly while the *Great Crawth Mecha* is in use.

The *Great Crawth Mecha* is capable of making its way across the landscape on two legs, but to move more quickly it can fall back on all five limbs and scuttle in an odd spinning motion.



Operators can switch between these two forms as a full-round action, but the *Great Crawth Mecha* can only make a single attack per round when it is in its overland form.

Propulsion — (unknown, presumed mechanical; it creates its own non-replicable source of power)

Forward Facing one side of the vehicle's space

Driving Device operator pods

Driving Space 10-ft.-diameter central chamber

Crew 1–6; **Passengers** —; **Decks** 1

Weapons The *Great Crawth Mecha* can make as many attacks as it has operators, but some attacks are limited to one per round. Attacks made with these weapons use the operator's attack bonuses.

Claws 5d8+15, Crit 19–20/x2; When in attack form: three claws. when in overland form: one claw.

Molten Beam Once per round the *Great Crawth Mecha* can project a beam of white hot energy from its central eye. This is a ranged touch attack that 15d6 fire damage and has a range increment of 200 feet. This can only be fired once every 1d4 rounds as it recharges.

Lightning Cannons Located equally around the central eye are four pronged structures. An operator can use these to project a powerful bolt of lightning (as *lightning bolt*, CL 20th, 10d6 electricity damage). *When in attack form*: four lightning cannons (each lightning cannon can be fired once per round). *When in overland form*: one cannon.

Spellsynch Once per round, the matrix of the lightning cannons can be used to cast a single ray, line, or damaging area of effect spell known by an operator. This takes up a spell slot from the caster like normal and functions just like any other spell.

The Great Crawth is a wonder of magic and machinery and the line between the two becomes blurry when the *Great Crawth Mecha* walks the Veil. Even the finest artificers would not be able to perform any sort of repair or diagnosis upon the machinery contained within the powerful artifact, and should the Great Crawth be permanently destroyed, its artificial nervous system quickly rusts into dusty detritus, the secrets of its functionality forever lost.

H'GAL, GRAND LICH OF PROXIMA ALTERRA

CR 17/MR7—XP 102,400

Male lich (alterran) necromancer 13

LE Medium undead (alterran, augmented monstrous humanoid, mythic)

Init +6; **Senses** darkvision 60 ft., life sight*, spell perception; Perception +10

Aura fear (60-ft. radius, DC 28)

DEFENSE

AC 30, touch 20, flat-footed 25 (+5 armor, +5 deflection, +5 Dex, +5 natural)

hp 201 (13d6+117+42 mythic)

Fort +9, **Ref** +10, **Will** +11

Defensive Abilities channel resistance +8, rejuvenation; **DR** 15/bludgeoning and epic and magic; **Immune** cold, electricity, undead traits; **Resist** positive 10; **SR** 32

Weaknesses light blindness

OFFENSE

Speed 30 ft.

Melee 2 gore +6/+1 (1d4), touch +1 (1d8+6 plus paralyzing touch) or +5 *keen vorpal scimitar* +11/+6 (1d6+5, Crit 17–20 x2), touch +1 (1d8+6 plus paralyzing touch)

Special Attacks grave touch (9/day), mythic power (7/day, surge +1d10), paralyzing touch (DC 28), power over undead (9/day, DC 19), wild arcana

Spells Prepared (CL 13th; concentration +21)

7th—quicken *hold person* (DC 21), *wave of exhaustion* (DC 25)

6th—*acid fog*, *disintegrate*^M, *greater dispel magic*

5th—*lightning arc*^M (DC 23), *mass repair undead*, *teleport*, *wall of force*

4th—*black tentacles*^M, *dimension door*^M, *enervation*^M (2), *mass reduce person* (DC 22)

3rd—*haste*, *fly*, *ray of exhaustion* (DC 21), *stinking cloud*^M (DC 21), *summon monster III*, *wind wall*

2nd—*alter self*, *blindness/deafness* (DC 20), *command undead* (DC 20), *false life*, *hideous laughter* (DC 20), *levitate*

1st—*grease*, *magic missile*^M, *obscuring mist*, *protection from good*, *shield*, *sleep* (DC 19)

0th—*detect magic*, *ghost sound*, *mending*, *message*, *open/close*, *prestidigitation*

Opposition Schools divination, illusion (^M is mythic)

TACTICS

Combat H'gal is always under the effects of *scrolls of greater false life* (+24 hp) and casts *shield* if the situation calls for it, summoning monsters before entering the fight. The lich then casts *fly* and seeks a position at a distance from which to unleash his withering repertoire of spells, only moving in for the kill when he appears to have the upper hand.

Morale When reduced to 44 hp or less, H'gal teleports back to his laboratory or the nearest safe haven.

STATISTICS

Str 10 **Dex** 22, **Con** —, **Int** 26, **Wis** 14, **Cha** 20

Base Atk +6; **CMB** +6; **CMD** 27 (31 vs. bull rush or trip)

Feats Augment Summoning, Command Undead, Craft Biodevice, Craft Wand, Quicken Spell^B, Scribe Scroll^B, Spell Focus (conjunction)^B, Spell Penetration, Technologist^{TG}, Toughness; **Mythic Feats** Augment Summoning, Command Undead, Mythic Spell Lore^B, Spell Penetration, Toughness

Skills Appraise +15, Craft (alchemy, mechanical) +22, Disable Device +10, Fly +20, Heal +7, Knowledge (arcana) +16, Knowledge (engineering) +23, Knowledge (local) +22, Knowledge (planes) +15, Perception +10, Sense Motive +10, Spellcraft +22, Stealth +14, Use Magic Device +11; Racial Modifiers Knowledge (engineering) +1, Disable Device +1, Perception +8, Sense Motive +8, Stealth +8

Languages Abyssal, Aklo, Alterran, Auran, Celestial, Draconic, Common, Ignan

SQ arcane bond (scimitar of biocleansing), life sight (20 ft., 13 rounds/day), mythic phylactery (repurposing vat), mythic potency

Combat Gear *scroll of greater false life* (5); **Other Gear** *bracers of deathless armor* +5, *belt of dexterity* +6, *headband of mental superiority* +2, *repurposing vat*, *ring of protection* +5, *rod of greater extended metamagic*, *scimitar of biocleansing* (+5 *keen vorpal scimitar*); **Attuned Gear** *boots of teleport*, *robe of eyes* [**Senses** darkvision 120 ft., see all invisible or ethereal 120 ft., Perception +20; improved uncanny dodge; *teleport* 3/day]

SPECIAL ABILITIES

Creeping Paralysis (Su) A creature that strikes H'gal with a natural weapon, unarmed strike, or non-reach manufactured weapon, or otherwise touches the lich must save or be affected by H'gal's paralyzing touch ability. This triggers only once per round per creature.

Fear Aura (Su) Creatures of less than 5 HD in a 60-foot radius that look at H'gal must succeed on a DC 28 Will save or become frightened. Creatures with 5 HD or more must succeed at a DC 28 Will save or be shaken for 13 rounds. A creature that successfully saves cannot be affected again by H'gal's aura for 24 hours. This is a mind-affecting fear effect.



The exiled grand lich of Proxima Alterra avoids direct combat unless it is completely necessary, but with his intense magic and powerful, life-snuffing sword he can be an unholy danger both at range and up close. H'gal managed to finally blend artifice and magic when he created his phylactery—an arcane womb of sorts, the alterran transformed one of his species' *repurposing vats* into his means of unending rebirth. From the outside this grey metal cylinder looks like a column or barrel, but the inside is scribed heavily with the runes and immaterial anchors required to draw H'gal back from the Abyss, that he may fulfil his dark purposes. The location of his lair is a guarded secret, but it is rumored to be somewhere within the mountains of Ostershain, far north of any inhabited land.

When the Great Crawth rises from its deep lair and attempts to escape, H'gal unleashes his most powerful means of containment: a direct assault on the same scale as the *Great Crawth Mecha*. The grand lich only teleports to his laboratory and rouses the *Xenonaut* as a last resort, relying on the necromantic bioconstruct to be an effective bulwark or even a final weapon in one last battle with his creation.

XENONAUT MECHA

Colossal artifact aquatic land vehicle

Squares 24 (30 ft. by 30 ft.; reach 30 ft.), 50 ft. high; **Cost** — **Aura** strong (all schools); **CL** 20th; **Slot** none; **Weight** 10 tons

DEFENSE

AC 6; **Hardness** 12

hp 450 (50); fast healing 1

Base Save +4

Abominable Machination Treading the line between artifact, construct, and undead, the *Xenonaut* is considered to be all three of these things for the purposes of spells and effects.

OFFENSE

Maximum Speed 100 ft., swim 100 ft.; **Acceleration** 50 ft.

CMB +25; **CMD** 31

Ramming Damage 8d8

DESCRIPTION

The *Xenonaut* is a vaguely humanoid mess of black tentacles, pulsating sacs, and strange gaping maws covered in a rich red ichor that seeps through all its crevices, leaving a dripping trail wherever the thing walks. A smell like burning blood pervades the air around the *Xenonaut* and a constant, high-pitched screech buzzes in the air while it operates. It appears to be wearing a hood but where the face would be is instead an altar on which H'gal (or the vehicle's pilot) nails himself in a powerful ritual, awakening the abomination and granting him full control over it.

Propulsion alchemical (three 5-foot-squares of biomechanical undead engines; hardness 16, hp 300)

Forward Facing one side of the vehicle's space

Driving Device crucifixion on the front of the vehicle

Driving Space 5-foot-square altar

Crew 1; **Passengers** —; **Decks** —

Weapons four tentacles (3d8+8 plus grab), two claws (5d8 +10), and eldritch spawn

Eldritch Spawn As a full round action, the *Xenonaut* can produce 1d6 elder horrors. These are identical to *elder things*^{B4} with two notable exceptions: a fly speed of 120 ft. (perfect) and capability to fire a single ray of yellow eldritch energy from their tentacle heads (dealing 6d6 points of negative energy damage on a successful hit; touch attack, range 100 feet, usable once per round as a standard action). Used as skirmishers and sent ahead of the *Xenonaut* to harry the *Great Crawth Mecha*, they are a sure sign that H'gals abomination is soon to arrive.

The Aftermath: Now What?

The idea of a large starfish-shaped mecha wreaking havoc on Veranthea may sound like the end of all things, but this is not necessarily the case. The Great Crawth doesn't wish to merely escape the tesseract seas, it wishes to leave the planet entirely; once it has broken through the walls of the Veil and made its way into the open ocean, the intelligent forge rewards its operators with powerful magic or technological items before ejecting them and then disappearing in a flash of light, a thin trail of smoke rising skyward in its path. If the *Xenonaut* has not been destroyed the abomination follows, but whether these powerful beings will ever return to Veranthea—and what this means for the Veil now that its isolation has ended—is impossible to be predict.

Should adventurers choose instead to assist the lich H'Gal, then the Veil remains intact and the Great Crawth refuses to abandon its plans to escape. The undead provides his agents with a special alcynobite to help with the final battle when the intelligent forge arises. Successful servants earn an artifact from H'Gal, or should they so choose, additional doses of the powerful *colossus strain alcynobites* (items perfectly suited should they contend with kaiju from Veranthea's continents, the Forever Dark, or a 5th World city).

COLOSSUS STRAIN ALCYNOBITES

Aura strong transmutation; **CL** 20th; **Slot** none; **Weight** —

This small jar contains millions of active alcynobites. When opened, they swarm over the body of the creature that opened their container multiplying the opener's size exponentially. In a process that takes five rounds, the creature is advanced to Colossal size for 10 minutes, increasing its natural armor bonus to +8, taking a -8 size penalty to AC and attack rolls, gaining a +40 ft. increase to its base speed, +8 size bonus to CMB and CMD, and a +12 alchemical bonus to Strength and Constitution. After the duration ends, the creature returns to normal size and the alcynobites disintegrate into black dust.

DESTRUCTION

The only way to destroy *colossus strain alcynobites* aside from consuming them is to drench them in holy water and expose the bioconstructs to the rigors of outer space.

Adventure Seeds

- The Great Crawth has been planning an infiltration of Volsini Nova in the hopes of using its network of spies to find H'gal. One of the Consuls of Volisni Nova has been lured away and killed, replaced by a masterfully crafted Puppetman recently sent to the Palace of the Decatium. The construct facsimile

begins ordering an amassing of troops and warships that seems entirely unnecessary to an unchallenged force such as the one already possessed by the Conglomerate.

Has he found what he was looking for?

- In Gearingsport, Crimson Mary Wormwood wants adventurers to look into the disappearance

of her sister. She

needs some clandestine individuals to break into the Conglomerate Embassy and

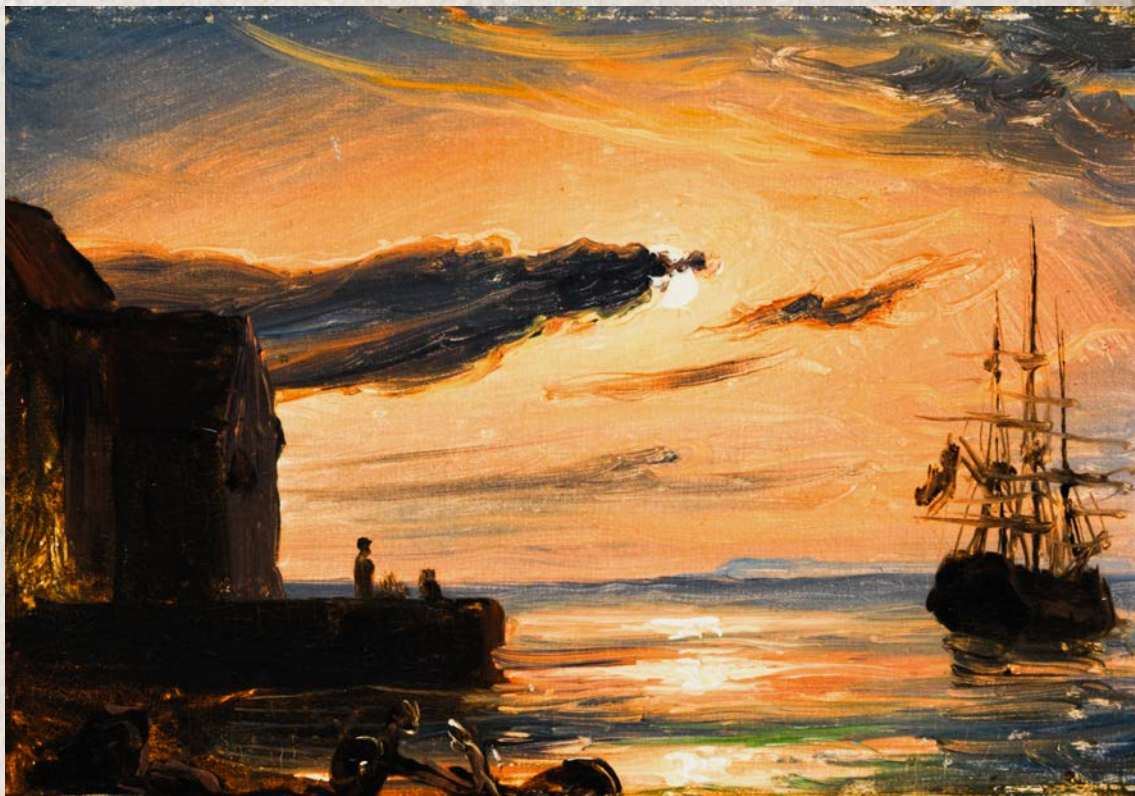
retrieve a log book detailing the date of the incident, proving that her sister did arrive at work that day. What happened to Mary's sister? Did she learn too much and become silenced by the Conglomerate, or was she victim to the many cutthroats that prey on the Gearingsport docks?

- Sibel, a sailor of bright disposition and weary appearance, is a unique individual who has a power that is both a gift and a curse: he cannot be drowned. Three times he has drowned only to awaken a day or so later, significantly weakened but alive. Although this has happened a few times so far, each time he wakes in progressively worse condition, and thus he is not entirely sure that this unique talent is reliable. The first time he died was due to getting stuck in a sunken husk that he was helping salvage, the second was after being thrown from the mast during a storm while he served on a whaling ship, and the third was in a tub in his home just to see if it would still work.

Sibel is 35, blond, and sickly-looking (although his 5'10" stature has the sinewy muscle of a sailor). His eyes are red and watery, he wears his beard in a tightly cropped goatee, and he always seems to have a bit of a cough. How is Sibel able to survive like he does? Does it have anything to do with rumors that his mother was the only survivor of the blackblood plague? Only the doctors of Gearingsport will know!

- There are rumors that Rehenna (an old witch who lives in the jungles behind Port Balas) has been luring children into the woods and dining upon them. This is in truth the Carambal luring men and women to his cult. Now Shallazar and his men have captured the misunderstood elder—can she be spared the gibbet, even if it means taking on The Last Irrational on his home ground?

- The other global powers of Veranthea are prepared to enter the Veil; Goblinvian engineers have "perfected" Hauzblazt Extreme Distance Gobberwing™ airplanes capable of traveling far from Trectoyri, the seafaring dynasty of Jerentok in Urethiel knows more secrets of the tesseract seas than any other peoples on the Enchanted Continent, and Grethadnis engineers in Herastreus have worked long and hard to create a gigantic steamship able to resist the powerful waves of *Wealbrems' Rage*. An attempt at colonization or an invasion by any of these cultures will have dire consequences for the Veil—events sure to offer coin and glory in gratifying measure.



ALTERRANS

Orbiting a dwarf star millions of miles from the warm sun of Veranthea floats a cold and rocky world. Proxima Alterra supports life, but only highly specialized beings have managed to draw an existence from the meager rays that barely warm the blue slate fields of its surface. Millions of years have shaped predator and prey into beings that are perfectly suited to their domain—and alterrans are the fast, incredibly intelligent, and resourceful masters of this nearly dead world. Evolved from insect-like ancestors that once scuttled madly from stone to stone, the alterrans have developed a powerful culture complete with exemplary technology designed to supplement or even alter their physiology through magic, science, or both.

History

Alterran history depicts them as once being scavengers. In the early years of their development their physiology allowed large groups of the humanoids to hunt the rare life on their planet, eking out an existence in the near-dark of their world. Agriculture came early to them, and the bioengineering of easy to grow fungus and lichen was a major turning point in alterran history. Once they no longer had to travel to sustain themselves, their technology exploded—bioengineering and a mastery of the arcane quickly became a crucial part of their culture and honor. Now alterrans travel the galaxy in giant bioships that serve as propulsion, a food source, and laboratories. These insectoid masters of the cosmos search the universe for ways to tweak their genome, carefully removing faults and reinforcing their strengths with those they find in the distant reaches of space.

Physical Description: Alterrans are slightly taller than your average human, averaging just under 7 feet in height. These tri-peds have three mantis-like legs arranged at equilateral points on their torso with upper bodies that are more or less human (albeit with much longer arms and fingers). Varying in color from gray to green as they age an alterran grows bony, chitinous plates on their arms and torso; more disturbingly and far less human-like they have longer necks and drawn, harsh features with thin mouths full of needle-like teeth in stark contrast to their deep set, faceted, and intense almond-shaped eyes. Physically fragile, alterrans relying on only a rudimentary skeleton and exoskeleton combined to support their forms. Even so the chitin on their legs is strong, and their foot-claws are more than tough enough to punch through armor and flesh alike. These aliens are extremely long-lived due to their incredibly slow metabolisms and some have lived for upwards of five centuries. A year on Proxima Alterra is the same as on Veranthea but the day is much slower as the planet only rotates four times for each orbit around the sun, which is in part why alterrans are so good at seeing in the dark.

Society: Innovation and exploration dominate alterran society. Despite a fragile physique, the aliens train in unarmed combat from the time they are very small, making their warriors and scientists equally able to fend for

themselves when the need arises. All are expected to risk whatever is necessary to better the species. Many choose to leave the planet on in an alterran biojammer, colony-ships grown on their homeworld and sent out to scavenge the universe (sometimes for centuries before returning). These vessels are not only equipped to search the stars, but also the planes—specially designed bio-jammers have been cast through the ethereal plane to other worlds, although not all returned.

Other biojammers have taken more martial approaches; being naturally fast and technologically adept, the aliens are not beyond the domination of less prepared species. While their homeworld is by and large the center of alterran society, they have subjugated a number of slave species that were not deemed their equals. The relentless pursuit of perfection also leads some alterrans down a dark road towards necromancy—after all, what physiology is more perfect than one that never dies? A number of horrific incidents have led the alterran people to ban necromancy entirely. Its practice is forbidden on Proxima Alterra as well as on their numerous satellite worlds, and alterrans convicted of necromancy are killed in the large repurposing vats used to extract biomatter; the bounty for H'Gal has become legendary, prompting many of these aliens to seek him out in Veranthea.

Relations: Aside from subjugated worlds these aliens have very little interaction with other species but occasionally a biojammer encounters another terrestrial race and either avoids them completely or converts their planet into an alterran colony. If it is deemed worthy of their examination and assimilation, they do their best to overcome native apex predators, harvesting the living for slave labor or bio-experimentation. There are some worlds that are on relatively friendly terms with Proxima Alterra but they are few indeed and only inhabited by creatures too powerful for subjugation. Alterrans do not have a particularly strong bond with other races but they do respect Verantheans as equals though they have a great hatred for the undead (seeing them as stunted, unfinished, or shoddy work) and will set about destroying them on sight.

Alignment and Religion: Alterrans are driven by self-improvement, seeing the evolution of each individual as a reflection of their species. This type of drive attracts them to lawful or neutral alignments, as service to the self and service to the species are viewed as being very much the same. Alterrans are also very much influenced by the presence of other alterrans; the more of these there are in a place, the more likely they are to be lawful, but individual alterrans can easily slide from neutral to chaotic if they are separated from their kin long enough. Alterrans have no native religion, viewing the deific power of the gods as a goal rather than a reason to worship.

Adventurers: On Veranthea alterran adventurers are extremely rare. Alterrans rarely travel alone, as their only method of interstellar travel involves city-sized biojammers. Even so being magically adept, it is not entirely unheard of for a planar explorer to be shunted into the familiar magics employed by H'gal in the Roaming Reefs (by accident or design). Although alterrans do have very sharp claws, they prefer to fight at range due to their physical frailty and their powerful intellect makes them excellent wizards, alchemists, or rogues. Above all these aliens are survivors—their ability to scavenge and live on what they find also makes them formidable rangers.

Male Names: F'thul, F'gar, T'gn, Bgha'man-iph, Hr'an'rag.

Female Names: Shar-z'ganth, Fulg-bannoth, B'tu-mel urath.

ALTERRAN RACIAL TRAITS

+2 Dexterity, +4 Intelligence, -4 Constitution:

Alterrans are fast and very smart, but quite frail beneath their chitin.

Monstrous Humanoid: Alterrans are monstrous humanoids.

Medium: Alterrans are Medium creatures and have no bonuses or penalties due to their size.

Normal Speed: Alterrans have a base speed of 30 feet. Alterrans have an odd, trotting walk due to their three legs, but do not move any faster than the average human.

Stability: Due to their tripod-like stance, alterrans are very hard to bull rush or trip and receive a +4 bonus to their CMD to resist these combat maneuvers.

Senses: Darkvision 60 ft.; alterrans evolved on a very dark world and can see quite well without any light.

Light Blindness: Abrupt exposure to bright light blinds alterrans for 1 round; on subsequent rounds, they are dazzled as long as they remain in the affected area.

Master Tinkerer: Alterran society requires steadfast scientific knowledge. Alterrans gain a +1 racial bonus to both Disable Device and Knowledge (engineering) checks.

Chitinous Plates: As they age, alterran skin hardens into chitinous plates that grants them a +1 natural bonus.

Natural Weapon: An alterran has a talon attack that deals 1d4 points of damage. Although most prefer to stay out of melee combat, an alterran can balance on a single leg and lash out with the other two, viciously punching holes through their opponents.

ALTERNATE ALTERRAN RACIAL TRAITS

All-Terrain: There are a few groups of alterrans who have roots that stem from nomadic clans that followed the sunlight across Proxima Alterra. The descendants of these clans ignore difficult terrain created by rock or rubble that is reminiscent of their homeworld, as well as a +1 racial bonus to Climb checks. This replaces the darkvision and light blindness racial traits.

Arcane Tinkerer: Magic is an essential part of alterran life. Those who chose this path receive a +1 bonus to Use Magic Device and Knowledge (arcana). This replaces the master tinkerer racial trait.

Scourge of Undeath: The undead are an abomination that are not to be tolerated. At will once per day, these alterrans can cast *detect undead*. The caster level is equal to the alterran's level. This replaces the master tinkerer racial trait.

ALTERRAN RACIAL SUBTYPES

Arcane Infused: Some alterrans come from a long ancestral line that have always focused more on the arcane than the scientific. These beings gain the use of silent image, mending, or obscuring mist as a spell-like ability usable once per day using Intelligence as their spellcasting attribute. This replaces the master tinkerer racial trait.

Biologically Altered: Alterran bioengineering can redirect growth plate formation into skeletal enhancement granting an alterran damage reduction DR 5/ bludgeoning. This replaces the chitinous plates racial trait and reduces the alterran's base speed to 20 feet.

Shadow Clan: Shadow alterrans developed in the caves of Proxima Alterra and gain a 50% miss chance in dim light rather than the normal 20% as per the shadow blending trait. This replaces the natural armor bonus racial trait.



ALTERRAN FAVORED CLASS OPTIONS

Alchemist: The alchemist gains negative energy resistance 1. Each time this reward is selected, increase negative energy resistance by +1. This negative energy resistance does not stack with energy resistance gained from other sources or provide any benefit to saving throws.

Arcanist: When casting arcanist evocation spells, add +1/2 to the effective caster level, but only for the purposes of overcoming spell resistance.

Barbarian: Add +1/2 racial bonus to Intimidate checks made by the barbarian while using the intimidating glare rage power or +1/2 to the DC of the barbarian's terrifying howl rage power.

Bard: Add +1/3 to the DC of the bard's fascinate ability.

Bloodrager: Increase the bloodrager's total number of bloodrage rounds per day by 1.

Brawler: Add +1 to the fighter's CMD when resisting a bull rush or trip.

Cavalier: The cavalier gains +1/5 of a new teamwork feat she can use with her tactician ability.

Cleric: Add +1/2 to the cleric's channeled energy total when healing monstrous humanoids.

Druid: Add +1/3 to the druid's natural armor bonus when using wild shape.

Fighter: Add +1/4 to the fighter's natural armor bonus.

Gunslinger: The gunslinger reduces the amount of time needed to restore a broken firearm using the Gunsmithing feat by 5 minutes (maximum reduction of 50 minutes).

Hunter: The hunter's animal companion gains energy resistance 1 against acid, cold, electricity, or fire. Each time the hunter selects this reward, increase the animal companion's resistance to one of these energy types by +1. If the hunter replaces her animal companion, the new companion gains these bonus hit points.

Inquisitor: Add +1/4 to the inquisitor's level for the purpose of determining the effects of two types of judgment.

Investigator: Increase the number of points in the investigator's inspiration pool by +1/5 and gain a +1/5 bonus on inspiration die rolls.

Kineticist: Add +1/3 point of acid or electricity damage to acid-element blasts that deal acid damage or electricity-element blasts that deal electricity damage.

Magus: Add +1/2 point of acid or electricity damage to spells that deal acid or electricity damage cast by the magus.

Medium: Gain a +1/3 bonus on Bluff, Diplomacy, Intimidate, and Sense Motive skill checks against humanoids native to the Material Plane but not Proxima Alterra.

Mesmerist: When casting mesmerist transmutation spells, add +1/2 to the effective caster level of the spell, but only to determine the spell's duration.

Monk: Add +1 to the monk's base speed. In combat this option has no effect unless the monk has selected it five times (or another increment of five). This bonus stacks with the monk's fast movement class feature and applies under the same conditions as that feature.

Occultist: Increase the duration of the occultist's minor figment by 1 minute, and increase the total concealment miss chance from the occultist's distortion resonant power by 2%. This doesn't increase the maximum miss chance.

Oracle: When casting divine divination spells, add +1/2 to the effective caster level, but only for purposes of determining duration and overcoming spell resistance.

Paladin: Add +1/5 of a spell not on the paladin's spell list to the paladin's spell list.

Psychic: The psychic treats her Charisma bonus as +1/3 point higher for the purpose of determining the number of uses or rounds per day of her discipline powers.

Ranger: Add a +1 racial bonus on Climb skill checks. When this bonus reaches +8, the ranger gains a climb speed of 15 feet (this does not grant the ranger another +8 racial bonus on Climb checks).

Rogue: The rogue gains a +1/2 bonus on Disable Device checks and Knowledge (engineering) checks related to devices or technology.

Shaman: Add +1/2 to the shaman's effective class level for the purpose of determining her spirit animal's natural armor adjustment, Intelligence, and special abilities.

Skald: When casting arcane abjuration spells, add +1/2 to the effective caster level, but only for purposes of determining duration.

Slayer: Gain a +1/4 bonus on Disable Device checks and Knowledge (engineering) checks related to devices or technology. If the slayer has at least a +1 bonus on Disable Device checks and Knowledge (engineering) checks from this ability, she is also considered trained in that skill.

Sorcerer: When casting arcane enchantment spells, add +1/2 to the effective caster level, but only for purposes of determining duration.

Spiritualist: Add +1/4 to the number of rounds that the spiritualist's incorporeal phantom can be out of sight and line of effect before being sent back to the Ethereal Plane.

Summoner: Add a +1 racial bonus to the eidolon's Climb skill checks. When this bonus reaches +8, the eidolon gains a climb speed of 15 feet (this does not grant the eidolon another +8 racial bonus on Climb checks).

Swashbuckler: Add +1/4 to the swashbuckler's effective class level to determine the extra damage she deals because of the precise strike deed when using a rapier. If the swashbuckler has the Slashing Grace feat or another similar effect, she can treat her talons as a one-handed piercing melee weapon, and she gains this benefit when wielding the appropriate weapon for the feat as well.

Warpriest: Add +1/2 to the warpriest's channeled energy total when dealing damage to monstrous humanoids.

Witch: Add +1/4 to the witch's caster level when determining the effects of the spells granted to her by her patron.

Wizard: When casting arcane transmutation spells, add +1/2 to the effective caster level, but only for purposes of determining duration and number of effects (if applicable).

ALTERRAN RACIAL ARCHETYPES

Biojammer Corsair (Magus Archetype)

Many alterrans leave Proxima Alterra to surf the cosmos and spend the majority of their lives (or sometimes the entirety of it) aboard one of their race's bioships, prowling the universe for species to subjugate or steal advantageous genetic traits from. Biojammer corsairs are often at the forefront of these expeditions, masters of the biological sciences and able to incorporate the genetic traits of other creatures into their own bodies through a grisly process of creation and integration.

Class Skills: Heal, Knowledge (engineering), and Knowledge (nature) replace Spellcraft and Use Magic Device.

Weapon and Armor Proficiency: Biojammer corsairs are proficient with all simple and martial weapons, and armerrufes. They are also proficient with light armor, but not with shields. They can cast magus spells while wearing light armor without incurring the normal arcane spell failure chance. Like any other arcane spellcaster, a magus wearing medium armor, heavy armor, or a shield incurs a chance of arcane spell failure if the spell in question has a somatic component. A multiclass magus still incurs the normal arcane spell failure chance for arcane spells received from other classes.

Armerrufe Arm (Ex): At 3rd level, the biojammer corsair integrates an armerrufe directly into their arm. The armerrufe is always fully charged and the biojammer corsair is able to wield it with one hand. When casting spells with somatic components the biojammer corsair requires one hand to be free or takes a -8 penalty to any concentration checks to cast the spell. The armerrufe cannot be used with spellstrike unless the biojammer corsair is using it as a club (dealing 1d6 bludgeoning damage on a successful hit). This replaces the magus arcana gained at 3rd level.

Craft Bioscience (Ex): At 5th level, the biojammer corsair gains the Craft Biodevices feat for free. A biojammer corsair only pays an additional 15% more when crafting a biodevice. At 11th level, the scientific innovator gains the Craft Biodevices feat for free a second time, which removes the additional cost to craft biodevices. This ability replaces the bonus feats at 5th and 11th level.

Starfighter (Su): At 10th level, the biojammer corsair can survive in the void of outer space for 10 minutes by expending 1 point from their arcane pool. This replaces fighter training.

Colonial Outcast (Rogue Archetype)

It isn't uncommon for an alterran to be exiled from a bioship, left behind on a planet after it is deemed too powerful to be subjugated, or suffer an accident that transports them to another world. These aliens—referred to as colonial outcasts by others of their kind—use their natural cunning and otherworldly attributes to adapt and (as alterrans are wont to do) survive.

Sneaky Talons (Ex): A colonial outcast hones the use of their talons to such a degree that she can deal more sneak attack damage with her natural weapons at the expense of sneak attacks with other weapons. When she makes a sneak attack with her talons or unarmed strikes, she uses d8s to roll sneak attack damage instead of d6s. For sneak attacks with all other weapons, she uses d4s instead of d6s. This ability is identical in all other ways to sneak attack, and supplements that ability.

Foreigner's Disposition (Ex): At 3rd level, a colonial outcast gains a +1 racial bonus on Disguise, Intimidate, and Sense Motive checks made against humanoids. These bonuses rise to +2 when the rogue reaches 6th level, to +3 when she reaches 9th level, to +4 when she reaches 12th level, to +5 at 15th, and to +6 at 18th. This replaces trap sense.

Stealthy Stalker (Ex): At 4th level, whenever a colonial outcast moves, they may move up through up to 15 feet of difficult terrain each round as if it were normal terrain so long as they are using the Stealth skill (hunching low and equilateral to the tops of their tripod legs). At 8th level and every 4th level thereafter, a colonial outcast may ignore an additional +5 feet of difficult terrain. This replaces the rogue trick learned at 4th level.

Bioscience and Magic

Craft Biodevices turns traditionally magical (i.e. supernatural) effects into extraordinary effects. Would *dispel magic* work on an extraordinary effect? Certainly not—the liquid-fueled, igniter gland fireball cares not for your dispel magic! However, an extraordinary version of dispel magic would certainly affect another extraordinary “spell”, though it would prove ineffective against a proper magic spell. Devices and spells that create opposite effects however, like haste and an extraordinary slow, counter one another as normal.

Spells normally have two major identifiers (their effect, and that they are magical), but the Craft Biodevices feat removes one of these identifiers (magic)—leaving only the effect portion for spells to interact with.

ALTERRAN EQUIPMENT

ARMERRUFE

Price 750 gp; **Type** exotic

Extracted from a planetoid in the Trassulian sector, these strange creatures have become a staple in the armories of alterrans across the universe. Conceived and developed in specialized vats by expert bioscientists (requiring a DC 20 Knowledge [nature] check to keep alive for the 5d4 days they gestate), they strongly resemble a blunderbuss or musket festooned with bits of flesh and disturbing tendrils that draw power from the wielder's bioelectric field.

A creature wielding an armerrufe makes ranged touch attacks with the weapon, dealing 1d6 electricity damage on a successful hit. Armerrufe can draw as many as 10 charges at a time and accrue charges at a rate of 1 per hour; by spending a swift action, the wielder may quickly grant the weapon 1 charge but takes 1d4 nonlethal damage when doing so (no damage reduction applies to this damage and if it is not dealt to the wielder, the armerrufe gains no charge).

Armerrufe's have 20 hit points and a hardness of 4. They are not technically constructs and are healed by cure spells and positive energy just like any other living creature (though these strange aliens do not need to sleep and are immune to electricity damage, they do need to breathe).

Armerrufe's can fire underwater but deal 1 point of electricity damage to the wielder with each shot. Using an armerrufe requires two hands and the weapon never misfires.

CHITIN SALVE

Price 300 gp; **Weight** 2 lbs.;

Craft (alchemy) DC 22

This foul-smelling concoction is as viscous as it is offensive to the nose, granting creatures a +4 circumstance bonus to Perception or Survival checks when attempting to detect a hidden alterran using it or to follow its tracks. After being applied (a full-round action that provokes attacks of opportunity), chitin salve increases an alterran's natural armor bonus +1 (from +0 to +1 or +1 to +2) for 4 hours, but reduces their speed by -5 feet.

Price	Dmg (S)	Dmg (M)	Critical	Range
750 gp	1d4	1d6	19-20/x2	40 ft.
Weight	Type	Special		
6 lbs.	electricity	ranged touch		



YSTILL-GRATH NEST

Price 1,200 gp; **Weight** 25 lbs.

Ystill-grath are among the first species utilized by the alterrans when they began exploration of their local planetary cluster. Not a single creature but rather a hive of dormant predators, these alien creatures are grown as nasty traps to guard alterran base camps and excavations. As dormant hives they resemble slightly globular pieces of wet, bluish meat—each prepared nest comes with a small vial of stimulant that is poured over them to arm the hive (1d4 rounds after application). Once armed, a ystill-grath nest cannot be disarmed (but it can be destroyed).

When disturbed by tremors (the footsteps of a Small-sized creature within 10 feet are enough) the hive awakens, ravenous and prepared to attack (**AC** 13, **hp** 6, **Speed** burrow 20 ft., **Melee** bite +8). Ystill-grath immediately burst from the bottom of their nest and burrow down 5 feet before spreading out (using tiny, biodiamond claws to dig effortlessly through any substance of hardness 15 or less), forming a 30-foot-radius circle centered on the creature unfortunate enough to wake them. The aliens then make a straight line for the face of the offending creature, attempting to burrow through anything in their way.

Each ystill-grath hive contains 2d6 individual ystill-grath within, each of which does 1d6 points of piercing damage on a successful hit. A creature damaged by a ystill-grath must make a **DC 20 Reflex save** to catch the alien by the tail and prevent it from burrowing into their body. If it burrows, a ystill-grath does 1d2 Constitution damage for 3 rounds or until neutralized. A ystill-grath burrowing into a creature can be pried free with a piercing weapon and a full-round action. Creatures that die become food for a new hive and produce ystill-grath of their own in 1d6 days as the young aliens feed on the rotting corpse. A ystill-grath nest can remain viable for upwards of 100 years thanks to careful gene selection and if left in a stimulated state, a lethal danger that epitomizes precise alterran bioengineering.

ALTERRAN FEATS

Craft Biodevices

Your creations duplicate the effects of spells and spell-like abilities through customized genetic apparatus and carefully designed biomechanical lifeforms. With an eye of an ogdostrian you can see magical auras, and your spitting gland of the xerfanui has become a staple weapon in your adventuring gear.

Prerequisites: Int 15, Heal 5 ranks, Knowledge (nature) 5 ranks

Benefit: You can craft biodevices with the successful application of Knowledge (nature); these function as magic items but have strictly extraordinary effects, and function normally in an antimagic field or area of wild magic. These items cost an additional 25% more than a magic item that provides the same effect, and cannot create conjuration effects.

Biodevices that replicate items with a limited charge cannot be recharged and cost half the normal price. Biodevices that have a number of charges per day require double the normal amount of time to recharge. No biodevice can replicate a 6th-level or higher spell. A biodevice is nonmagical and thus does not require attunement to function or give off any magical auras.

In order to function, a biodevice must be integrated into a creature's body. Integrating a biodevice requires one minute of work and a Heal check (DC 10 + 1 per caster level of the biodevice) and deals 1d4 points of damage. Any failed attempts to integrate a biodevice cause it to go inert for 24 hours before any additional attempts to integrate it into a creature can be made. Removing a biodevice requires a full-round action and Heal check (DC 5 + 1 per caster level of the biodevice) and deals 1d4 points of Constitution damage to the creature it was removed from.

A biodevice's weight is equal to 2 pounds per caster level or 3 pounds per spell level, whichever is higher.

Special: This feat may be taken a second time to reduce the additional cost to 15%.

Deadly Talons

Your proficiency with your talons make them as deadly as any blade and in the right situation, perhaps even more lethal.

Prerequisites: Alterran, Improved Natural Weapon (talons)

Benefit: When you are successfully grappling a foe at the start of your turn, you receive one talon attack against the grappled foe as a swift action.

Special: You may take this feat a second time to receive a second attack as part of the swift action. This second attack is made at a -5 penalty.

Leg Lock

Having a third leg makes you a superb grappler, able to fight in proximity with a degree of control and superiority that belies your relatively weaker frame.

Prerequisites: Alterran, Improved Grapple, Improved Unarmed Strike, Dex 13

Benefit: When grappling an opponent, you can use your legs to maintain the grapple while still having use of both hands. Your speed is reduced to 0 ft. while using this feat.

Rocky Homeworld

Raised on the crags and crevices of Proxima Alterra, you are particularly at home on cliffs and ledges.

Prerequisite: Alterran, Climb 5 ranks

Benefit: You gain a climb speed of 15 ft. and move along narrow ledges as though it were normal terrain (eliminating the need to make Acrobatics checks to maintain your balance). Your climb speed does not grant you a +8 racial bonus to Climb checks.

ALTERRAN MAGIC ITEMS

BIOPROPULSOR

Aura —; **CL** 6th

Slot back; **Price** 17,500 gp; **Weight** 12 lbs.

DESCRIPTION

This odd device resembles a strange metallic backpack but is in truth yet another alien species subjugated and tailored by the alterrans. While in outer space or low-gravity environments, a *biopropulsor* grants a fly speed of 60 ft. (perfect). While in a regular gravity environment (like Veranthea or most Material Planes) a *biopropulsor* grants a fly speed of 15 ft. (clumsy). As a biodevice, a *biopropulsor* must be integrated into a creature's body in order to function.

CONSTRUCTION

Requirements Craft Biodevices, aerinvask from the planet X-114, *fly*; **Cost** 8,750 gp

DANEAKA GAUNTLET

Aura none; **CL** 1st

Slot wrist; **Price** 2,600 gp; **Weight** 2 lbs.

DESCRIPTION

Though its exterior does not seem at all unique and resembles a simple leather vambrace, a *daneaka gauntlet* is an extraterrestrial creature carefully grown by alterrans for their warrior castes. When the wearer is reduced to below 0 hp, the *daneaka gauntlet* releases one goodberry (as the spell) at the end of the wearer's turn, healing it 1 hit point. While the wearer remains under 0 hp, the *daneaka gauntlet* continues dispensing a goodberry at the end of each turn until it has dispensed 8 goodberries. A *daneaka gauntlet* recharges its goodberries at a rate of 1 per day, up to a maximum of 8. As a biodevice, a *daneaka gauntlet* must be integrated into a creature's body in order to function.

CONSTRUCTION

Requirements Craft Biodevices, *daneaka* from the planet of Hydrifacks, *goodberry*; **Cost** 1,300

REPURPOSING VAT

Aura strong conjuration; **CL** 18th
Slot none; **Price** 42,000 gp; **Weight** 120 lbs.

DESCRIPTION

When its command word is spoken, a seam in the middle of this mottled metallic cylinder (which is three feet across, seven feet tall, and covered in alien markings) opens to allow two quadrants to swing outward. Entering a *repurposing vat* and spending one hour within has the same effect as *greater restoration*, or if an enemy is trapped within, the device can be commanded to *disintegrate* them as per the spell. If a living being spends half the normal retraining time within a *repurposing vat* that has recently been used to *disintegrate* another creature, they can retrain one of the dead creature's feats as their own (subject to all the normal rules of feat retraining aside from the time required to retrain).

CONSTRUCTION

Requirements Craft Biodevices, Craft Wondrous Item, 5 lbs. magnetite ore, *disintegrate*, *greater restoration*, *permanency*; **Cost** 21,000 gp

ALTERRAN SPELLS

GENE THIEF

School transmutation; **Level** bard 1, cleric 2, druid 2, ranger 1, sorcerer/wizard 2, summoner 1
Casting Time 1 standard action
Components V, S, M (a pinch of stardust)
Range close (25 ft. + 5 ft./2 levels)
Target one creature
Duration 1 minute/level (D)
Saving Throw Fortitude negates;
Spell Resistance no

With this spell you can steal a racial trait from the target creature. You must succeed at a ranged touch attack to strike the target. If you do, until the effect ends you gain the benefits of a racial trait of your choice belonging to the creature and the target creature loses the benefits of that racial trait. You may steal racial traits that require a prerequisite you lack (such as a tail) but this does not allow you to grow new limbs or other body parts, it only deprives the target creature of their racial trait's bonus.

PERFECT INTEGRATION

School transmutation; **Level** bard 3, cleric 5, druid 4, ranger 2, sorcerer/wizard 5, summoner 3
Casting Time 1 minute
Components V, S, M (a bloodblock)
Range touch
Target creature touched
Duration instantaneous
Saving Throw Fortitude negates (harmless);
Spell Resistance no



In order to cast this spell you require a biodevice, which you are able to fully integrate into a creature at the end of the casting without the need for a Heal check or dealing damage to the target creature.

STELLAR JOURNEY

School transmutation; **Level** bard 6, cleric 8, druid 7, sorcerer/wizard 8
Casting Time 1 standard action
Components V, S, M (a diamond worth at least 4,000 gp)
Range close (25 ft. + 5 ft./2 levels)
Target one vehicle
Duration 1 round/level (D)
Saving Throw Will negates (see text);
Spell Resistance yes

Developed by alterrans in conjunction with the first biojammer ship, this ancient, powerful spell takes a vessel into a planet's lower orbit without the need for powerful rockets or other excessive propulsion (typically once the vehicle is in outer space, a less aggressive form of drive propels it through the cosmos). The pilot of the target vehicle may make a Will save to resist stellar journey, but an unoccupied vehicle receives no save.

Encounters in The Veil

The tesseraet seas are home to many watery dangers—[thunderstorms](#), powerful waterspouts (as per the water telekinesis ability of an [oceanid](#)^{B4}), and fast-forming whirlpools (as the [vortex](#)^{APG} spell) to name a few—but is also host to a plethora of creatures that have traveled into the Perpetual Storm. In addition to butcherous buccaneers ([sailors](#)^{GMG}), maddened [skum](#)^{B1}, vengeful [merfolk](#)^{B1}, Puppetmen pirates (CR 2 [clockwork servants](#)^{B3} or CR 6 [clockwork soldiers](#)^{B3} with a +40 racial bonus to Disguise checks made to appear as humanoids and no efficient winding quality), and a host of bizarre creatures, while sailing in the Veil a ship is likely to run across some of the most common aquatic predators of the seas.

Die Roll (d%)	Encounter
1-9	Giant sea anenome ^{B3}
10-19	Globster ^{B3}
20-28	Elder thing ^{B4}
29-37	Karkinoi ^{B4}
38-47	Giant jellyfish ^{B2}
48-56	Giant octopus ^{B1}
57-68	Dire shark ^{B1}
69-77	Water orm ^{B2}
78-87	Basilosaurus ^{B3}
88-93	Clockwork leviathan ^{B3}
94-95	Carnivorous blob ^{B2}
96-97	Charybdis ^{B2}
98-99	Shipwrecker crab ^{B3}
100	Great white whale ^{B2}

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Deadlands Encounters

Danger abounds in the Deadlands, from the impassible northern mountains down to the Roil Cross River and beyond to the continent's southern tip—desert goblins (+2 Dex, +2 Int, -2 Str, -2 Cha; small goblinoids; fast; low-light vision instead of darkvision; [eat anything](#)^{ARG}, skilled) caper through the wasteland in raiding bands, [clockworks](#)^{B3} and Puppetmen still enslaved to the Great Crawth wander the sands with incomprehensible purpose, [ant lions](#)^{B3} capture the unwary in their natural traps, and sand giants roam the dunes in search for prey. If these common threats don't kill travelers, the hazards of the desert ([dehydration](#), [duststorms](#), and [sandstorms](#)) often do and there are still more predators in the Deadlands.

Carambala Encounters

The tropical wetlands and lush jungles of the Veil's northeastern landmasses are filled with dangers both evil and exotic, from numerous poisonous and dire animals to the [cult of the Last Irrational](#)^{GMG} and a preponderance of Puppetmen that pay allegiance to Carambal. Even the environment can kill travelers—[patches of quicksand](#) swallow the imperceptive, [undergrowth](#) hides predators waiting in deadly ambush, and the rampant [diseases](#) spread by pests can bring down hardy explorers. For those that survive these hazards, there are always creatures on the hunt for prey.

Die Roll (d%)	Encounter	CR
1-12	Wereboar ^{B2}	2
13-25	Weedwhip ^{B4}	2
26-36	Cerebric fungus ^{B3}	3
37-48	Grick ^{B2}	3
49-60	Weretiger ^{B2}	4
61-72	Army ant swarm ^{B1}	5
73-83	Girallon ^{B1}	6
84-89	Tendriculous ^{B2}	6
90-94	Chaos beast ^{B2}	7
95-96	Poisonous ooze ^{B2}	8
98-99	Jungle giant ^{B3}	10
100	Bodythief ^{B4}	14

Die Roll (d%)	Encounter	CR
1-12	Ankheg ^{B1}	3
13-25	Giant scorpion ^{B1}	3
26-36	Crystalline ooze ^{B2}	7
37-48	Alchemical golem ^{B2}	9
49-60	Clockwork mage ^{B4}	9
61-72	Fire giant ^{B1}	10
73-83	Ash giant ^{B3}	11
84-91	Juggernaut ^{B4}	11
92-96	Clockwork golem ^{B2}	12
97-99	Mithral golem ^{B2}	16
100	Ancient red dragon ^{B1}	19



Ostershain Encounters

Ostershain's idyllic hills and misty cliffs are home to a wider variety of natural creatures than anywhere else in the Veil. Many of these beasts are magical or become enchanted by the fey that call these lands home and while the dangers they pose are not as prevalent as the hazards of its western and northeastern neighbors, [floods](#), occasional earthquakes (as the [earthquake](#) spell), and [windstorms](#) can make life in Ostershain a difficult struggle. Though the isle's predators are diverse indeed, some are more commonly encountered than others and travelers that journey there come prepared for the unique dangers these creatures present.

Die Roll (d%)	Encounter	CR
1-12	Assassin vine ^{B1}	3
13-25	Cockatrice ^{B1}	3
26-36	Dryad ^{B1}	3
37-48	Quickling ^{B2}	3
49-60	Graeae ^{B4}	5
61-72	Ogre spider ^{B3}	5
73-83	Chimera ^{B1}	7
84-90	Dullahan ^{B2}	7
91-95	Hangman tree ^{B2}	7
96-98	Gorgon ^{B1}	8
99-100	Cloud giant ^{B1}	11

Polis Prime Encounters

Perhaps the only place with creatures natural to the poles of Veranthea, Polis Prime's cold plains and mountains can be as deadly as the predators that prowl them. Travelers here contend with [frostbite](#) and [hypothermia](#), [avalanches](#) while journeying in the mountains, powerful [snowstorms](#), and fields of [icy tundra](#) when going cross country. Many lethal beasts walk the white landscape in search of prey and in addition to fighting off polar bears ([advanced](#) ^{B1} [grizzly bear](#) ^{B1}) and [walruses](#) ^{B4}, locals warn foreigners of the more prominent predators that might attack them.

Die Roll (d%)	Encounter	CR
1-12	Mandradora ^{B2}	4
13-25	Yeti ^{B1}	4
26-36	Winter wolf ^{B1}	5
37-48	Glacier toad ^{B2}	6
49-60	Mi-go ^{B4}	6
61-72	Cold rider ^{B3}	8
73-83	Treant ^{B1}	8
84-90	Mastodon ^{B1}	9
91-95	Frost giant ^{B1}	9
96-98	Frost worm ^{B2}	12
99-100	Jotund troll ^{B3}	15

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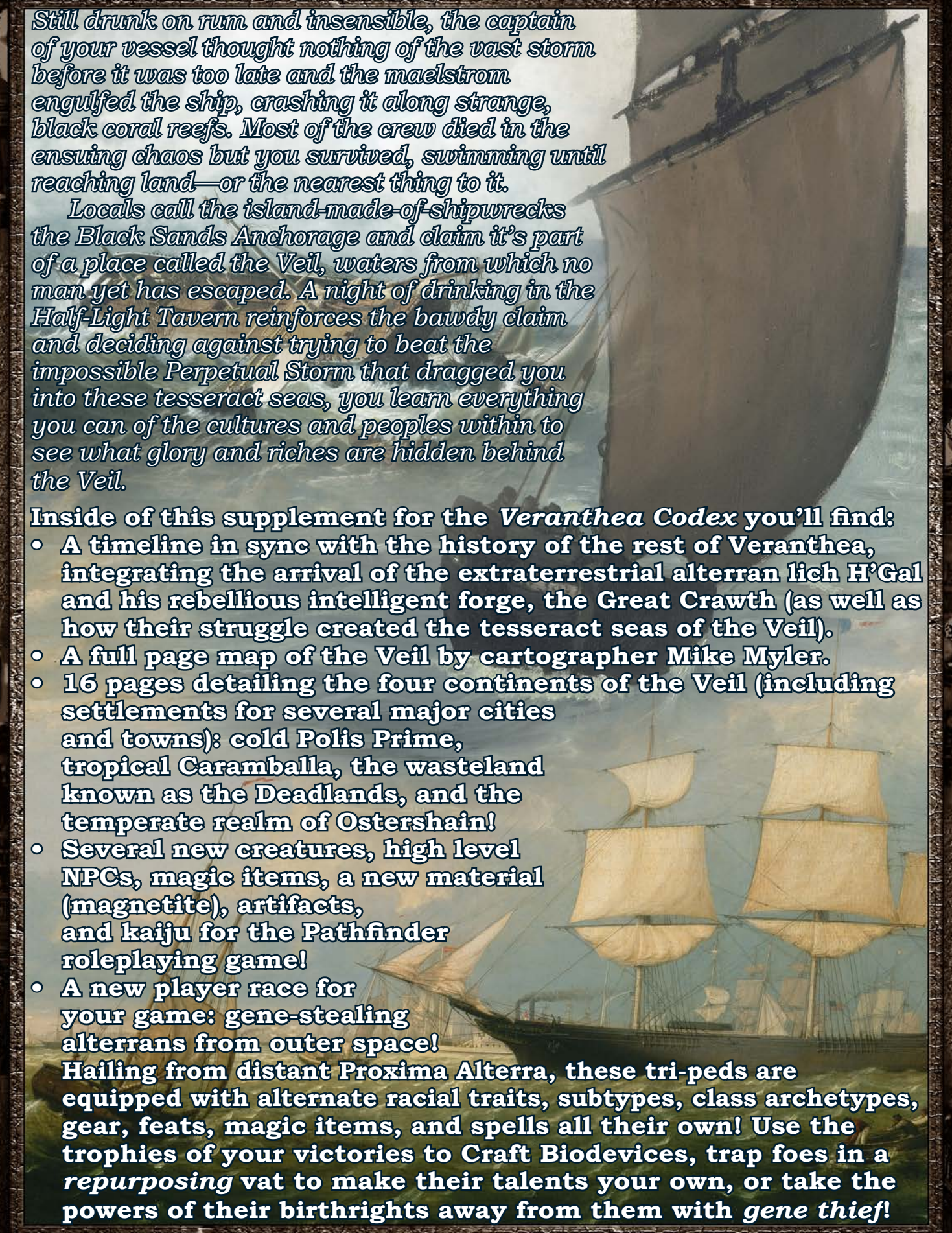
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Still drunk on rum and insensible, the captain of your vessel thought nothing of the vast storm before it was too late and the maelstrom engulfed the ship, crashing it along strange, black coral reefs. Most of the crew died in the ensuing chaos but you survived, swimming until reaching land—or the nearest thing to it.

Locals call the island-made-of-shipwrecks the Black Sands Anchorage and claim it's part of a place called the Veil, waters from which no man yet has escaped. A night of drinking in the Half-Light Tavern reinforces the bawdy claim and deciding against trying to beat the impossible Perpetual Storm that dragged you into these tesseract seas, you learn everything you can of the cultures and peoples within to see what glory and riches are hidden behind the Veil.

Inside of this supplement for the *Veranthea Codex* you'll find:

- **A timeline in sync with the history of the rest of Veranthea, integrating the arrival of the extraterrestrial alterran lich H'Gal and his rebellious intelligent forge, the Great Crawth (as well as how their struggle created the tesseract seas of the Veil).**
- **A full page map of the Veil by cartographer Mike Myler.**
- **16 pages detailing the four continents of the Veil (including settlements for several major cities and towns): cold Polis Prime, tropical Caramballa, the wasteland known as the Deadlands, and the temperate realm of Ostershain!**
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