

LEGENDARY PLANET

THE DEPTHS OF DESPERATION

BY STEVEN T. HELT





THE DEPTHS OF DESPERATION

CREDITS

AUTHOR: Steven T. Helt

CONTRIBUTING AUTHOR: Chris A. Jackson

EDITING AND DEVELOPMENT: Ron Lundeen, Jason Nelson, Neil Spicer

STARFINDER EDITING AND DEVELOPMENT: Matt Daley, Jason Nelson, Landon Winkler

Artists: Simon Aan, Kenneth Camaro, Ivan Dixon, William Hendershot, Michael Jaecks, Chris Kimball, Tim Kings-Lynne, Jethro Lentle, Dio Mahesa, Michal Matczak, Beatrice Pelagatti, Ivan Pushkov, Lance Red, Arrahman Rendi, Chris Smith, Justin Tumey

CARTOGRAPHY: Liz Courts

DESIGN AND LAYOUT: Craig Williams

LEGENDARY GAMES TEAM MEMBERS: Alex Augunas, Jesse Benner, Clinton J. Boomer, Robert Brookes, Benjamin Bruck, Carl Cramer, Paris Crenshaw, Matthew Goodall, Jim Groves, Amanda Hamon Kunz, Steve Helt, Thurston Hillman, Tim Hitchcock, Victoria Jaczko, Jenny Jarzabski, N. Jolly, Jonathan H. Keith, Michael Kortess, Jeff Lee, Nicolas Logue, Will McCardell, Julian Neale, Jason Nelson, Jen Page, Richard Pett, Tom Phillips, Alistair Rigg, Alex Riggs, David N. Ross, Amber Scott, Mark Seifter, Tork Shaw, Mike Shel, Loren Sieg, Neil Spicer, Todd Stewart, Russ Taylor, Greg A. Vaughan, Mike Welham, Linda Zayas-Palmer, and Clark Peterson

PUBLISHER: Jason Nelson

EXECUTIVE PARTNER: Neil Spicer

BUSINESS DIRECTOR: Rachel Ventura

Compatibility with the *Starfinder Roleplaying Game* requires the *Starfinder Roleplaying Game* from Paizo Inc. See <http://paizo.com/starfinder> for more information on the *Starfinder Roleplaying Game*. Paizo Inc. does not guarantee compatibility, and does not endorse this product.

Starfinder is a registered trademark of Paizo Inc., and the *Starfinder Roleplaying Game* and the *Starfinder Roleplaying Game* Compatibility Logo are trademarks of Paizo Inc., and are used under the *Starfinder Roleplaying Game* Compatibility License. See <http://paizo.com/starfinder/compatibility> for more information on the compatibility license.

Open Content: Subject to designation as Product Identity (see below), the only portion of this Legendary Games product designated as Open Game Content is the rules content (creature stat blocks and names of skills, etc., taken from the Pathfinder Reference Document) as defined in the Open Game License version 1.0a Section 1(d). The front and back cover, back matter, introduction and Credits page, as well all other parts of this product including all text not specifically designated as Open Game Content is not Open Game Content. No portion of this work other than the material designated as Open Game Content may be reproduced in any form without written permission.

Product Identity: The following items are hereby identified as Product Identity, as defined in the Open Game License 1.0a, Section 1(e), and are

not Open Content: Legendary Games, Legendary Planet, the Legendary Games Logo, Adventure Path Plug-In, *Legendary Worlds: Polaris 7*, as well as all trademarks, registered trademarks, proper names (including the names of each character, location, item or monster unique to this product), dialogue, plots, storylines, locations, characters, artworks, and trade dress, but excluding any content that is Product Identity of Paizo Publishing, Inc. (Elements that have previously been designated as Open Game Content are not included in this declaration.)

Reference in non-Open Game Content (thus not covered by the Open Game License) in this work to content owned by others is not a challenge to their ownership and is used under Fair Use.

Legendary Planet: The Depths of Desperation ©
2019, Legendary Games; Author: Steven T. Helt.
Contributing Author: Chris A. Jackson.

ISBN: 9781710980981

First printing December 2019.

Printed in USA.



Legendary Games
524 SW 321st St.
Federal Way, WA 98023
makeyourgamelegendary.com





WELCOME TO THE LEGENDARY PLANET ADVENTURE PATH

This product is a part of our line of sword-and-planet adventure products blending science fiction and traditional fantasy in an interplanetary epic that will take your characters to whole new worlds of adventure. Drawing from the pulp sci-fi tradition of Edgar Rice Burroughs, Jack Vance, and their contemporaries, this adventure saga spans exotic worlds filled with alien races and ancient secrets, as the heroes must confront interstellar conspiracies and unravel long-lost mysteries if they are to save the galaxy from annihilation, or even just find a way home. Whether you favor the *Starfinder Roleplaying Game*, *Pathfinder Roleplaying Game*, or the 5th edition of the world's most famous RPG, when you see the Legendary Planet logo you'll know you are getting an adventure that is quite literally out of this world.

The all-star team of designers here at Legendary Games is committed to bringing you—the busy GM or player—the absolute best third party support for your Pathfinder campaign. To deliver on that commitment, we've assembled the best of the best of current gaming authors, designers and layout experts so that you can feel comfortable that Legendary Games products will be the most creative, balanced, dynamic, and exciting content you can find anywhere. Bringing talented creators together on projects they pursue with passion is what helps us make products that are as beautiful and enjoyable to read as they are fun to play at the table. Pick up the *Legendary Planet Adventure Path* today and **Make Your Game Legendary!**

SPECIAL ELECTRONIC FEATURES

Wherever possible, we have hyperlinked our products internally from the Table of Contents and externally with links to online resources like starjammersrd.com where you can access the rules you need electronically. If it is in the core rulebook, we generally didn't link to it unless the rule is an obscure one. The point is not to supersede the game books, but rather to help support you, the player, in accessing the rules, especially those from newer books or that you may not have memorized.

ABOUT LEGENDARY GAMES

Legendary Games is an all star team of authors and designers, founded by Clark Peterson of Necromancer Games, Inc. Legendary Games uses a cooperative, team-based approach to bring you, the Paizo fan, the best expansion material for your game. We are gamers and storytellers first, and we believe that passion shows in our products. So check us out, and Make Your Game Legendary!

Visit us on [Facebook](https://www.facebook.com/legendarygames), follow us on [Twitter](https://twitter.com/legendarygames), and check out our website at www.makeyourgamelegendary.com.



WHAT YOU WILL FIND INSIDE

LEGENDARY PLANET: THE DEPTHS OF DESPERATION

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

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

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



- Jason Nelson

SUPERSCRIPT REFERENCES

The following superscripts are used to reference rules not found in the *Starfinder Roleplaying Game Core Rulebook*. These references have been hyperlinked to online resources in the PDF version and are provided here for your reference

^{AA} = *Starfinder Alien Archive*

^{AA2} = *Starfinder Alien Archive 2*

^{AB} = *Alien Bestiary* from *Legendary Games*



TABLE OF CONTENTS

INTRODUCTION	2
THE DEPTHS OF DESPERATION	4
BY STEVEN T. HELT	
WAVE THEM IN	4
FOUR LEAGUES UNDER THE SEA	18
BATTLE FOR SIMRUKOTH	46
PLANETARY BESTIARY	61
BY STEVEN T. HELT	
ALIEN TREASURES	74
BY STEVEN T. HELT	
GAZETTEER: VAREEN - THE SHORELESS SEA	78
BY STEVEN T. HELT	
WET WORK	85
BY CHRIS A. JACKSON	

THE DEPTHS OF DESPERATION

LEGENDARY PLANET: CHAPTER FIVE

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

ADVENTURE BACKGROUND

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

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

With political and economic relevance came strategic importance. When the war between the Accord and the

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

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

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

ADVANCEMENT TRACK

This adventure is designed for four PCs. PCs should be at least 14th level with 3 legendary feats at the start of the adventure and will reach 17th level by the end of the adventure. This adventure also provides a legendary trial for the PCs to accomplish, granting them a fourth legendary feat.

LEGENDS IN THE MAKING

By this point in the Legendary Planet adventure path, the PCs have established themselves as heroic figures on a galactic scale. Kidnapped as slave stock for the evil Ultari Hegemony, their desperate escape revealed a plot to locate ancient genetic seed material placed by the Patrons—enigmatic benefactors who fought the Hegemony thousands of years ago in a harrowing series of interplanetary battles. Those who did not serve the Hegemony as bearers of these biological secrets were slated for transformation into mindless slave soldiers known as klaven. The jagladine biomorphologists trusted with this process intended further experimentation, but the PCs freed themselves, met fellow victims from worlds unknown, and sought a way home. While making friends and allies (the Bellianic Accord, anxious to defeat the Hegemony), the PCs have explored many worlds. Throughout their attempts to identify a safe path home, they have learned of equally legendary benefactors, the Patrons of an ancient alliance devoted to lasting harmony amid its member planets.

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

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

This time, the Patrons have the PCs.

ADVENTURE SUMMARY

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

bids them investigate, then inquire about their path home once the Varinians are safe.

In **Part 1**, the portal to Vareen deposits the PCs in cold, deep waters, having been refocused by bil'djooli invaders to kill off-worlders who come to intervene. After battling a terrifying example of local fauna, the PCs enter a receiving station occupied by tentacled monsters with a gift for alien technology. A lone holdout, the locathah engineer Strael leads the party to the great city of the locathahs, the still independent city of Simrukoth, anxiously awaiting bil'djooli invasion on the ocean floor.

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

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

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

TECHNOMANCY IN THE DEPTHS OF DESPERATION

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

Door panels and computer kiosks are purely technological, featuring polymorphic software that a character can bypass with a successful Computers or Culture check. The interface for these systems is different from one culture to another,

but symbolic icons suggest their function. If a character can reach the inner workings of a device or door, he can instead make a Engineering check to disarm or operate the mechanism instead of the interface.

Some technology is powered by magic, or energy indistinguishable from magic. The haunts in **Part 2** essentially use a combination of force fields and magical effects. The *bil'djooli* rods found throughout the adventure mechanically harness magical elemental energy. An item described as technomantic is a hybrid item and can be manipulated by both Engineering and Mysticism.

PART 1: WAVE THEM IN

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

OLD FRIENDS

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

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

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

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

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

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

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

Relstanna gives each PC a pouch containing 20 doses of stralleth (see page 77). If asked about Vareen, Relstanna smiles as if remembering a favorite vacation. She tells the PCs that Vareen is a world of clean water and breathtaking orange-purple sunsets, and the gate from Pol-Nephar to the ocean world leads to Surface Station Nine, a floating guest house that keeps visitors to the world dry and under the open sky.

Relstanna predicts that if the locathahs



PART 1: WAVE THEM IN

can help the PCs locate the ancient nexus of portals, they will have to travel to the ocean floor, but that there are airy rooms in the underwater settlements to accommodate travelers.

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

The PCs have time to prepare for their journey, including time to shop for supplies or maintain contacts. The residents of Pol-Nephar are pleasant enough, but several interactions possess an undercurrent of anxiety. Polite prying reveals many are concerned for their families and friends back on Varen; the war between the Hegemony forces and Varinian defenders had made everyone anxious, and now they haven't had contact or updates for several days. The Accord has temporarily closed access to the portal from Pol-Nephar, intending to get better information about the war, and no one has come through the portal from Varen. The disappearance of the Accord's emissary adds to the local anxiety, so merchants in Pol-Nephar are eager to assist the PCs if they learn the party is in town to travel to Varen and investigate. The PCs gain a +4 bonus on Diplomacy checks to ask for favors in town and on checks to gather information about Varen, which includes Varinian gear and information from the Varen gazetteer beginning on page 78.

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

A. COLD RECEPTION (CR 15)

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

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

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

LASIODON

CR 15

XP 51,200

N Huge magical beast (aquatic)

Init +2; Senses blindsense (scent) 60 ft., darkvision 120 ft., low-light vision, see in darkness; Perception +26

Aura shadow luminescence (120 ft.)

DEFENSE

HP 275

EAC 29; KAC 31

Fort +19; Ref +19; Will +13

Immune cold

OFFENSE

Speed swim 50 ft.

Melee bite +29 (3d12+24 P plus swallow whole)

Multiattack 3 bites +23 (3d12+24 P plus swallow whole)

Space 20 ft.; Reach 25 ft.

Offensive Abilities breath weapon (30 ft. cone, 12d6 C plus frozen, DC 21, usable every 1d4 rounds), legendary surge (7 points, +1d6), swallow whole (3d12+24 A, EAC 29, KAC 27, 68 HP)

STATISTICS

Str +9; Dex +2; Con +5; Int -3; Wis +7; Cha +0

Skills Athletics +31, Stealth +26

ECOLOGY

Environment cold oceans

Organization solitary or pair

SPECIAL ABILITIES

Breath Weapon (Su) A character failing their save against the lasiodon's breath weapon is covered in a thin layer of ice, suffering the pinned condition until they can escape with a DC 35 Acrobatics check or the ice is dealt 30 points of damage. Any attack against the ice automatically hits, but half of any non-fire damage dealt to it is instead dealt to the character it is pinning. Characters pinned by ice underwater float 60 feet up at the end of their turn.

Shadow Luminescence (Su) The area within 120 feet of a lasiodon is dim light, overriding all other light sources. Lasers deal no damage in this area. All light and darkness spells brought into the area are countered and dispelled (other than the shadow luminescence of other lasiodons). As a swift action, the lasiodon can release a pulse of absolute light or darkness at the cost of a legendary power point (see below). The light blinds all non-lasiodons in the area (Fort DC 21 negates) for one minute. The darkness lingers for one round, creating an area of magical darkness than only the see in darkness special ability can penetrate.



Legendary Surge A lasiodon has a pool of 7 legendary power points. When it rolls a d20, it can spend a legendary power point as a reaction after the results are revealed to add 1d6 to the result of the roll. This can change the outcome of the roll.

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

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

Treasure: Ambassador Serrione's body still wears an *improvisation adornment mk 3^{AR}*, *ring of resistance mk 4*, and a gold signet ring worth 650 credits. To finance his stay, he carries a pouch with four sapphires worth 800 credits each and seven platinum trade bars worth 100 credits each.

B. SURFACE STATION NINE

When the bil'djooli began their occupation of Varen they destroyed or disabled several gates and surface stations to

seal the planet off from unwanted assistance. Interrogation of their locathah prisoners revealed that merchants friendly with the Accord traded with Simrukoth, using a number of the portals to visit with some frequency. Concerned that a greater enemy might have access to hidden portals and respond with an army, the bil'djooli navarch ordered the merchant portals refocused to dangerous areas, then sabotaged nearby structures to prevent their occupation.

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

B1. MOON POOL (CR 8)

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

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

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

The damaged facility still holds four elite bil'djooli soldiers in the nearby chambers, but the PCs can traverse this room unmolested. The entry room offers very little in the way of useful information, but a PC who studies the technology and its interface panels can attempt a DC 25 Engineering check to realize that other hybrid technology has been grafted on to the living coral like an infection, particularly around the door.

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

WIRED DOOR TRAP

CR 8

XP 4,800

Type hybrid; **Perception** DC 32; **Disable** Engineering or **Mysticism** DC 27

EFFECTS

Trigger touch; **Reset** manual

Effect shower of sparks (6d12 E); DC 18 Reflex save for half; multiple targets (all targets in a 15-ft. cone); screeching alarm sound for 1 round alerts everyone on Surface Station Nine.

B2. RECEIVING ROOM (CR 15)

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

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

Creatures: Two squid-like creatures with pale blue tentacles and some sort of armor work at the kiosk, their

UNDER PRESSURE

There's more than enough danger in *The Depths of Desperation* to challenge a party of very powerful characters. Fortunately, the PCs wield unique powers, including the Morphic Form feat. Up to this point in the Legendary Planet story line, the PCs' attunement to the Accord's portals has sustained them despite a number of natural and supernatural hazards. In *The Depths of Desperation*, the PCs enjoy protection from deep water pressure and the cold temperatures associated with life near the ocean floor.

Additionally, any PC with the Legendary Surge feat can expend one legendary power point to negate penalties on attack rolls for attacking underwater and move their full land speed with a successful Athletics check. This expenditure also allows them to breathe and speak normally underwater, including casting spells. Once a character expends legendary power in this way, the effect lasts until they next regain legendary power points.

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

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

BIL'DJOOOL ELITE SOLDIERS (2)

CR 13

XP 25,600

Bil'djool soldier

LE Medium aberration (aquatic, bil'djooli)

Init +16; **Perception** +23, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 19)

DEFENSE HP 225

EAC 27; KAC 30

Fort +15, **Ref** +13, **Will** +14

Defensive Abilities guard's protection, duck and weave; **DR** 3/—; **Resistances** cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 50 ft.

Melee paragon bil'djooli rod +23 (3d10+21 A, B, C, E, F or So; critical matter conversion IV) or

Grindblade +23 (4d10 +21 S; critical bleed 2d8, analog)

Multiattack 4 tentacles + 17 (2d8 +21 B, plus contamination)

Ranged paragon bil'djooli rod +26 (3d6+13 A, B, C, E, F or So; critical matter conversion IV) or elite x-gen gun +26 (4d12+13 P, automatic) or incendiary grenade IV +26 (explode [20 ft., 5d6 F, 3d6 burn, 15 ft., DC 19]) or screamer grenade III +26 (explode [30 ft., 4d10 So, deafened 1d4 minutes, DC 19])

Offensive Abilities charge attack, fighting styles (blitz, guard), soldier's onslaught

TACTICS

During Combat A bil'djooli elite soldier either gets fearlessly into the fray or attempts to protect any aquamancers or navarchs present, acting as either shock troop or bodyguard.

Morale A bil'djooli elite soldier only surrenders if his Hit Points drop below 35 and if no superior officer, like a commander or quamancer, is around.

STATISTICS

Str +8, **Dex** +6, **Con** +4, **Int** +0, **Wis** +0, **Cha** +0

Skills Acrobatics +23, Athletics +23, Intimidate +28, Life Science +28, Medicine +23

Languages Bil'djool, Common

Other Abilities armor training, jet

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), grindblade, x-gen gun (elite) with 100 rounds, *incendiary grenade IV* (2), *screamer grenade III* (2), *mk III serum of healing* (2)

SPECIAL ABILITIES

Contamination (Ex) Bil'djooli elite soldiers secrete toxins that wash away easily in water, contaminating their own space and all adjacent spaces with a short-lived, mild paralytic. When the bil'djooli is not submerged, the poison only affects those hit by their natural attacks, or who strike it with natural attacks or unarmed strikes, rendering them sluggish on a failed Fortitude saving throw, as per the Dexterity poison track. While submerged, the poison is too diluted to further impede assailants beyond the sluggish state and does not cause Hit Point loss due to initial exposure. Out of the water, a bil'djooli elite soldier must make a Fortitude save against refined bil'djooli slime once per hour and loses 4 Hit Points per hour due to exposure to its own slime.

Refined Bil'djooli Slime

Type poison (contact), **Save** Fortitude DC 19

Track Dexterity, **Onset** 1/round for 2 rounds

Effect progression track is Healthy-Sluggish-Stiffened.

Stiffened functions as an end state. A creature that is already in the sluggish state due to exposure to the bil'djooli elite soldier's contamination ability takes the

initial exposure damage to refined bil'djooli slime as usual and uses the Sluggish-Stiffened-Stiffened progression track, and the second stiffened functions as an end state.

Cure 1 save

Special Bil'djooli slime exists in abundance and it quickly spoils and reeks. As such, it has no value. It has an item level of 2 for the purpose of interaction with effects.

Duck and Weave (Ex) Bil'djooli elite soldiers focus on shock troop tactics in their training. Instead of the rapid recovery style technique, a bil'djooli elite soldier gains the duck and weave style technique. This works as the soldier ability of the same name, save that the bil'djooli elite soldier may use it 5 times per day before requiring an 8-hour rest to use it again.

Jet (Ex) A bil'djooli elite soldier can choose to jet as part of using the run action, gaining the benefits of the Jet Dash feat, but only while underwater or in a low- or zero gravity environment. The bil'djooli elite soldier may use this ability four times per day before requiring an 8-hour rest to use it again.

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

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

Treasure: The soldiers wield the powerful technomagical *bil'djooli rods*. Each bil'djooli carries one, allowing the PCs to confiscate them as weapons or to present to the locathahs of Simrukoth. If the PCs acquire 20 of these rods over the course of the adventure and give them to the Emergency Council, the Simrukuul give them half sale price for the rods rather than the usual ten percent. Additionally, they can field an army using these rods to fight against the Hegemony forces in **Part 3**.

B3. REFUSE ROOM (CR 9)

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

PART 1: WAVE THEM IN

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

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

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

STRAEL

CR 5

XP 1,600

Male locathah mechanic

LN Medium humanoid

Init +3; Perception +16

DEFENSE HP 65 RP 4

EAC 17; KAC 18

Fort +6; Ref +6; Will +6

OFFENSE

Speed 10 ft., swim 60 ft.

Melee basic spined blade +10 (1d6+5 P; critical injection dc +2)

Ranged liquidator disintegrator rifle +12 (1d20+5 A; critical corrode 1d6)

STATISTICS

Str +0; Dex +3; Con +2; Int +5; Wis +0; Cha +0

Skills Computers +16, Engineering +16, Mysticism +16,

Perception +16, Physical Science +16, Piloting +11, Survival +11

Languages Aquan

Other abilities amphibious, artificial intelligence (exocortex), custom rig, mechanic tricks (energy shield, overload weapon), overload, remote hack, target tracking, wireless hack

Gear freebooter armor II, basic spined blade, liquidator disintegrator rifle

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

EXPLODING TRASH TRAP

CR 8

XP 4,800

Type analog; **Perception** DC 27; **Disable Engineering** DC 29

EFFECTS

Trigger location; **Reset** manual

Effect Burst of shrapnel (10d6 piercing and slashing damage);

DC 18 Reflex save for half; multiple targets (all targets in a 15-ft. cone, firing out of the room).

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

B4. LIVING AREA (CR 15)

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

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

BIL'DJOOLI ELITE SOLDIERS (2)

CR 13

XP 25,600 each

hp 225 each (see page 62)

Development: If the soldiers are destroyed before the PCs explore area B3, Strael timidly announces himself and

warns the PCs not to approach the trapped refuse room. He asks them to identify themselves and describe where they came from. If the PCs tell him they come from Pol-Nephar, or otherwise convince him their intentions are peaceful, he surrenders as described in area B3.

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

SIMRUKOTH

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

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

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

UNDER THE SEA

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

D4	CR	Encounter
1	14	A field of 16 Varinian seastars (see page 69)
2	15	Lasiodon (see page 70)
3	15	Gang of 4 elder water elementals (<i>Starfinder Alien Archive</i>)
4	17	Cluster of 3 deep tiger anemones (see page 68)

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



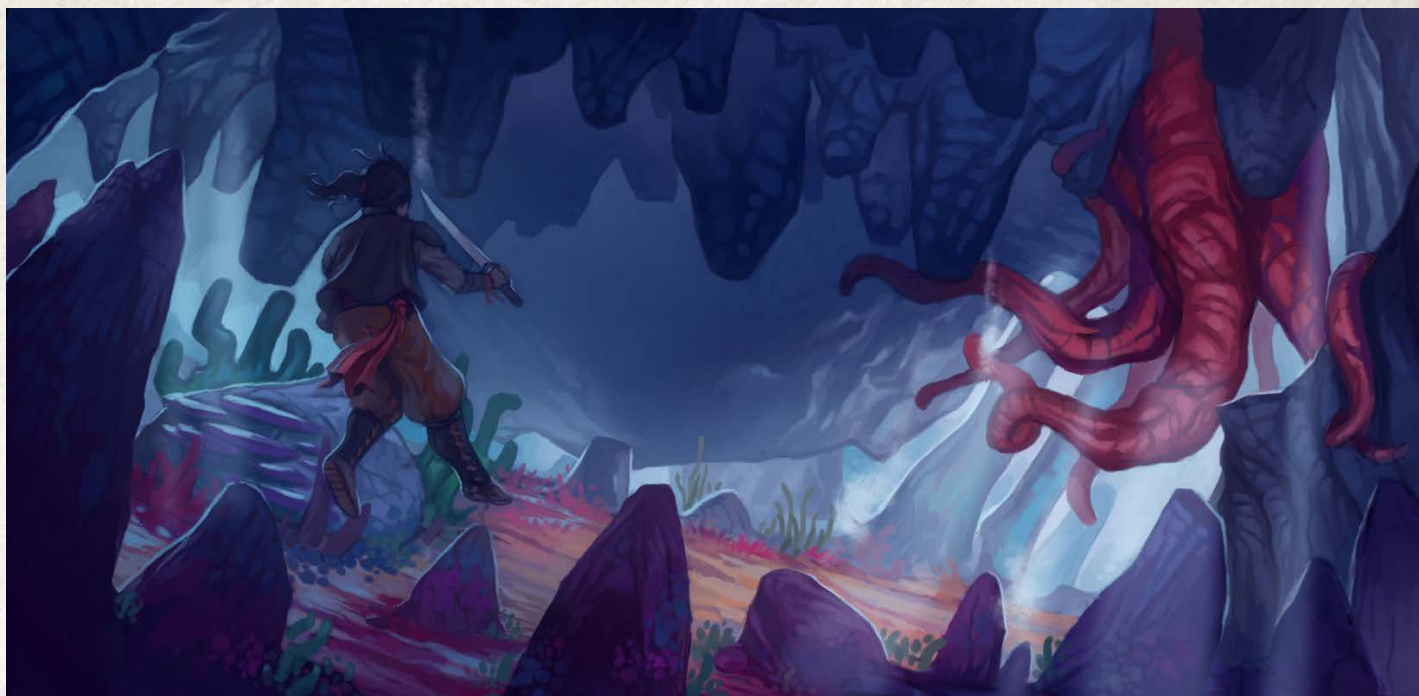
score of generations or longer. The PCs may pick up on these feelings with a successful DC 15 Sense Motive check.

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

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

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

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



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

Along the way to meet the Emergency Council, the PCs spot a few visitors from other races, but not many. They pass an open-air bazaar and mezzanine, swim through adjacent hallways, and then arrive at a conference hall guarded by several stern locathahs bearing tridents or rapiers. Simrukuul they encounter first regard the PCs nervously, but nonaggressive interactions put most of the citizens at ease. A DC 20 Diplomacy check is enough to shift any small group of locathahs to an indifferent attitude.

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

DEEPEA GUARDIANS (4 PER PATROL)

CR 5

XP 1,600 each

Locathah solarian

N Medium humanoid (aquatic, locathah)

Init +1; Senses darkvision 60 ft.; Perception +16

DEFENSE HP 70 EACH

EAC 17; KAC 19

Fort +7; Ref +8; Will +6

OFFENSE

Speed 20 ft., swim 40 ft.

Melee solar weapon +14 (1d6+10 S and 1d4 C, critical staggered)

Ranged static arc pistol +11 (1d6+5 E, critical arc 2)

Offensive abilities black hole (25 ft., Fortitude DC 13 negates), radiation (5 ft. or 10 ft. Fortitude DC 13 negates), supernova (10 ft., 6d6 F, Reflex DC 13 halves), stellar rush

STATISTICS

Str +5; Dex +1; Con +2; Int +0; Wis +1; Cha +3

Skills Acrobatics +11, Athletics +16, Mysticism +11

Other Abilities amphibious, solar manifestation (weapon), stellar alignment (photon), , water breathing

Gear estex suit II, deepsea pearl (shard), static arc pistol

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

SURFACE STATION NINE

5ft



MEETING THE EMERGENCY COUNCIL

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

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

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

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

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

The locathah that stands on his shaky legs is very old, with pale grey scales and shriveled fingers. "I am Claigllood, the chief historian of Simrukoth. Our need is dire, but we dare not lean on ancient prophecy or the

SIMRUKOTH

In *The Depths of Desperation*, the PCs spend significant time in or near the ocean floor city of Simrukoth—the last and largest stronghold of the locathah people. As they recruit allies and hamper their enemies, the PCs may spend time among the locathahs to learn their culture and gauge their resources. Given the current state of siege and curfew enforcement, the city can provide items and service up to 12th level.

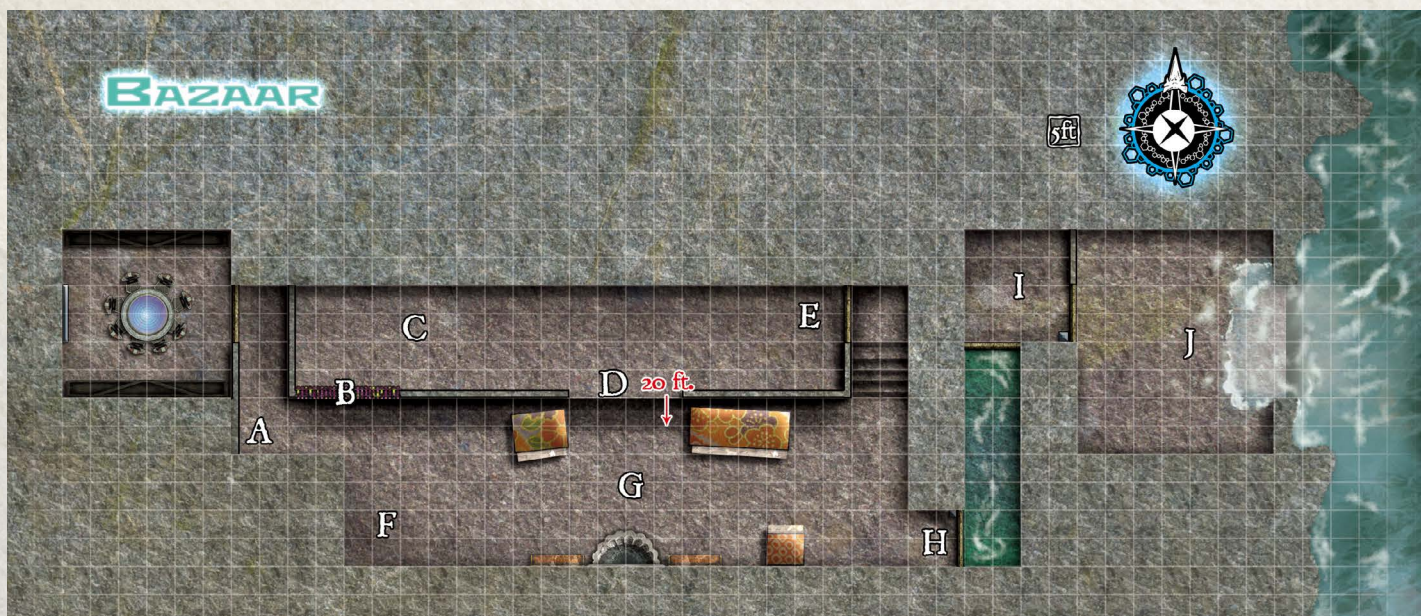
kindness of strangers in this black hour. We are a peaceful people at war: outmatched, outnumbered, and unused to the savagery visited on us the last weeks. Please, tell us how it is you came to help us."

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

Creatures: The chamber includes the entirety of the Emergency Council, including the two non-locathah representatives. Each locathah wields expertise in a unique field. Claigllood is a historian, Cerpadt an engineer, Meirwatt a communicator and linguist, Razioq an occultist, Sshultaq a naturalist, and Wirtaem a peace officer. Each is more or less identical in combat, being primarily academics; even Wirtaem is more of a civilian administrator than a warrior. All have the combat statistics of ordinary locathahs, but with Intelligence and Wisdom modifiers of +3.

The two non-locathahs belong to nations with a stronger military component, and the charda Gomyeit serves an aggressive race with compulsory military service. Gomyeit and Ruushka view the locathahs as dangerously vulnerable, but their respective commanders see the locathahs' survival as essential if the individual pockets of resistance are to throw off the invasion. Their primary mission is to advise the locathahs while yielding command to their hosts. They each have a unit of their races' elite warriors to





defend Simrukoth and maximize casualties to the bil'djooli; these armies are currently quartered in Simrukoth and are deployed in **Part 3**.

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

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

C. BAZAAR CHASE (CR 16)

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

Creatures: A team of eight hetzuud slayers have infiltrated the war council, posing as guards they murdered days before. Their assignment is to provide intelligence to Navarch Kil'quinng, but the locathah leadership guards its information closely. The lack of useful information infuriates Kil'quinng, so the hetzuud are desperate to

provide her some good news, even if it means taking extreme risks. The hetzuud determine to attack while the PCs are present, sowing confusion among the surviving leaders and dispatching at least some of the PCs before fleeing. However, their primary objective is to bring news of the locathahs' new allies to their navarch. The hetzuud trust their ability to escape in the event of capture, as they don't believe the locathahs have the stomach to execute them outright.

HETZUUD SLAYERS (8)

CR 10

XP 9,600 each

NE Medium ooze (shapeshifter)

Init +5; **Senses** blindsight (vibration) 60 ft., darkvision 60 ft.;

Perception +19

DEFENSE HP 150 EACH

EAC 23; **KAC** 24

Fort +11; **Ref** +11; **Will** +7

Immunities ooze immunities

OFFENSE

Speed 40 ft., swim 90 ft.

Melee microerrated longsword +20 (2d10+18 S; critical bleed 2d6) or slam (2d8+18 B) Ranged sintered starknife +18 (4d4+18 P) Offensive Abilities merge

STATISTICS

Str +8; **Dex** +5; **Con** +1; **Int** +2; **Wis** +1; **Cha** +3

Skills Acrobatics +24, Bluff +24, Culture +19, Disguise +19, Stealth +24

Languages Common, Hetzuud, Ultari

Other Abilities change shape (any [same size category]), compression, internal storage, mimic object, perfect copy

Gear microerrated longsword, two sintered starknives, d-suit III with haste circuit

SPECIAL ABILITIES

Internal Storage (Ex) A hetzuud can secrete and carry equipment inside itself, but can only store items of light or negligible bulk which are smaller than the hetzuud's current form (assumed or natural) with a total bulk less than the 5 + hetzuud's Strength modifier. If a hetzuud spends a full action when using its change shape ability, it can don armor or clothing stored inside it, or ready up to two weapons or other items. A hetzuud can retrieve an item stored inside itself as a swift action without provoking an attack of opportunity.

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

- **Collaborative Resistance:** When making saving throws against individually targeted effects, a hetzuud amalgam uses the highest saving throw modifier of any hetzuud in the amalgam.
- **Conjoined Combat:** Two or more hetzuud within an amalgam may initiate their attacks against the same foe, and they are considered to be flanking that foe as if they were in two opposite squares. In addition, as a standard action any hetzuud in an amalgam may attempt harrying fire regardless of their positioning within the amalgam.
- **Distributed Wounds:** Hetzuud within an amalgam split all Hit Point damage equally by sharing it among themselves.
- **Pliable Transposition:** As a move action, any hetzuud within an amalgam may swap places with another member of the amalgam to occupy a different square within the amalgam.
- **Size Increase:** If there are four hetzuud in the amalgam then they each

gain a natural reach of 10 feet and increase their slam attack damage die to 1d6.

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

Perfect Copy (Ex) When a hetzuud uses change shape, it can assume the appearance of specific individuals.

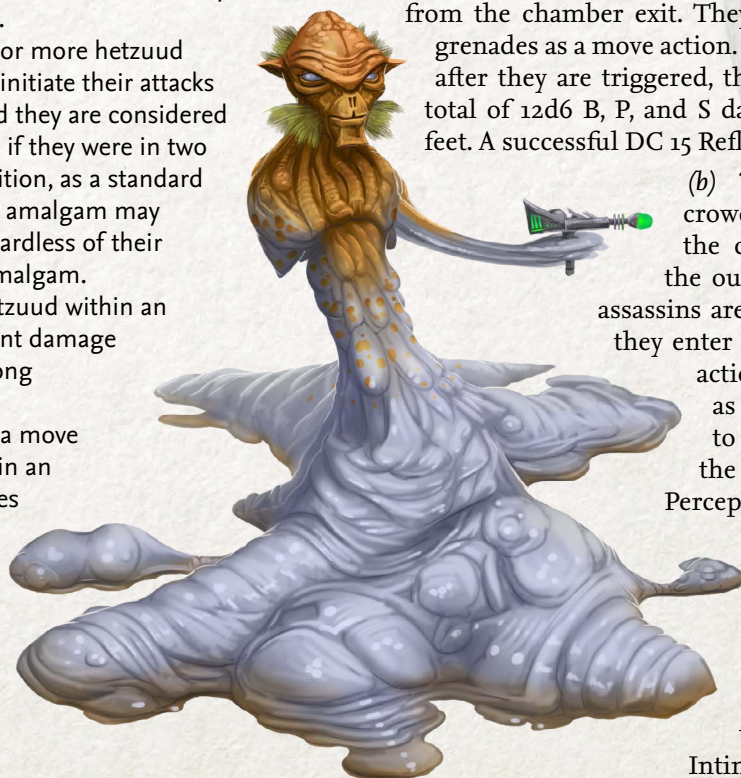
Development: Unless the PCs eliminate the hetzuud immediately, they break off in twos to make their escape or cover those who left before them. Each pair of hetzuud that abandons the fight follows the same basic path to the sea window at location (i), but to increase the likelihood of a successful mission,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

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

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

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

Movement through the crowd is restricted as if by difficult terrain. PCs can thin the crowd with a DC 30 Intimidate check and take move



actions normally but can't run or charge. The terrace has sufficient room for Huge or smaller PCs to fly over the crowd if they can.

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

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

(c) *They Went That Way*: If more than one group of assassins flees ahead of the party, the latest one waits here, disguised as a locathah beggar. The "beggar" points in the direction of the chase and claims to have seen the alien attackers. With a DC 34 Sense Motive check, a PC can determine that the beggar's claim is insincere.

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

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

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

DEESEA GUARDIANS (2+)

CR 5

XP 1,600 each

hp 70 each (see page 11)

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

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

(h) *Door Panel*: The door to the hallway outside of the bazaar is currently closed because the hallway is full of water. The doors are programmed to maintain a chamber's state of empty or flooded until it's no longer occupied, but a PC can override this rule and empty the chamber immediately with a DC 30 Engineering or Mysticism check. Overriding the system to open the door without emptying it requires an additional DC 40 Engineering or Mysticism check but doing so floods the bazaar and adds to the chaos. The hetzuud have no gift for alien technology, but they know how to command the hallway to empty, so they remain in this room until the hall drains and the opposite door opens.

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

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

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



circuit in their armor; their time is substantially increased otherwise.

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

ONE ACCORD

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

Regardless of how enthusiastically the locathahs respond to the PCs, they hold a small ceremony acknowledging each PC as a defender of the Simrukuul. The council's legal authority, Wirtaem or his replacement, announces them allies in the fight against the bil'djooli, sent from across

the stars to help push off their oppressors. After the brief ceremony, they invite the PCs to a council meeting to plan the defenses of the city against inevitable attack, advancing the party to **Part 2**.

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

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

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

PART 2: FOUR LEAGUES UNDER THE SEA

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

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

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

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

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

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

- **Ruins of Dressfa:** A haunted place apparently older than aquatic civilizations on Vareen, Dressfa is a mysterious, haunted ruin. The site seems to have some strategic importance to the Hegemony, as they sent a force there shortly after arriving. However, this force hasn't been seen since. The site also likely has special importance to the PCs, as they know an older ruin on Vareen contains several gates, including one that leads them home. If the PCs offer to explore the ruins, the locathahs agree with obvious discomfort; the site is considered both sacred and haunted. Nevertheless, Claigloul explains what he knows about the site to prepare the PCs for the journey. See area D.
- **Rescue at Surface Station Six:** The damaged building indicated on the map is Surface Station Six, a locathah surface station similar in appearance and function to Surface Station Nine. The Hegemony captured this station and convert captured prisoners into mindless soldier-slaves. The locathahs have learned that the cruel commander of this experimentation and recruitment is a jagladine scientist named Vrailjan. The Emergency Council seeks agents to rescue the slaves, kill Vrailjan, and scuttle the station. See area E.
- **With the Giants:** The locathahs of Simrukoth are in desperate need of every ally they can recruit and suggest that diplomatic PCs attempt to recruit the local ocean giants to the defense of Simrukoth. See area F.
- **Communications Relay:** The Emergency Council knows that the Hegemony has established a small communications relay station on a nearby ridge. Destroying this relay seems likely to hamper the Hegemony's military intelligence. See area G.
- **Command Denied:** The Emergency Council speculates that a good way to cause chaos among the Hegemony forces is to strike at one of their local command groups. See area H.
- **Friends, Not Food:** Two powerful monsters lurk in the area near Simrukoth, a sea serpent named Land-eater and an enormous mantis shrimp named Reefhammer. Although the Emergency Council doesn't immediately think about conscripting these leviathans to their cause, they encourage the idea if the PCs suggest using local flora or hear about them from another source. See area I.
- **The Last Bardezite:** The field of death and bone outside of Simrukoth is a topic the locathahs avoid; they do not initially volunteer information about this mission. If the PCs press for other options, or if the situation looks extremely desperate, the Emergency Council might recommend petitioning the fearsome entity in this location for aid. See area J.



- **The Best Defense:** After the PCs return from their first mission, whether they are successful or not, triton spies provide vital information allowing the PCs to make a lightning strike against Hegemony forces. See area K.
- **Assassination Attempts:** The Hegemony forces do not idly stand by while the PCs demolish their preparations; use the **Timed Event** below to represent Kil'quinng's response to the PCs' successes.

Development: An astute character notes with a DC 25 Perception check that the shadow near Surface Station Six resembles a smooth oval, as if from an artificial structure floating higher in the water past the damaged station. This represents the bil'djooli mother ship, though the locathahs omit its presence from the conversation. In their minds, the ship is a worry for another day, and the PCs should focus on facts vital to the urgent missions they've presented. The *Subjugator* figures largely into **Part 3**, once the mass combat begins to wind down.

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

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

Whenever the PCs encounter bil'djooli soldiers in **Part 2**, the soldiers report the PCs' threat to the communications relay robot (see area G), who then relays the information to Kil'quinng. The first time Kil'quinng receives word of the PCs' intervention, she assigns sensors from the mother ship to find and track the PCs. Treat this as a technomagical scrying effect (so it can be detected with a DC 28 Perception check and dispelled as though its caster level was 15th).

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

BIL'DJOOL HUNTER-KILLERS (2)

CR 13

XP 25,600

Bil'djool operative

LE Medium aberration (aquatic, bil'djooli)

Init +11; **Perception** +29, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 21)

DEFENSE HP 210

EAC 27; **KAC** 28

Fort +12, **Ref** +15, **Will** +16

Defensive Abilities evasion, uncanny agility; Resistances cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 60 ft.

Melee ultrathin dagger +22 (4d4+19 S; analog, operative)

Multiattack 4 tentacles +16 (3d4 +19 B, plus contamination)

Ranged paragon bil'djooli rod +24 (3d6+13 A, C, E, F or So; critical matter conversion IV) or elite shirren eye rifle +24 (4d10+13 P; analog, sniper [750 ft.], unwieldy) or stickybomb grenade III +24 (explode [20 ft., entangled 2d4 rounds, DC 21])

Offensive Abilities jet, debilitating trick, quad attack, trick attack +7d8

TACTICS

During Combat A bil'djooli hunter-killer attempts to snipe from cover and use hit and run tactics supported by their cloaking fields to bring down prey. Unlike most bil'djooli of higher ranks, a hunter-killer does not mind getting their tentacles dirty.

Morale A bil'djooli hunter-killer attempts a coordinated retreat when dropped below 50 Hit Points. Specificially bred and trained for combat, a bil'djooli hunter-killer does not surrender, except in the most desperate of circumstances.

STATISTICS

Str +6, **Dex** +8, **Con** +0, **Int** +0, **Wis** +4, **Cha** +0

Skills Acrobatics +29, Athletics +24, Engineering +24, Life

Science +29, Medicine +24, Sense Motive +24, Stealth +29,

Feats Stand Still

Languages Bil'djooli, Common

Other Abilities jet, operative exploit (cloaking field, glimpse the truth), operative specialization (ghost)

Gear bil'djooli armor IV with jetpack (capacity 40) and targeting computer, bil'djooli rod (paragon) with ultra-capacity battery (100 charges), shirren-eye rifle (elite) with 50 rounds, stickybomb grenades III (4), ultrathin dagger, *mk III serum of healing* (2)

SPECIAL ABILITIES

Contamination (Ex) As a bil'djooli elite soldier, but the save DC is 21.

Glimpse the Truth (Ex) This functions as the operative exploit of the same name, save that the bil'djooli hunter-killer may use it five times per day before requiring an 8-hour rest to use it again.

Jet (Ex) As a bil'djooli elite soldier.

Phase Shift Escape (Ex) A bil'djooli hunter-killer can move through solid matter by converting their matter into out of phase energy for just a moment. As a full action, the bil'djooli can phase through up to 10 feet of solid matter, leaving a clearly visible black stain. This otherwise functions as the operative specialization power of the same name.

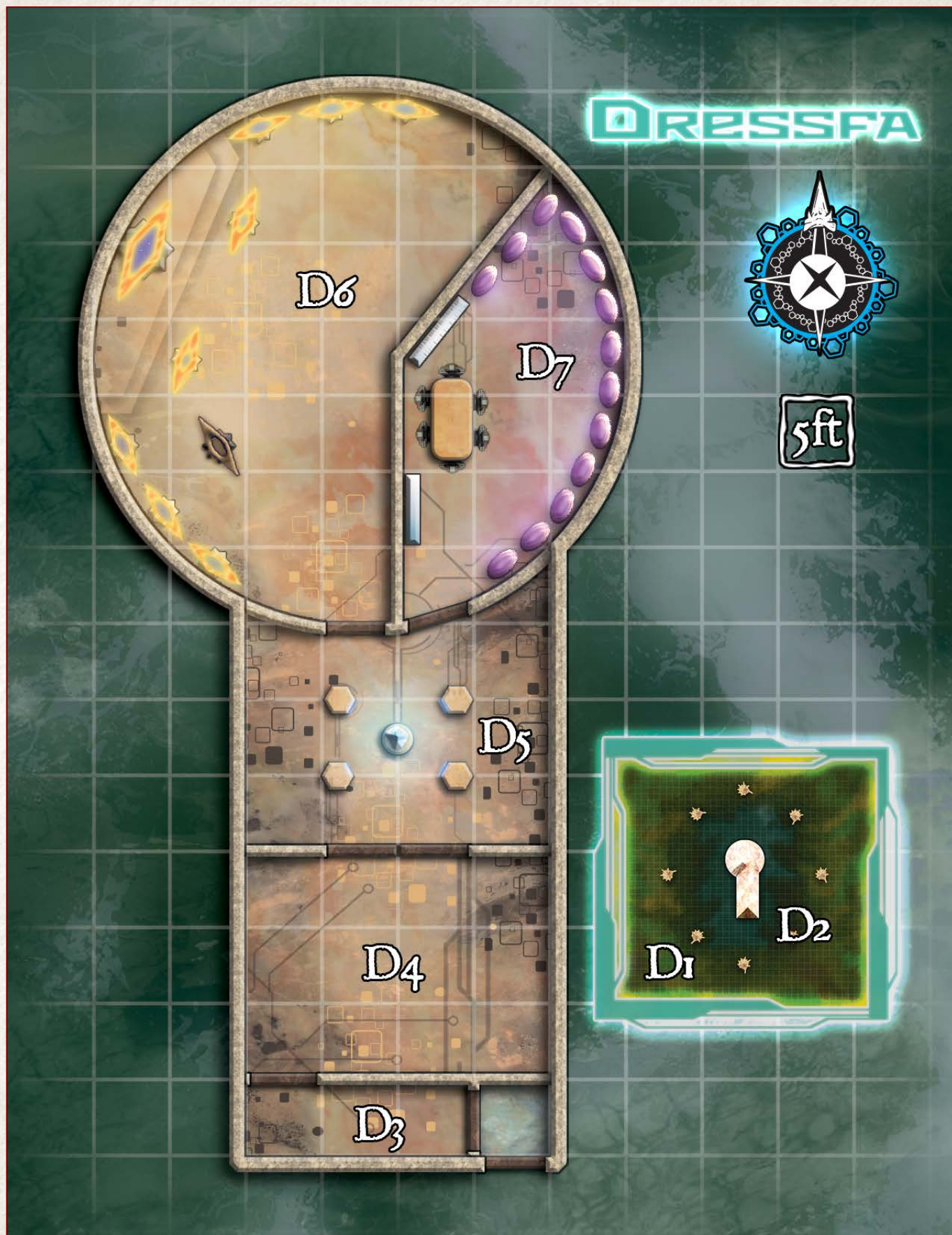
Development: Kil'quinng doesn't stop with this single assassination attempt. If the PCs survive the hunter-killer attack and then succeed at another strike against the bil'djooli during **Part 2**, Kil'quinng realizes the true danger the PCs represent. In this case, Xatmaos comes to deal with the PCs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

D. RUINS OF DRESSFA

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

The locathahs can only offer limited information about the ruins, but the historian Claiglool offers what he knows. Claiglool explains that the ruins were thought haunted for dozens of generations and universally avoided by Vareen's native races. However, reports say the Hegemony invaders were only on the planet for a few days before they sent a massive force there. Whatever lay waiting at Dressfa was obviously very important to them. The Hegemony forces haven't been seen again; regardless whether they were defeated or disappeared, the incident has only fueled locathah speculation that the site is haunted.

The idea of exploring Dressfa makes the Emergency Council uncomfortable; the dark ocean is full of tangible nightmares that devour entire hunting parties, but the ghosts of Dressfa still daunt the most rational Varinian. If the party wants to visit the site and find what the bil'djooli were after,



Claiglool offers them directions and promises the council will continue preparations while they await the PCs' return.

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

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

D1. CONCH GROVE (CR 13+)

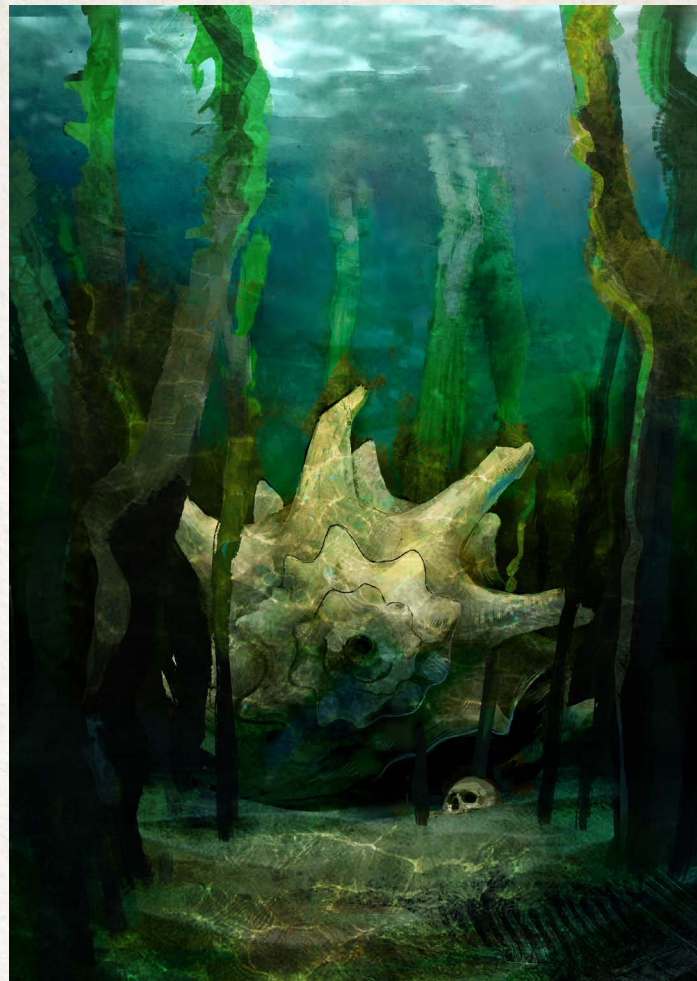
A soft blue-gray glow emanates from a forest of swaying seaweed. The plants grow within a few feet of one another and reach thirty feet high. Some fauna crawls across the ground or swims around the site, but nothing ventures toward the forest. Several giant conch shells, white or gray in color, interrupt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

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

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

A successful DC 25 Life Science check reveals that the giant conch shells and tall stalks of seaweed are part of the same creature.

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



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

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

CONCH TREES (8+)		CR 7
XP 3,200		
N Large plant (aquatic)		
Init +0; Senses blindsense (vibration) 60 ft.; Perception +19		
DEFENSE		HP 105 EACH
EAC 19; KAC 21		
Fort +9; Ref +6; Will +6		
Immunities plant immunities		
OFFENSE		
Speed 0 ft.		
Melee harpoon tentacle +17 (2d6+11 P plus swallow whole)		
Space 10 ft.; Reach 60 ft.		

Offensive Abilities collapse, swallow whole (2d6+11 B, EAC 19, KAC 17, 26 HP)

STATISTICS

Str +4; **Dex** +0; **Con** +5; **Int** —; **Wis** +2; **Cha** +0

Skills Stealth +14

Other Abilities mindless

ECOLOGY

Environment any ocean

Organization solitary, pair, or grove (3–30)

SPECIAL ABILITIES

Collapse (Ex) Once a conch tree swallows a creature whole, it can collapse into a smaller hard shell to protect itself while it digests its prey. The tree curls around its prey, reinforcing its own outer flesh and changing colors to represent mud or stone. Its gains a +6 bonus to AC when being attacked by anyone but the swallowed victim and a +6 bonus on Stealth checks on the ocean floor.

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

D2. GROVE CENTER (CR 16)

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

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

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

Creatures: The bil'djooli left four soldiers behind to eliminate intruders while their aquamancer commander

delivered stolen genetic source material to Navarch Kil'quinn aboard the *Subjugator*. They each float in separate locations, maintaining vigil over the runes. If one of them spots intruders it alerts the others via a technomagical commlink and fights defensively, waiting for support before committing to the fight in earnest.

BIL'DJOOLI ELITE SOLDIERS (3)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

D3. AIRLOCK

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

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

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

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

D4. THE LORAN MONASTERY

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

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

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

D5. GENETIC ARCHIVES (CR 13)

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

In front of the crystal terminals, a single cloaked figure stands over the prone body of a tentacled soldier. The humanoid woman has deep purple skin with shining facets like sequins, and an angular, elf-like face. Her long white hair is gathered in a topknot and tightly braided. She wears a loose-fitting black robe with



slits cut at the elbows and knees, and no shoes. Across the room, another tentacled soldier lies broken against the corner. Its rod-like weapon is splintered and cracked from a single massive blow.

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

The female figure is Eri, the Quriel ("wise mother") of the Loran monks here (LN female Loran solarian). She is currently in stasis due to the effect of a *stasis grenade* (see page 76) used by the *bil'djooli* aquamancer. The PCs can end Eri's imprisonment in the stasis effect by casting *dispel magic* or *break enchantment* and succeeding at a DC 26 caster level

check. Alternatively they can combine a surge of electricity or sonic damage with a DC 26 Engineering or Mysticism check to end the effect prematurely.

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

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

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

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

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

PREDICTIVE PATRONS

CR 13

XP 25,600

Type hybrid; **Perception** DC 25 (to hear small electronic noises, static, and garbled speech); **Disable** see destruction below

Trigger location; **Reset** 1 day

Effect After one round, a holographic replay begins, showing a group of regal aliens working in a domed building of pink coral. Several debate apparent mathematical models and point to several landmarks along the PCs' path thus far (draw events from the PCs' past adventures to display here). The haunt's perspective pulls away to show Varen's solar system

before a column of ice appears in space and knocks a smaller red-brown planet into a larger blue-green one (this is Bardez smashing into Varen). A close-up of the blue-green planet shows a rain of meteors and comets destroying the land before focusing in again on the domed structure below the rising waves. The alien figures nod in agreement then rise to enter the next room. As they do so, the creatures in the room becomes the subject of a *mass suggestion* spell. Unless an affected creature succeeds at a DC 21 Will save, it also rises and proceeds to the Gate Room, where the replay continues.

Destruction The hazard is as much light and illusion as it is the spirit of long-dead Patrons. As such, the haunt can be temporarily disabled by taking 65 electricity damage in the round before it triggers. The haunt is powered by the Patrons' residual will, and as such cannot be destroyed until either the Hegemony successfully destroys the Patron's attempts to survive them, or the PCs experience the scene in the Gate Room (area D6).

Development: If the PCs free Eri from stasis, she is not affected by the haunt, but remains attentive until its effect ends. She urges any PCs who save against the effect to follow their companions into the Gate Room. Once the test at the Gate Room is completed, the Wise Mother waits for questions about her nature and role in the ancient ruins. Eri has rotated shifts with various members of her order for centuries, sleeping away decades before assuming vigil. If the PCs seem committed to the fight against the Hegemony, she accepts that they are worthy heirs to her former benefactors. She also confides that her purpose, now that the PCs have discovered the gate, is to prevail on them to take the fight to the Hegemony and end their threat forever. To that end, Eri offers to lead a force against the bil'djooli under the PCs' direction (the army she musters of fellow loran mystics is presented in **Part 3**).

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

D6. GATE ROOM (CR 16)

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

The gate room houses a number of important portals to other worlds touched by the Patrons and their plans to secure the galaxy from enslavement by the Principalities. It also hosts a dangerous gambit placed by the Patrons thousands of years ago. Having predicted the return of the Principalities, the Patrons seeded multiple worlds with genetic information.

The evolution of the resulting fledgling races created the PCs that stand in the ruin now. The progenitors of the Accord kept this project secret, but surreptitiously disclosed “secret” records of other bits of genetic information as a lure for the Hegemony.

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

Lights flicker briefly before a series of colored beams project detailed images from the walls and crystals in the room. Several translucent aliens appear in a vaguely familiar city, working a device that pulses outward with apparently benign energy. The aliens then step through a portal in the city to emerge inside a gate identical to the largest one in this very room. They manipulate their crystals and terminals with the familiar setting remaining in the background. Suddenly they turn their gaze upward, and the view pulls out to reveal they stand in a pink domed structure deep under ocean waves. As the dome shrinks in the background, a lush world of purple trees, blue-green water, and orange-pink skies comes into view, joining its sister planets in a system that revolves around an immense orange sun. The ghostly image of a malevolent entity weaves its arms until massive chunks of ice appear in space, breaking off and slamming into a smaller red-brown planet, which then crashes into the purple-and-green planet. Screams of terror erupt around the planet as dust flies into the air, ice caps melt, and floating glaciers fall from space into the world until all is quiet and there is no more dry land.

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

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

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

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

The central gate showing the city in the PCs’ home world is covered by a multi-layered field of glowing runes that lasts until the countdown reaches zero. The sphere is the principal obstacle for the PCs; the test is for them to remove the field and activate the gate it protects before the timer reaches zero. The field has seven layers in total. A character can disable one layer with a DC 34 Engineering or Mysticism check, or by spending a legendary power point, but must spend a standard action adjacent to the gate either way. Passing through active layers deals 6d6 force damage (Reflex DC 23 for half) for each layer. Successfully passing through the field and activating the gate turns off the security test.

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

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

PROJECTED BIL'DJOOLI ELITE SOLDIER

CR 14

XP 38,400

hp 265 (see page 62)

TACTICS

During Combat The projected warlord looks like Kil’quinng, but this projection has the statistics of an ordinary bil’djooli elite with 40 bonus hit points that grants herself and her allies a +2 bonus on attack rolls, saving throws, and skill checks (these benefits increase her CR by 1). The projected warlord commands her allies while firing her *bil’djooli rod* at the PCs.

PART 2: FOUR LEAGUES UNDER THE SEA

PROJECTED JAGLADINE SCIENTIST

CR 14

XP 38,400

hp 255 (see Jagaldine Clone, page 31)

PROJECTED ELDER ONARYX

CR 11

XP 12,800

CE Huge outsider

Init +6; Senses blindsense 90 ft., darkvision 60 ft.; Perception +20

OFFENSE HP

EAC 24; KAC 26

Fort +15; Ref +13; Will +10

Defensive Abilities fast healing 10

OFFENSE

Speed 40 ft., fly 150 ft. (Ex, average)

Melee 2 claws +20 (2d10+18)

Ranged Photon blaster +20 (blindness 1d4 rounds, Reflex DC 18 negates), plasma javelin +20 (4d6+19 plus 1d8 fire and electricity)

Offensive Abilities sonic cry, flyby rake

STATISTICS

Str +8; Dex +5; Con +3; Int +1; Wis +2; Cha +3

Skills Acrobatics +25, Athletics +20, Intimidate +20

Languages Onaryx, Ultari

Other Abilities battle-tech trained

SPECIAL ABILITIES

Battle-tech trained (Ex) Onaryx are trained from birth in the use of high-tech weaponry and armor, and as a result are automatically proficient with advanced melee weapons, longarms, and grenades. Elder onaryx are proficient with heavy weapons and heavy armor.

Flyby Rake (Ex) Onaryx are skilled at swooping down on opponents and using their claws to rake them to shreds as they fly past. Whenever they are at least 30 feet from a target, they can attempt an opposed Acrobatics skill check against their intended target's Reflex save. If the creature succeeds, the opponent loses its ability to take any attacks of opportunity against the onaryx during the flyby. Furthermore, any attack roll of 20 is automatically a critical hit, regardless of whether or not it exceeds the target's KAC.

Sonic Cry (Ex) An onaryx is capable of using its unique vocal structures to produce potent sonic effects. The sonic cry produces a ray-like wave of sonic energy that varies in form and intensity depending on the onaryx's age category. Using a sonic cry is a standard action. An onaryx can use its sonic cry once every 1d4 rounds. A sonic cry always starts at an intersection adjacent to the onaryx and extends in a direction of the onaryx's choice. The save DC against a sonic cry is by age category: Mature (CR 3) DC 12, Dread (CR 6) DC 14, Elder (CR 11) DC 18. The projected onaryx can use the following sonic cries

Paralysis (Ex): This sonic cry must be focused on a single creature, sending a powerful vibration that overrides its central nervous system. The target takes 1d4 points of Constitution damage and is paralyzed for 1d4+1 rounds; a

successful Fortitude save halves this Constitution damage and negates paralysis.

Sonic Bludgeon (Ex): Creatures struck by this sonic cry are brutally bludgeoned, being pushed backwards 10 feet and knocked prone (Reflex negates) and taking 4d6 points of kinetic damage, +2 point per CR of the onaryx.

Terrifying (Ex): The onaryx's sonic cry strikes terror into its victim, causing it to become frightened for a number of rounds equal to the onaryx's CR; a successful Will save reduces this effect to shaken for 1 round.

PROJECTED BIL'DJOOLI ELITE SOLDIERS (2)

CR 11

XP 9,600 each

hp 112 each (see page 62)

TACTICS

During Combat These projected bil'djooli elite soldiers have only half the normal number of hit points and deal only half the normal amount of damage with their attacks. They fire at the same target each round, using their ranged combat abilities to minimize risk to their allies.

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

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

D7. STASIS ROOM

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

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

E. RESCUE AT SURFACE STATION SIX

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

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

Surface Station Six remains afloat on the water's surface about 60 miles from Simrukoth. Like other surface stations, it's made of the living coral the locathahs use for their buildings, enabling the structure (when healthy) to remain afloat in a static

location, power technomantic devices, and drain any water it takes on. The station can be accessed via its open-air surface doorway or moon pool on the structure's bottom. The map of Surface Station Six illustrates the main floors of the facility, but the large station contains other floors sealed off to contain the locathah prisoners awaiting conversion to klaven slaves.

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

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



E1. STATION EXTERIOR (CR 16)

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

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

BIL'DJOOLI ELITE SOLDIERS (2)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

E2. TOP-SIDE HATCH (CR 15)

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

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

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

BIL'DJOOLI ELITE SOLDIERS (2)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

ELECTRIC DOOR TRAP

CR 10

XP 9,600

Type mechanical; Perception DC 20; Disable Device DC 25

EFFECTS

Trigger touch; Reset automatic (1 hour)

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

E3. OBSERVATION DECK AND CYLINDER (CR 15)

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

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

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

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

BIL'DJOOLI ELITE SOLDIERS (2)

CR 13

XP 25,600 each

hp 225 each (see page 62)

E4. HOLDING CELLS (CR 15)

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

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

Creatures: Two bil'djooli guards watch over dozens of captured locathahs in the flooded chambers beyond their quarters. From these rooms, they can monitor their

prisoners, travel up or down the facility's central cylinder, or communicate via panel with Vrailjan or the other bil'djooli. Though their routine is simple, they keep air-breathing klaven as guards and servants. If attacked, one of the bil'djooli moves to the door panel adjacent to their charges to request Vrailjan purge the prisoners and make rescue impossible.

BIL'DJOOLI ELITE SOLDIERS (3)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

PURGING GAS TRAP

CR 10

XP 9,600

Type mechanical; Perception DC 25; Disable Device DC 35

EFFECTS

Trigger proximity; **Reset** repair

Effect poison gas cloud (as *corrosive haze*; CL 15, Reflex DC 19 negates); never miss; onset delay (1 round); multiple targets (all targets in a sealed chamber).

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

E5. KLAVERN TRANSMOGRIFIER (CR 18)

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



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

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

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

PART 2: FOUR LEAGUES UNDER THE SEA

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

Creatures: If Vrailjan detects combat in advance of the PCs' arrival, he uses *detect thoughts* to interpret the threat from the bil'djooli or klaven in the area and uses a radio comm to warn Kil'quinng (see **Part 3**) of the attack.

VRAILJAN, JAGLADINE BIOMORPH CR 15

XP 51,200

NE Medium monstrous humanoid (jagladine)

Init +7; Senses darkvision 60 ft., low-light vision; Perception +26

DEFENSE HP 255

EAC 29; KAC 30

Fort +13; Ref +13; Will +18

Immunities disease, poison

OFFENSE

Speed 30 ft.

Melee claw +24 (2d10+20 S)

Multiattack 4 claws +19 (2d10+20 S)

Ranged white star plasma pistol +24 (3d8+15 E & F, line, unwieldy; critical burn 2d8)

Offensive Abilities beastmorph

STATISTICS

Str +5; Dex +7; Con +3; Int +9; Wis +1; Cha +0

Skills Acrobatics +26, Engineering +31, Heal +31, Intimidate +26, Life Science +31

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

Other Abilities multi-armed, reflexive biology

Combat Gear four cryo grenade III, four shock grenade IV;

Other Gear white star plasma pistol with 2 ultra-capacity batteries, freebooter armor IV

SPECIAL ABILITIES

Beastmorph (Ex) Once per day a standard action, the jagladine biomorph can inject itself with a serum that transforms its body into an amalgam of beast-like parts. The biomorph can choose up to three of the following traits: blindsense (vibration) 60 ft., burrow 30 ft., climb 90 ft., ferocity, fly 90 ft., reach 10 ft., or swim 90 ft. The transformation lasts for one hour or until canceled as a standard action. Other creatures are not affected by the serum.

Multi-Armed (Ex) A jagladine has four arms, which allows them to wield and hold up to four hands' worth of weapons and equipment. While their multiple arms increase the number of items they can have at the ready, it doesn't increase the number of attacks they can make during combat.

Reflexive Biology (Ex) As a full-round action, a jagladine can absorb a single disease or poison effect without suffering any ill conditions. As a swift action while it has such an effect absorbed, it can attempt a Fortitude save against the DC of the absorbed disease or poison to excrete a liquified version of the disease or poison. If successful, this excretion remains potent for the next 24 hours. The liquified version of the disease or poison must be applied via ingestion or injury. A jagladine can only store one disease or poison at a time; further disease and poison effects are ignored per their racial immunity.

VRAILJIN, JAGLADINE CLONE CR 14

XP 38,400

NE Medium monstrous humanoid (jagladine)

Init +7; Senses darkvision 60 ft., low-light vision; Perception +24

DEFENSE HP 255

EAC 29; KAC 30

Fort +15; Ref +15; Will +18

Immunities disease, poison

OFFENSE

Speed 30 ft.

Melee zero-edge dagger +27 (6d4+20 S)

Multiattack 3 zero-edge daggers +23 (6d4+20 S)

Ranged blizzard-class zero pistol +27 (4d6+15 C; critical staggered [DC 23])

Offensive Abilities jagladine treatment

STATISTICS

Str +5; Dex +7; Con +2; Int +9; Wis +3; Cha +1

Skills Acrobatics +26, Engineering +26, Life Science +31, Medicine +31, Mysticism +31

Languages Aklo, Common, Ultari, Jagladine

Other Abilities multi-armed, reflexive biology

Combat Gear 5 serums of healing mk 3; Gear diamond carbon skin, blizzard-class zero pistol with 3 high-capacity batteries, 3 zero-edge daggers, advanced medkit

SPECIAL ABILITIES

Jagladine Treatment (Su) Vrailjin, Vrailjan's clone, has learned many secrets of jagladine medicine. When it applies a serum to a jagladine or member of a race created by the jagladine, that serum heals for its maximum value and also has the effects of the *remove affliction* and *restoration spells*.

Multi-Armed (Ex) As Vrailjan, above.

Reflexive Biology (Ex) As Vrailjan, above.

KRAKEN BREED KLAVERN (4)**CR 11****XP 12,800**

LE Medium humanoid (aquatic)

Init +3; **Senses** darkvision 60 ft.; **Perception** +20**DEFENSE HP 180 EACH****EAC** 24; **KAC** 26**Fort** +15; **Ref** +13; **Will** +10; +2 vs. disease, ingested poison, nauseated, and sickened**Immunities** fear**Weaknesses** malign influence**OFFENSE****Speed** 20 ft., swim 50 ft.**Melee** tentacle +23 (2d6+21 P)**Multiattack** 4 tentacles +17 (2d6+21 B)**Defensive Abilities** contamination**STATISTICS****Str** +8; **Dex** +3; **Con** +5; **Int** +1; **Wis** +3; **Cha** +1**Skills** Athletics +25, Culture +15**Languages** Bil'djooli, Ultari**Other Abilities** converted host, energy modulation (1/day), nanite exchange**SPECIAL ABILITIES**

Contamination (Ex) Kraken breed klaven, like the bil'djooli they're converted from, secrete toxins that wash away easily in water, contaminating their threatened squares with a short-lived, mild paralytic. When the klaven is not submerged, the poison only affects those hit by their natural attacks, or who strike it with natural attacks or unarmed strikes, rendering them sluggish on a failed Fortitude saving throw, as per the Dexterity poison track.

Infested Bil'djooli Slime**Type** poison (contact) **Save** Fortitude DC 18**Track** Dexterity **Onset** 1/round for 4 rounds**Cure** 1 save

Effect In addition to the effects of the Dexterity track, all klaven within 60 feet are aware of the location and condition of the poisoned creature.

Converted Host (Ex) Klaven transformations leave nothing to allow for restoration of a base creature to its original self. As a result, klaven cannot be killed and returned to life with *raise dead* or similar effects, though spells such as *miracle* and *wish* could be used to do so.

Energy Modulation (Su) Once per day as a reaction, a klaven can treat positive and negative energy effects as if it were an undead creature, taking damage from positive energy and healing damage from negative energy. This effect lasts until the start of the klaven's next turn.

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

Nanite Exchange (Su) Klaven nanites swarm around each klaven on a microscopic level, providing a continuous awareness of the location and condition of other klaven within 60 feet, as the status spell. Klaven can communicate with one another by passing memories and sensory information through their

nanites but must come into physical contact to do so. This exchange of memories requires a full-round action and only consists of perceptions and first-hand experiences. Klaven cannot exchange skills, special abilities, or other individual qualities in this manner.

Vulnerability to Toxins Like bil'djooli, these klaven take a –2 racial penalty to saving throws against diseases and poisons.

KLAVERN PIRANHA BREED TROOP (2)**CR 8****XP 4,800**

LE Small humanoid (aquatic, troop)

Init +3; **Senses** darkvision 60 ft., low-light vision; **Perception** +16**DEFENSE HP 125 EACH****EAC** 20; **KAC** 22**Fort** +12; **Ref** +10; **Will** +7; +2 vs. disease, ingested poison, nauseated, and sickened**Immunities** fear, troop immunities; **Defensive Abilities** troop defenses**Weaknesses** malign influence**OFFENSE****Speed** 10 ft., swim 60 ft.**Space** 20 ft.; **Reach** 5 ft.**Melee** troop attack (1d6+12 P plus piranha breed poison and razor teeth)**STATISTICS****Str** +4; **Dex** +3; **Con** +4; **Int** +0; **Wis** +3; **Cha** +0**Skills** Athletics +21, Intimidate +16, Survival +16**Languages** Common, Ultari**Other Abilities** converted host, energy modulation (1/day), nanite exchange**SPECIAL ABILITIES****Converted Host (Ex)** As kraken breed klaven.**Energy Modulation (Su)** As kraken breed klaven.**Malign Influence (Su)** As kraken breed klaven.**Nanite Exchange (Su)** As kraken breed klaven.

Razor Teeth (Ex) Creatures within the klaven piranha troop's space that are damaged by its troop attack begin to bleed for 1d6 damage per round (as the bleeding condition).

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

The PCs can physically damage the transmogrifier chambers, which have hardness 8 and 200 hp each. However, the stasis chambers are replaceable with similar technology aboard the *Subjugator* or in larger settlements that employ technomancy. The PCs only truly destroy the transmogrifier if they reprogram



the machine to overload while no occupants are inside. A DC 30 Engineering check informs the character that forcing the machine to identify its own component parts and transform them causes a massive power surge that could destroy the chambers and corrupt their operating system. Reprogramming the machine for this requires a DC 40 Engineering check, and the overload occurs after 10 minutes.

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

Development: Vrailjan believes the Hegemony forces present are sufficient to repel a small oppositional force, so he trusts the bil'djooli to buy him and his clone time to prepare for combat before they wade in to take prisoners and kill the rest. He is loath to interrupt conversions, so he refuses to gas the locathahs or stored klaven unless the soldier from the observation floor

comes downstairs to advise the facility is in danger. If the PCs have a reputation among the bil'djooli (having defeated one or more of the **Part 2** objectives involving bil'djooli soldiers), he purges the captives in both chambers immediately, possibly murdering the remaining locathahs before the PCs even reach the holding cells.

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

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

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

E6. MOON POOL (CR 14)

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

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

BIL'DJOOLI ELITE SOLDIERS (3)

CR 13

XP 25,600 each

hp 225 each (see page 62)

KLAIVEN ELITE SOLDIERS (8)

CR 6

XP 2,400

LE Medium humanoid (aquatic)

Init +2; Senses darkvision 60 ft.; Perception +13

DEFENSE HP 90 EACH

EAC 18; KAC 20

Fort +10; Ref +8; Will +5; +2 vs. disease, ingested poison, nauseated, and sickened

Immunities fear

Weaknesses malign influence

OFFENSE

Speed 20 ft., swim 60 ft.

Melee bone spur +16 (1d6+11 P)

Ranged thunderstrike sonic rifle +13 (1d10+6 So; critical deafen [DC 14])

STATISTICS

Str +5; Dex +2; Con +3; Int +1; Wis +3; Cha -1

Skills Athletics +18, Intimidate +13

Languages Common, Jagladine, Ultari

Other Abilities converted host, energy modulation (1/day), nanite exchange

Combat Gear flash grenade, 2 screamer grenades I; Gear thunderstrike sonic rifle with 2 high-capacity batteries

SPECIAL ABILITIES

Converted Host (Ex) As kraken breed klaven.

Energy Modulation (Su) As kraken breed klaven.

Malign Influence (Su) As kraken breed klaven.

Nanite Exchange (Su) As kraken breed klaven.

F. WITH THE GIANTS

The locathahs of Simrukoth are in desperate need of every ally they can recruit. Among their most desired colleagues,

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

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

F1. SHOLIGREE ACCESS (CR 16)

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

The giants have lived in an immense canyon on the ocean floor for hundreds of years, building their submerged cliff dwelling and taking turns guarding the approach to the city. The ocean giants barely tolerate the presence of outsiders. They trade with the locathahs when they must, but generally live in their undersea fortresses, defending their territory and content for the rest of the world to ignore their routine. The PCs can prevail upon their gruff hosts to take them to the King of the Deep for an audience with a DC 35 Diplomacy check. If the PCs fare poorly in dialogue but refuse to leave, they are arrested and taken for the same audience, but as prisoners.

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

SHOLIGREE OCEAN GIANTS (2)

CR 14

XP 38,400 each

CG or CE Huge humanoid (aquatic, giant)

Init +4; Senses low-light vision; Perception +30

DEFENSE HP 260

EAC 28; KAC 30

Fort +16; Ref +16; Will +14

Immunities paralysis, slow (and other spells or effects that impede movement) Resistances cold 20, electricity 20

OFFENSE

Speed 50 ft., swim 40 ft.

Melee trident +27 (8d6+22 P) or slam +27 (4d10+22 B; critical knockdown)

Ranged rock +24 (5d10+14 B; critical knockdown)

Space 15 ft.; Reach 15 ft.

Offensive Abilities conch focus, rock throwing (110 ft.)

Spell-Like Abilities (CL 14th)

1/day—gravitational singularity (DC 21)

3/day—cosmic eddy (DC 19), life bubble, summon creature IV (swimming creatures only), synaptic pulse (DC 18)

STATISTICS

Str +8; Dex +0; Con +6; Int +1; Wis +2; Cha +4

Feats Deadly Aim (+7 damage), Improved Combat Maneuver (bull rush)

Skills Athletics +25, Intimidate +30, Life Science +25, Survival +25

Languages Aquan, Common

Other Abilities amphibious

ECOLOGY

Environment any oceans

Organization solitary, gang (2–5), family (2–5 plus 35% noncombatants and 1 mystic)

SPECIAL ABILITIES

Conch Focus (Su) When holding its conch, an ocean giant can cast *greater synaptic pulse* (DC 20) and *summon creature V* instead of *synaptic pulse* and *summon creature IV*. If the conch is destroyed (hardness 5, 20 hp), the giant can spend 1 week to craft a replacement.

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

F2. KING OF THE DEEP (CR 19)

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

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

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

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

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



KARFRELLE, KING OF THE DEEP**CR 17****XP 102,400****CN** Huge humanoid (aquatic, giant)**Init** +1; **Senses** darkvision 120 ft., low-light vision; **Perception** +29**DEFENSE** **HP 340****EAC** 31; **KAC** 33**Fort** +21; **Ref** +15; **Will** +19**OFFENSE****Speed** 50 ft., swim 50 ft.**Melee** Rift Lord's Blade +31 (6d12+28 S plus see below)**Space** 15 ft.; **Reach** 15 ft.**Offensive Abilities** conch summoning, legendary blade, legendary surge (8/day, 1d10)**STATISTICS****Str** +11; **Dex** +1; **Con** +8; **Int** +2; **Wis** +5; **Cha** +7**Skills** Athletics +29, Diplomacy +24, Intimidate +34, Profession (musician) +24, Sense Motive +29**Languages** Aquan, Common, Giant**Gear** rift lord's blade, giant conch**SPECIAL ABILITIES**

Conch Summoning (Ex) The ocean giant king can use his conch to cast *summon creature* as a spell-like ability summoning two elder water elementals or four huge water elementals. He can use the conch this way three times per day. The conch is not itself magical but has 10 hardness and 40 hit points. The undamaged conch is worth 30,000 credits as an art object.

Legendary Surge (Su) The ocean giant king has a pool of 8 legendary power points. When he rolls a d20, he can spend a legendary power point as a reaction after the results are revealed to add 1d10 to the result of the roll. This can change the outcome of the roll.

RIFT LORD'S BLADE**PRICE PRICELESS** **LEVEL 17** **BULK 3**

The *Rift Lord's Blade* is a massive blade that changes size and shape to match its wielder, growing along with their might. In all forms, it is a two-handed martial melee weapon dealing slashing damage and ignores penalties for being used underwater.

The weapon's damage begins at 1d12 but increases by 1d12 for each legendary feat the wielder possesses. For games not using legendary feats, it instead is increased by 1d12 for every three levels the wielder possesses.

While underwater, the *Rift Lord's Blade* can also project waves of compressed water. Using the weapon in this way is a standard action that creates a 60-foot line of water (resolved as the line weapon property) dealing its normal weapon damage. The wielder can use this ability any number of times per day but must spend a Resolve Point or legendary power point for each use.

**SHOLIGREE OCEAN GIANTS (3)****CR 14****XP 38,400 each****hp** 260 each (see page 35)

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

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



King of the Deep and ocean giant armies in the Battle for Simrukoth in **Part 3**. The bil'djooli also employ one fewer bil'djooli elite armies against the locathahs.

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

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

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

G. COMMUNICATIONS RELAY (CR 16)

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

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

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

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

Creature: The communications relay appears as a building or other unguarded structure, but the entire structure is a

sentient construct able to adopt the form of a multi-legged robotic killer. In its relay form, the automaton guides communications and interprets the various languages of the Hegemony more efficiently. It also works at greater range when its power is focused on communications rather than combat or movement.

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

COMMUNICATIONS RELAY ROBOT

CR 16

XP 76,800

N Gargantuan construct (robot, technological)

Init +7; **Senses** darkvision 120 ft., low-light vision, blindsense (vibration) 60 ft.; **Perception** +28

DEFENSE

HP 300

EAC 30; KAC 32

Fort +16; **Ref** +16; **Will** +12

Defensive Abilities hardness 10; **Immunities** cold, construct immunities; **Resistances** electricity 30, fire 30

Weaknesses vulnerable to critical hits, vulnerable to electricity

OFFENSE

Speed 50 ft., climb 30 ft., booster jet

Melee claws +28 (6d10+26 P)

Multiattack claws +25 (5d8+26 P), slam +25 (3d8+26 B)

Ranged chain guns +31 (6d10+16 P)

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

Offensive Abilities plasma lance, suppressing fire

STATISTICS

Str +10; **Dex** +7; **Con** -; **Int** +2; **Wis** +3; **Cha** -3

Skills Acrobatics +28, Athletics +33, Intimidate +28

Languages Common

Other Abilities unliving

ECOLOGY

Environment any

Organization solitary

SPECIAL ABILITIES

Booster Jets (Ex) As a swift action up to 10 times per hour, the robot can gain a swim speed of 60 feet (poor maneuverability) for a duration of 1 minute.

Chain Guns (Ex) These advanced firearms have a range increment of 200 feet, and automatically reload. The robot's core can process scrap metal into new ammunition, effectively giving the annihilator infinite ammunition with these weapons.

Plasma Lance (Ex) As a standard action once every 3 rounds, the robot can fire a 120-foot-long line of plasma from its tail. All creatures in this area take 15d6 points of damage (Reflex DC 22 half). Half of this damage is fire and half is electricity.

Relay Form (Ex) The communications relay robot acts as a telecommunications array, guarding the connection between bil'djooli-occupied centers on Vareen. As a move action, the robot can change from its robot form (described in its

regular statistics block) to its relay form or back. The relay form resembles a small facility with exposed sensors. In relay form, the warden's hardness doubles, and it can relay information between bil'djooli stations within 100 miles, but it cannot attack or move.

Suppressing Fire (Ex) As a standard action, the robot can use its chain guns to fire in a 100-foot cone. When it does so, all creatures within this area must succeed at a DC 22 Reflex save or be reduced to 1 movement action and half their speed for the next round. Those who save can make only a standard action.

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

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

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

H. COMMAND DENIED (CR 18)

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

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

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

round; the PCs should soon realize they are outnumbered and retreat.

If the PCs successfully sneak past the warriors, they can approach the base through a moon pool and confront the command group inside. These leaders are busy preparing for the attack, but they are much more attentive than the klaven outside; sneaking up on the commanders requires a successful DC 24 Stealth check. Use the map of the moon pool and adjacent rooms for Surface Station Nine for this combat (page 12).

The party may wish to instead attack the command module itself. A DC 20 Engineering check allows a character to determine that a hull breach alone doesn't inconvenience the water-breathing occupants, but significant damage to the facility's legs cause it to collapse and fall to the ocean floor, destroying the module. The legs are powerful hydraulic mechanisms. They have an AC of 10 with hardness 10 and 120 hit points. Bringing all three legs down simultaneously deals massive damage to the module as it settles, causing structural collapse and electrical shock to anyone inside. Creatures in the module when it fails take 6d6 points of bludgeoning damage and 6d6 points of electricity damage at the end of the round and are pinned until they make a DC 20 Acrobatics check as a standard action to Escape or another character succeeds at a grapple check against a KAC of 10 to haul them out.

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

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

BIL'DJOOLI AQUAMANCER

CR 13

XP 25,600

Bil'djool mystic

LE Medium aberration (aquatic, bil'djooli)

Init +6; **Perception** +23, darkvision 60 ft., low-light vision

Aura psychic contamination (5 ft., DC 21)

PART 2: FOUR LEAGUES UNDER THE SEA

DEFENSE HP 190

EAC 26; KAC 27

Fort +12, Ref +12, Will +18

Resistances cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 40 ft.

Melee ultrathin dagger+20 (4d4+13 S)

Multiattack 4 tentacles + 14 (3d4+13 B, plus contamination)

Ranged paragon bil'djooli rod +22 (3d6+13 A, C, E, F or So; critical matter conversion IV)

Mystic Spell-Like Abilities (CL 13th)

At will – *mind link* (DC 20)

Mystic Spells Known (CL 13th)

5th (1/day) – *greater command* (DC 26), *modify memory* (DC 26)

4th (3/day) – *confusion* (DC 25), *discern lies* (DC 25), *fear* (DC 25), *mind probe* (DC 25)

3rd (at will) – *charm monster* (DC 24), *suggestion* (DC 24)

Offensive Abilities echoes of obedience, inexplicable commands, jealous overlord, mental anguish

Connection overlord

TACTICS

During Combat A bil'djooli aquamancer ensures compliance of allies and enemies alike with their magical might, preferring to have subjugated thralls and rank-and-file bil'djooli engage enemies in melee. Their strange practices and psychic contamination have made them cultivate horrible tempers, and they are known to fly off the handle at the slightest provocation. They enjoy punishing allies with their jealous overlord ability.

Morale A bil'djooli aquamancer is an arrogant leader of their kind, refusing to back down and fighting to the death to avoid loss of face in front of their subordinates.

STATISTICS

Str +0, Dex +6, Con +0, Int +0, Wis +8, Cha +4

Skills Bluff +23, Intimidate +28, Life Science +23; Medicine +28, Mysticism +28

Feats Spell Focus, Spell Penetration

Languages Bil'djool, Common

Other Abilities jet, mindlink, telepathic bond

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), ultrathin dagger, *mk III serums of healing* (2)

SPECIAL ABILITIES

Jealous Overlord (Su) This functions as the connection power, save that the bil'djooli aquamancer may affect the target with the mental anguish ability as part of the same reaction.

Jet (Ex) As a bil'djooli elite soldier.

Mental Anguish (Su) When a creature within 60 feet makes a saving throw against one of the bil'djooli aquamancer's mind-affecting charm or compulsion effects or spell-like abilities, the bil'djooli aquamancer can tweak the pain centers in the brain of the target as a reaction. The target must succeed a DC 21 Will save or be nauseated for 1 round. Regardless of the save, the creature becomes immune to this ability for 24 hours. This is a pain effect.

Psychic Contamination (Ex) Bil'djooli aquamancers secrete psychic toxins, contaminating their own space and all adjacent spaces with a short-lived, mild paralytic static that is carried by their slime. A combination of mystic practices, bio-engineering and dietary habits have changed their contaminating slime to behave more like a psychic stain than a physical poison. This psychic stain only affects those hit by their natural attacks, or who strike it with natural attacks or unarmed strikes, rendering them sluggish on a failed Will saving throw, as per the Dexterity poison track. While the aquamancer is not enraged, the psychic contamination is too diluted to further impede assailants beyond the sluggish state and does not cause Hit Point loss due to initial exposure. Out of the water, a bil'djooli aquamancer must make a Will save against psychic refined bil'djooli slime once per hour and loses 4 Hit Points per hour due to exposure to its own slime. Psychic contamination behaves and operates like a poison but is a mind-affecting effect – immunity to poison does not protect against its effects, but immunity to mind-affecting effects does. The GM determines what enrages a bil'djooli aquamancer, but incompetence, a lack of respect or a wrong glance may suffice – they have a notoriously short fuse.

Psychic Refined Bil'djooli Slime

Type poison (contact) Save Will DC 21

Track Dexterity Onset 1/round for 2 rounds

Effect progression track is Healthy-Sluggish-Stiffened.

Stiffened functions as an end state. A creature that is already in the sluggish state due to exposure to the bil'djooli aquamancer's psychic contamination ability takes the initial exposure damage to psychic refined bil'djooli slime as usual and uses the Sluggish-Stiffened-Stiffened progression track, and the second stiffened functions as an end state.

Cure 1 save

Special Bil'djooli slime exists in abundance and it quickly spoils and reeks. Additionally, a bil'djooli aquamancer's slime is reliant on the aquamancer's psychic imprint to maintain its potency. It has no value. It has an item level of 2 for the purpose of interaction with effects.

Bil'djooli aquamancers fancy themselves to be leaders of their kind. Cruel and choleric tyrants, they enjoy inflicting pain upon enemies and subordinates alike, taking delight in breaking lesser minds.

BIL'DJOOLI COMMANDER

CR 13

XP 25,600

Bil'djool envoy

LE Medium aberration (aquatic, bil'djooli)

Init +8; Perception +24, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 21)

DEFENSE HP 210

EAC 27; KAC 28

Fort +12, Ref +14, Will +16

Defensive Abilities desperate defense, hidden agenda, selfish command; **Resistances** cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 50 ft.

Melee paragon bil'djooli rod +22 (3d10+13 A, B, C, E, F or So; critical matter conversion IV)

Multiattack 4 tentacles + 16 (3d4 +13 B, plus contamination)

Ranged paragon bil'djooli rod +26 (3d6+13 A, B, C, E, F or So; critical matter conversion IV) or

Offensive Abilities improved get'em

TACTICS

During Combat A bil'djooli commander issues orders to all subordinates while attempting to provide a tactical angle. Bil'djooli commanders consider having to use their tentacles a humiliating sign of failure of their tactics and subordinates, and will attempt to avoid getting their tentacles dirty.

Morale An bil'djooli commander surrenders if his Hit Points drop below 35, or when the majority of their allies have been incapacitated, provided no other bil'djooli commanders, aquamancers or higher-ranking bil'djooli are present.

STATISTICS

Str+0, Dex+8, Con+0, Int+4, Wis+0, Cha+6

Skills Acrobatics +24, Bluff +24, Diplomacy +29, Intimidate +29, Life Science +29, Medicine +24, Sense Motive +29

Feats Unfriendly Fire

Languages Bil'djool, Common

Other Abilities commander's awareness, jet

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), *mk III serum of healing* (2)

SPECIAL ABILITIES

Commander's Awareness (Ex) When an ally of the bil'djooli commander within 60 ft. has readied an action, and before the selected trigger occurs, the bil'djooli commander can use their reaction to change both the trigger and the action the ally has ready. The new action readied must be the same kind of action as the originally readied action or must be a lesser action that the ally could have theoretically readied instead. (For example, if the ally readied a standard action, the bil'djooli commander could switch that to another standard action, a move action, or a swift action.) This is a language-dependent and sense-dependent effect. The bil'djooli commander may use this ability four times per day before requiring an 8-hour rest to use it again.

Contamination (Ex) As a bil'djooli elite soldier, but the save DC is 21.

Improved Get'em (Ex) This functions as the envoy improvisation of the same name. The bil'djooli commander may use this ability four times per day before requiring an 8-hour rest to use it again.

Jet (Ex) As a bil'djooli elite soldier.

Selfish Command (Ex) When the bil'djooli commander is damaged by an attack, as a reaction, they can order an adjacent subordinate ally to intercede. The ally takes their reaction and takes half damage, while the bil'djooli commander takes the other half. This has no effect on spells, and any conditions delivered by the attack apply to the ally instead of the bil'djooli commander. This command only works on allies that have internalized the social mores of the bil'djooli and can't force other allies to do so.

BIL'DJOOLI ELITE SOLDIERS (4)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

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

I. FRIENDS, NOT FOOD

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

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

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

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

I1. THE LAND-EATER (CR 19)

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

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

LAND-EATER

CR 19

XP 204,800

N Colossal magical beast (aquatic)

Init +2; **Senses** blindsense (scent) 60 ft., darkvision 120 ft., low-light vision, see in darkness; **Perception** +34

Aura shadow luminescence (120 ft.)

DEFENSE HP 415

EAC 33; **KAC** 35

Fort +22; **Ref** +22; **Will** +16

Immune cold

OFFENSE

Speed swim 60 ft.

Melee bite +34 (6d10+30 P plus swallow whole)

Multiattack 3 bites +28 (6d10+30 P plus swallow whole)

Space 30 ft.; **Reach** 35 ft.

Offensive Abilities breath weapon (60 ft. cone, 16d6 C plus frozen, DC 24, usable every 1d4 rounds), legendary surge (8 points, +1d8), swallow whole (6d10+30 A, EAC 33, KAC 31, 103 HP)

STATISTICS

Str +11; **Dex** +3; **Con** +6; **Int** -3; **Wis** +9; **Cha** +1

Skills Athletics +39, Stealth +34

Languages Aquan (can't speak)

ECOLOGY

Environment cold oceans

Organization solitary

SPECIAL ABILITIES

Aggressive Reach (Ex) The land-eater can take two additional reactions each turn and has a +4 racial bonus to hit on the attack rolls for attacks of opportunity.

Breath Weapon (Su) A character failing their save against the land-eater's breath weapon is covered in a thick layer of ice, suffering the pinned condition until they can escape with a DC 40 Acrobatics check or the ice is dealt 40 points of damage. Any attack against the ice automatically hits, but half of any non-fire damage dealt to it is instead dealt to the character it is pinning. Characters pinned by ice underwater float 60 feet up at the end of their turn.

Shadow Luminescence (Su) The area within 120 feet of the land-eater is dim light, overriding all other light sources. Lasers deal no damage in this area. All light and darkness spells brought into the area are countered and dispelled (other than the shadow luminescence of other lasiodons).

As a swift action, the land-eater can release a pulse of absolute light or darkness at the cost of a legendary power point (see below). The light blinds all non-lasiodons in the area (Fort DC 24 negates) for one minute. The darkness lingers for one round, creating an area of magical darkness than only the see in darkness special ability can penetrate.

Legendary Surge The land-eater has a pool of 7 legendary power points. When it rolls a d20, it can spend a legendary power point as a reaction after the results are revealed to add 1d8 to the result of the roll. This can change the outcome of the roll.

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

Treasure: With a DC 25 Perception check, the PCs find considerable treasure amid the bones piled outside the lasiodon's lair. Included in this wealth are two sealed scroll tubes containing two spell gems of telepathy (CL 13), a pearly white spindle aeon stone, a ring of resistance Mk. 3, and 4,000 credits in assorted coins, gems, and jewelry.

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

12. THE REEFHAMMER (CR 18)

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

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

Creature: Hidden among the bright colors of the luminescent scene is the Reefhammer, a venerable giant mantis shrimp. The name of the impressive vermin comes from locathah descriptions of the creature pounding its way through coral and stone to extract meals. While the Reefhammer knows no strategy other than to wait and

ambush nearby prey, its dynamic coloration allows it to blend in well. PCs looking for the Reefhammer can spot it with a DC 43 Perception check, gaining a +8 bonus on the check if they look for it in bright light rather than darkvision, low-light vision, or the reef's natural luminescence. It stands motionless for hours until a large enough animal moves close, and then it strikes in a burst of heat, light, and sound.

REEFHAMMER

CR 18

XP 153,600

N Huge vermin (aquatic)

Init +8; **Senses** darkvision 60 ft., incredible sight; **Perception** +36

DEFENSE HP 390

EAC 32; **KAC** 34

Fort +21; **Ref** +19; **Will** +16

DR 10/epic; **Immunities** vermin immunities; **Resistances** sonic 10

OFFENSE

Speed 30 ft., swim 40 ft.

Melee pincer +32 (6d6+29 B & S plus grab and sonic burst)

Multiattack 4 pincers +26 (4d8+29 B & S plus grab and sonic burst)

Offensive Abilities brilliant flash, shattering strike, sonic burst



STATISTICS

Str +11; **Dex** +8; **Con** +6; **Int** —; **Wis** +1; **Cha** +3

Skills Athletics +36, Stealth +31

Other Abilities mindless

ECOLOGY

Environment warm oceans

Organization solitary

SPECIAL ABILITIES

Brilliant Flash (Ex) Whenever the Reefhammer creates a sonic burst, it unleashes a blinding flash. Creatures within 20 feet must succeed at a DC 23 Fortitude save or be blinded for 1 round. Mantis shrimp and sightless creatures are immune to this effect.

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

Sonic Burst (Ex) The Reefhammer attacks with such extreme speed that its pincers issue a concussive blast of light and force when they snap closed. Each time the Reefhammer makes a pincer attack, whether it hits or misses, each creature in a 20-foot-radius centered on the attack's target takes 3d6 sonic damage and must succeed at a DC 23 Reflex save or be stunned for 1 round. A creature that succeeds at this save is immune to the stun effect from additional sonic bursts from the Reefhammer until the mantis shrimp's next turn, but it still takes sonic damage from additional sonic bursts. The Reefhammer is immune to this effect.

Shattering Strike (Ex) The Reefhammer deals double damage against objects. When it makes a sunder attempt against an attended object, it affects the creature bearing the object with its sonic burst ability.

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

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

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

J. THE LAST BARDEZITE (CR 18)

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

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

"If we truly face annihilation, we should mention one creature that could aid us, though the price may be high. Our myths speak of a power too horrible to consider, although our needs are dire. This thing has no name, we know only that nothing survives in a region we call the Ivory Sea. Simrukuul law forbids travel there, for the safety of those who might brave the dangers, and those who might perish if someone ever brought something back."

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

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

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

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

When Vareen's sister planet Bardez was flung against Vareen, the scattered creatures on Bardez were exposed to explosive force, the vacuum of space, and atmospheric re-

entry. While none survived, their ashes and the grains of their broken world fell into deep water, floating to the bottom of Varen's planet-spanning ocean. The collective shock of Bardez's dead population animated and attracted the entirety of Bardez's remains over time, pulling miniscule bits of dirt, ice, and flesh to form one aggregate creature. Originally mindless, the Last Bardezite's hate ignited one day when enough of its world's remains gathered in one place and united with the faint vestiges of thousands of lost souls.

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

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

THE LAST BARDEZITE

CR 18

XP 153,600

NE Large undead (aquatic)

Init +0; Senses darkvision 60 ft., blindsight (life) 60 ft.;

Perception +31

Aura marine snow 60 ft. (DC 26)

DEFENSE HP 375

EAC 32; KAC 34

Fort +21; Ref +19; Will +16

Defensive abilities amorphous, marine snow Immunities cold, acid, electricity, undead immunities

OFFENSE

Speed 20 ft., swim 30 ft.

Melee slam +32 (13d6+29 B & A; critical stunned)

Ranged disintegrating pulse +29 (6d10+18 A; critical nauseate)

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

Spell-like Abilities (CL 18th; ranged +29)

6th (1/day) - *wall of steel*

5th (3/day) - *heat leech* (DC 22)

4th (at will) - *dimension door* (DC 21)

STATISTICS

Str +11; Dex +0; Con -; Int -2; Wis +6; Cha +8

Skills Athletics +36, Disguise +31, Intimidate +36, Stealth +31

Languages Common (cannot speak), empathy 100 ft.

Other abilities unliving

SPECIAL ABILITIES

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

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

K. THE BEST DEFENSE (CR 16)

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

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

PCs with sufficient light (or who can see farther than 60 feet in the dark) can detect mobile bil'djooli sentries with a DC 33 Perception check. They may also investigate and find the warning wires placed around the army instead of patrols



(as patrols might be detected, and the troops are intending to stay hidden for now). If the PCs choose to enter near one of the bil'djooli, it sends a message to its companions and attacks while backing toward the main body of the army. If the PCs attempt to avoid the sentries and approach between them, they might instead trigger a warning wire.

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

BIL'DJOOLI ELITE SOLDIERS (2)

CR 13

XP 25,600 each

hp 225 each (see page 62)

JAGLADINE COMMANDER (2)

CR 10

XP 9,600 each

Jagladine envoy

NE Medium monstrous humanoid (jagladine)

Init +3; **Senses** darkvision 60 ft., low-light vision; **Perception** +24, heads up envoy improvisation

DEFENSE **HP 150**

EAC 23; **KAC** 24

Fort +11; **Ref** +13; **Will** +13

Immunities disease, poison

OFFENSE

Speed 30 ft.

Melee power battleglove +21 (2d8+15 B)

Ranged aphelion laser pistol +19 (3d4+10 F; critical burn 1d4)

Offensive Abilities envoy improvisations (heads up, get 'em, hurry, improved get 'em, improved hurry)

STATISTICS

Str +5; **Dex** +3; **Con** +2; **Int** +2; **Wis** +2; **Cha** +8

Skills Acrobatics +24, Bluff +19, Diplomacy +24, Intimidate +24,

Life Science +19, Mysticism +19, Sense Motive +24
Languages Aklo, Common, Ultari, Jagladine
Other Abilities multi-armed, reflexive biology
Combat Gear 3 serums of healing mk 3; **Other Gear** freebooter armor III, power battleglove, aphelion laser pistol

SPECIAL ABILITIES

Multi-Armed (Ex) A jagladine has four arms, which allows them to wield and hold up to four hands' worth of weapons and equipment. While their multiple arms increase the number of items they can have at the ready, it doesn't increase the number of attacks they can make during combat.

Reflexive Biology (Ex) As a full-round action, a jagladine can absorb a single disease or poison effect without suffering any ill conditions. As a swift action while it has such an effect absorbed, it can attempt a Fortitude save against the DC of the absorbed disease or poison to excrete a liquified version of the disease or poison. If successful, this excretion remains potent for the next 24 hours. The liquified version of the disease or poison must be applied via ingestion or injury. A jagladine can only store one disease or poison at a time; further disease and poison effects are ignored per their racial immunity.

KLAVERN SLAVE STAND (8)

CR 4

XP 1,200

LE Medium humanoid (aquatic, troop)

Init +0; **Senses** darkvision 60 ft.; **Perception** +10

DEFENSE HP 50 EACH

EAC 16; KAC 18

Fort +8; **Ref** +6; **Will** +3; +2 vs. disease, ingested poison, nauseated, and sickened

Immunities fear, troop immunities; **Defensive Abilities** troop defenses

Weaknesses malign influence

OFFENSE

Speed 10 ft., swim 60 ft.

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

Melee troop attack (1d4+5 P)

STATISTICS

Str +5; **Dex** +0; **Con** +1; **Int** +1; **Wis** +3; **Cha** +0

Skills Athletics +15, Intimidate +10

Languages Common, Ultari

Other Abilities converted host, energy modulation (1/day), nanite exchange

SPECIAL ABILITIES

Converted Host (Ex) See page 32.

Energy Modulation (Su) See page 32.

Malign Influence (Su) See page 32.

Nanite Exchange (Su) See page 32.

Traps: The jagladine commander established three mk III warning wires^{AR} in the likeliest approaches to his current area to alert him of intruders. As he is still unused

to operating underwater, he has a tendency to use "ground-based thinking" in his placement, putting the rigs onto the ocean floor; as a result, PCs approaching from above do not trigger the traps. Should the PCs scan the surface thoughts of any Hegemony forces in the army, they are aware of the warning wire locations and know that the password to bypass them is "subjugation."

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

PART 3: BATTLE FOR SIMRUKOTH

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

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

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

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

to accommodate air-breathers.

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

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

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

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

Some PCs may want to bolster allied armies with spell effects or other assistance, but an army's mass combat statistics don't change unless more than half the individuals

in the army are affected by their offering, and if the duration of the effect lasts a sufficiently long time (typically, at least a few hours). If the PCs offer qualifying assistance, the unit gains the most appropriate effect listed among optional resources or special abilities in mass combat rules.

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

SIMRUKUUL ARMIES

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

MASS COMBAT RECAP

The final part of *The Depths of Desperation* features an exciting mass combat that combines large-scale skirmishes with individual events for the PCs to pursue. The mass combat portion of the Battle for Simrukoth follows the rules for battles described in *Star Empires* from Legendary Games. The basic combat sequence follows for the GM's convenience.

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

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

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

Note that *Star Empires* and its companion volume, *Star Battles*, includes rules for a more robust mass combat experience, such as tactics, resources, and boons that revise the basic mechanics presented above. Certain mass combat options, such as a unit's Consumption, aren't relevant for the Battle for Simrukoth, though you can use those rules to add additional flavor to your mass combat options.



CORAL FARMS

SMRUKOTH

EC

BC

BS

BE

HK

RESERVES

KA

KA

KKE

BS

BE

BC

KA

KA

KA

KA

KKE

BS

BE

KK

KK

KKE

BS

BC

KK

KP

KP

BE

KP

KP

BE

Subjugator

PD

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

SHO-MUREN RIPT

PART 3: BATTLE FOR SIMRUKOTH

LOCATHAH INFANTRY (8)

XP 1,600 each

NG Medium army of 100 locathah guardsmen (warrior 5)

hp 27 each; ACR 5

DV 18; OM +4

Tactics defensive wall

Resources none

Special aquatic, low-light vision

Speed 2; Morale +3

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

LOCATHAH ASSAULT TEAM

XP 1,200

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

hp 22; ACR 4

DV 14; OM +8, ranged

Tactics dirty tactics

Resources improved (magic) weapons, ranged weapons

Special aquatic, low-light vision

Speed 2; Morale +4

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

TRITON CAVALRY (3)

XP 1,200 each

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

hp 22 each; ACR 4

DV 16; OM +10

Tactics cavalry experts

Resources mounts

Special aquatic, challenge, darkvision, mount, powerful charge

Speed 3; Morale +2

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

LORAN MONASTICS

XP 2,400

LG Diminutive army of 10 loran monastics (monk 11)

hp 27; ACR 6

DV 17; OM +7

Tactics standard

Resources healing potions

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

Speed 2; Morale +4

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

CHARDA SHOCK TROOPS (2)

XP 2,400 each

CN Small army of charda skirmishers (barbarian 3)

hp 27 each; ACR 6

DV 15; OM +11, ranged

Tactics reckless brutality

Resources improved armor

Special aquatic, breath weapon, darkvision, ferocity, rage

Speed 2; Morale +3

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

LAND-EATER

XP 6,400

N Fine army of one advanced lasiodon

hp 49; ACR 9

DV 30; OM +12, ranged

Tactics standard

Resources improved weapons

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

Speed 1; Morale +3

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

REEFHAMMER

XP 9,600

N Fine army of one advanced giant mantis shrimp

hp 45; ACR 10

DV 17; OM +16

Tactics reckless brutality

Resources improved armor, improved weapons

Special aquatic, blindsense, darkvision, mindless, powerful charge

Speed 1; Morale +4

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



THE LAST BARDEZITE

XP 4,800

NE Fine army of one undead singularity

hp 32; ACR 8

DV 27; OM +13, ranged

Tactics relentless brutality

Resources none

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

Speed 1; Morale +5

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

KARFRELLE, KING OF THE DEEP

XP 3,200

CN Fine army of one ocean giant king

hp 31; ACR 7

DV 28; OM +9, ranged

Tactics dirty fighter

Resources improved weapons

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

Speed 1; Morale +3

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

OCEAN GIANTS

XP 4,800

CN Diminutive army of 10 ocean giants

hp 36; ACR 8

DV 19; OM +9, ranged

Tactics standard

Resources ranged weapons

Special aquatic, low-light vision

Speed 1; Morale +3

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

DIVYMM PIKEMEN

XP 2,400

CN Medium army of 100 divymm longspear (fighter 6)

hp 33; ACR 6

DV 17; OM +7

Tactics standard

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

Speed 1; Morale +4

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

HEGEMONY ARMIES

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

KLAVEN ASSAULT TROOPS (6)

XP 2,400 each

LE Large army of 200 aquatic klaven slave soldiers

hp 27 each; ACR 6

DV 17; OM +7

Tactics standard

Special aquatic, darkvision

Speed 1; Morale +4

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

KLAVEN ELITE SOLDIERS (3)

XP 1,200 each

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

hp 18 each; ACR 4

DV 14; OM +6

Tactics standard

Special darkvision, weapon specialization

Speed 1; Morale +4

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

PIRANHA BREED KLAVEN (3)

XP 2,400 each

LE Medium army of 100 piranha breed klaven

hp 27 each; ACR 6

DV 12; OM +10

Tactics relentless brutality

Special aquatic, bleed, darkvision, swarm

Speed 1; Morale +4

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

KRAKEN BREED KLAVEN (3)

XP 1,600 each

LE Small army of 50 kraken breed klaven

hp 22 each; ACR 5

PART 3: BATTLE FOR SIMRUKOTH

DV 11; OM +9

Tactics relentless brutality

Special aquatic, darkvision

Speed 1; **Morale** +3

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

BIL'DJOOLI ELITE SOLDIERS (4)

XP 2,400 each

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

hp 33 each; ACR 6

DV 13; OM +12, ranged

Tactics relentless brutality

Resources improved armor, ranged weapons

Special aquatic, darkvision, weapon specialization

Speed 1; **Morale** +3

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

BIL'DJOOLI COMMAND (3)

XP 2,400 each

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

hp 33 each; ACR 6

DV 18; OM +10, ranged

Tactics dirty fighters

Resources improved armor, improved weapons, ranged weapons

Special aquatic, darkvision, weapon specialization

Speed 1; **Morale** +4

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

BIL'DJOOLI HUNTER-KILLERS

XP 3,200

LE Diminutive army of 10 bil'djooli hunter-killers

hp 31; ACR 7

DV 19; OM +9, ranged

Tactics ambush (battlefield condition), expert flankers

Resources improved armor, improved weapons, ranged weapons

Special aquatic, bleed, darkvision, evasion, sneak attack

Speed 1; **Morale** +2

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

BIL'DJOOLI SOLDIERS (4)

XP 1,200 each

LE Small army of 50 bil'djooli soldiers

hp 18 each; ACR 4

DV 14; OM +4, ranged

Tactics standard

Resources improved armor, ranged weapons

Special aquatic, darkvision

Speed 1; **Morale** +2

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

COMBAT EVENTS

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

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

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

EVENT 1: ASSASSINS (CR 17+)

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

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

BIL'DJOOL HUNTER-KILLER (4)

CR 13

XP 25,600 each

hp 210 each (see page 64)

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



EVENT 2: FLAGGING DEFENSE (CR 17)

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

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

Creatures: The PCs do not face all of the enemies below; instead, include the enemies appropriate for the army stat block that the PCs are personally facing, as each group independently is a CR 17 encounter. If the PCs are facing a

group with dozens of opponents, these opponents should converge on the PCs in waves, and from multiple directions.

BIL'DJOOLI SOLDIERS (42)

CR 6

XP 2,400 each

hp 90 each (see page 61)

BIL'DJOOLI ELITE SOLDIERS (6)

CR 13

XP 25,600 each

hp 225 each (see page 62)

KLAIVEN ELITE SOLDIERS (42)

CR 6

XP 2,400 each

hp 90 each (see page 34)

PART 3: BATTLE FOR SIMRUKOTH

KRAKEN BREED KLAIVEN (8)

CR 11

XP 12,800 each

hp 180 each (see page 32)

KLAIVEN PIRANHA BREED TROOP (21)

CR 8

XP 4,800 each

hp 125 each (see page 32)

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

EVENT 3: HIGH WATERS (CR 17)

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

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

DEEP WATER PISCODAEMONS (10)

CR 10

XP 9,600

NE Medium outsider (daemon)

Init +0; Senses darkvision 60 ft.; Perception +19

DEFENSE HP 165

EAC 23; KAC 25

Fort +12; Ref +14; Will +9

Immunities acid, death effects, disease, poison; **Resistances** electricity 10, fire 10, cold 10

OFFENSE

Speed 30 ft., swim 50 ft.

Melee claw +23 (2d10+18 B plus grab and daemon venom)

Daemon Spell-Like Abilities (CL 10th)

1/day - summon allies

Spell-like Abilities (CL 10th; ranged +20)

4th (1/day) - corrosive haze (DC 18)

3rd (3/day) - dispel magic

2nd (at will) - see invisibility (DC 16)

STATISTICS

Str +8, **Dex** +0, **Con** +5, **Int** +0, **Wis** +0, **Cha** +3

Skills Athletics +24, Intimidate +19, Mysticism +19

Languages Abyssal, Draconic, Infernal, telepathy 100 ft.

Other abilities amphibious

Daemon Venom

Type poison (injury); **Save** Fortitude DC 19

Track Constitution (special); **Frequency** 1/round for 6 rounds

Effect progression track is Healthy—Weakened—Debilitated—Dead

PISCODAEEMON ARMY

XP 1,200 each

NE Diminutive army of 10 piscodaemons

hp 18; ACR 4

DV 15; OM +5

Tactics standard

Resources improved armor, improved weapons

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

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

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

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

EVENT 4: SURFACE STATION ONE (CR 17)

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

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

SUBJUGATOR BRIDGE

5ft



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

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

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

Unable to maintain position by filtering water, the station (and its length of heavy chain) lands amid the coral buildings of Simrukoth in 25 minutes. If the station cannot be diverted or stopped (see Hazards below), it crashes amid the coral buildings of the city, dealing 10d6 damage to all structures in the city and any creature still aboard Surface Station One. The details of the city layout are left to the GM to determine as necessary for where the PCs are during the attack; if they are elsewhere, this event can be merely descriptive as to the destruction caused by the collision.

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

BIL'DJOOLI ELITE SOLDIERS (4)

CR 13

XP 25,600 each

hp 225 each (see page 62)

Hazards: The PCs must heal the living coral structure of 500 hit points to prevent the station from landing amid the buildings of Simrukoth, but even healing the structure doesn't stop its descent. The station must be piloted out of its path. The PCs can pilot the healed station to a crash landing outside the city with a DC 25 Engineering or Mysticism check. If the result of this check is 30 or higher, she can instead bring the station to

a halt in mid-fall and leave it floating in dark waters. If the result of the check is 35 or higher, the pilot can return the station to the surface, though, unchained, it drifts with the surface waves.

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

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

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

L. THE SUBJUGATOR

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

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

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

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

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

L1. STOWING AWAY (CR 16)

Accessing the ship's interior is the first challenge to confronting the Navarch Kil'quinng. The *Subjugator* has a number of access doors and pools to eject equipment and troops, but most of those are on the bottom of the ship and Kil'quinng has landed on the ocean floor to seal off most entry points and prevent infiltration. Locating control panels or other features on the ship's exterior requires a DC 30 Perception check. These panels can be used to open an access door at the bottom of the ship, but the PCs would need to use burrowing, earth glide, or similar means to reach it, as it's flush against the rocky ocean floor.

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

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

The *Subjugator* is impervious to interplanar travel such as *dimension door* or *teleport*. This protection can be

suspended from the bridge, or from any other control panel on the ship with a DC 40 Engineering or Mysticism check.

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

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

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



PART 3: BATTLE FOR SIMRUKOTH

BIL'DJOOLI ELITE SOLDIERS (3)

CR 13

XP 25,600 each

hp 225 each (see page 62)

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

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

INTRUDER LOCKDOWN

CR 14

XP 38,400

Type technomagical, Perception DC 33; Disable Device DC 33

EFFECTS

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

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

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

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

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

PCs who understand the languages spoken by bil'djooli

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

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

KIL'QUINNG, BIL'DJOOLI NAVARCH

CR 17

XP 102,400

Bil'djooli mystic

LE Medium aberration (aquatic, bil'djooli)

Init +5; **Perception** +29, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 24)

DEFENSE HP 285 RP 6

EAC 30; KAC 31

Fort +15, **Ref** +15, **Will** +22

Defensive Abilities share pain (DC 24); **Resistances** cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 40 ft.

Melee peacemaker +25 (6d6 +17 B; critical knockdown)

Multiattack 4 tentacles + 19 (6d4 +17 B, plus psychic contamination)

Ranged paragon bil'djooli rod +27 (3d6+17 A, C, E, F or So; critical matter conversion IV)

Mystic Spell-Like Abilities (CL 17th)

At will – *mind link* (DC 21), telepathic bond

Mystic Spells Known (CL 17th, ranged +27)

6th (1/day) – *mind thrust* (DC 29), *snuff life* (DC 29)

5th (3/day) – *feeblemind* (DC 28), *greater dispel magic*, *greater synaptic pulse* (DC 28), *resistant aegis*

4th (at will) – *confusion* (DC 27), *hold monster* (DC 27)

Offensive Abilities backlash (17 damage), mental anguish (DC 24), mind-breaking link (DC 24), mindkiller (DC 24), sow doubt (8 rounds, DC 24)

Connection mindbreaker

TACTICS

During Combat Kil'quinng relishes the authority she has over her subordinates, commanding absolute loyalty, while crushing weaker minds with her deadly spells. She tries to stay out of melee if possible, and uses her bil'djooli rod only as a last resort or to probe foes for vulnerabilities in their defenses. She uses her spells to impede those battling

Xatmaos whenever possible.

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

STATISTICS

Str +0, **Dex** +5, **Con** +0, **Int** +0, **Wis** +11, **Cha** +8

Skills Bluff +29, Intimidate +34, Life Science +29, Medicine +34, Mysticism +34

Feats Spell Focus

Languages Bil'djool, Common

Other Abilities jet, mindlink, telepathic bond

Gear D-Suit V with jetpack (capacity 40) and mk 2 toxin vents, bil'djooli rod (paragon) with ultra-capacity battery (100 charges), peacemaker, mk III serums of healing (3)

SPECIAL ABILITIES

Contamination (Ex) As a bil'djooli elite soldier, but the save DC is 24.

Jet (Ex) As a bil'djooli elite soldier.

XATMAOS, GENOCIDAL GENERAL

CR 19

XP 204,800

NE Gargantuan outsider (daemon, evil, extraplanar)

Init +3; **Senses** blindsight (life) 60 ft., darkvision 60 ft., *true seeing*; **Perception** +37

Aura scorched earth (60 ft., DC 24)

DEFENSE HP 425

EAC 33; **KAC** 35

Fort +22; **Ref** +20; **Will** +16

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

OFFENSE

Speed 30 ft., fly 60 ft. (Su, average)

Melee bite +31 (15d6+28 P) or unholy devastation apocalypse blade +34 (12d8+28 S plus inherit soul)

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

Offensive Abilities cloak of souls, quickened corrosive haze

Spell-Like Abilities (CL 19th)

1/day—*disintegrate* (DC 24), *gravitational singularity* (DC 24), *snuff life* (DC 24), *summon allies* (1 CR 18 [or lower] daemon, 50%)

3/day—*call cosmos* (DC 23), *greater dispel magic*, *greater synaptic pulse* (DC 23)

At will—*corrosive haze* (DC 22), *teleport*

STATISTICS

Str +9; **Dex** +3; **Con** +11; **Int** +1; **Wis** +4; **Cha** +6

Skills Bluff +32, Intimidate +32, Mysticism +32, Sense Motive +32

Languages Abyssal, Draconic, Infernal; telepathy 100 ft.

Gear unholy devastation apocalypse blade

ECOLOGY

Environment any (Abaddon)

Organization solitary, pair, or holocaust (3–6)

SPECIAL ABILITIES

Cloak of Souls (Su) An obcisaedaemon is attended by the souls it has captured—a mass often resembling a tattered, ethereal cloak or a roiling cloud of dust at its feet. When an obcisaedaemon successfully captures a soul with its inherit soul ability, the soul becomes a part of its cloak of souls, taking up one soul slot. An obcisaedaemon has a number of soul slots equal to its Charisma modifier (6 for the typical obcisaedaemon). Destroying the daemon frees any souls in its cloak, though this does not return the deceased creatures to life. Any attempt to resurrect a creature whose soul is trapped in a cloak of souls requires a DC 24 caster level check. Failure results in the spell having no effect, while success tears the victim's soul free from the cloak and returns the creature to life as normal. If the daemon is in an unholy location, such as on Abaddon, the DC of this caster level check increases by 2. Once a soul is consumed, only *miracle* or *wish* can restore the creature to life. As a swift action, an obcisaedaemon can consume a soul from its cloak to achieve one of the following effects.

- Increase the save DC of the next spell-like ability the obcisaedaemon uses that round by 2.
- Gain the benefit of a mystic cure (6th-level) spell.
- Add +1d6 cold, electricity, or fire damage to the obcisaedaemon's next melee attack that round.

Inherit Soul (Su) Whenever an obcisaedaemon kills a creature with a weapon it wields, that creature must immediately succeed at a DC 24 Fortitude save or be consumed by the daemon's cloak of souls. This is a death effect. If the cloak cannot consume this soul without exceeding its number of soul slots, the daemon can release a soul as a free action in order to make room for the new soul; otherwise, the killed creature automatically succeeds at its save and its soul is not absorbed.

Quickened Corrosive Haze (Sp) Three times per day, an obcisaedaemon can use its *corrosive haze* spell-like ability as a swift action.

Scorched Earth (Su) A creature that dies within 60 feet of an obcisaedaemon and is not drawn into the daemon's cloak of souls via its inherit soul ability must immediately succeed at a DC 24 Fortitude save or its body is utterly consumed in unholy fire equivalent to the effect of a *disintegrate* spell.

BIL'DJOOOL ELITE SOLDIERS (4)

CR 13

XP 25,600 each

hp 225 each (see page 62)

Trap: The *Subjugator's* artificial intelligence immediately enacts its normal countermeasures when combat begins, targeting the maximum number of intruders to immobilize them the first round. The countermeasures target the PCs on

Kil'quinn's initiative the first round of combat and repeat every minute until the PCs succeed in a check to turn off that part of the system, as described in area L1.

INTRUDER LOCKDOWN

CR 14

XP 38,400

Type technomagical, Perception DC 33; Disable Device DC 33

EFFECTS

Trigger visual; Reset automatic (as described above)

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

CONCLUSION

If the PCs are successful aboard the bridge of the *Subjugator*, they can take control of the ship. All remaining Hegemony forces flee the Battle for Simrukoth, resulting in a victory for the natives of Vareen. Depending on how the mass combat and combat events played out, this might be a resounding victory or a tragic one. In any case, the people of Vareen hail the PCs as champions and liberators. It's at this time the PCs have to make a very important decision.

The PCs have already discovered the portal that leads the way to their own planet, and they have the Emergency Council's permission to return to their home system. After aiding the Accord and their locathah allies, they've helped strike a major blow against evil and deserve to go safely back to their lives. Even if the portal isn't yet open, the locathah engineers Strael and Cerpadt work diligently to eventually reopen the gate for the PCs. If you want to end the Legendary Planet adventure path now, you can do so with your PCs as heroes.

However, much more adventure remains. The Accord now has the might of the *Subjugator* and its information about the Hegemony's forces at a gas giant planet (described in *Mind Tyrants of the Merciless Moons*). They ask the PCs to finish the fight they have begun and continue their adventures.

HOME SWEET HOME

Assuming they opened the gate home in area D6, the party can end the adventure neatly by going home to the life left behind when they were first kidnapped. The PCs have defeated a Hegemony army, saved the planet Vareen, and captured a powerful ship for the Accord; this all provides a satisfying conclusion to the Legendary Planet adventure path if you and the PCs want to take it. There's more adventure to be had, however, and the PCs can take it willingly, on their own terms at last. However, some PCs might feel they just can't pass up the opportunity to go home at last. If any PCs should return home, but then change their mind and want to return to help the Accord, consider these hooks to bring them back to the adventure path.

Alien Agents: The PCs were originally abducted from their home planet by Hegemony agents sent out to search for seed races. The PCs may be reconnected to the war when they learn some of those agents remain on their world, conducting more abductions and experiments. Whatever means the Hegemony agents use to travel back and forth allow the PCs to get back into the action.

Come Quickly!: You might have the PCs return to their lives for a time, until old allies contact them for their heroics in a time of need, or to face off in a crucial final battle.

Now It Concerns Us: The PCs return home just in time to find that the Hegemony has sent a sizable military force to enslave the PCs' home world. Whether the Hegemony followed them to exact revenge or already had an invasion planned, the PCs must defend their world. Once they've secured their world, the Accord calls on them to crush the Hegemony once and for all.



BEYOND THE ADVENTURE

Every installment of the Legendary Planet saga is a grand adventure, but what you will find between these pages is far more than just an adventure. Each issue also brings you a selection of articles expanding the incredible universe in ways that go far beyond the adventure itself.

- Ten terrific new monsters: the sinister bil'djooli (including three elite variants), the entangling conch tree, the deadly deepdwelling lasiodon, the contemplative loran, the noxious sky spore, and an assortment of aquatic creatures like the bladfisch, dinichthys, deep tiger anemone, mindclaw, and Varinian seastar!
- 9 new technological and magical items like the stasis grenade, toxin vents, bil'djooli rod, and Varinian coral!
- A detailed gazetteer of the ocean world of Varen from the cerulean surface to the pelagic depths and its invaders and defenders.
- "Wet Work," the latest chapter in Chris A. Jackson's ongoing tale of Anasya, an interplanetary adventurer ready to dive deep into the middle of a war in the depths!



BESTIARY

Vareen is home to a wide range of aquatic and airborne life. The following creatures present a tiny sample of the planet's natural beauty and incredible lethality.

Bil'Djooli

Bil'djooli are an aggressive race of interplanetary travelers who raid worlds for their own gain and routinely scavenge alien technology. Once sorely pressed, the bil'djooli now range across disparate systems to find the fresh water essential for the continuation of their race. Bil'djooli physiology requires a significant amount of clean, fresh water in order to breathe and metabolize food properly. Their immune systems are strong, but delicate, and they produce toxins offensive to most living creatures very quickly. Without protective gear, bil'djooli poison is actually more dangerous for the bil'djooli than it is for most creatures they encounter. As aquatic creatures, they wear protective helmets full of fresh water they can breathe through a series of gills in their throat, lest they poison themselves and their fellow soldiers.

The bil'djooli teach a peculiar martial art that makes use of their long tentacles and superior reach. They take what they desire from enemy combatants, striking them with powerful tentacles and using agile suction to disarm their opponents or lift other equipment. In mass combat they fire their magical rods, using the most appropriate energy type and then firing into melee amid a flurry of slam attacks.

A single bil'djool has incredibly competitive instincts and a large measure of pride, but the culture rewards cooperation and team work in order to secure the race's survival. Advancement in their militarized society requires competence and loyalty, though some level of corruption allows the truly ambitious to exploit others to their benefit. Regardless of rank or station, all bil'djooli receive intensive martial training, learning to fight with mass-produced technomagical rods that can crunch bones in melee or fire rays of magical energy.

The bil'djooli spread filth across the galaxy, polluting entire planets with a naturally occurring byproduct of their toxic skin. Hailing from a dozen different home worlds, their kind has sought a means to inhabit aquatic worlds for generations without having to leave them behind.

Bil'djooli family life is harsh from the beginning. Families are governed by ordered pair which lay hundreds of eggs over a lifetime. Though bil'djooli have distinctive male and female internal anatomies, their breeding produces a thick slime full of eggs that is then carried by both parents. The

slime is spread across a flat surface when the eggs near maturity, and a dozen bil'djooli might hatch from a single clutch. Bil'djooli young learn quickly and train for survival and combat almost from birth, competing with one another for food and favor. While individual families do not always encourage violence among siblings, there are few penalties in the military meritocracy for murdering a sibling with cause.

A single bil'djooli is 7 feet long from head to tentacle. They have somewhat translucent blue or purple skin with a white or pale blue underside to their tentacles. A mature bil'djooli weighs 300 pounds.

BIL'DJOOLI

A being resembling a humanoid octopus with translucent blue skin bears an unusual metal rod with glowing arcane signals. Its leather vest is connected to a round glass helmet filled with clear fluid.

BIL'DJOOLI SOLDIER		CR 6
XP 2,400		
LE Medium aberration (aquatic)		
Init +5; Senses darkvision 60 ft., low-light vision; Perception +13		
Aura contamination (5 ft., DC 14)		
DEFENSE	HP 90	
EAC 18; KAC 20		
Fort +8; Ref +8; Will +5; –2 vs. diseases and poisons		
Resistances cold 10		
Weaknesses vulnerability to toxins		
OFFENSE		
Speed 20 ft., swim 50 ft.		
Melee soldier bil'djooli rod +13 (1d8+6 A, C, E, or F)		
Multiattack 4 tentacles +11 (1d4+6 B plus contamination)		
Ranged soldier bil'djooli rod +16 (1d8+6 A, C, E, or F)		
Offensive Abilities contamination (DC 14)		
STATISTICS		
Str +2; Dex +5; Con +3; Int +1; Wis +3; Cha +1		
Skills Engineering +13, Mysticism +13, Stealth +16		
Languages Bil'djooli, Ultari		
Gear soldier bil'djooli rod, freebooter armor II		
ECOLOGY		
Environment any aquatic		
Organization solitary, team (2–4), or squad (5–12)		

Bil'djooli soldiers obey orders without question, owing to a combination of redundant training, negative reinforcement, honored military traditions, and the belief that conquest

alone perpetuates their species. Bil'djooli are masters at guerilla and pack tactics in combat and excel at flanking and ambush maneuvers.

BIL'DJOOLI ABILITIES

All bil'djooli possess the following abilities unless otherwise stated in their respective entries.

Bil'djooli Rod Bil'djooli soldiers wield mystical weapons known as bil'djooli rods, which can be wielded in melee and also can be used to make ranged attacks with a range of 60 feet.

Contamination (Ex) Bil'djooli secrete toxins that wash away easily in water, contaminating their threatened squares with a mild paralytic. When the bil'djooli is not submerged, the poison only affects those struck by its slam attacks, or who strike it with non-reach melee weapons. Out of the water, a bil'djooli must make a save against this poison once per hour. Older and more powerful Bil'djooli have more potent slime.

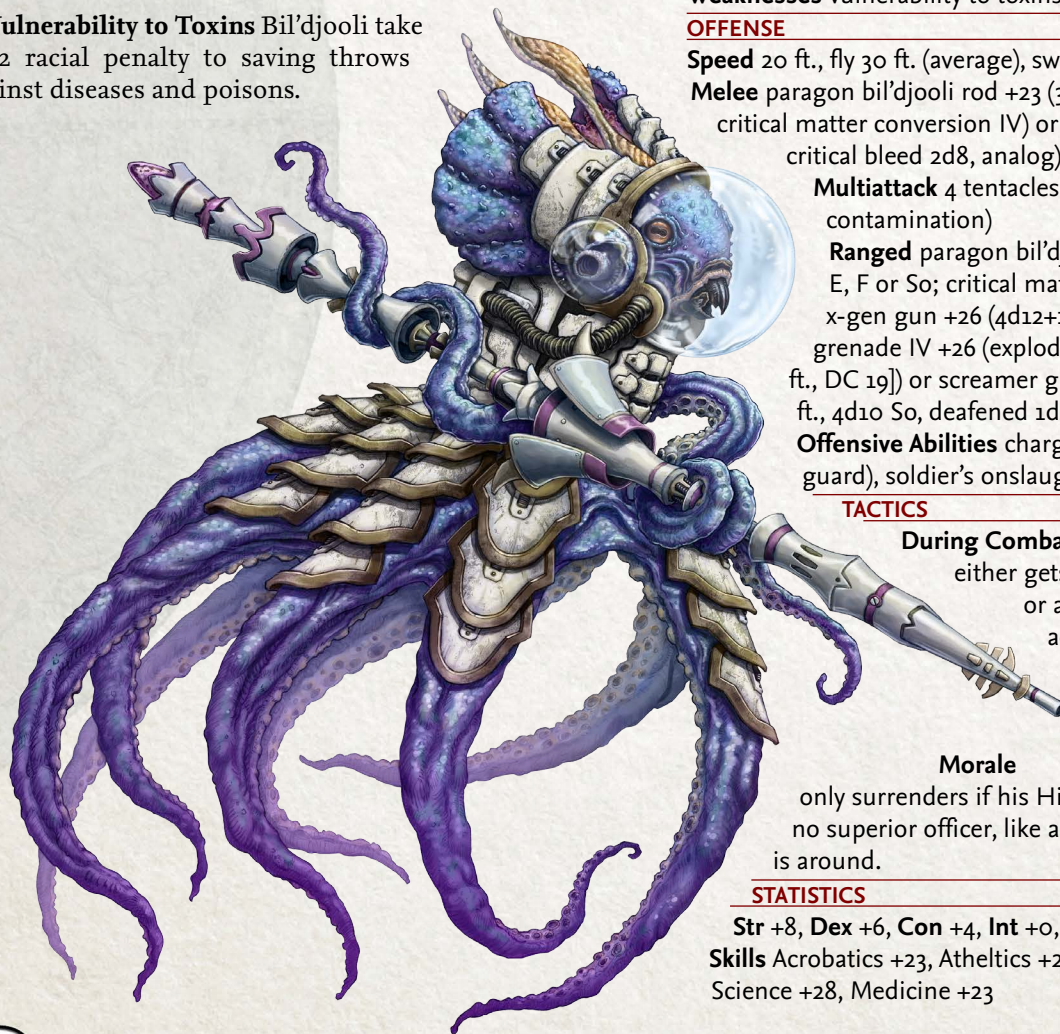
Bil'djooli slime

Type poison (contact), **Save** Fortitude DC 14

Track Strength, **Frequency** 1/day for 3 days

Cure 1 save.

Vulnerability to Toxins Bil'djooli take a -2 racial penalty to saving throws against diseases and poisons.



BIL'DJOOLI SUBTYPE GRAFT

This subtype is applied to bil'djooli and creatures related to bil'djooli.

Traits: Darkvision 60 ft., low-light vision, swim speed; if the NPC is of the bil'djooli race, it also gains the aquatic movement, contamination, jet, natural weapons and vulnerability to toxins traits, and Life Science or Medicine as a master skill. The other skill is gained as a good skill. If the NPC is of the bil'djooli race and has a CR of 5 or higher, it also gains multiattack and cold resistance 10.

BIL'DJOOLI ELITE SOLDIER

CR 13

XP 25,600

Bil'djool soldier

LE Medium aberration (aquatic, bil'djooli)

Init +16; **Perception** +23, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 19)

DEFENSE HP 225

EAC 27; KAC 30

Fort +15, **Ref** +13, **Will** +14

Defensive Abilities guard's protection, duck and weave; **DR** 3/—; Resistances cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 50 ft.

Melee paragon bil'djooli rod +23 (3d10+21 A, B, C, E, F or So; critical matter conversion IV) or Grindblade +23 (4d10 +21 S; critical bleed 2d8, analog)

Multiattack 4 tentacles + 17 (2d8 +21 B, plus contamination)

Ranged paragon bil'djooli rod +26 (3d6+13 A, B, C, E, F or So; critical matter conversion IV) or elite x-gen gun +26 (4d12+13 P, automatic) or incendiary grenade IV +26 (explode [20 ft., 5d6 F, 3d6 burn, 15 ft., DC 19]) or screamer grenade III +26 (explode [30 ft., 4d10 So, deafened 1d4 minutes, DC 19])

Offensive Abilities charge attack, fighting styles (blitz, guard), soldier's onslaught

TACTICS

During Combat A bil'djooli elite soldier either gets fearlessly into the fray or attempts to protect any aquamancers or navarchs present, acting as either shock troop or bodyguard.

Morale A bil'djooli elite soldier only surrenders if his Hit Points drop below 35 and if no superior officer, like a commander or quamancer, is around.

STATISTICS

Str +8, **Dex** +6, **Con** +4, **Int** +0, **Wis** +0, **Cha** +0

Skills Acrobatics +23, Athletics +23, Intimidate +28, Life Science +28, Medicine +23

Languages Bil'djool, Common

Other Abilities armor training, jet

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), grindblade, x-gen gun (elite) with 100 rounds, incendiary grenade IV (2), screamer grenade III (2), *mk III serum of healing* (2)

SPECIAL ABILITIES

Contamination (Ex) Bil'djooli elite soldiers secrete toxins that wash away easily in water, contaminating their own space and all adjacent spaces with a short-lived, mild paralytic. When the bil'djooli is not submerged, the poison only affects those hit by their natural attacks, or who strike it with natural attacks or unarmed strikes, rendering them sluggish on a failed Fortitude saving throw, as per the Dexterity poison track. While submerged, the poison is too diluted to further impede assailants beyond the sluggish state and does not cause Hit Point loss due to initial exposure. Out of the water, a bil'djooli elite soldier must make a Fortitude save against refined bil'djooli slime once per hour and loses 4 Hit Points per hour due to exposure to its own slime.

Refined Bil'djooli Slime

Type poison (contact), **Save** Fortitude DC 19

Track Dexterity, **Onset** 1/round for 2 rounds

Effect progression track is Healthy-Sluggish-Stiffened.

Stiffened functions as an end state. A creature that is already in the sluggish state due to exposure to the bil'djooli elite soldier's contamination ability takes the initial exposure damage to refined bil'djooli slime as usual and uses the Sluggish-Stiffened-Stiffened progression track, and the second stiffened functions as an end state.

Cure 1 save

Special Bil'djooli slime exists in abundance and it quickly spoils and reeks. As such, it has no value. It has an item level of 2 for the purpose of interaction with effects.

Duck and Weave (Ex) Bil'djooli elite soldiers focus on shock troop tactics in their training. Instead of the rapid recovery style technique, a bil'djooli elite soldier gains the duck and weave style technique. This works as the soldier ability of the same name, save that the bil'djooli elite soldier may use it 5 times per day before requiring an 8-hour rest to use it again.

Jet (Ex) A bil'djooli elite soldier can choose to jet as part of using the run action, gaining the benefits of the Jet Dash feat, but only while underwater or in a low- or zero gravity environment. The bil'djooli elite soldier may use this ability four times per day before requiring an 8-hour rest to use it again.

A bil'djooli elite soldier is a deadly and intimidating shock trooper or bodyguard, bred and trained to defend the elite of bil'djooli society.

BIL'DJOOLI COMMANDER

CR 13

XP 25,600

Bil'djooli envoy

LE Medium aberration (aquatic, bil'djooli)

Init +8; **Perception** +24, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 21)

DEFENSE HP 210

EAC 27; KAC 28

Fort +12, **Ref** +14, **Will** +16

Defensive Abilities desperate defense, hidden agenda, selfish command; Resistances cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 50 ft.

Melee paragon bil'djooli rod +22 (3d10+13 A, B, C, E, F or So; critical matter conversion IV)

Multiattack 4 tentacles + 16 (3d4 +13 B, plus contamination)

Ranged paragon bil'djooli rod +26 (3d6+13 A, B, C, E, F or So; critical matter conversion IV) or

Offensive Abilities improved get'em

TACTICS

During Combat A bil'djooli commander issues orders to all subordinates while attempting to provide a tactical angle. Bil'djooli commanders consider having to use their tentacles a humiliating sign of failure of their tactics and subordinates, and will attempt to avoid getting their tentacles dirty.

Morale An bil'djooli commander surrenders if his Hit Points drop below 35, or when the majority of their allies have been incapacitated, provided no other bil'djooli commanders, aquamancers or higher-ranking bil'djooli are present.

STATISTICS

Str+0, **Dex**+8, **Con**+0, **Int**+4, **Wis**+0, **Cha**+6

Skills Acrobatics +24, Bluff +24, Diplomacy +29, Intimidate +29, Life Science +29, Medicine +24, Sense Motive +29

Feats Unfriendly Fire

Languages Bil'djool, Common

Other Abilities commander's awareness, jet

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), *mk III serum of healing* (2)

SPECIAL ABILITIES

Commander's Awareness (Ex) When an ally of the bil'djooli commander within 60 ft. has readied an action, and before the selected trigger occurs, the bil'djooli commander can use their reaction to change both the trigger and the action the ally has ready. The new action readied must be the same kind of action as the originally readied action or must be a lesser action that the ally could have theoretically readied instead. (For example, if the ally readied a standard action, the bil'djooli commander could switch that to another standard action, a move action, or a swift action.) This is a language-dependent and sense-dependent effect. The bil'djooli commander may use this ability four times per day before requiring an 8-hour rest to use it again.

Contamination (Ex) As a bil'djooli elite soldier, but the save DC is 21.

Improved Get'em (Ex) This functions as the envoy improvisation of the same name. The bil'djooli commander may use this ability four times per day before requiring an 8-hour rest to use it again.

Jet (Ex) As a bil'djooli elite soldier.

Selfish Command (Ex) When the bil'djooli commander is damaged by an attack, as a reaction, they can order an adjacent subordinate ally to intercede. The ally takes their reaction and takes half damage, while the bil'djooli commander takes the other half. This has no effect on spells, and any conditions delivered by the attack apply to the ally instead of the bil'djooli commander. This command only works on allies that have internalized the social mores of the bil'djooli and can't force other allies to do so.

A bil'djooli commander is a harsh and powerful taskmaster, ruling over their subordinates with an iron tentacle. Charismatic and powerful, they demand unwavering loyalty from their soldiers, but tend to value the lives of their soldiers more than aquamancers do.

BIL'DJOOLI HUNTER-KILLER

CR 13

XP 25,600

Bil'djool operative

LE Medium aberration (aquatic, bil'djooli)

Init +11; **Perception** +29, darkvision 60 ft., low-light vision

Aura contamination (5 ft., DC 21)

DEFENSE HP 210

EAC 27; KAC 28

Fort +12, **Ref** +15, **Will** +16

Defensive Abilities evasion, uncanny agility; Resistances cold 10 Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 60 ft.

Melee ultrathin dagger+22 (4d4+19 S; analog, operative)

Multiattack 4 tentacles +16 (3d4 +19 B, plus contamination)

Ranged paragon bil'djooli rod +24 (3d6+13 A, C, E, F or So; critical matter conversion IV) or elite shirren eye rifle +24 (4d10+13 P; analog, sniper [750 ft.], unwieldy) or stickybomb grenade III +24 (explode [20 ft., entangled 2d4 rounds, DC 21])

Offensive Abilities jet, debilitating trick, quad attack, trick attack +7d8

TACTICS

During Combat A bil'djooli hunter-killer attempts to snipe from cover and use hit and run tactics supported by their cloaking fields to bring down prey. Unlike most bil'djooli of higher ranks, a hunter-killer does not mind getting their tentacles dirty.

Morale A bil'djooli hunter-killer attempts a coordinated retreat when dropped below 50 Hit Points. Specifically bred and trained for combat, a bil'djooli hunter-killer does not

surrender, except in the most desperate of circumstances.

STATISTICS

Str +6, **Dex** +8, **Con** +0, **Int** +0, **Wis** +4, **Cha** +0

Skills Acrobatics +29, Athletics +24, Engineering +24, Life Science +29, Medicine+24, Sense Motive +24, Stealth +29,

Feats Stand Still

Languages Bil'djooli, Common

Other Abilities jet, operative exploit (cloaking field, glimpse the truth), operative specialization (ghost)

Gear bil'djooli armor IV with jetpack (capacity 40) and targeting computer, bil'djooli rod (paragon) with ultra-capacity battery (100 charges), shirren-eye rifle (elite) with 50 rounds, stickybomb grenades III (4), ultrathin dagger, *mk III serum of healing* (2)

SPECIAL ABILITIES

Contamination (Ex) As a bil'djooli elite soldier, but the save DC is 21.

Glimpse the Truth (Ex) This functions as the operative exploit of the same name, save that the bil'djooli hunter-killer may use it five times per day before requiring an 8-hour rest to use it again.

Jet (Ex) As a bil'djooli elite soldier.

Phase Shift Escape (Ex) A bil'djooli hunter-killer can move through solid matter by converting their matter into out of phase energy for just a moment. As a full action, the bil'djooli can phase through up to 10 feet of solid matter, leaving a clearly visible black stain. This otherwise functions as the operative specialization power of the same name.

Bil'djooli hunter-killers are deadly assassins that specialize in quickly and efficiently taking down foes. If a target is too powerful to swiftly eliminate, they engage in pursuit predation tactics, interrupting rests and striking when their prey is vulnerable.

BIL'DJOOLI AQUAMANCER

CR 13

XP 25,600

Bil'djool mystic

LE Medium aberration (aquatic, bil'djooli)

Init +6; **Perception** +23, darkvision 60 ft., low-light vision

Aura psychic contamination (5 ft., DC 21)

DEFENSE HP 190

EAC 26; KAC 27

Fort +12, **Ref** +12, **Will** +18

Resistances cold 10

Weaknesses vulnerability to toxins

OFFENSE

Speed 20 ft., fly 30 ft. (average), swim 40 ft.

Melee ultrathin dagger+20 (4d4+13 S)

Multiattack 4 tentacles + 14 (3d4+13 B, plus contamination)

Ranged paragon bil'djooli rod +22 (3d6+13 A, C, E, F or So; critical matter conversion IV)

Mystic Spell-Like Abilities (CL 13th)

At will – *mind link* (DC 20)

Mystic Spells Known (CL 13th)

5th (1/day) – *greater command* (DC 26), *modify memory* (DC 26)
4th (3/day) – *confusion* (DC 25), *discern lies* (DC 25), *fear* (DC 25),
mind probe (DC 25)

3rd (at will) – *charm monster* (DC 24), *suggestion* (DC 24)

Offensive Abilities echoes of obedience, inexplicable commands, jealous overlord, mental anguish

Connection overlord

TACTICS

During Combat A bil'djooli aquamancer ensures compliance of allies and enemies alike with their magical might, preferring to have subjugated thralls and rank-and-file bil'djooli engage enemies in melee. Their strange practices and psychic contamination have made them cultivate horrible tempers, and they are known to fly off the handle at the slightest provocation. They enjoy punishing allies with their jealous overlord ability.

Morale A bil'djooli aquamancer is an arrogant leader of their kind, refusing to back down and fighting to the death to avoid loss of face in front of their subordinates.

STATISTICS

Str +0, **Dex** +6, **Con** +0, **Int** +0, **Wis** +8, **Cha** +4

Skills Bluff +23, Intimidate +28, Life Science +23; Medicine +28, Mysticism +28

Feats Spell Focus, Spell Penetration

Languages Bil'djool, Common

Other Abilities jet, mindlink, telepathic bond

Gear bil'djooli armor IV with jetpack (capacity 40), bil'djooli rod (paragon) with ultra-capacity battery (100 charges), ultrathin dagger, *mk III serums of healing* (2)

SPECIAL ABILITIES

Jealous Overlord (Su) This functions as the connection power, save that the bil'djooli aquamancer may affect the target with the mental anguish ability as part of the same reaction.

Jet (Ex) As a bil'djooli elite soldier.

Mental Anguish (Su) When a creature within 60 feet makes a saving throw against one of the bil'djooli aquamancer's mind-affecting charm or compulsion effects or spell-like abilities, the bil'djooli aquamancer can tweak the pain centers in the brain of the target as a reaction. The target must succeed a DC 21 Will save or be nauseated for 1 round. Regardless of the save, the creature becomes immune to this ability for 24 hours. This is a pain effect.

Psychic Contamination (Ex) Bil'djooli aquamancers secrete psychic toxins, contaminating their own space and all

adjacent spaces with a short-lived, mild paralytic static that is carried by their slime. A combination of mystic practices, bio-engineering and dietary habits have changed their contaminating slime to behave more like a psychic stain than a physical poison. This psychic stain only affects those hit by their natural attacks, or who strike it with natural attacks or unarmed strikes, rendering them sluggish on a failed Will saving throw, as per the Dexterity poison track. While the aquamancer is not enraged, the psychic contamination is too diluted to further impede assailants beyond the sluggish state and does not cause Hit Point loss due to initial exposure. Out of the water, a bil'djooli aquamancer must make a Will save against psychic refined bil'djooli slime once per hour and loses 4 Hit Points per hour due to exposure to its own slime. Psychic contamination behaves and operates like a poison but is a mind-affecting effect – immunity to poison does not protect against its effects, but immunity to mind-affecting effects does. The GM determines what enrages a bil'djooli aquamancer, but incompetence, a lack of respect or a wrong glance may suffice – they have a notoriously short fuse.

Psychic Refined Bil'djooli Slime

Type poison (contact) Save Will DC 21

Track Dexterity **Onset** 1/round for 2 rounds

Effect progression track is Healthy-Sluggish-Stiffened. Stiffened functions as an end state. A creature that is already in the sluggish state due to exposure to the bil'djooli aquamancer's psychic contamination ability takes the initial exposure damage to psychic refined bil'djooli slime as usual and uses the Sluggish-Stiffened-Stiffened progression track, and the second stiffened functions as an end state.

Cure 1 save

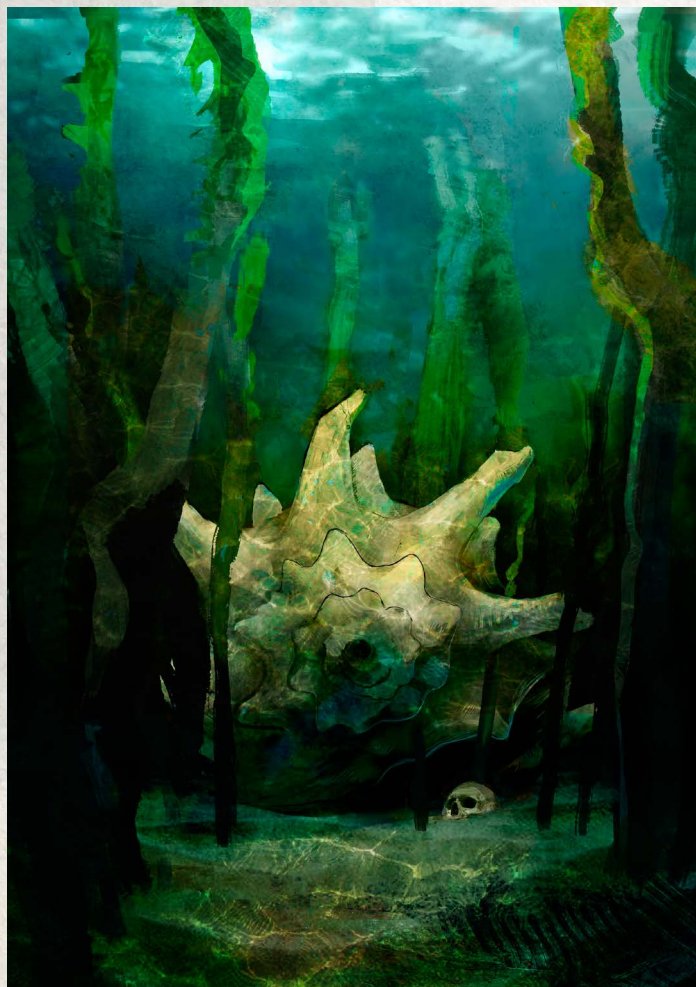
Special Bil'djooli slime exists in abundance and it quickly spoils and reeks. Additionally, a bil'djooli aquamancer's slime is reliant on the aquamancer's psychic imprint to maintain its potency. It has no value. It has an item level of 2 for the purpose of interaction with effects.

Bil'djooli aquamancers fancy themselves to be leaders of their kind. Cruel and choleric tyrants, they enjoy inflicting pain upon enemies and subordinates alike, taking delight in breaking lesser minds.

Conch Tree

Several stalks of thick seaweed rise from the ocean floor, with large round stones decorating the silt nearby.

CONCH TREE		CR 7
XP 3,200		
N Large plant (aquatic)		
Init +0; Senses blindsense (vibration) 60 ft.; Perception +19		
DEFENSE	HP 105	
EAC 19; KAC 21		
Fort +9; Ref +6; Will +6		
Immunities plant immunities		
OFFENSE		
Speed 0 ft.		
Melee harpoon tentacle +17 (2d6+11 P plus swallow whole)		
Space 10 ft.; Reach 60 ft.		
Offensive Abilities collapse, swallow whole (2d6+11 B, EAC 19, KAC 17, 26 HP)		
STATISTICS		
Str +4; Dex +0; Con +5; Int —; Wis +2; Cha +0		
Skills Stealth +14		
Other Abilities mindless		



ECOLOGY

Environment any ocean

Organization solitary, pair, or grove (3–30)

SPECIAL ABILITIES

Collapse (Ex) Once a conch tree swallows a creature whole, it can collapse into a smaller hard shell to protect itself while it digests its prey. The tree curls around its prey, reinforcing its own outer flesh and changing colors to represent mud or stone. Its gains a +6 bonus to AC when being attacked by anyone but the swallowed victim and a +6 bonus on Stealth checks on the ocean floor.

Conch trees are frequently cultivated as living barriers, unsporting hedges against unwanted incursions. After centuries of breeding and experimentation, they developed an instinct for discerning regular travelers among their groves from visiting prey. In the wild, entire schools of fish can vanish instantly over a conch grove.

Conch trees reproduce by implanting a single seed in a partially digested corpse. The corpse is then expelled so the seed can absorb nutrients before sprouting and taking root. Conch trees never stop growing, but an average adult specimen is 20 feet tall.

Fish, Bladefish

A school of human-sized grey fish moves as one. Their long flat bills and rigid fins are bordered in razor-thin silver scales.

BLADEFISH		CR 5
XP 1,600		
N Medium animal (aquatic)		
Init +5; Senses blindsight (vibration) 10 ft., low-light vision; Perception +11		
DEFENSE	HP 70	
EAC 17; KAC 19		
Fort +9; Ref +9; Will +4		
OFFENSE		
Speed swim 60 ft.		
Melee blade +14 (1d6+8 S; critical bleed 1d6) or tail slap +14 (1d6+8 B)		
Offensive Abilities razor fin		
STATISTICS		
Str +3; Dex +5; Con +2; Int –5; Wis +2; Cha –2		
Skills Athletics +16, Survival +11		

ECOLOGY

Environment any ocean

Organization family (3–6), school (7–12), or storm (12–50)

SPECIAL ABILITIES

Razor Fin (Ex) A bladefish has quick reflexes and powerful muscles along its length. It can attack underwater as though it had the Spring Attack feat. It can also make a full attack while using the feat as long as one attack is with each of its natural weapons.

APPENDIX: BESTIARY

Fast and strong, bladefish swim across oceans in instinctive circuits that cover thousands of miles. These circuits take them through their entire life cycle, including live birth, adolescence, hunting, and mating. Though beautiful to behold, bladefish are deadly carnivores and deliver brutal blows very rapidly as they charge in, swim past, and charge in again. Their skulls narrow to a flat, horizontal blade and their tail fins sport a similar vertical protrusion. Both bear shining scales along these sharp edges as decoration. A long, sharp mouth blade is ideal for hunting and defense, while the brightest sheen along its blades attracts the most desirable mates.

The greatest weapon bladefish have is in their numbers. Vast storms of them swim their lifelong circuits from the water's surface down to 200 feet deep. When one senses an intruder, it determines whether the threat is manageable or overwhelming and reacts by charging or fleeing, respectively. The entire community of bladefish joins in that reaction, swimming away as one or attacking in a rapid frenzy of sharp bills. Weaker bladefish are left behind, or join the fight late and risk losing their meal to more aggressive members.

An adult bladefish is 7 feet long and weighs 600 pounds. Larger, rarer species can reach 40 feet in length and live for over a hundred years.

Fish, Dinichthys

This horrific fish has a powerful grey body, with a head of hard white plates. Its wide mouth more resembles curved blades of bloodstained bone.

DINICHTHYS

CR 12

XP 19,200

N Huge animal (aquatic)

Init +4; Senses blindsense (scent) 60 ft.,
darkvision 60 ft., low-light vision; Perception
+27

DEFENSE

HP 200

EAC 26; KAC 28

Fort +16; Ref +16; Will +11

OFFENSE

Speed swim 50 ft.

Melee bite +25 (6d6+20 P plus
rupture; critical rupture 1d4)

Space 15 ft.; Reach 5 ft.

Offensive Abilities rupture, swim-by attack

STATISTICS

Str +8; Dex +4; Con +5; Int -5; Wis +0;
Cha +0

Skills Athletics +22, Survival +22

ECOLOGY

Environment any ocean

Organization solitary, pair, or clutch (3-5)

SPECIAL ABILITIES

Rupture (Ex) The large, jagged teeth of the dinichthys tear through large sections of armor with any successful bite. If their victim has active environmental protections, they lose 1 day of protection or 1d4 days on a critical hit.

Swim-By Attack (Ex) The dinichthys can attack while swimming as though using the Spring Attack feat.

Among the deadlier animals of the sea, the mighty dinichthys holds its own against dragons and magical beasts. Its punishing bite allows it to both defend itself and feed from Varen's hardest animals. Dinichthyses hunt at any depth greater than 20 feet, chasing prey for miles in any direction before resuming a natural migration toward decennial mating waters.

Dinichthyses are voracious, often biting a chunk of flesh out of a sizable creature so it can follow the bleeding quarry to any social unit it might flee to for protection.

Dinichthyses live for approximately 100 years. An adult is 30 feet long and weighs 22,000 pounds.



Invertebrate, Deep Tiger Anemone

Colorful tentacles writhe across this marine creature like long petals on an immense flower.

DEEP TIGER ANEMONE

CR 14

XP 38,400

N Colossal vermin (aquatic)

Init +0; Senses blindsight (vibration) 60 ft., sightless;

Perception +25

DEFENSE HP 250

EAC 28; KAC 30

Fort +18; Ref +16; Will +12

OFFENSE

Speed 5 ft.

Melee tentacles +27 (4d12+22
A & B plus swallow whole
and poison)

Ranged acid spit +24
(3d12+14 A; critical
corrode 1d12)

Space 25 ft.; Reach 25 ft.

Offensive Abilities

swallow whole
(4d12+22 A, EAC
28, KAC 26, 62 HP)

STATISTICS

Str +8; Dex +0; Con +6;

Int —; Wis +4; Cha +2

Other Abilities

mindless, reef lurker

ECOLOGY

Environment warm ocean

Organization solitary, pair, or
cluster (3–6)

SPECIAL ABILITIES

Reef Lurker (Ex) Over long years, fantastic coral reefs grow around Deep Tiger Anemones. If the anemone has not moved for that time (as most have not), a character observing the reef must succeed at a DC 30 Life Science check to identify the anemone as dangerous before it attacks. While thus rooted, the anemone is immune to effects that change its positions.

The largest anemones are capable predators despite their plodding movement. They lie in fields of other, usually smaller, anemones and among brightly colored coral societies. These anemones feed local scavengers by attacking large prey or schools of fish, scattering uneaten remains to their neighbors.

Deep Tiger Poison

Type Poison (injury); Save Fortitude DC 20

Track Dexterity; Frequency 1/round for 6 rounds

Effect progression track is Healthy—Sluggish—Staggered—Dead

Cure 2 successful saves



Invertebrate, Mindclaw

A red-brown crab the size of a wagon scuttles forward with an unusual amount of aggression.

MINDCLAW CR 10

XP 9,600

N Huge vermin (aquatic)

Init +3; Senses blindsense (emotion) 30 ft., darkvision 60 ft.;

Perception +19

DEFENSE HP 165

EAC 23; KAC 25

Fort +14; Ref +12; Will +9

OFFENSE

Speed 30 ft., swim 40 ft.

Melee claws +22 (2d10+18 B plus grab)

Space 15 ft.; Reach 10 ft.

STATISTICS

Str +8; Dex +3; Con +5; Int —; Wis +3; Cha +0

Skills Athletics +24

Other Abilities mindless, shared empathy

ECOLOGY

Environment any water

Organization solitary or cast (2–12)

SPECIAL ABILITIES

Shared Empathy (Su) Mindclaws are automatically affected by any emotion effects or morale bonuses/penalties affecting another non-mindless creature within 30 feet. Even bonuses that would normally be restricted to certain targets (such as an envoy's Get 'Em) applies to any target the mindclaw may choose. This does not allow a mindclaw to gain emotion effects or morale modifiers directly, only copy them from others.

Whether from a strange branch of evolution or the psychic impression of those dead in the ocean depths, mindclaws are somehow able to pick up and mimic powerful emotions. They behave like mindless crabs most of the time, but they pick up on the feelings of more intelligent lifeforms and are easily influenced by those who understand their mimicry.

An adult mindclaw is 15 feet tall and weighs 4,000 pounds

Invertebrate, Varinian Seastar

Muscular tentacles explode from the sand and fold inward towards a toothless central maw.

VARINIAN SEASTAR CR 6

XP 9,600

N Large vermin (aquatic)

Init +0; Senses blindsense (vibration) 30 ft.; Perception +13

DEFENSE HP 90

EAC 18; KAC 20

Fort +10; Ref +8; Will +5

Defensive Abilities split, unflankable

OFFENSE

Speed 10 ft., climb 10 ft.

Melee slam +16 (1d8+11 B plus grab)

Space 10 ft.; Reach 10 ft.

Offensive Abilities external stomach

STATISTICS

Str +5; Dex +0; Con +3; Int —; Wis +2; Cha +0

Skills Athletics +13

Other Abilities mindless

ECOLOGY

Environment any ocean (Vareen)

Organization solitary, pair, or field (6–24)

SPECIAL ABILITIES

External Stomach (Ex) The Varinian seastar can eject its stomach to begin digestion of a meal. At the beginning of the seastar's turn, it may eject its stomach onto a creature it has grappled, dealing 1d8 acid and bludgeoning damage.

Split (Ex) When the seastar survives a critical hit that dealt at least 9 damage, it splits into two varinian seastars with half of the original's remaining hit points.

Starfish on Vareen contend with a greater number of more dangerous marine threats than on other worlds. Their resulting evolution produced faster, stronger specimens that recover from injury very quickly. Most unique among the species is that Varinian seastars have no agenda or reproductive mechanism other than to split and regenerate after attacked by predators. Ironically, the number of natural enemies that find them delicious ensures their survival.

Varinaian seastars have mouths on both sides of their bodies, allowing them to crawl towards stationary food, or to lie half-buried in sand to ambush prey crawling across the seabed above them. On Vareen, the average starfish is 7 feet in diameter and weighs 600 pounds.

Lasiodon

The beast has a whale-like body complete with powerful tail and thick fins. Each of its six heads bears a nightmarish maw and a curved, fleshy growth that glows in the dark water with white light.

LASIODON	CR 15
XP 51,200	
N Huge magical beast (aquatic)	
Init +2; Senses blindsense (scent) 60 ft., darkvision 120 ft., low-light vision, see in darkness; Perception +26	
Aura shadow luminescence (120 ft.)	
DEFENSE	HP 275
EAC 29; KAC 31	
Fort +19; Ref +19; Will +13	
Immune cold	
OFFENSE	
Speed swim 50 ft.	
Melee bite +29 (3d12+24 P plus swallow whole)	
Multiattack 3 bites +23 (3d12+24 P plus swallow whole)	
Space 20 ft.; Reach 25 ft.	
Offensive Abilities breath weapon (30 ft. cone, 12d6 C plus frozen, DC 21, usable every 1d4 rounds), legendary surge (7 points, +1d6), swallow whole (3d12+24 A, EAC 29, KAC 27, 68 HP)	
STATISTICS	
Str +9; Dex +2; Con +5; Int -3; Wis +7; Cha +0	
Skills Athletics +31, Stealth +26	
ECOLOGY	
Environment cold oceans	
Organization solitary or pair	

SPECIAL ABILITIES

Breath Weapon (Su) A character failing their save against the lasiodon's breath weapon is covered in a thin layer of ice, suffering the pinned condition until they can escape with a DC 35 Acrobatics check or the ice is dealt 30 points of damage. Any attack against the ice automatically hits, but half of any non-fire damage dealt to it is instead dealt to the character it is pinning. Characters pinned by ice underwater float 60 feet up at the end of their turn.

Shadow Luminescence (Su) The area within 120 feet of a lasiodon is dim light, overriding all other light sources. Lasers deal no damage in this area. All light and darkness spells brought into the area are countered and dispelled (other than the shadow luminescence of other lasiodons).

As a swift action, the lasiodon can release a pulse of absolute light or darkness at the cost of a legendary power point (see below). The light blinds all non-lasiodons in the area (Fort DC 21 negates) for one minute. The darkness lingers for one round, creating an area of magical darkness than only the see in darkness special ability can penetrate.

Legendary Surge A lasiodon has a pool of 7 legendary power points. When it rolls a d20, it can spend a legendary power point as a reaction after the results are revealed to add 1d6 to the result of the roll. This can change the outcome of the roll.

Lasiodons are something out of ancient nightmares. They hunt the deepest oceans, luring inquisitive prey with the white glow of their protruding anglers and devouring it whole. With teeth able to slice solid stone, a lasiodon can freeze its quarry, sometimes attacking a school of large fish by freezing some and devouring others. In the darkest coldest depths, blocks of ice created by the creature's breath weapon remain still for several seconds before ascending slowly.

Lasiodons are cunning but not intelligent or social. The ferocious predators require a large hunting area, so they are almost always alone when encountered. They mate every few years at particularly bountiful hunting grounds in a frenzy that turns Varen's green waters red.

Lasiodons never stop growing and seem immune to the effects of aging. Adult females average 60 feet long and weigh over 50 tons.



Loran

A blue-skinned humanoid with red hair and pupil-less eyes assumes a defensive stance.

LORAN ASCETIC

CR 5

XP 1,600

LN Medium outsider (aquatic)

Init +2; Senses darkvision 60 ft.; Perception +11

DEFENSE HP 70

EAC 17; KAC 19

Fort +7; Ref +9; Will +4

Defensive Abilities evasion, Immune disease; Resistances cold 5

OFFENSE

Speed 30 ft., swim 40 ft.

Melee unarmed strike +15 (1d6+10)

Ranged throwing knife +11 (1d8+5)

Offensive Abilities flurry of blows, ki control (5/day)

STATISTICS

Str +5; Dex +2; Con +0; Int +0; Wis +3; Cha +0

Skills Acrobatics +11, Athletics +16, Stealth +11

Languages Aquan, Common

Other Abilities amphibious, slow fall

ECOLOGY

Environment any

Organization solitary, pair, or wave (3-10)

SPECIAL ABILITIES

Flurry of Blows (Ex) A loran can make a flurry of blows as a full-attack action. When doing so, they may make one additional attack, taking a -2 penalty on all of their attack rolls. Lorans deal their normal unarmed damage for all successful attacks made with flurry of blows

Ki Control (Su) Lorans have a pool of 3 resolve points they can use to accomplish amazing feats. As long as they have at least 1 resolve point, they can use it to power their ki control. Ki control allows their unarmed attacks to be treated as magic weapons for the purpose of overcoming damage reduction. By spending 1 resolve point, a loran can do one of the following:

- * Make one additional attack at its highest attack bonus
 - * Increase its speed by 20 feet for 1 round
 - * Give itself a +4 dodge bonus to EAC or KAC for 1 round.
- A loran can spend a point on this ability twice to give itself a bonus to EAC and KAC at the same time.
- Each of these powers is activated as a swift action.

Natural Weapons (Ex) Due to their culture of martial discipline, Lorans are always considered armed and their unarmed strike does not count as archaic.

Slow Fall (Su) A loran in an environment with atmosphere can slow its fall. This is a supernatural ability that functions as per flight cast at 1st level.

Lorans claim both the ancient patrons of the Accord and the undine race as their progenitors. When the Patrons

foresaw a need for disciplined, loyal aquatic allies, they enlisted undine volunteers to help shape a new race of agents to guard against the return of their nemeses. The Accord experimented with the creation of other races, sprinkling them throughout the cosmos to prepare for the revival of interplanetary war.

In *The Depths of Desperation*, the PCs encounter lorans left behind to care for the great ruins of Dressfa. While not every loran chooses to pursue a monastic lifestyle, those remaining on Vareen endured centuries guarding the memories and relics of the Patrons since the destruction of Vareen. Their discipline as unyielding as the coral ruins they live in, their mission controlled their culture, including career, lifespan, mating, and reproduction. They meditated on the history and teachings of the Patrons, passing principle down from generation to generation. They also maintained constant readiness from outside threats, knowing one day an enemy would come to shatter their walls and lives in search of galactic domination.

LORAN RACIAL TRAITS

Ability Adjustments: +2 Wis, +2 Dex, -2 Int.

Hit Points: 5

Size and Type: Lorans are Medium outsiders with the aquatic and loran subtypes.

Amphibious: Lorans are able to breathe both water and air normally.

Darkvision: Lorans tend to live in underwater environments and have eyes adapted to seeing in dim or even lightless environments. They have darkvision out to 60 feet.

Subspecies: Lorans have a mixed heritage and as such have developed subspecies:

DEEP SEA LORANS

Typically found on dark planets and in the lightless depths, these loran have adapted to the lightless regions.

Cold Resistance: Deep sea lorans have cold resistance 5.

Deepsight: The eyes of deep sea lorans have adjusted to the sightless depths of the oceans, but not to air-filled environments. Deep sea lorans have darkvision 120 feet when underwater, but otherwise has no darkvision at all.

Loran Movement: Lorans of this subspecies have a base speed of 20 feet and a swim speed of 40 feet.

STRONG-BLOODED LORANS

Some lorans are particularly in touch with the components of their mixed bloodline.

Flesh Chameleon: Strong-blooded lorans can change their coloration to match human skin tones. As a standard action, these lorans can change their natural blue hue to

match any normal human skin tone, granting a +4 racial bonus on Disguise checks to appear human. Reverting to the natural skin tone does not require an action.

Hydrated Vitality: Strong-blooded lorans also have a particularly strong connection to the elemental component of their ancestry. Whenever they are submerged completely within a body of natural saltwater, fresh water or brackish water, they can spend their reaction to gain fast healing 2 for 1 round. Polluted, stagnant, poisoned or radioactive water, or water that has been trapped without proper filtration and circulation does not suffice to activate this ability. The loran can heal up to 2 hit points per level or CR per day with this ability, after which it ceases to function.

WATER SINGERS

A breed of loran is particularly in tune with the subaqueous environments.

Terrain Chameleon: The lorans colloquially called water singers can change their coloration to blend in with underwater terrain, mixing browns, grays, and greens to resemble kelp or other natural water plants. As a standard action, these lorans can change their coloration, gaining a +4 racial bonus on Stealth checks in underwater environments. Reverting to the natural skin tone does not require an action.

Water Sense: Water singer lorans can sense vibrations in water, granting them blindsense (vibration) 30 feet against creatures in contact with the same body of water as the water singer. This blindsense does not extend beyond the body of water.

SUBTYPE GRAFT: LORAN

This graft is applied to lorans and creatures related to lorans.

Traits: Most creatures with this subtype gain the aquatic subtype; if the creature already can breathe water, it also gains the amphibious special ability; if the NPC is of the loran race, it also gains a subspecies' benefits.



Sky Spore

Floating among thick clouds, a solid mass slowly changes colors to match its surroundings.

SKY SPORE

CR 11

XP 12,800

N Gargantuan plant

Init -2; **Senses** blindsense (vibration) 60 ft., low-light vision; **Perception** +20

DEFENSE HP 180

EAC 24; KAC 26

Fort +15; Ref +13; Will +10

Defensive Abilities spore rupture; Immunities plant immunities

OFFENSE

Speed fly 20 ft. (Ex, poor)

Melee bite +23 (4d6+19 P plus swallow whole)

Space 20 ft.; Reach 10 ft.

Offensive Abilities expel spores, swallow whole (4d6+19 B, EAC 24, KAC 22, 45 HP)

STATISTICS

Str +8; Dex -2; Con +5; Int —; Wis +3; Cha -3

Skills Acrobatics +20, Stealth +20

Other Abilities mindless

ECOLOGY

Environment any air

Organization solitary, pair, or cloud (3–5)

SPECIAL ABILITIES

Expel Spores (Su) As a standard action, the sky spore can vent a 15-foot cone of spores. All creatures in the area are exposed to floating spores.

Spore Rupture (Su) When the sky spore suffers a critical hit dealing kinetic damage, all creatures within its reach are exposed to floating spores.

Floating Spores

Type infestation (contact); Save Reflex DC 18

Track none; Frequency 1/round

Effect Each time a creature fails a save against this infestation, they gain the off-kilter condition and float upwards 10 feet.

Cure 1 save



Varinian sky spores float high in the planet's atmosphere for centuries, slowly growing as they feed on living creatures that happen too close to them. A creature affected by its spores simply floats helplessly while the clumsy airborne fungus slowly maneuvers until its mouth moves over the helpless prey. The sky spore then digests its dinner over the course of days.

A creature paralyzed, but not eaten, by a sky spore floats on the wind until the paralyzing spores eventually begin to multiply, slowly altering a host's body until a new sky spore is formed.

ALIEN TREASURES

The following items represent the unusual combination of biology, technology, and magic developed by Vareen's indigenous races. Since any visitors to Vareen will encounter its would-be conquerors, these examples include bil'djooli technomancy as well. Items that use magic in their operation are treated as magical items for their construction, though in a campaign that emphasizes advanced technology, they can be crafted using each item's listed prerequisites.

BIL'DJOOLI ARMOR

Bil'djooli armor uses metal rings and seals to hold its components in place but is otherwise comprised of thin leather crafted from several breeds of animals and slaves. Bil'djooli armor worn by non-bil'djooli imposes doubles its armor check penalty on all Strength- and Dexterity-based skill checks and reduces its maximum Dex bonus by 3, up to a minimum of +0. Non-bil'djooli wearers gain no benefit from internal armor upgrades like toxin vents for the environmental protections integrated in the armor. Bil'djooli wearing bil'djooli armor suffer no armor check penalty to Athletics checks made to swim.

Bil'djooli armor fitted with jetpacks or jump jets allows a bil'djool to use their jet ability in conjunction with them, though the environmental restrictions on the jet ability still apply. Using the jet ability in conjunction with a jetpack automatically renders the bil'djooli off-target until the end of the round.

Most suits of bil'djooli armor come with the toxin vents armor upgrade installed to protect the wearer from its own poison. The cost for mk 1 toxin vents systems are included in the price for bil'djooli armor I – III; bil'djooli armor IV has mk 2 toxin vents installed instead.

GLASSTEEL HELMET

These hardened glass dome-helmets are slotted on the head-portion of armor. While usually summed up as “glassteel helmets”, this upgrade includes a variety of modifications designed to protect the wearer from the pressure of extreme depths, providing immunity to the effects of extreme depths up to a certain degree. You can see twice as far in clear (8d8 x100 feet) and murky (2d8 x 10 feet) water. If You have the Sea Sight feat, you can instead see even farther in clear (10d8 x 100

ARMOR UPGRADES

Upgrade	Level	Price	Slots	Armor Type	Bulk
Glassteel Helmet	1	325	1	Any	1
Toxin Vents, mk 1	1	320	1	Any	L
Toxin Vents, mk 2	6	5,200	1	Any	L

feet) and murky (3d8 x 10 feet) water. Additionally, you treat your EAC or KAC as +4 higher for the purpose of determining whether you are subject to a critical hit, but only regarding critical hit effects and special abilities contingent on hitting the head, throat or neck, such as effects that decapitate or choke you.



Bil'djooli Armor

Armor Model	Level	Price	EAC Bonus	KAC Bonus	Maximum Dex Bonus	Armor Check penalty	Speed Adjustment	Upgrade Slots*	Bulk
<i>Light Armor</i>									
Bil'djooli armor I	1	410	+1	+2	+5	-1	-	2	1
Bil'djooli armor II	5	2,700	+5	+6	+5	-1	-	3	1
Bil'djooli armor III	7	5,900	+8	+9	+5	-1	-	4	1
Bil'djooli armor IV	13	49,2500	+16	+17	+5	-1	-	4	1

*Toxin vents are standard equipment for bil'djooli armor and do not count toward upgrade slots.

TOXIN VENTS

Upgrade	Level	Price	Slots	Armor Type	Bulk
Toxin Vents, mk 1	1	320	1	Any	L
Toxin Vents, mk 2	6	5,200	1	Any	L

The bil'djooli variant of environmental protection can be fitted with toxin vents to filter out air-, blood-, and water-borne contaminants, and even drains their own naturally produced toxins away from their skin, collecting the toxins in expanding sacs attached to the bil'djooli armor. Toxin vents may be activated or deactivated as a reaction, and while activated, they suppress the bil'djooli's contamination ability, which can be very uncomfortable for the bil'djooli. Toxin vents may be hacked as per the rules for environmental protection. If a bil'djooli is critically hit with a melee weapon, these sacs rupture, spraying their poisonous content on all creatures adjacent to wearer, exposing them to refined bil'djooli slime. Toxin vents have a number of sacs equal to their mk rating; once all these sacs are ruptured, the armor gains the broken condition and must be repaired before the sacs can be used again. Mk 2 toxin vents also provide the benefits of a filtered rebreather, save that they filter fresh water instead of air.

REFINED BIL'DJOOLI SLIME

Type poison (contact) **Save** Fortitude DC 14

Track Dexterity Onset 1/round for 2 rounds

Effect progression track is Healthy-Sluggish-Stiffened. Stiffened functions as an end state. A creature that is already in the sluggish state due to exposure to the bil'djooli's contamination ability takes the initial exposure damage to refined bil'djooli slime as usual and uses the Sluggish-Stiffened-Stiffened progression track, and the second stiffened functions as an end state.

Cure 1 save

Special Bil'djooli slime exists in abundance and it quickly spoils and reeks. As such, it has no value. It has an item level of 2 for the purpose of interaction with effects.

BIL'DJOOLI ROD

The traditional weapon of bil'djooli soldiers, this thick steel rod functions as both a melee and a ranged weapon, courtesy of the unique matter conversion technology the bil'djooli employ. In melee, the rod is treated as an advanced one-handed melee weapon. While bil'djooli rods are powered weapons, they are not treated as improvised weapons in melee when they run out of charges, instead being treated as analog weapons while depleted of charges. While powered, a bil'djooli rod may be used as a small arm ranged weapon. Bil'djooli rods without any remaining charges can only deal bludgeoning damage in melee and may not be used as small arms.

Matter Conversion	Available Energy Types	Critical Effects
Matter Conversion I	A, F	corrode 1d3 (A); burn 1d3 (F)
Matter Conversion II	A, E, F	arc 1d4 (E); corrode 1d4 (A); burn 1d4 (F)
Matter Conversion III	A, C, E, F	arc 1d6 (E); corrode 1d6 (A); burn 1d6 (F); staggered (C)
Matter Conversion IV	A, C, E, F, So	arc 2d6 (E); corrode 2d6 (A); burn 2d6 (F); knockdown (So); staggered (C)

Matter Conversion: Bil'djooli rods contain a potent system known as matter conversion, which allows their constituent matter beyond the handle to be converted to one type of energy as part of being powered, choosing one of the available energy types listed for the property. When a weapon with the matter conversion property is powered, it changes the damage type inflicted by melee attacks, if any, to one of the damage types chosen via the respective matter conversion property, and the weapon may be used in ranged combat as a small arm, inflicting the weapon's ranged damage value, with the damage type

Name	Lvl	Price	Damage (Melee)	Damage (Ranged) ¹	Range	Critical ²	Capacity	Bulk	Special
Bil'djooli Rod, tactical	1	300	1d4 B1	1d4 A or F	30 ft.	varies	10 charges	1	Powered (capacity 10, usage 1), matter conversion I
Bil'djooli Rod, advanced	7	6,500	1d8 B1	1d6 A, E or F	60 ft.	Varies	20 charges	1	Powered (capacity 20, usage 1), matter conversion II
Bil'djooli Rod, elite	10	20,100	3d6 B1	2d6 A, C, E or F	60 ft.	Varies	30 charges	1	Powered (capacity 30, usage 1), matter conversion III
Bil'djooli Rod, paragon	13	47,500	3d10 B1	3d6 A, C, E, F or So	60 ft.	varies	40 charges	1	Powered (capacity 40, usage 2), matter conversion IV

¹ The matter conversion property (see below) can change the melee damage type of bil'djooli rods while powered. Bil'djooli rods may only be used as ranged weapons while they are powered.

² The damage type set via the matter conversion property determines the critical effect of bil'djooli rods. (see below/page XX)

determined by the current setting of the respective matter conversion property. The cost of charges for using weapons with the matter conversion property as a ranged weapon stacks with the costs for maintaining the powered state. Changing energy type is a standard action.

Critical effects only apply while the weapon is powered, and depend on the energy damage set by the respective matter conversion property: While dealing acid damage, apply corrode; while dealing electricity damage, apply arc; while dealing fire damage, apply burn; while dealing cold damage, apply staggered; while dealing sonic damage, apply knockdown.

SOLARIAN WEAPON CRYSTAL, DEEPSEA PEARL

Cost: Varies (see below); **Bulk:** —

These icy-blue pearls are an unusual byproduct found in a type of Mollusk that Locathahs farm as a food staple on many aquatic worlds, especially in colder waters. These pearls then undergo an alchemical ritual by some of their priests, turning them into a suitable weapon crystal for Solarians.

STASIS GRENADE

Stasis grenades warp time and space, effectively locking a small area outside the normal flow of time. A creature of any size within 5 feet of a stasis grenade when it explodes takes 8d6 points of nonlethal damage and becomes trapped in stasis for 1 hour, during which time they can take no actions and cannot affect or be affected by any effect in the normal timestream. A DC 22 Fortitude save halves the nonlethal damage and negates the stasis effect. Each additional stasis grenade that explodes in the same square simultaneously increases the save DC by +1 and extends the duration of the stasis effect by 10 minutes. Multiple stasis grenades in the same square do not increase the size of the effect. Once detonated, a stasis grenade disintegrates.

Name	Lvl	Price	Range	Capacity	Bulk	Special
Stasis grenade	16	50,000	20 ft.	Drawn	L	Explode (8d6 nonlethal, stasis 1 hour, 5 ft.)

Solarian Weapon Crystals	Level	Price	Damage	Critical	Bulk	Special
Deepsea Pearl, Shard	4	1,200	+1d4 C	Staggered	—	Underwater
Deepsea Pearl, Flawed	8	10,400	+2d4 C	Staggered	—	Underwater
Deepsea Pearl, Cloudy	12	32,800	+3d4 C	Staggered	—	Underwater
Deepsea Pearl, Pure	16	145,000	+4d4 C	Staggered	—	Underwater
Deepsea Pearl, Luminous	20	780,000	+6d4 C	Staggered	—	Underwater

APPENDIX: ALIEN TREASURES

TECHNOLOGICAL ITEMS

Name	Level	Price	Hands	Bulk	Capacity	Usage
Ink Bladder	2	750	1	L	10	5/round
Stralleth	1	20	Special	-	4	1/hour

INK BLADDER (HYBRID)

Capacity 10 **Usage** 5/round

This preserved animal bladder mimics the escape mechanism employed by marine creatures. You can, as a standard action, or as part of taking the withdraw action, squeeze the bladder to create a pressurized blast of dark ink while underwater. This propels you 90 feet in a straight line at a usage of 5 charges per round, so long as you remain underwater. A cloud of ink fills the wearer's space, providing cover against attacks made into or through that space for 1 round. The ink bladder just produces a sad, messy splotch of ink on the floor if you are not submerged.

STRALLETH

Stralleth comes from the respiratory organs of the dangerous conch tree, unique to Vareen's ocean floors. When the pulp is dried and properly treated, it yields handful of bitter turquoise crystal. With practice, a creature can convert water to breathable air as it passes over the crystals. A single pinch of this crystal placed in a creature's mouth grants aquatic creatures the amphibious special ability, but obviously prevents verbal communication.

The cost above is the price for a single pouch of stralleth, delivered in dry seaweed to preserve the crystals. A pouch contains four pinches.

VARINIAN CORAL

Type	Item Price Modifier
Ammunition (varinian coral)	+6 credits per cartridge
Weapon (varinian coral)	+2,500 credits

Bulk: 4

The locathah of Vareen cultivate a living pink coral that survives on the deepest ocean floor. Objects made of this coral regenerate 1 hit point per day in fresh water, slowly regrowing until cracks and severed edges are healed. The coral is resilient like bone.

The locathah grow a porous version of this coral that absorbs and flushes water in response to electrical stimulus. Such blocks of coral are run through with small wires and treated with mild acids to encourage this feature. A cubic foot of coral can drain through one 5-ft.-square block in a single round and usually costs 50 credits.



GAZETTEER

A world of incredible beauty and interplanetary tragedy, Vareen circles its immense orange sun as the third planet in a small solar system. A single ocean covers every inch of land, leaving its intense storms and majestic sunsets to a handful of native fauna while most life occurs under the waves. The planet's wildlife includes cities of deep-dwelling coral and schools of large colorful fish that span for hundreds of yards. The waters of Vareen also cover an ancient secret, and the ruins dotting her muddied ocean floor hint at a story that describes the murder of millions.

Before the Patrons and Principalities warred for control of the galaxy, Vareen was the most populous planet in her solar system. Her high blue mountains and lavender clouds were breathtaking from space, and three small moons ensured that the planet's beauty was on display in almost eternal dusk. The two sister planets between Vareen and her sun were Zaver, a warm planet of flaming sandstorms and molten metal seas, and Galatch, a small world with a poisonous atmosphere, overrun by carnivorous plants. Other planets circled the three sisters long ago, but no more.

When the Principalities attacked Vareen's system, they sought the network of far-reaching portals the Patrons had constructed. They coveted the financial and strategic value of such a world, committing heavily to the assault. The armies of the Accord swarmed through the portals, bringing limitless magic, soldiers, and advanced technology from a dozen allied worlds. When the Hegemony abandoned their goal of conquest, they resolved to destroy the world and all life thereon by hurling the fourth planet, Bardez, into Vareen's orbital path. They created what is now known as the Ice Cascades, an open gate to the Elemental Plane of Water that sends limitless moon-sized hunks of ice spinning into orbit. When the first glaciers impacted Bardez and knocked it into Vareen's path, the smaller planet was completely destroyed, and everything living above the waves on the third world died. Entire civilizations were lost despite massive evacuations and cities collapsed by tsunami lay strewn across the ocean floor. Even swimming creatures were annihilated by the falling mountains and boiling seas, until the only thing that remained were instinctive beasts and fledgling tribes scattered across the deepest and most remote valleys. The Hegemony abandoned the world both bitter and proud of their literal scorched earth strategy.

The young civilizations left behind did not survive by chance. Secret gates remained in ancient ruins or near

these enclaves of humanoid life. The Patrons had set in motion patterns of discovery and evolution that followed their carefully considered schedule. The portals diligently repaired the world, cleaning the elemental water and restoring currents and seismic activity to levels that allowed Vareen's new masters to flourish. Until recently they moved about their lives in a natural cycle of reproduction and survival, exploring the world left for them and contending with neighbors for land, resources, and safety like any other world. Given the savage bil'djooli assault, the intelligent races of Vareen have begun to unite, entering the final stages of a galvanizing transformation that prevent enslavement of not only their own world, but worlds unknown.

THE LOCATHAH

While there is no single dominant race on Vareen, the locathah occupy a unique place in the planet's history. When the Patrons abandoned the planet to defend other strongholds, they left a ruined fortress and a few fledgling races of aquatic humanoids on the ocean floor. The first locathah of Vareen spread out from tiny villages with little more than oral traditions and a genetic predisposition for cooperation and unity, both of which contributed to their survival. Over time the locathah conquered their environment, learning to farm, hunt, and fight in their own defense. They also learned which fights to avoid, staying away from the lairs and hunting lanes of giant regional predators. Eventually the locathah discovered the network of functioning portals to faraway planets, taking the first few steps to exploring other planes and worlds and expanding their knowledge of magic and technology as the Patrons predicted. They developed a species of coral which filtered water, created air when coaxed, and healed itself. The production of buildings and ships from this hard, versatile life form allowed the locathah to expand rapidly, raising cities with tall pink towers and rooms that held the dense black water at bay at their command.

Owing to the traditions handed to their progenitors and the gifts placed in their path, the locathah of Vareen have always been closely knit and defensive-minded. They expanded to suit their numbers and understand the world around them, but rarely resorted to violence to increase their influence. When they came into conflict with aggressive charda or deep merfolk or swift tritons, they relied on their coral fortifications and disciplined troops for defense. Though no culture is without its share of corruption and violence, the locathah have been



peaceful interplanetary traders for decades. Their aversion to violence ironically has helped since the bil'djooli descended on them as conquerors, in that they neither conquered the allies they need now nor have they been decimated by those more suited for war.

The locathah occupy several ocean valleys, preferring to settle between high mountain formations and away from deep caves where monsters lair. The largest of these is Forthuma, with pink coral towers organized in high tiers and guarded by ballistae. Other large cities exist, but the most crucial in the Patrons' predictions is Simrukoth, the closest city to the loran stronghold at Dressfa. The Simrukuul scramble to defend their city, in desperate need of powerful allies in the sudden war against bil'djooli aggressors. Though they used coral waystations floating one Varen's surface to scout for threats, many of those stations now host bil'djooli, jagladine, and klaven troops.

These staging centers aren't the only defense mechanism turned against the locathah. Several of Varen's gates once connected their owners to friendly worlds for the purposes of trade and exploration. Remembering the reinforcements that made it impossible to seize Varen the first time, the Hegemony advised their new bil'djooli allies to disable or adjust as many portals as they could. No other world has heard from Varen in weeks, and those who tried to visit found themselves suddenly crushed in black ocean depths, dropped from the sky, or launched into the vacuum of space when they arrived.

THE LORANS

Without doubt, Varen's best kept secret is the loran enclave hidden in the ruins of Dressfa. These monastic outsiders are a triumph of the Patrons themselves—a genetically engineered offshoot of the older undine race. Only intentionally bred outsiders were worthy of the great trust and long years required for the Accord's plans to appoint successor Patrons when the Hegemony re-emerged. For their entire existence, the lorans of Varen have hidden proof of their existence among ancient ruins, relying on stealth and superstition to deter other races from investigation. They planted groves of dangerous seaweed, lured massive predators to hunt the spaces between Dressfa and near civilizations, and reminded themselves of their somber mission by studying old histories.

Every part of loran life on Varen serves the Patrons' long-ranging plans. They prepare for war despite being unknown on their world. They mate and breed on a schedule that carefully balances population, gender, defensive preparedness, and the mentorship of leaders. While a single quiriell, or wise mother, always ministers to her family of mystics, each other loran keeps a strict schedule of education, martial training, and rest. The loran activity cycle includes long periods of reverie in a temporal stasis chamber, during which time they heal, meditate, and learn in an induced reverie.

For centuries now, the lorans have suspected that other enclaves of their kind exist. The mystics debate whether the Varinian enclave conducts a specific mission and others



roam free, or if careful Patrons placed monasteries similar to Dressfa on other worlds as contingencies. The truth allows for both. The Patrons loathed the practice of creating life simply to serve, but were incredibly careful in their planning. Enclaves of both free and militant lorans dot the galaxy, far enough apart to remain footnotes in any study of potent races among the stars.

ERI THE WISE MOTHER

Eri is the 9th quiriell of the loran monastery at Dressfa. Though the Patrons bred lorans on other worlds as contingency plans, Eri's charges have never reached outside their own enclave for support or fellowship. As both a spiritual leader and military commander, Eri continued the same traditions of the quiriells before her. She made sure the monastery was self-sufficient, and carefully maintained its staff of native outsiders, managing periods of stasis, pairings, birth, and the raising of loran children. She instructed her children in meditation, tradition, and war, and mandated that Dressfa

remain a haunted ruin in the eyes of Vareen's natives.

The Patrons left Eri's predecessors with two treasures to guard until a moment far into the future. The first was supposedly a working portal to a dead world where they stored alchemical and genetic materials for use in the war against a resurgent Hegemony. This, however, was a lie planted and grown over the centuries; a lure to force the Patrons' future enemy and future heirs to converge on Vareen together. In truth, the first treasure is a working gate that reached multiple worlds—every world the Patrons' predestined inheritors could possibly come from. Providing the gate on Vareen ensures the Accord's future heroes are rewarded with a peaceful path home, but motivated to stop the evil Principalities from reaching their own planets.

The Patrons always planned for the second prize to aid their future saviors. It is the lorans themselves. Eri obeyed the teachings of her mentors and remained vigilant, prepared when the bil'djooli attacked Dressfa. Her focus and preparation allowed the lorans to defend the structure

from occupation, just as the Patrons predicted. She knows now she enters the second phase of her duties as leader of the loran enclave. She will lead her children into battle to throw off invasion and spur the new Patrons to find and end the Hegemony threat forever. Once the prophesied heroes leave Vareen to press their shared enemies, she will send emissaries from her people to other worlds in search of other loran enclaves. Her fervent desire is to fulfill her duties with discipline and then oversee the rapid growth of the loran people as a race. As the events of *The Depths of Desperation* unfold, she prepares for war and its victorious aftermath, trusting in the mathematical precision of the Patrons' predictions to deliver her people from war so they can pursue peace.

The wise mother is at once curious and insular. With the opportunity to encounter new cultures in hand, she longs to know how their traditions differ from those of her own people. However, she guards the enclave's purpose with her life, offering assistance only to those who stand to inherit the purpose of the Patrons. Her loyalty to the loran purpose dominates every part of her personality, and she considers all lorans (even those not raised at Dressfa) to be soldiers in the fight against the Principalities and similar tyranny.

The bil'djooli slaughtered them in a crucial turning point for their history that redefined them as conquerors and despots. For generations now, they have raided entire planets, stealing and integrating technology or magic that interests them and taking every last molecule of fresh or treatable water. As they expanded, the race grew in numbers and might, forcing them to both ration their water and secure more. Today they actively campaign to dominate several worlds, with entire armies dispatched to fight for coveted resources.

The marine commander responsible for the campaign on Vareen is the Navarch Kil'quinng. No officer has risen higher among the tentacled tyrants in a generation. Her ardent faith in the destiny of her race was rewarded when she verified the existence of the fresh water planet and its regenerating gates. It is she who organized the assault on the world and uncovered the revived Hegemony. Her bold negotiations won the bil'djooli a place in the Hegemony on the condition that she find and deliver ancient genetic information stored in one of the world's ancient ruins. Once that objective is accomplished, the navarch is promised sole rulership of the ocean world on behalf of her people. She's required to maintain the portals and allow the Hegemony full access, but otherwise Vareen belongs to the rising Bil'djooli Empire.

THE BIL'DJOOLI

Recent arrivals on Vareen, the cephalomorphic monsters known as the bil'djooli seek nothing less than total domination of the world. Though they have scouted Vareen's ocean floors for only a few months at most, in truth their invasion began years ago when forward agents discovered the planet and the regenerating properties of its gates. One of their greatest military minds set plans in motion to identify its current defenses and other potential suitors. The present shock and awe campaign against the planet's benign races is the final result, and nears complete victory. Though the Patrons who set the ocean world on its current path planned for victory, the bil'djooli assure their allies in the Hegemony that overwhelming victory is almost secured.

Bil'djooli physiology turns fresh water into a concentrated and toxic byproduct. This led them to search for water on abandoned worlds until they discovered a dormant alien enclave that blended both magic and technology.



KIL'QUINN, NAVARCH PRIME

The most decorated living bil'djooli navarch intends to cap a storied career with the rapid conquest of the planet that might change her race's destiny forever. Kil'quinn ascended the ranks of the bil'djooli command structure. A true bil'djooli exemplary, she began by leading regional pogroms against rival officers she declared unfit for command. Ever pragmatic, her superiors regarded her successful occupation of friendly waters as a sign of both greatness and loyalty. She received consecutive rapid promotions, demonstrating an increasing hunger for power, authority, and tactical challenges. When her military and political rivals were vanquished, she organized a series of scouting missions for the purpose of finding additional water worlds to invade, expanding the supply of fresh water and making room for an advancing line of tentacled troops. Under her leadership, the Ninth Bil'djooli Empire grew, and the civilian administrators that ruled her people acquiesced to her demands with increasing favor. When her complicated network of scouts located a huge, temperate world of incredibly clean water, Kil'quinn kept the affair a secret. She borrowed against the trust of her political allies to allocate increasing resources. Initially she framed an intelligence network to detect what other space-faring entities might be watching this new planet called Vareen. Soon after she used robotic probes and bil'djooli spies to determine what resistance waited below the waves. Finally, she ordered her officers to plan a dozen strategies for seizing the world for her own. By the time her agents reported an ancient alliance of conquerors was interested in the ocean planet, her advisors had presented multiple plans for assault. She introduced herself to this secret Hegemony, offering to enslave the planet and yield whatever Varinian resources they required in exchange for permanent rights of conquest once her new allies had explored her portals and ancient secrets.

OTHER RACES

Vareen's intelligent humanoids represent the growth of the neophyte races seeded and provisioned by the Patrons before they evacuated. The progenitors who seeded the races counted on the locathah being firm but peaceful, or on the grindylows being self-destructive and tribal, allowing for challenges and aggression to exist between the races without risking the discovery of Dressfa or the destruction of the locathah. To that end, each of the intelligent races on Vareen are inherently insular and territorial, holding to ancient traditions powerful enough to occupy more of their attention than any of their neighbors. The tritons hunt beasts of great power, the charda cull their numbers with brutal rites of passage, and deep merfolk cannibals terrify all of the others. The only race to have reached maturity before Bardez crashed into the world are the ocean giants, who live in undersea volcanoes and trenches warmed by the proximity of magma. The giants live such long lives and possess so

little curiosity about the world beyond their own hunting grounds that they have slowly diminished in numbers and never threatened any civilization that did not threaten them first. Oddly, the giants are the oldest race but the least aware of life on other worlds. Most races regard offworlders as enigmatic and untrustworthy, with only the locathah and tritons establishing long term relationships with aliens.

As regards the ongoing invasion of Vareen by the bil'djooli, most cultures fare only slightly better than the locathah. The charda are aggressive warriors but reproduce too slowly to replace their losses. The tritons are brilliant tacticians and command armies of natural predators, but have been no match for the trained bil'djooli forces and their technomagical rods. The rift-dwelling giants and deep merfolk dismiss claims of off-world conquerors, having seen no evidence of them yet. Grindylows have generally escaped the notice of the bil'djooli, being regarded as scarcely more than vermin to be exterminated if they become troublesome but otherwise ignored.

CLIMATE AND TERRAIN

The Patrons' plan to defend Vareen and mature her civilizations is only possible because of a balanced stable ecosystem. No planet can boast cleaner air or water, owing to the regenerative influence of her gates, and the lack of industrial technology among even mature civilizations. The balance between predator and prey keeps equilibrium despite the vast distances predators travel for food and the frequency of natural disasters.

Storms and seismic events are frequent and significant. Venting of volcanic gases causes bursts of particulate air to rise through the water and into the atmosphere, depositing a thin film on the ocean until surface water evaporates and causes heavy rains. Comets heat up the air as they fall toward the water, causing rapid changes in pressure and wind speed, which contributes to massive storms that last weeks and circle half the world. During the most violent storms, waterspouts tower for miles and span for miles more until the winds calm and green and purple skies return. Of course, most of Vareen's civilizations never see these storms. Beneath the waves, the only real natural disasters include earthquakes and massive subsurface turbidity that force heavy currents down a deep slope at high speeds. It is these phenomena that force Varinian civilizations to live behind immense natural structures or in the sides of ocean floor chasms and vents—the destructive force of a Varinian earthquake or heavy wave simply eradicates all standing structures in its path.

Vareen still has small arctic poles and thin shelf ice that extends deep below the surface, grounded against submerged plateaus that once formed frozen coastlines and spanned hundreds of miles. In the long centuries since the fall of Bardez, only a little ice has reformed to create these ice caps. The water of Vareen is fresh and decreased density and higher

temperatures allow for higher currents even in deep oceans, preventing the expansion of glacial ice. Vareen's south pole does host what some might consider the only above-surface humanoid society; nomadic tribes of abnormally large yeti carve tunnels deep into the ice, creating complex mazes that confound rival warriors and digging down to reach cold waters and ample food.

The highest mountain on Vareen stands almost seven miles above the ocean floor, part of a chain of high peaks and active volcanoes that stretches hundreds of miles on either side of her. The tritons who range the outside of these mountains call the peak Tynzost, after a mythological figure said to have sacrificed his mortality in order to watch over the triton people after some unknown cataclysm. Unknown to any who walk the ocean floor, the volcanoes obey the coaxing of a determined clan of duergar, isolated from the world when Bardez fell and religiously devoted to the quest of raising the mountain range until their slowly dying kingdom is no longer under the water. The Somber Mountain clan, ruled by a matriarchal line of stone zealots, knows little of the events that led to their incarceration, driven by lasting hate for whomever they discover is responsible for the sudden destruction of their surface holdings.

As majestic as Tynzost is, the Rift of Shadows captures the imagination of every culture on Vareen. Each race and tribe has its places of legend and mystery, but all agree the Rift holds nothing but death for those who venture there. Maps of any portion of the region fetch a high price despite their unreliability. Equally dubious tales of ancient cosmic horrors and even more bizarre beasts spread like tsunami across the ocean floor. While it's generally agreed the Rift plunges at least 2 miles below the world's normal 9 miles of ocean, none can verify the depths of its true bottom. The only intelligent race thought to explore it with any credibility are the deep merfolk, known to revere the Rift as the birthplace of their race, and they absolutely prefer to eat alive any creature brave enough to approach them for answers.

Other notable features on Vareen include the Field of Pearls and a wonder known simply as the Spinning Sea. The Field of Pearls denies both explanation and its own misnomer of a name. A vast valley on the ocean floor yields one enormous black stone per year. The pearls range in size from three to 100 feet in diameter and are birthed through the silt, rising as glowing spheres before cooling in the deep waters and settling back into the mud. In hundreds of years of study, no craft has been able to scratch the surface of one of these unusual spheres, which continue to push up from the bottom of the ocean before laying among hundreds of their kin.

The Spinning Sea is equally wondrous but far more concerning to Varinians. About once in a generation, by locathah reckoning, subcurrents produce a great whirlpool that reaches miles below the ocean's surface. Legends say that old gods use the funnel to peer through the dark green waters so they can pass judgment on the races there. Myths

tell of once-great cities destroyed by a cyclone of twisting water, with an eye of dead air pointing the object of the gods' displeasure. While conditions result in these whirlpools with some frequency, the worst events are widely regarded as the same whirlpool sent by cruel deities or Vareen's ancient progenitors to punish cities for some misdeed.

FLORA AND FAUNA

Vareen's single ocean features incredible diversity, and the planet is so large that most forms of aquatic life on other worlds have a (frequently larger and more dangerous) Varinian analog. Additionally, aquatic versions of creatures normally found only on land exist on Vareen. Notable examples are giant water-breathing insects and finned basilisks that turn prey to stone then feed on them as they sink.

Vareen's waters are fresh waters, kept clean by the restorative magic of her gates and the frequent addition of elementally pure water from space. Silt and detritus still sink to the bottom, erosion still occurs, and creatures still rot and defecate in the depths, but overall Vareen's entire ocean is an incredibly clean source of water. Plants and scavengers devour much of the flaked flesh that drifts like snow in dense water. Great predators and huge schools of immense social animals devour prey ravenously, controlling populations with beautiful, brutal balance.

Above the waves, Vareen's green and purple skies host still more life. Hundreds of species of birds fly and swim, some living a humanoid lifespan without ever landing. A handful of linnorms unique to the world dominate the air and hunt the sea, majestic predators as deadly as anything from the darkest depths. High in the atmosphere, puffy white fungi float among the clouds, ingesting animals that fly inside its camouflaged gullet and reproducing via spores filled with light gas.

Vareen's balanced ecology utilizes every trick in nature's book. Swarms of microscopic organisms breed on the water's surface until a lightning strike alters their behavior and chemistry. These electrified cultures sink like a net, killing almost anything they encounter before dying themselves. Such mass events attract scavengers, which attracts predators, freeing up new real estate for life to invade once again. Ambush predators, apex monsters, carnivorous plants, and even a number of supernatural threats carefully regulate Vareen's global cycle of life on a schedule maintained by her humanoid populations and set in motion by their progenitors. Predators on Vareen include some of the most dangerous creatures on any world. Lasiodons, dinichthys, and other titans of the sea compete daily for miles of hunting grounds, yet each rivals the myths of sea monsters from most planets. Just as deadly are the natural prey of these majestic beasts. The defense mechanisms required to fend off such nightmares might easily serve to drive apex predators in other oceans to extinction.

ABOVE THE SKIES

Varinian sunsets feature scattered clouds in idyllic colors that cover the entire sky rather than just the horizon. Beyond the rainbow striations orbit three small moons: Chlarzon, Thrameis, and Vollune. A fourth moon circled with her sisters long ago, but was destroyed when Bardez and Vareen collided. Among the world's intelligent races, only the locathah regard the moons with any significance. Their surface stations allow observation of the sky and their trade relationships serve as constant reminder that Varinians are not alone in the cosmos. Besides the locathah, the territorial tritons and militant churda take some interest in the existence of other worlds, but find survival at home challenging enough. Certainly, the arrival of the bil'djooli has alarmed those races who had no cause to prepare for outside threats, and soured the more cosmopolitan cultures on the idea of visitors from beyond the stars.

The Varinians refer to their sun as Rax, or in very ancient texts, the Orange God. Ocean giant tradition casts Rax as a demon destined to bring fire to the world in a battle between outsiders and giants. Other races have different interpretations, from life-sustaining celestial body to giant fourth moon. With so few civilizations having seen the sun, it remains a part of esoteric lore for most.

The other two planets orbiting Rax are Zaver, the World of Flames, and Galatch, the Poison Eye. Zaver circles close enough to Rax to melt metals on its surface. Those few magic users over the generations who traveled there died amidst waves of burning gases or drowning in seas of molten salt or bronze. Visible from Vareen's surface, Galatch resembles a glassy green eye suspended in the night sky. The traditions of early civilizations regarded the planet as poisonous, a fact none living today could know. The Patrons sought to prevent their agents to travel there by instilling a lasting fear in the planet's nature, having directly witnessed its carnivorous flora and deadly fumes. Every nine years, the Poison Eye hangs above the horizon next to Vollune and appears as a pair of wicked green eyes. It

is said that curses and hexes bear more power during the three nights the eyes appear.

The Diamond Cascades are a belt of millions of fresh-water glaciers constantly crashing into one another far outside the orbit of the planets. The source of this ice is the same portal the Hegemony opened to arrange a collision between Bardez and Vareen. Columns of ice miles in diameter and length break off when another comet impacts them, sending immense shards of ice into space. From Vareen, the Cascade appears as a glittering stream of lights, wider and denser if the sky is clear and the moons eclipsed. Each year, dozens of smaller comets finally reach one of the planets. For Zaver and Galatch, the warmer skies mean disintegration and evaporation before the comets make landfall. On Vareen, the larger bodies strike the water once or twice a year, throwing rapidly evaporated water into the air and contributing to the planet's high winds and frequent storms.

Rax's system once included larger planets orbiting farther away, but two of the three gas giants were destroyed by successive assaults from the ice comets produced in the Diamond Cascades. Both eventually gained enough mass to alter their orbits, until they plummeted past Vareen and into the sun. The third planet, known long ago as Trallof, is a sphere of dense frozen air surrounded by rapidly circulating blue and yellow clouds and warmed by her own portals to the Plane of Fire. Impacted by comets the size of glaciers, Trallof left her orbit in a different fashion. She remains intact but has spun through space on her own new trajectory. She left Rax's system over a thousand years ago.



WET WORK

BY CHRIS A. JACKSON

I stepped through lightyears, a thousand stars roaring through me in a torrent. I stood blinking away the disorientation, while my ears popped, my temples throbbed, and my eyes—both flesh and clockwork—strained with the blazing orange sunlight reflecting off the endless sea of Vareen.

“Your purpose here, traveler?” The guarded locathah standing only a few feet away from me spoke in the clicks and truncated grunts of his species, but the trinket Tarenia had given me translated every word. He also carried an elaborate staff that might have been a weapon, a badge of office, or a magical device. Since the planet was at war, I guessed it wasn’t ornamental.

“Trade,” I replied, and my trinket burped out the locathah word. I couldn’t very well say, ‘assassination,’ could I? Other travelers crowded the platform, more leaving than arriving, and a school of locathah swam around it, armed and wary.

“Times are turbulent here, air-breather. You should know that—”

“Vareen’s under siege by the bil’djooli. I know. That’s why profits are good.” I grinned, trying to suppress my discomfort as the floating platform shifted slightly under my feet.

“You are warned.” He nodded respectfully. “Transport that way.” He pointed toward a wide pool in the deck. A glistening craft bobbed there.

Here we go again...

I’d just ridden in a flimsy submarine contrivance down to the undersea city of Pol-Nephair on Argosa to access their portal to Vareen. Why can’t they just put their gate in the city?

I crossed a wobbly boarding ramp and descended into the curious craft. It looked to be made of a huge sea-turtle shell, some of its panels transparent. Inside, another locathah pointed me to one of the many types of seats. There were only a few other passengers; a gillman couple, three other locathah, and a couple of aquatic species I didn’t recognize. I was the only human, or at least nominally human. What was left of my organic body wasn’t looking very human these days. My last encounter with the Ultari Hegemony had left me floating in vacuum long enough to freeze my skin, destroy every follicle, and leave me badly scarred. That was the real reason I was here.

Payback.

When I made it back to Zel-Argose after my near-death experience, Tarenia, my contact with the Bellianic Accord, had been more than generous, and eager to trade for what I’d learned about the Hegemony’s efforts in the Shattered Zone,

as well as the parasitic spy that had infested my friend Pan-Jhe. After hearing my story, she offered to take me on as a full time operative.

So here I waited, ready to descend miles down into the freshwater sea of Vareen to the stronghold of Simrukoth, one of the last remaining cities left to the locathah. The Hegemony forces had taken too many of their enclaves already. And they had to have had inside help with it, either a saboteur or someone leaking vital information. Tarenia expected me to put a cork in that leak.

After a few more passengers boarded, the hatch closed and we submerged.

I gripped the armrests of my seat and tried not to feel like I’d been swallowed. The water outside darkened quickly, a few silvery fish-shaped creatures darting past. The hull groaned, and the color deepened from azure to cobalt, and finally to utter black.

Simrukoth lay deep below.

Throughout the descent, the transport’s hull clicked like a pot on a stove with the mounting pressure. If it failed, everyone inside its tiny bubble of air would be dead before we could scream. I knew it was logically safe. This transport made this very trip hundreds of times a year, and hadn’t been crushed yet. Regardless, the ensuing stress wasn’t helping my headache.

Light finally loomed up from the depths like a sunrise beneath the sea. The transport turned, and Simrukoth hove into view, spires and domes of glowing coral, scintillating colors, gleaming crystal, and a cacophony of life.

“It’s all doomed if we do nothing,” Tarenia had told me. “You must find the traitor and eliminate the threat of sabotage.”

Easy, right? Only I had no idea who the traitor was. I did, however, have a contact who might.

The transport swam into a huge orifice and a door spiraled closed behind us. I relaxed somewhat, though both my fear of being crushed by miles of water and my relief at being indoors were ridiculous. The light from the walls, floor, and ceiling—a natural byproduct of Vareenian coral—greeted us, as did numerous locathah officials and soldiers. I had nothing to worry about from an inspection. I had nothing incriminating on me. In me, of course, was a different story, but the chance that anyone would discover my hidden extradimensional cache was miniscule. I’d been fooling customs inspectors half my life. I exited the transport in line with the others and waited my turn.

“You are human or machine?” The inspector glanced at my clockwork implants.

“I’m auttaine, which means both,” I told her.

“You require air?”

“No.” My clockwork parts kept my fleshy ones alive in almost any gaseous or liquid environment. If it wasn’t caustic, acidic, frozen, or boiling, I could pretty much live in it.

"Good for you." She inspected me thoroughly, asked a bunch of questions, and then stamped the back of my hand with a blotter leaving a mark proclaiming me a visiting merchant. "You have ten days. I advise you leave before that. Vareen is not—"

"Not safe. I know. Thank you." I nodded politely.

"Very well." She pointed. "That way to accommodations."

There were two exits marked with pictograms depicting air and water, one simple opening, the other seemingly blocked by a wall of water. The Vareenians manipulate water like air-breathers manipulate stone, and I'd seen tricks like this before but the effect was still fascinating. After admiring it for a few moments, I saw no reason to delay the inevitable.

Time to get wet.

It's uncomfortable at first. Taking water into my throat always makes me cough, but once the bubbles are expelled, I get used to it. Swimming rather than walking takes practice, however, and I tend to sink, being about a third metal. Tiny lifeforms illuminated the coral hallways, multi-legged spider-

like creatures, worms, shrimp, and brilliant little flowers that filtered the surrounding water. All of Simrukoth—every wall, deck, pillar, and arch—was alive, constantly exchanging bad for good. It was a marvel of magic, nature, and technology—a living city—and it would all be crushed like an egg under the Hegemony's bil'djooli invasion if I didn't do my job.

To that end, I found a little inn with rooms which granted an amazing view of the city, good for a quick escape, if necessary. I paid an exorbitant price for one and settled in, then sent a coded message to my contact by courier.

With that done, I set to arming myself.

Opening my shirt, I touched the serpent tattoo on my abdomen on its eyes and tail, which split my flesh down the middle. Beneath, I pressed the five corners of my hidden cache in sequence, releasing a torrent of bubbles as it opened. From inside the magically voluminous space, I pulled several potion bulbs, various toxins, and a brace of daggers, stowing them all in my coat, and lastly a specialized device that clipped to my clockwork forearm. I'd lost my rapier with my destroyed home in the Shattered Zone, but this little device would work better



in a watery environment. Concealed under my shirt sleeve, I could trigger the weapon with a flick of my wrist, releasing a variety of needle-like darts. I loaded several different types into my arm, some envenomed, and others that would deliver a jolt of energy as my rapier had. Doing so drained me for a time, but it would also shock the living crap out of anything I hit.

Finished, I closed my secret compartment and waited, standing by the window and watching the ballet of life outside. I found the motion and colors soothing, and a steady reminder that I was doing the right thing.

I'm not an assassin.

Maybe I was just lying to myself, but if I failed, all this beauty would fall to ruin.

I don't know how many hours passed before the knock disturbed me. There's no day or night in the deep, and, as odd as it sounds for someone with clockwork anatomy, I don't carry a timepiece. I answered the door to find a locathah garbed as a minor functionary floating with a bundle under one arm.

"You are Anasya?" he asked, his voice barely audible.

"Yes. Come in." I wasn't about to use his name when there might be someone listening. Even if someone heard mine, the likelihood they'd heard of me or made a connection to the Bellianic Accord would be small. If I was wrong, and this wasn't my contact, I had a way to find out. I closed the door and waved him over to the window. "Your city is beautiful."

"Except for the brittle starfish. They get into everything." He pointed to a tiny creature with ten wiggly limbs.

"Is there no way to control them?"

"Only through predation, and nothing eats them."

"They must not taste good."

He looked at me. "They taste like chicken."

I nodded. His responses were perfect. I'd found my contact. "Tell me what you know."

"We know little. Several cities have fallen to the bil'djooli, their defenses breached at key points. Only one administrator has been present at each of these and he also managed to miraculously escape every time." The locathah made a gesture I took for a shrug. "We have no solid proof, but Counselor Wazlik once staunchly defended our culture and art. Now, he only preaches capitulation and misdirects efforts to consolidate our forces against the Hegemony."

I felt a chill at my neck like a cold current of water. "When did he change the way he was acting?"

"Some weeks ago. It began gradually. Before the first city fell. He lost his mate in that siege, and everyone said that changed him."

"But he escaped the violence each time?"

"Yes."

Circumstantial evidence, but it stank like rotten fish. Sudden

changes in behavior. I'd seen it before. And, after analyzing my story about Pan-Jhe, Tarenia had told me such shifts often signified queborrin infestation. The worm-like parasites could overtake any species with a central nervous system, and often killed the host to accomplish their mission. I'd seen that up close, and barely survived.

"Where is Counselor Wazlik staying, and what security does he have?"

My informant provided details of Wazlik's chambers, his security detail, his servants, and their attire. I didn't look like a locathah, but I could fix that. Wazlik would be in his chambers in just a few hours. I said goodbye to my contact, prepared my gear, and left.

On the way, I made a few purchases in the bazaar to cover my tracks, then worked my way to the central hub of the city, a vast open space encircled by tiered levels of domes and spires. At its center stood a massive conical building sporting all kinds of attractions, as well as the chambers of parliament, which wasn't currently in session. A number of aquatic species swam about the vast space, young ones playing games, older ones discussing business or politics, couples swimming tentacle in tentacle...

I swam out of my tunnel and worked my way to the government's residential wing, noting the guards at the entrance, and looking for a spot to wait. Some beneficent deity had built a coffee shop nearby, which improved my mood immeasurably, even if I did have to suck the tepid liquid from a collapsible bulb.

Finally, a locathah wearing Wazlik's livery exited the residence wing. I slipped after her, trying to keep up with her faster pace. Thankfully, she didn't go far, swimming up a vertical shaft to another apartment complex. As she turned down a deserted tunnel sporting closely spaced doors, I readied my weapon. When I heard her key click in a lock, I stepped out and shot her in the leg.

Her keening cry fell silent by the time I reached her, the toxin rendering her unconscious. I opened her door, pulled her inside, and closed it behind us.

"Sorry." I pulled her to the central room, retrieved the venomous needle, and forced a potion down her throat that healed the tiny wound. The toxin would keep her out for hours, and she'd wake up wondering how she fell asleep.

I pulled another potion bulb from my coat, concentrated on the poor locathah I'd shot, and quaffed it. An illusion shimmered over my skin, altering my appearance to mimic hers right down to her uniform.

I returned to the residence for government employees, the guards just nodding as I swam past. The hardest part of my disguise was swimming like a locathah, but I managed a convincing enough imitation. Servants and dignitaries crowded the lofty common room, clustered in schools of heated conversation. I ignored them all and was ignored in

turn, as servants are, making my way to Wazlik's suite. My contact's directions proved good, and I found it easily. The passage was blissfully devoid of other residents, so I listened at the door before slipping the servant's key into the lock. Easing through, I scanned the short passage leading to a well-appointed sitting room, though it had no chairs. I heard faint scratching from around the corner and edged closer to peer around it. Administrator Wazlik floated near a wide locathah writing podium, scratching notes on a roll of velum.

A perfect opportunity. So, I readied my weapon and took aim.

Circumstantial evidence... Damn! There was no way to know if Wazlik was indeed himself, a shape-changed impersonator, disguised as I was, or infested by a queborrin. Or is there?

I quickly changed darts in my weapon, leaned out, and shot the administrator right in his scaly ass. He stiffened, turned, and looked at me, apparently unimpressed with the toxin injecting needle.

"Hello Anasya." He jerked the dart from his fishy backside and examined it. "Poison's not very sporting."

That he'd somehow recognized me through my disguise was even more disturbing than his resistance to my envenomed dart. I switched to a different one.

"You really should give up and join us." He dropped the dart and swam for me, weaponless, but clawed hands outstretched. "It would be easier!"

Chatting during a fight is foolish. I concentrated on retreating, but he swam much faster than I. His clawed fingers were barely a foot away when I fired into his gut. This dart wasn't poisoned, and sent a powerful jolt of energy into him. The water crackled with sparks and static, some of it reaching me, as well, but I watched in satisfaction as he jerked and twitched, his mouth gaping silently for a moment before he went limp.

Kicking him away, I pulled a dagger. He knew me... How? Something wasn't right.

I checked him, and found his heart still beating. He wasn't a shape-shifter, for unconsciousness should have reverted him to his natural form. I poked him in the shoulder with my dagger, just to make sure he wasn't shamming. He wasn't.

My next dilemma was what to do with him. If he wasn't a disguised Hegemony spy, he was a traitor, and responsible for the deaths of thousands of his kind. That's a death sentence, in my book, but to murder him while he was unconscious rubbed me the wrong way. I looked into his lidless fish eyes and wondered if I could do it.

I was acquitted of that decision in a most shocking and revolting fashion. The unconscious Wazlik's mouth gaped and a bristly worm-like queborrin writhed from his maw.

Okay, I'll admit it. I screamed. When a three-foot worm with a face like a toothed anus and rows of emerald green eyes wriggles out of someone's mouth inches from my face, I'll

scream every time. Underwater, it didn't sound like a normal scream, but I did my best. I also did my best to stab it, but the little bastard was quick, and the water slowed me down. Slashing at it felt like trying to scoop the last noodle from a bowl of soup with a single chopstick!

I connected once, and a greenish ichor muddled the water. It latched onto my clockwork arm with its teeth and promptly let go. I hoped it broke a tooth and slashed again, but it writhed past and came at me, undulating far faster than I could swim. It squirmed right at my face again, probably intending to wriggle down my throat as it had done to Wazlik. As I batted it away, its teeth tore a piece out of the back of my flesh hand, and red blood soon mingled with the green.

The queborrin swam out of reach, then darted in again, lower this time, right at my abdomen. I slashed and tried to bat it away, but its hide proved too rubbery and tough. Teeth latched onto me, ripping through my shirt and clamping onto my stomach. Evidently, boring into my gut was another option for infestation. If it took me over, it'd have a host in the middle of the Bellianic Accord, and would probably try for Tarenia next. It was in for a surprise, however, if it thought it could bore into an auttaine. While I still had a central nervous system, I didn't have a gut.

Then a desperate idea struck me.

I dropped my dagger and grabbed the slimy thing, fighting and kicking as its teeth ripped into my flesh. The panic and revulsion wasn't an act, but I managed to feel around under my skin for the corners of my hidden cache. I'd never opened it without first activating my magical tattoo to part my skin, and it hurt like hell.

The queborrin, feeling the flesh give way, wriggled into the space within. While it probably expected lengths of ropy intestine, the few baubles and bags of coin I kept in there evidently confused it, for it just kept squirming into me, slipping through my grasp and into the extradimensional compartment.

I keyed my cache closed before it could figure out what was happening. The tiny doors clipped off the last six inches of its tail, trapping it inside.

Feeling both ill and injured, I took a moment to quaff a potion that solved one of those problems. I'd never get used to having that thing inside me, but the hole in my stomach healed, as well as the rip on the back of my hand. I looked down through the hole in my shirt and swore an inventive curse.

I was going to need a new tattoo.

I checked Wazlik again and found him still alive. He'd probably wake up wondering what the hell he'd been doing for the last few weeks. I cleaned up the mess, gathered the velum he'd been writing on, resumed my disguise, and headed for the door, feeling an ironic sense of satisfaction. I'm not an assassin, and Tarenia would have a seizure when I told her I had a prisoner for her instead.

COMING SOON

MIND TYRANTS OF THE MERCILESS MOONS

by Tim Hitchcock

The battle against the Hegemony continues as your heroes take the fight to their old adversary on a new world. However, to find victory the PCs must use an ancient Patron ritual to travel through the manifold moons of a gas giant to stand before the Supreme Huntress, fend off devious vivisectionists, and prove their worth to the Seers of Otos, all while trying to forge alliances in a system their enemy has had years to infiltrate. The path will not be easy as the stakes—and the rewards—grow ever greater, but to continue their journey, your heroes must brave the might of the *Mind Tyrants of the Merciless Moons*!

ALIEN BESTIARY AND ALIEN TREASURES

by Tim Hitchcock

Five spectacular new monsters, including the horrible headless atoth, the insidious ceraptor bodythieves, the scaled karn-tor soldiers, the bat-like onaryx, and the elder evil of the ultar. Plus new technological treasures, magical items, and vehicles, like the *cerebral collar*, *plasma javelin*, and *Ithosian golem armor*!

ADVANCED VEHICLES AND AIRSHIPS

by Tim Hitchcock

A marvelous expansion of the vehicle rules focusing on advanced propulsion and control systems and incredible airships like the cutter, nomad, and pisces.

THE MOONS OF QANNA

by Tim Hitchcock

A detailed gazetteer of the moons of the gas giant Qanna, focusing primarily on the outer moon of Ithos and its glorious domed cities where the mind, heart, and soul are one.

THE DEADLIEST WEAPON

by Chris A. Jackson

Anasya and the Bellianic Accord finally turn the tables on the Ultari Hegemony. Leading a team of saboteurs to destroy a terrible doomsday weapon in orbit around the gas giant Qanna, she faces her toughest challenge yet, ready to lay down her life if it means winning the war.



OPEN GAME LICENSE Version 1.0a

The following text is the property of Wizards of the Coast, Inc. and is Copyright 2000 Wizards of the Coast, Inc ("Wizards"). All Rights Reserved.

1. Definitions: (a) "Contributors" means the copyright and/or trademark owners who have contributed Open Game Content; (b) "Derivative Material" means copyrighted material including derivative works and translations (including into other computer languages), potation, modification, correction, addition, extension, upgrade, improvement, compilation, abridgment or other form in which an existing work may be recast, transformed or adapted; (c) "Distribute" means to reproduce, license, rent, lease, sell, broadcast, publicly display, transmit or otherwise distribute; (d) "Open Game Content" means the game mechanic and includes the methods, procedures, processes and routines to the extent **such content does not embody the Product Identity and is an enhancement over the prior art and any additional content clearly identified as Open Game Content by the Contributor, and means any work covered by this License, including translations and derivative works under copyright law, but specifically excludes Product Identity. (e) "Product Identity" means product and product line names, logos and identifying marks including trade dress; artifacts, creatures, characters, stories, storylines, plots, thematic elements, dialogue, incidents, language, artwork, symbols, designs, depictions, likenesses, formats, poses, concepts, themes and graphic, photographic and other visual or audio representations; names and descriptions of characters, spells, enchantments, personalities, teams, personas, likenesses and special abilities; places, locations, environments, creatures, equipment, magical or supernatural abilities or effects, logos, symbols, or graphic designs; and any other trademark or registered trademark clearly identified as Product identity by the owner of the Product Identity, and which specifically excludes the Open Game Content; (f) "Trademark" means the logos, names, mark, sign, motto, designs that are used by a Contributor to identify itself or its products or the associated products contributed to the Open Game License by the Contributor (g) "Use", "Used" or "Using" means to use, Distribute, copy, edit, format, modify, translate and otherwise create Derivative Material of Open Game Content. (h) "You" or "Your" means the licensee in terms of this agreement.

2. The License: This License applies to any Open Game Content that contains a notice

indicating that the Open Game Content may only be Used under and in terms of this License. You must affix such a notice to any Open Game Content that you Use. No terms may be added to or subtracted from this License except as described by the License itself. No other terms or conditions may be applied to any Open Game Content distributed using this License.

3. Offer and Acceptance: By Using the Open Game Content You indicate Your acceptance of the terms of this License.

4. Grant and Consideration: In consideration for agreeing to use this License, the Contributors grant You a perpetual, worldwide, royalty-free, non-exclusive license with the exact terms of this License to Use, the Open Game Content.

5. Representation of Authority to Contribute: If You are contributing original material as Open Game Content, You represent that Your Contributions are Your original creation and/or You have sufficient rights to grant the rights conveyed by this License.

6. Notice of License Copyright: You must update the COPYRIGHT NOTICE portion of this License to include the exact text of the COPYRIGHT NOTICE of any Open Game Content You are copying, modifying or distributing, and You must add the title, the copyright date, and the copyright holder's name to the COPYRIGHT NOTICE of any original Open Game Content you Distribute.

7. Use of Product Identity: You agree not to Use any Product Identity, including as an indication as to compatibility, except as expressly licensed in another, independent Agreement with the owner of each element of that Product Identity. You agree not to indicate compatibility or co-adaptability with any Trademark or Registered Trademark in conjunction with a work containing Open Game Content except as expressly licensed in another, independent Agreement with the owner of such Trademark or Registered Trademark. The use of any Product Identity in Open Game Content does not constitute a challenge to the ownership of that Product Identity. The owner of any Product Identity used in Open Game Content shall retain all rights, title and interest in and to that Product Identity.

8. Identification: If you distribute Open Game Content You must clearly indicate which portions of the work that you are distributing are Open Game Content.

9. Updating the License: Wizards or its designated Agents may publish updated versions of this License. You may use any authorized version of this License to copy,

modify and distribute any Open Game Content originally distributed under any version of this License.

10. Copy of this License: You MUST include a copy of this License with every copy of the Open Game Content You distribute.

11. Use of Contributor Credits: You may not market or advertise the Open Game Content using the name of any Contributor unless You have written permission from the Contributor to do so.

12. Inability to Comply: If it is impossible for You to comply with any of the terms of this License with respect to some or all of the Open Game Content due to statute, judicial order, or governmental regulation then You may not Use any Open Game Material so affected.

13. Termination: This License will terminate automatically if You fail to comply with all terms herein and fail to cure such breach within 30 days of becoming aware of the breach. All sublicenses shall survive the termination of this License.

14. Reformation: If any provision of this License is held to be unenforceable, such provision shall be reformed only to the extent necessary to make it enforceable.

15. COPYRIGHT NOTICE

Open Game License v 1.0a © 2000, Wizards of the Coast, Inc.

Legendary Planet: The Depths of Desperation (Starfinder) © 2019, Legendary Games; Author: Steven T. Helt. Contributing Author: Chris A. Jackson.

Starfinder Core Rulebook. © 2017, Paizo Inc.; Authors: Logan Bonner, Jason Bulmahn, Amanda Hamon Kunz, Jason Keeley, Robert G. McCreary, Stephen Radney-MacFarland, Mark Seifter, Owen K.C. Stephens, and James L. Sutter, with Alexander Augunas, Judy Bauer, John Compton, Adam Daigle, Crystal Frasier, Lissa Guillet, Thurston Hillman, Erik Mona, Mark Moreland, Jessica Price, F. Wesley Schneider, Amber E. Scott, and Josh Vogt.

Starfinder Alien Archive © 2017, Paizo Inc.; Authors: John Compton, Adam Daigle, Crystal Frasier, Amanda Hamon Kunz, Jason Keeley, Jon Keith, Steve Kenson, Isabelle Lee, Lyz Liddell, Robert G. McCreary, Mark Moreland, Joe Pasini, F. Wesley Schneider, Owen K.C. Stephens, James L. Sutter, and Josh Vogt.

System Reference Document. © 2000, Wizards of the Coast, Inc.; Authors Jonathan Tweet, Monte Cook, Skip Williams, based on material by E. Gary Gygax and Dave Arneson. The Hypertext d20 SRD. © 2004, Jans W

- Carton.
- The Book of Experimental Might. Copyright 2008, Monte J. Cook. All rights reserved.
- The Book of Fiends. © 2003, Green Ronin Publishing. Authors: Aaron Loeb, Erik Mona, Chris Pramas, Robert J. Schwalb.
- Tome of Horrors. Copyright 2002, Necromancer Games, Inc.; Authors: Scott Greene, with Clark Peterson, Erica Balsley, Kevin Baase, Casey Christofferson, Lance Hawvermale, Travis Hawvermale, Patrick Lawinger, and Bill Webb; Based on original content from TSR.
- Tome of Horrors Complete. ©2011 Necromancer Games, Inc., Published and Distributed by Frog God Games.
- Legendary Planet Player's Guide © 2015, Legendary Games; Authors: Will McCardell, Alex Augunas, and Neil Spicer.
- Pathfinder Campaign Setting: Horsemen of the Apocalypse: Book of the Damned, Vol. 3 © 2011, Paizo Publishing, LLC; Author: Todd Stewart.
- Pathfinder Campaign Setting: Inner Sea Bestiary © 2012, Paizo Publishing, LLC; Authors: Jim Groves, James Jacobs, Rob McCreary, Erik Mona, Jason Nelson, Patrick Renie, F. Wesley Schneider, James L. Sutter, Russ Taylor, and Greg A. Vaughan.
- Pathfinder Campaign Setting: Inner Sea Magic. © 2011, Paizo Publishing, LLC; Authors: Jesse Benner, Jason Nelson, Sean K Reynolds, Owen K.C. Stephens, Russ Taylor.
- Pathfinder Campaign Setting: Technology Guide © 2014, Paizo Inc.; Authors: James Jacobs and Russ Taylor.
- Pathfinder Player Companion: Dungeoneer's Handbook © 2013, Paizo Publishing, LLC; Authors: Amanda Hamon, Gareth Hanrahan, David Ross, and Jerome Vignich.
- Pathfinder Roleplaying Game Advanced Class Guide © 2014, Paizo Inc.; Authors: Dennis Baker, Ross Byers, Jesse Benner, Savannah Broadway, Jason Bulmahn, Jim Groves, Tim Hitchcock, Tracy Hurley, Jonathan H. Keith, Will McCardell, Dale C. McCoy, Jr., Tom Phillips, Stephen Radney-MacFarland, Thomas M. Reid, Sean K Reynolds, Tork Shaw, Owen K.C. Stephens, and Russ Taylor.
- Pathfinder Roleplaying Game Advanced Player's Guide. © 2010, Paizo Publishing, LLC; Author: Jason Bulmahn, James Jacobs, Steve Kenson, Hal Maclean, Rob McCreary, Erik Mona, Jason Nelson, Stephen Radney-MacFarland, Sean K Reynolds, F. Wesley Schneider, James L. Sutter, Owen Stephens, and Russ Taylor.
- Pathfinder Roleplaying Game Advanced Race Guide © 2012, Paizo Publishing, LLC; Authors: Dennis Baker, Jesse Benner, Benjamin Bruck, Jason Bulmahn, Adam Daigle, Jim Groves, Tim Hitchcock, Hal MacLean, Jason Nelson, Stephen Radney-MacFarland, Owen K.C. Stephens, Todd Stewart, and Russ Taylor.
- Pathfinder Roleplaying Game Bestiary. © 2009, Paizo Publishing, LLC; Author: Jason Bulmahn, Brian Cortijo, Adam Daigle, Mike Ferguson, Joshua J. Frost, James Jacobs, Rob McCreary, Erik Mona, Sean K Reynolds, F. Wesley Schneider, Lisa Stevens, James L. Sutter, and Greg A. Vaughan.
- Pathfinder Roleplaying Game Bestiary 2. © 2010, Paizo Publishing, LLC; Author: Wolfgang Baur, Jason Bulmahn, Adam Daigle, Graeme Davis, Crystal Frasier, Joshua J. Frost, Tim Hitchcock, Brandon Hodge, James Jacobs, Steve Kenson, Hal Maclean, Martin Mason, Rob McCreary, Erik Mona, Jason Nelson, Patrick Renie, Sean K Reynolds, F. Wesley Schneider, Owen K.C. Stephens, James L. Sutter, Russ Taylor, and Greg A. Vaughan.
- Pathfinder Roleplaying Game Bestiary 3. © 2011, Paizo Publishing, LLC; Author: Jason Bulmahn, Jesse Benner, Adam Daigle, James Jacobs, Michael Kenway, Rob McCreary, Patrick Renie, Chris Sims, F. Wesley Schneider, James L. Sutter, and Russ Taylor.
- Pathfinder Roleplaying Game Bestiary 4. © 2013, Paizo Publishing, LLC; Authors: Dennis Baker, Jesse Benner, Savannah Broadway, Ross Byers, Adam Daigle, Tim Hitchcock, Tracy Hurley, James Jacobs, Matt James, Rob McCreary, Jason Nelson, Tom Phillips, Stephen Radney-MacFarland, Sean K Reynolds, F. Wesley Schneider, Tork Shaw, and Russ Taylor.
- Pathfinder Roleplaying Game Bestiary 5 © 2015, Paizo Inc.; Authors: Dennis Baker, Jesse Benner, John Bennett, Logan Bonner, Creighton Broadhurst, Robert Brookes, Benjamin Bruck, Jason Bulmahn, Adam Daigle, Thurston Hillman, Eric Hindley, Joe Homes, James Jacobs, Amanda Hamon Kunz, Ben McFarland, Jason Nelson, Thom Phillips, Stephen Radney-MacFarland, Alistair Rigg, Alex Riggs, David N. Ross, Wes Schneider, David Schwartz, Mark Seifter, Mike Shel, James L. Sutter, and Linda Zayas-Palmer.
- Pathfinder Roleplaying Game Bestiary 6 © 2017, Paizo Inc.; Authors: Robert Brookes, Benjamin Bruck, John Compton, Paris Crenshaw, Adam Daigle, Crystal Frasier, Thurston Hillman, Tim Hitchcock, Brandon Hodge, James Jacobs, Jason Keeley, Isabelle Lee, Jason Nelson, Tim Nightengale, F. Wesley Schneider, David Schwartz, Mark Seifter, Todd Stewart, Josh Vogt, and Linda Zayas-Palmer.
- Pathfinder Roleplaying Game: Bonus Bestiary, Copyright 2009, Paizo Publishing, LLC; Author: Jason Bulmahn.
- Pathfinder Roleplaying Game Core Rulebook. © 2009, Paizo Publishing, LLC; Author: Jason Bulmahn, based on material by Jonathan Tweet, Monte Cook, and Skip Williams.
- Pathfinder Roleplaying Game GameMastery Guide, Copyright 2010 Paizo Publishing, LLC; Authors Cam Banks, Wolfgang Baur, Jason Buhlman, Jim Butler, Eric Cagle, Graeme Davis, Adam Daigle, Joshua J. Frost, James Jacobs, Kenneth Hite, Steven Kenson, Robin Laws, Tito Leati, Rob McCreary, Hal Maclean, Colin McComb, Jason Nelson, David Noonan, Richard Pett, Rich Redman, Sean K Reynolds, F. Wesley Schneider, Amber Scott, Doug Seacat, Mike Selinker, Lisa Stevens, James L. Sutter, Russ Taylor, Penny Williams, Teeuwynn Woodruff
- Pathfinder Roleplaying Game Mythic Adventures. © 2013, Paizo Publishing, LLC; Lead Designer: Jason Bulmahn; Design Team: Stephen Radney-MacFarland and Sean K Reynolds; Authors: Dennis Baker, Jesse Benner, Ben Bruck, Jim Groves, Tim Hitchcock, Tracy Hurley, Jonathan Keith, Jason Nelson, Tom Phillips, Ryan Macklin, F. Wesley Schneider, Amber Scott, Tork Shaw, Russ Taylor, and Ray Vallese.
- Pathfinder Roleplaying Game Occult Adventures © 2015, Paizo Publishing, LLC; Lead Designer: Jason Bulmahn; Authors: John Bennett, Logan Bonner, Robert Brookes, Jason Bulmahn, Ross Byers, Adam Daigle, John Compton, Jim Groves, Thurston Hillman, Eric Hindley, Brandon Hodge, Ben McFarland, Erik Mona, Jason Nelson, Tom Phillips, Stephen Radney-MacFarland, Thomas M. Reid, Alex Riggs, F. Wesley Schneider, Robert Schwalb, Mark Seifter, Russ Taylor, and Steve Townshend.
- Pathfinder Roleplaying Game Pathfinder Unchained © 2015, Paizo Inc.; Authors: Dennis Baker, Jesse Benner, Ross Beyers, Logan Bonner, Jason Bulmahn, Robert Emerson, Tim Hitchcock, Jason Nelson, Tom Phillips, Stephen Radney-MacFarland, Thomas M. Reid, Robert Schwalb, Mark Seifter, and Russ Taylor.
- Pathfinder Roleplaying Game: Ultimate Campaign. © 2013, Paizo Publishing, LLC; Authors: Jesse Benner, Benjamin Bruck, Jason Bulmahn, Ryan Costello, Adam Daigle, Matt Goetz, Tim Hitchcock, James Jacobs, Ryan Macklin, Colin McComb, Jason Nelson,

Richard Pett, Stephen Radney-MacFarland, Patrick Renie, Sean K Reynolds, F. Wesley Schneider, James L. Sutter, Russ Taylor, and Stephen Townshend.

Pathfinder Roleplaying Game Ultimate Combat © 2011, Paizo Publishing, LLC; Lead Designer: Jason Bulmahn; Designers: Dennis Baker, Jesse Benner, Benjamin Bruck, Brian J. Cortijo, Jim Groves, Tim Hitchcock, Richard A. Hunt, Colin McComb, Jason Nelson, Tom Phillips, Patrick Renie, Sean K Reynolds, and Russ Taylor.

Pathfinder Roleplaying Game: Ultimate Equipment (OGL) © 2012, Paizo Publishing, LLC; Authors: Dennis Baker, Jesse Benner, Benjamin Bruck, Ross Byers, Brian J. Cortijo, Ryan Costello, Mike Ferguson, Matt Goetz, Jim Groves, Tracy Hurley, Matt James, Jonathan H. Keith, Michael Kenway, Hal MacLean, Jason Nelson, Tork Shaw, Owen KC Stephens, Russ Taylor, and numerous RPG Superstar contributors.

Pathfinder Roleplaying Game Ultimate Intrigue © 2016, Paizo Inc.; Authors: Jesse Benner, John Bennett, Logan Bonner, Robert Brookes, Jason Bulmahn, Ross Byers, Robert N. Emerson, Amanda Hamon Kunz, Steven Helt, Thurston Hillman, Tim Hitchcock, Mikko Kallio, Rob McCreary, Jason Nelson, Tom Phillips, Stephen Radney-MacFarland, Thomas M. Reid, Alexander Riggs, David N. Ross, David Schwartz, Mark Seifter, Linda Zayas-Palmer.

Pathfinder Roleplaying Game Ultimate Magic © 2011, Paizo Publishing, LLC; Lead Designer: Jason Bulmahn; Designers: Tim Hitchcock, Colin McComb, Rob McCreary, Jason Nelson, Stephen Radney-MacFarland, Sean K Reynolds, Owen K.C. Stephens, and Russ Taylor.

Tome of Horrors © 2002, Necromancer Games, Inc.; Authors: Scott Greene, with Clark Peterson, Erica Balsley, Kevin Baase, Casey Christofferson, Lance Hawvermale, Travis Hawvermale, Patrick Lawinger, and Bill Webb; Based on original content from TSR.

Basidiron from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Cave Fisher from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Lawrence Schick.

Crystal Ooze from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Dark Creeper from the Tome of Horrors,

© 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Rik Shepard.

Dark Stalker from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Simon Muth.

Dracolisk from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Froghemoth from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Giant Slug from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Ice Golem from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene.

Iron Cobra from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Philip Masters.

Mite from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Ian Livingstone and Mark Barnes.

Nabasu Demon from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Russet Mold from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Shadow Demon from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Neville White.

Vegepygmy from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Wood Golem from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Authors Scott Greene and Patrick Lawinger.

Yellow Musk Creeper from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Albie Fiore.

Yellow Musk Zombie from the Tome of Horrors, © 2002, Necromancer Games, Inc.; Author Scott Greene, based on original material by Albie Fiore.

Yeti from the Tome of Horrors, © 2002,

Necromancer Games, Inc.; Author Scott Greene, based on original material by Gary Gyax.

Tome of Horrors III, © 2005, Necromancer Games, Inc.; Author: Scott Greene, with Casey Christofferson, Erica Balsley, Kevin Baase, Lance Hawvermale, Travis Hawvermale, Ian S. Johnston, Patrick Lawinger, Nathan Paul, Clark Peterson, Greg Ragland, Robert Schwalb and Bill Webb.

Angel, Monadic Deva from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Angel, Movanic Deva from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Baphomet from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Daemon, Derghodaemon from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Daemon, Guardian from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Ian McDowall.

Daemon, Hydrodaemon from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Daemon, Piscodaemon from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Demon, Shadow from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Neville White.

Genie, Marid from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gyax.

Gripli from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material

by Gary Gygax. Nereid from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Gary Gygax.

Poltergeist from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Lewis Pulsipher.

Mite from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games; Author: Scott Greene, based on original material by Ian Livingstone and Mark Barnes.

Angel, Monadic Deva from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Angel, Movanic Deva from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Animal Lord from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Ascomid from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Atomie from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Aurumvorax from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Axe Beak from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Bat, Mobat from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Authors: Scott Greene and Clark Peterson, based on original material by Gary Gygax.

Beetle, Slicer from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Blindheim from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Roger Musson.

Brownie from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Bunyip from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Dermot Jackson.

Carbuncle from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Authors: Scott Greene, based on original material by Albie Fiore.

Caryatid Column from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Jean Wells.

Crypt Thing from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Roger Musson.

Daemon, Ceustodaemon (Guardian Daemon) from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Daemon, Derghodaemon from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Daemon, Hydrodaemon from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Daemon, Piscodaemon from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Dark Creeper from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Rik Shepard.

Dark Stalker from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Simon Muth.

Death Worm from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene and Erica Balsley.

Decapus from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Jean Wells.

Demodand, Shaggy from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Demodand, Slimy from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Demodand, Tarry from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.;

Author: Scott Greene, based on original material by Gary Gygax.

Demon, Nabasu from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Dire Corby from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Jeff Wyndham.

Disenchanter from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Roger Musson.

Dragon, Faerie from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Brian Jaeger and Gary Gygax.

Dragon Horse from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Dust Digger from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Flail Snail from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Simon Tilbrook.

Flumph from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Ian McDowell and Douglas Naismith.

Foo Creature from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Forlarren from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Ian Livingstone.

Froghe moth from the Tome of Horrors © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Giant, Wood from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Wizards of the Coast.

Gloomwing from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Grippli from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Gryph from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Peter Brown.

Hangman Tree from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Hippocampus from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene and Erica Balsley, based on original material by Gary Gygax.

Huecuva from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Underworld Oracle.

Ice Golem from the Tome of Horrors. © 2002, Necromancer Games, Inc.; Author: Scott Greene.

Iron Cobra from the Tome of Horrors. © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Philip Masters.

Jackalwere from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Jubilex from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Kamadan from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Nick Louth.

Kech from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Kelpie from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Lawrence Schick.

Korred from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Leprechaun from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Magma ooze from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene.

Marid from the Tome of Horrors III. © 2005, Necromancer Games, Inc.; Author: Scott Greene.

Mihstu from the Tome of Horrors, Revised.

© 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Mongrelman from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Nabasu Demon from the Tome of Horrors. © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by E. Gary Gygax.

Necrophidius from the Tome of Horrors, Revised. © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Simon Tillbrook.

Nereid from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Pazuzu from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games. Author: Scott Greene, based on original material by Gary Gygax.

Pech from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Phycomid from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Poltergeist from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Lewis Pulsipher.

Quickling from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Quickwood from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Rot Grub from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene and Clark Peterson, based on original material by Gary Gygax.

Sandman from the Tome of Horrors, Revised. © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Roger Musson.

Scarecrow from the Tome of Horrors, Revised. © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Roger Musson.

Shadow Demon from the Tome of Horrors. © 2002, Necromancer Games, Inc.; Author:

Scott Greene, based on original material by Neville White.

Skulk from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Simon Muth.

Slime Mold from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Slithering Tracker from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Soul Eater from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by David Cook.

Spriggan from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene and Erica Balsley, based on original material by Roger Moore and Gary Gygax.

Tenebrous Worm from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Tentamort from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Mike Roberts.

Thessalhydra from the Tome of Horrors Complete © 2011, Necromancer Games, Inc., published and distributed by Frog God Games. Author: Scott Greene, based on original material by Gary Gygax and Wizards of the Coast.

Tick, Giant & Dragon from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Troll, Ice from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Russell Cole.

Troll, Rock from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene.

Wolf-In-Sheep's-Clothing from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.

Wood Golem from the Tome of Horrors. © 2002, Necromancer Games, Inc.; Authors: Scott Greene and Patrick Lawinger.

Zombie, Juju from the Tome of Horrors, Revised © 2002, Necromancer Games, Inc.; Author: Scott Greene, based on original material by Gary Gygax.



A DEADLY DECISION IN THE DEEP

A desperate search for a way home becomes something far greater when your heroes stumble into the middle of an all-out invasion on the ocean planet of Vareen! Minions of the evil Ultari Hegemony want Vareen's ever-renewing clean water supply, but their aquatic legions threaten to overwhelm the inhabitants and seize control of the planet's gateway nexus. The heroes must battle the invading host from the stormy surface to the pelagic depths, contending with technomagical terrors from beyond and primitive marine menaces from the ocean's darkest abyss, all the while discovering for themselves whether home is still a faraway green planet, or here among the stars. Victory and defeat alike may come with a terrible price in *The Depths of Desperation*!

The Depths of Desperation is an adventure for 14th to 17th-level characters using the *Starfinder Roleplaying Game*. The latest chapter in the amazing **Legendary Planet Adventure Path**, a spectacular sword-and-planet saga from Legendary Games blending sci-fi and fantasy, magic and machines with an exciting pulp sensibility and style. *The Depths of Desperation* includes not only a massive interplanetary adventure but also brand-new monsters, magic, and technology, including new idea and rules elements for blending magic and technology, along with a full gazetteer of the water-world of Vareen and its inhabitants and an ongoing fiction series. Here you will find amazing adventures that span the stars and plunder the planets in a campaign that takes your heroes to 20th level and beyond! Grab this exotic epic today and **Make Your Game Legendary!**



LGP207LP07SF

\$24.99