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SOURCEBOOK

GRR2525

MUTANTS & MASTERMINDS

WARRIORS & WARLOCKS



A SWORD & SORCERY SOURCEBOOK



“...I was born in the Cimmerian hills where the people are all barbarians. I have been a mercenary soldier, a corsair, a kozak, and a hundred other things. What king has roamed the countries, fought the battles, loved the women, and won the plunder that I have?”

— “The People of the Black Circle” by Robert E. Howard



WARRIORS & WARLOCKS

A SWORD & SORCERY SOURCEBOOK FOR MUTANTS & MASTERMINDS

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INTRODUCTION

Although comic books are most often associated with superheroes, they are in fact a medium, capable of telling many kinds of stories, not just those of brightly clad heroes fighting crime and saving the world. A popular genre of comics features heroes in fantastic, magical worlds battling evil wizards, mythic monsters, and even mad gods. *Warriors & Warlocks* is a sourcebook of the sword & sorcery style adventure as told in comics like *Warlord*; *Arion, Son of Atlantis*; *Arak, Son of Thunder*; *Savage Sword of Conan*; *Red Sonja*; *Nightstalker*, and many others (as **Chapter 1** explains in detail).

HOW TO USE THIS BOOK

You can approach this book in two main ways: first, it serves as source material for catapulting your *M&M* superheroes into a fantasy realm, like in many classic comic tales. This could be one of the settings described in **Chapter 4** or another fantasy world of your choosing. Time- and dimension-travel frequently sends heroes to “strange new worlds,” and the process of getting there, or just being there, might alter the heroes’ powers, outlook, or personalities, allowing for an interesting change-of-pace adventure.

For example, perhaps a wizardly foe uses a spell of banishment to send the heroes to another realm where magic holds sway and civilization is still relatively primitive. Their powers weakened by the influence of arcane forces, the heroes must adopt local disguises and embark on a quest for the legendary Gate of Worlds that can take them back home, fighting the forces of evil in this world along the way.

Similarly, a wizard or demon might use magic to transform the modern world into a fantasy analog, including making the heroes into fantastic versions of their normal selves. This makes for a fun change-of-pace scenario as the altered heroes work to overthrow the villain in true sword & sorcery fashion and restore the world to normal.

You can also use *Warriors & Warlocks* to turn *Mutants & Masterminds* into a complete sword & sorcery roleplaying game, suitable for running an entire series set in a savage world of barbarians, sorcerers, and monsters. Whether or not the heroes of your saga ever discover the wider omniverse, encounter the denizens of Freedom City (or another superhero universe), or remain solely within their own world and genre are up to you. You can use one of the settings from **Chapter 4** or come up with one of your own based on your favorite fantasy adventures and the advice in this book.

Note, in both cases, *Warriors & Warlocks* is intended to support the style of sword & sorcery *comic books* (and, to a lesser degree, the pulp-era prose upon which they are based). So you may find this sourcebook—and the *M&M* RPG in general—do not provide an exact simulation of other fantasy roleplaying games (including those also based around a 20-sided die). However, they do a good job of capturing the fast-paced style of comic books where the sword-wielding hero might face a rampaging dinosaur on one page, then a boatload of pirates or an undead wizard with a superscience citadel on the next.

OVERVIEW

Warriors & Warlocks is broken down into four main chapters:

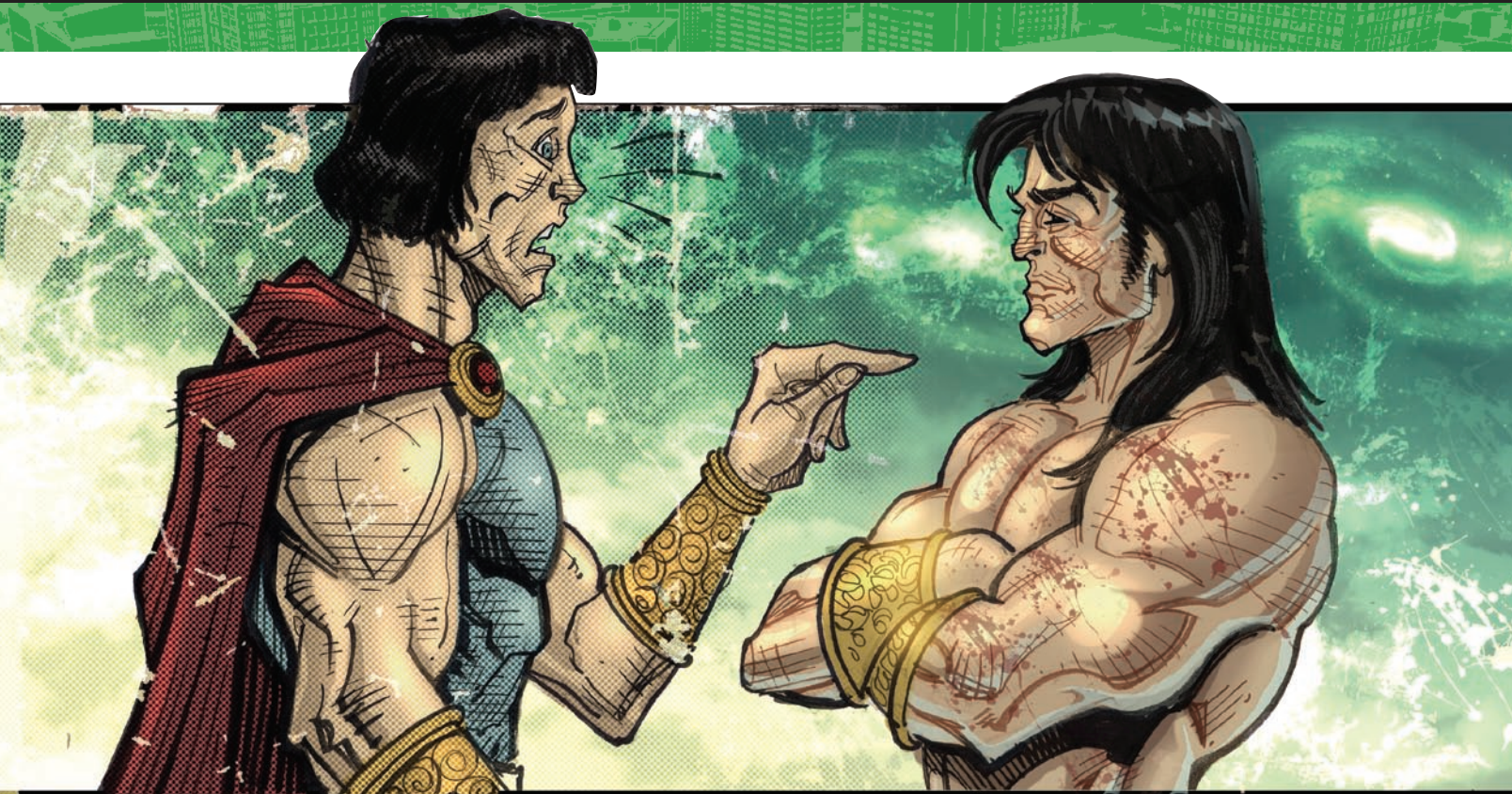
Chapter 1 looks at the sword & sorcery genre of comics: its history, development, and progression from the mid-20th century to the present. It includes some related historical material like the fantasy pulp fiction that inspired the comics, and the film and television that followed them.

Chapter 2 details how to modify and use the *Mutants & Masterminds* core rules to suit the sword & sorcery style of play. It offers character design advice and information, including ready-made archetypes for sword & sorcery heroes for different types of games. This chapter also offers new skills, feats, and powers, and new uses and interpretations for existing ones.

Chapter 3 is about running a *Warriors & Warlocks* game, including how to handle different aspects of the genre, design adventures, and create and run adversaries ranging from master villains to their various minions. It features a number of villain archetypes and game stats for monsters and other common foes. It also includes information on magical and enchanted items Gamemasters can include as treasures or objects of heroic quests. The chapter concludes with a selection of ready-made series frameworks for different power levels, and mass combat rules for handling the kind of battles found in fantasy adventures.

Chapter 4 provides three complete settings for sword & sorcery adventure: Green Ronin’s award-winning Freeport, City of Adventure (described in detail in the *Pirate’s Guide to Freeport*), Freedom’s Reach (from *Worlds of Freedom*), and the savage Lost World (from the *Freedom City* setting). This chapter includes all the essential *M&M* game information you need to run a series set in these worlds of adventure, allowing you to expand on them for your own use. You can also use them as settings for individual adventures or even a crossover series between multiple fantasy realms, modern-day superheroes, and more!





CHAPTER ONE: SWORD & SORCERY

Unlike many other genres reflected in the annals of comic book glory, the category casually referred to as “sword & sorcery” (or S&S for short) owes a considerably greater debt to its literary antecedents than most. The term itself was coined by and for fantasy literature (by the esteemed Fritz Leiber back in 1961) and many of the most memorable characters and stories drawn into the four-color milieu made the leap from one medium to the other almost wholesale, such as Robert E. Howard’s Conan the Barbarian. Similarly, many of the characters or storylines seen over the years are either obviously derived from the works of writers such as Howard and Michael Moorcock, or are ultimately based around ideas first introduced in novels and short stories. There are titles that have stood out for their departure from such derivation, some of them quite well done, but for many years prior to the relative boom of the 1970s, “sword & sorcery” in comics was simply another way of saying “pastiche of existing pulp-fantasy properties.” Thankfully, this is far from the end of the story.

Before delving too deeply into the history of various members and contributors to the “sword & sorcery” comic genre, it’s worthwhile to look at what the term “sword & sorcery” means. Comic-book writers over the years—including Roy Thomas, Len Wein, Mike Grell, Kurt Busiek, and many others – have never adhered *too* stringently to a formal definition of their story elements; writers are primarily interested in telling entertaining stories, after all, with any other considerations coming a distant second to that goal. Understandably, then, comic-book tales using elements associated

with stock “sword & sorcery” ideas have ranged far and wide from anything critics might prefer to define more narrowly. A few elements are usually required:

A FANTASTIC WORLD, NOT QUITE OUR OWN

No matter how similar it may seem to the real or historical world, there are those edges that separate the environment from the modern age. These departures from the mundane often include magic and monsters. Technology is usually either absent (perhaps yet to be undeveloped or, alternately, lost in some great cataclysm), or is isolated, inaccessible, or otherwise pushed to the background somehow. When technology does figure into a storyline, it’s generally as a mournful comparison to the current state of affairs, or some moral tale of how decadence and civilized advancement weakened mankind, setting society up for an inevitable spiral into barbarism.

What civilization there is operates at a medieval level, if even that advanced; this could simply be the state of the world’s development, or alternately a post-apocalyptic hell where mankind has “devolved” to primitive tendencies. Magic exists and has changed aspects of land and beast; alternatively, the twisted fruits of mind-bogglingly advanced science become (or possibly supplement) the exotica that populate the landscape. To paraphrase Arthur C. Clarke, there is little to distinguish sufficiently advanced science from magic.

VIOLENCE IS THE NORMAL STATE OF MAN

Savagery is a constant companion to the plotline. This is illustrated through the incredibly dangerous environment; or through the irrational, small-minded, or bloodthirsty inhabitants the protagonists must encounter. Honor and shining morality add little to one's chances of survival, no matter how needed such idealism might be in such a world, so anti-heroes are often as good as it gets.

ONLY THE STRONG PROSPER

In a world where violence is the standard and death a constant, it takes the exceptional to surpass the demands of survival alone and make a mark. Most frequently this "exceptionalness" is a matter of physical strength or endurance, but it could also be impressive skill at arms, a quick and nimble mind with hands to match, or even access to arts or equipment of an unusual and perhaps arcane nature. It might even simply be an incredible degree of luck, demonstrating that a likeable character carries favor with the universe above and beyond the expected degree of plot immunity. It doesn't matter what makes the difference for the story's central characters, only that there be *something* that makes that difference.

The action is *now*, it is *personal*, and it revels in the *fast pace* that surrounds our heroes. Like the pulp stories that also helped influence the genre, plotlines move, *move, move!* The concern is with what's happening to the protagonist, not the monolithic happenings influencing the world in which he operates. As opposed to High or Epic Fantasy, the matters at stake are personal. Good and

Evil, Order and Chaos, or any other such philosophical struggles may well be background influences, but only as they interact with the hero de jour, not the world itself. Grand quests are left to the likes of J.R.R. Tolkien and his peers. In sword & sorcery tales, the antagonist is expected to be put to a swift and decisive end, his gold spent on wine, women, and song. (Yes, there *are* some strong women characters in *some* sword & sorcery series. However, and in all frankness, they are a definite minority in a genre of the mighty-thewed and testosterone-saturated heroes traditionally aimed at a more male-dominated demographic.)

OTHER ELEMENTS

These are the hallmarks, dialed up or down the continuum to taste, and most other elements are fluid. Cropping up with unpredictable frequency are history (or pseudo-history, as seen in "sword & sandal" stories), folklore and mythology, and some elements more commonly associated with science fiction (resulting in what some call "sword & planet" stories). Sometimes civilization is treated as a paramount goal, in other stories a corrupt and corrupting influence to be treated with contempt. There is a similar amount of variation in how these tales treat technology and magic, especially the latter. Magic ranges from a valuable tool to a dangerous trap that ensnares and destroys the mind or the soul. Technology empowers, or it weakens, depending on the needs of the story being told. In short, outside of a few traditional elements, writers in this genre suffer under *few* constraints in entertaining their audience.

LOOKING BACK

The comic book has traditionally been the arena of the superhero, and other types of stories have come and gone, risen and fallen with the changing tides of popularity over time. The sword & sorcery genre in comic books is a pretty direct example of this unpredictable nature, as its slow rise to recognizable frequency and its periods of difficulty in finding an audience have starkly proven, despite its granite-stable popularity in related media like literature and roleplaying games.

Though the original influences trace back through Fritz Leiber and Michael Moorcock to Robert E. Howard's pulp creations and further into the shadows of history back to Beowulf, Sigurd/Siegfried, the Norse Eddas, and various sword-swinging, monster-slaying myths of many lands, the actual sword & sorcery genre as seen in comic-book form arguably begins in comic-strip form with the exploits of a character held in little esteem by the comic fan of today: Prince Valiant. Though often the butt of parody in modern times, our bowlcut-haired hero bravely swung sword aplenty after his debut in comic strips in the late 1930s, contending with wizards and monsters in his pseudo-Arthurian backdrop... at least in the first years of his publication. After a while, Valiant settled down to a nominally more historical and far less fantastical tradition of storylines (or as non-fantastical as any Arthurian backdrop can get), eschewing the sorcery and dragons in favor of more down-to-earth scoundrels, soap-opera romance, and long-term political subplots.

The following years were sparse in their offerings, with the stand-outs starting with Gardner Fox's Howard-inspired short series "Crom the Barbarian," starting in 1950. The next standard bearer is perhaps Joe Kubert's *Tor*, introduced in 1953. *Tor*'s inclusion is open to debate in that his background—a prehistoric wanderer served only by his trusty stone axe – omits the central conceits of magic (or the advanced technology that sometimes substitutes for it); however, his fights against savage opponents and terrible monsters firmly support the remaining criteria. In 1955, DC introduced a number of pseudo-historical sword & sorcery characters in its *The Brave & The Bold* title, namely The Golden Gladiator, The Silent Knight, and The Viking Prince. Aside from these heroes (none of whom generated sufficient popularity to reliably carry their own comic), fans of the genre still had to wait several more years.

In 1960, DC Comics introduced The Atomic Knights. The Knights aren't noteworthy in and of themselves, though their stories do match up to several of the outlined sword & sorcery motifs. However, in later years they would be tied in with several other of DC's post-apocalyptic characters introduced in the 1970s into a shared backdrop: an Earth toiling to survive following something called The Great Disaster. Many of the adventures set there merit inclusion in the previously mentioned "sword & planet" subgenre. Also, their use of a post-apocalyptic-nightmare setting would be reflected in the following two standouts later this decade: Clawfang The Barbarian

BY THE POWER OF MARKETING!

Cross-pollination is a frequent occurrence between comic books and other media where sword & sorcery is an accepted taste. Initially, this was mostly seen in comic book writers heavily adapting elements from the stories and characters they had read in their youth (such as Lovecraft, August Derleth, or Howard's works being used for inspiration for various comics in the 1960s and 1970s), or with toy manufacturers realizing the potential marketing bonus of comic books about their properties (such as *The Masters of the Universe* or *Crystar*.) However, in the last couple of decades, the most obvious example of this exercise has been with roleplaying games. Starting with DC's publication of *Advanced Dungeons & Dragons* and *Forgotten Realms* in the late 1980s, other fantasy gaming properties have been "helped" in their marketing through comic-book offshoots, including recent forays into *Dungeons & Dragons* properties (such as *Dragonlance*, *Eberron*, and the Drizzt Do'Urden *Forgotten Realms* novels), *Ptolus*, as well as *Warhammer Fantasy*. This has also been reciprocated with games based on comic properties, such as *Ironwood*, *Artesia*, and *Demon Wars*. These media crossovers have also ventured into the realm of television, with Topps comics' adaptations in the 1990s of *Hercules: The Legendary Journeys* and *Xena: Warrior Princess* (which Dynamite Entertainment relaunched in 2006).

So long as there continues to be an audience and entertainment potential, it's unlikely these "partnerships" will disappear.

and Blackmark. Clawfang was the star in an anthology title called *Unearthly Spectaculars* put out by Harvey Comics in 1966, while Blackmark was the star of proto-graphic-novel stories created by Gil Kane and Archie Goodwin in 1968. Clawfang came and went with nary a ripple, though Blackmark would later see reprints thanks to Marvel and later still Fantagraphics.

The decade rounded out with the arrival of Nightmaster from DC Comics in 1969. Nightmaster was Jim Rook, a musician drawn from Earth to a dangerous fantasyscape and gifted with a magic blade to fight the powers of darkness. Though his initial outings had a short run, the character has been revisited in the pages of *Swamp Thing* and most recently as a founding member of the DC super-team, The Shadowpact.

Once more, a decade had passed without any great success in finding a comic title with staying power that would resonate with the purchasing public. However, this series of lackluster results would come to an end the following year.

The 1970s saw a surge in the popularity of fantasy in comics, perhaps due to the corresponding interest in the works of J.R.R. Tolkien and the relaxation of some of the restrictions of the Comics Code in 1971, which allowed for more "adult" fare. A number of attempts were made to capitalize on this popularity, though only a small fraction of those attempts had any staying power. The most famous and profitable of these attempts was, of course, Conan the Barbarian (also known as Conan the Cimmerian).

In 1970, Marvel Comics published Starr the Slayer in the anthology series *Chamber of Darkness*. Starr, an adventurer and king of the fictional kingdom of Zardath, was noteworthy not for any elements of the character or his adventures (though Warren Ellis is reusing the character idea in Marvel's *newuniversal* series), but instead for teaming writer Roy Thomas and artist Barry Windsor-Smith. This pairing on Starr inspired Thomas—who had already snuck healthy doses of H.P. Lovecraft into *Doctor Strange* a couple of years earlier – to encourage Marvel into trying a full series of gritty fantasy. Later that year, Marvel sent Thomas looking for an existing sword & sorcery property to adapt. Initially drawn to Lin Carter's Thongor of Lemuria based on assumptions of the costs involved, difficulties there instead sent the young scribe after a goal he originally thought unattainable: Conan. Roy Thomas was successful in his licensing negotiations, and Robert E. Howard's dark-haired adventurer and comparative anti-hero proved a far greater success than either Thomas or his bosses ever expected. Marvel ultimately published 275 monthly issues of *Conan*

the Barbarian, 55 issues of *King Conan*, and 235 of the black-and-white comic magazine *The Savage Sword of Conan*. Thomas and Windsor-Smith would reunite to work on Conan, and for many fans, this would remain the most memorable work for both.

The genre finally had its most recognizable standard bearer, a role the mighty Cimmerian probably continues to serve in the minds of many fans today.

Marvel's success prompted others to try to capture the lightning, and following years would see many attempts to emulate the "essence" of this mightiest of barbarians (some from Marvel's own stable of creators). *Kull the Conqueror* (1971), another of Howard's works, came and went under his own title, though his tales would occasionally see print as backup features in Conan's titles. Other comics' translations of fantasy characters found their way into the pages of Conan as well, such as Michael Moorcock's Elric (plotted by Moorcock himself). Unfortunately, the lightning simply refused to be caught. Over the next few years, many new titles were all tried and all ultimately abandoned after failing to garner even a fraction of the Conan fanbase. These include Gold Key Comics' Dagar the Invincible (1972) in *Tales of Sword and Sorcery* and *Durak the Barbarian* (1975) in his own title, Richard Corben's Den (1973), Fritz Leiber's own Fafhrd and The Gray Mouser in the DC title *Sword of Sorcery* (1973), Lin Carter's *Thongor of Lemuria* (released in 1973 once the character was more available to license), Atlas Comic's *Ironjaw* and *Wulf The Barbarian* (both practically little more than Conan with the serial numbers filed off), reprints of the 1950s' DC Comics' character Tor and the creation of a very similar *Kong The Untamed* (1975).

DC introduced *Kamandi*, the so-called "last boy on Earth," second of their post-apocalyptic triumvirate, in 1972, and then *Hercules Unbound* in 1975. Following *Hercules*, implied to be the mythic hero himself, the connections started to be drawn for this shared setting. Marvel's *Killraven* (1972), a cross between "sword & planet" and Kirbyesque apocalypse, starred a genetically enhanced freedom fighter fending off H.G. Wells' returned Martians across a shattered Earth. *Stalker* (1975), the swordsman who sold his soul for power and must thereafter fight to reclaim it; *Claw the Unconquered* (1975), essentially Conan with a demon's claw for a hand; and *Starfire* (1976), courtesan turned sword-woman and freedom fighter, were successive efforts from DC, none of which lasted for more than a handful of issues (though the characters would later get reused in other stories).

Of the many attempts to match Conan's success during these frantic years, only one really even came close: Red Sonja. The comic

DEMON DOGS!

One of the more interesting pieces of trivia surrounding the early 1980s and its mini-boom of sword & sorcery animation is the level of comics' talent that lent their weight to the effort. *Thundarr the Barbarian* (1980), the sun-sword-wielding source of this sidebar's title, benefited from visual design by no less a luminary than Jack Kirby, who was working from the original design notes of Alex Toth. The series itself was the creation of Steve Gerber, of *Howard the Duck* fame (among many other works). *Masters of The Universe* (1983), having originally debuted as a comics property, saw early work on the animated version from Paul Dini and J. Michael Straczynski. And the animated version of *Dungeons & Dragons* (1983) was cocreated by none other than Mark Evanier.

version of this character was greatly altered from her original form as conceived by Robert E. Howard. The heroine Red Sonya (with a "y") was transplanted from late medieval Europe to Conan's Hyboria; she first appeared (complete with infamous chainmail bikini) in the mighty Cimmerian's title in 1973. Red Sonja may not have kept any title afloat for very long, but her staying power has kept her continually resurfacing over the years, appearing as backup, guest star, or star of her own magazine.

DC did enjoy some success when they gave Mike Grell free rein to venture far from the Conan mold with *Warlord* (1975). The titular hero was Travis Morgan, an American military man lost to the savage tracts of the lost land of Skartaris. A land of both magic and remnant technology, Skartaris was later shown to be a lost colony of sunken Atlantis, tying the stories and characters into the rest of the DC universe. The series easily outlasted its peers of the time (other than Conan, of course), inspiring the powers-that-be in DC editorial not to give up on the field despite the company's spotty record there in previous years.

Three other creators who also dared to stray from expectations enjoyed some degree of success, with Dave Sim's *Cerebus the Aardvark* (1977) and Wendy and Richard Pini's *Elfquest* (1978). Sim's anthropomorphic protagonist (who couldn't really be called a "hero"; even "anti-hero" pushed the bounds of accuracy at times) saw mixed popularity but incredible longevity, though it moved from sword & sorcery into other realms relatively soon in its 300-issue run. *Elfquest* was the story of a tribe of lost elves searching for a safe home in a hostile world, encountering danger from man, monsters, and even their own kind in stories that ultimately mixed fantasy and science fiction. The series still sees occasional reprints today.

Following on *Warlord's* showing, DC went on to try other series that mixed fantasy and sword & sorcery tropes with its established properties. *Arak, Son of Thunder* (1981), *Arion: Lord of Atlantis* (1982), and *Amethyst: Princess of Gemworld* (1983) all found audiences, but none achieved the staying power enjoyed by Travis Morgan and Skartaris. The first two showcased different periods in the history of the DC universe, while the last varied the "modern person lost in a fantasy land" motif of *Warlord* with the story of a young girl dragged into a world of wondrous magic and terrible evil to take her place as a mighty defender on the side of the angels. The lack of commercial success enjoyed by the majority of their efforts was apparently taken to heart by the major publishers; following these titles, both DC and Marvel kept their attentions mostly



THE BIG BOYS

Marvel and DC have both fielded sword & sorcery titles during their decades on the market. If there exists a significant difference between the companies in how they approach this genre, it's probably in how much original work has gone into their individual choices. Marvel has limited itself mostly to licensed properties, though it has done well with both Conan and Red Sonja in turn. DC, on the other hand, tends to concentrate more on original properties, such as Warlord or Arak, Son of Thunder. (Their adaptation of Leiber's Fafrhd and The Gray Mouser in *Swords of Sorcery* was a brief and failed experiment in finding and using famous licenses in the genre.) It could be argued that, with the exception of the lengthy run on the stands of Mike Grell's *Warlord*, DC has had considerably less fortune with their own creations than their rivals have had with their interpretations of Robert E. Howard's fictional progeny; however, DC retains the rights to use their characters year after year (as evidenced by Arion's 2006-2007 appearances in Kurt Busiek's run on *Superman*) and Marvel has had to abide by the vagaries of on-again, off-again licensing deals. Determining the underlying wisdom of each company's policies is therefore left as an exercise for the reader.

In both cases, characters from these titles have been woven into the fabric of each company's shared universes. Just to name a few, Arak is the ancestor of the World War II era hero Flying Fox, for example, and Arion's Atlantis is part of the history of Aquaman's home. Stalker was used as a monumental threat for the Justice Society, and both Nightmaster's Myrra and Amethyst's Gemworld were eventually tied into DC's cosmology. Over at Marvel, it was standard practice for quite some time to treat Conan's Hyborian setting as the distant past of the Marvel Earth in general, allowing for Claremont's memorable usage of the Kulan Gath character, among other things. The 2007 team-up of Red Sonja and Spider-Man, regardless of any other possible confusion over the state of licenses, opens the matter to speculation as to whether this should still be considered policy or not.

limited to one-shot graphic novels or limited series, such as Chris Claremont's medieval *Black Dragon* (1982) or *Marada the She Wolf* (1982, reworked from what was originally a Red Sonja story); or Christy Marx's *The Sisterhood of Steel* (1984); or properties where their investment was buoyed by partnership in merchandising or animation involvements, such as *Masters of the Universe* (1983) or *The Saga of Crystar, Crystal Warrior* (1983).

Across the pond, the British comic magazine *2000 A.D.* would amass quite a loyal fan following when it introduced Sláine, a Celtic barbarian fantasy character—very much in the vein of Conan but with a few exotic abilities to boot—who starred in stories borrowing liberally from Celtic myth and folklore. But back in the United States, the 1980s would round out with only adaptations of existing fantasy literature properties, namely the anthology series *Thieves' World* (1985) and the adaptations by smaller companies of Moorcock's Hawkmoon (1986's *Hawkmoon: The Jewel in the Skull*) and Corum (1987's *The Chronicles of Corum*), or the licensing of fantasy settings and character elements from TSR's *Advanced Dungeons & Dragons* roleplaying game (1988's comic with the same name and 1989's *Forgotten Realms*). These too were short-lived, either intentionally as with the Moorcock properties, or through rapidly diminishing sales as with the *Dungeons & Dragons* titles.

The following decade dropped off from the output of the 1980s and was not overly kind to fans of sword & sorcery. Though there were some well-done and well-received fantasy series during the 1990s, neither *Thieves and Kings* (1994) nor *Castle Waiting* (1996) fall into the sword & sorcery canon. (Though well-written, and definitely set in fantasy-influenced worlds, both share much too sedate a pacing in plots and far too low a violence quotient for our criteria.) The decade started strong with an excellent effort on adapting Robert E. Howard's *Cormac Mac Art* (1990) to graphic series form, plus Bill Willingham's adults-only *Ironwood* (1991), which showcased the magic-driven worlds he had earlier introduced in his *The Elementals* series but injected heavy doses of nudity and sex far too openly for mainstream publication. However, it wouldn't be until the end of the decade that the market would see anything more noteworthy introduced.

Moorcock's Elric took part in the dense anthology-like *Michael Moorcock's Multiverse* in 1997, but was only one part of the overall story in that title. In 1998, Joe Madureira's *Battle Chasers* hit the stands. In *Battle Chasers*, magic, monsters, swords and swordplay, and interesting characters were all pitched at practically superhuman levels with memorable art; it was immensely popular, but ended abruptly when its creator left the industry. *Artesia* (1999) followed a year later (originally published by Sirius Entertainment), introducing a powerful female heroine fighting in a world with complex politics, history, and internal mythology, and an intriguing enough storyline to keep it running for several years at two publishers.

The first years of the 21st century have seen some degree of rekindled interest. First, Crossgen Entertainment, Inc., published several entrants in the realms of fantasy during its brief existence as a comic book publisher. *Mystic* and *Scion* (both 2000) combined traditional elements of fantasy (veering from subgenre to subgenre, high fantasy to low, depending on story arc) with science fiction influences. *Sojourn* (2001) merrily took cues from both sword & sorcery and High Fantasy, and *Brath* (2003) was a fairly straightup barbarian epic. The Conan license has been put to good use again starting in 2003, this time by Dark Horse Comics, and Red Sonja has appeared again on the stands thanks to Dynamite Entertainment. The Dabel Brothers have adapted the works of Martin, Weis, Jordan, and Feist into comic book form, with *The Hedge Knight* (2003), *Dragonlance: The Legend of Huma* (2004), *Wheel of Time: New Spring* (2005), and *Magician* (2006), respectively. The bloodier side of the coin has seen print with R.A. Salvatore's *Demon Wars* (2003) and Warren Ellis' Norse-influenced *Wolfskin* (2006).

Speculation is safe that publishers will keep trying to capture the audience for sword & sorcery so long as its success elsewhere shows a market exists, no matter how many stops and starts that may involve. Speculation is equally safe that some of those efforts will involve properties that have proven they can be revisited multiple times and still sell, such as our friend from Cimmeria (though the brevity of the 2006 relaunch of DC's *Warlord* should remind publishers that name recognition is not enough by itself). Aside from those wagers, it's anyone's guess, as the past 40 years have certainly shown us that sword & sorcery can be broadly defined in the four-color realm.

CHAPTER TWO: BY STEEL & SPELL

Flashing blades and stalwart hearts, prepare for battle! So, you've decided to adventure in a challenging world of terrible magics, bloodthirsty sellswords, and foul monsters, have you? Well met and grace of the gods be with you! Of course, you're going to need a character first. Luckily, this chapter covers pretty much everything you'll need on top of the core *Mutants & Masterminds* rules to do just that.

This section covers the modifications and restrictions to the standard rules required to design characters suitable for a sword & sorcery game. If a particular trait is not addressed here, assume it is acquired in the same manner as described in the *Mutants & Masterminds* rulebook.

DISTINCTIONS

What separates characters in this kind of game from those in a more "standard" *M&M* game?

Mechanically, not much. With the exception of a few additional restrictions intended to reflect the "flavor" of the genre, the mechanics stay the same. Characters can even be transplanted over from more conventional settings (such as, oh, *Freedom City*) without any great difficulty—though GMs will want to watch how the numbers stack up so that the power disparities aren't unwieldy for the story in mind. This is a handy and enjoyable story tactic various writers have sometimes used in the big two comic companies to great effect over the years, in fact.

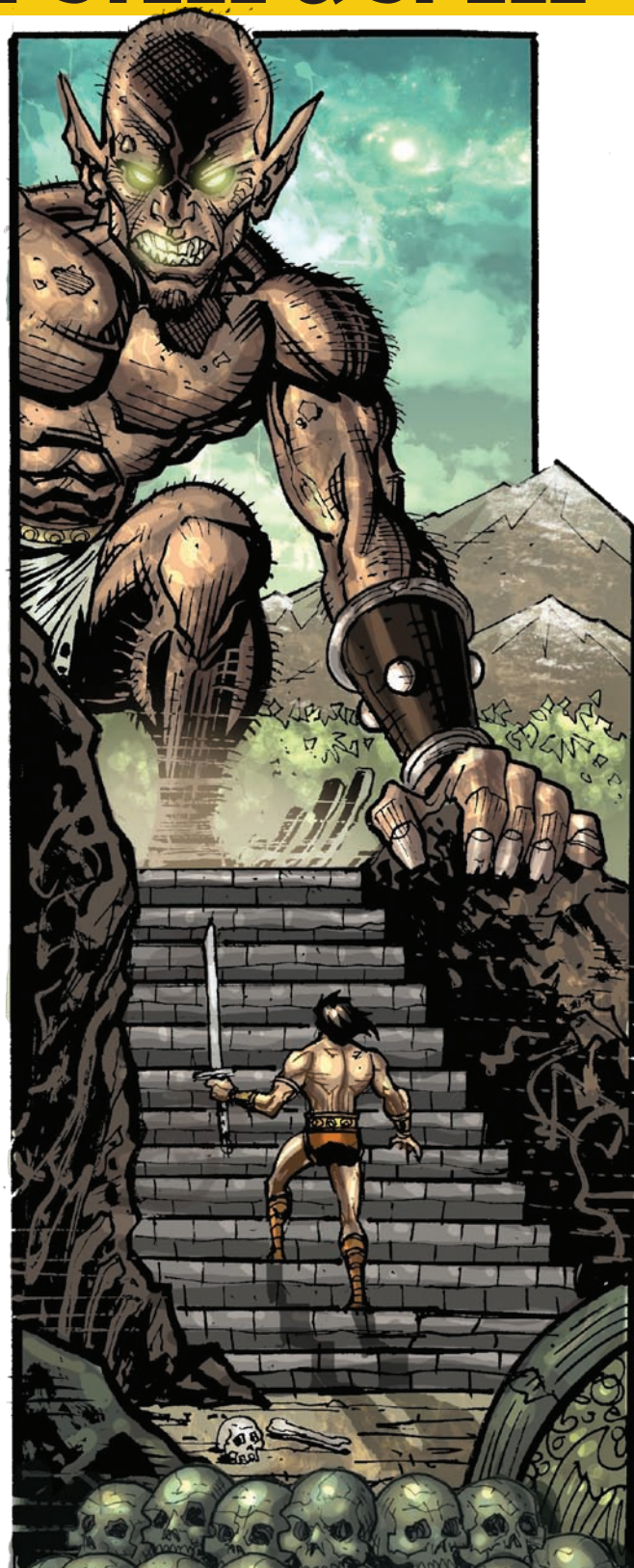
No, the real distinctions are in background and personality. Most games set in this genre will be placed in settings far removed from Modern Earth and its advantages. Violence is generally more prevalent, and most heroes will have had to adapt to the more demanding challenges of simply surviving to adulthood. Even the cerebral character types will usually have had to learn how to take care of themselves; bloodshed is simply a harsh truth and expected occurrence in even everyday life. Many of the skills, equipment, and mindsets we might otherwise be accustomed to seeing in play are simply absent.

POWER LEVEL

We are going to define a few discrete power levels for use in sword & sorcery series. These are by no means the only possibilities available in the genre, of course; arguably, Gamemasters and players could craft interesting series at any PL given individual tastes and approaches to the settings. However, for ease of organization, this book will be using *Heroic* (PL 6), *Cinematic* (PL 8), and *Epic* (PL 10+) as our descriptive levels.

HEROIC – POWER LEVEL 6

At this power level, the protagonists are very much mortal in every meaning of the word. Challenges frequently carry the threat of terrible injury and death, and even a single otherwise unremarkable opponent can bring about a brave hero's early demise. Surviving the



OPTION: POWER POINTS

Some Gamemasters may want to encourage the creation of characters with a great many talents and other abilities that require the expenditure of points, but shy away from increasing the power level of the series above the model they're comfortable in using. In such cases, it might be advisable to alter the number of base power points associated with PLs, increasing it to 20 points per level or possibly even higher.

mean streets of shadowed cities, finding lost treasure, selling sword and spell as mercenaries in one nameless conflict after another: These are the foundation of series run at this level of play. This style of game is likely the most reminiscent of general play styles found in more traditional fantasy RPGs, and is the default assumption for the Freeport setting presented in this supplement.

CINEMATIC – POWER LEVEL 8

Cinematic heroes start a heady climb into realms of the fantastic. This is not so much because of their capability, as non-human races and magic can be made available at any power level with the power points to pay for those abilities, but rather in their larger-than-life presence and adventure types. By "fantastic," it is the portrayed degree of ability and survivability that is being focused on. Cinematic heroes challenge mighty dragons single-handedly, hold their own

POWER LEVELS IN A SWORD & SORCERY GAME

TYPE	POWER LEVEL	POWER POINTS	MAX ABILITY*	MAX SKILL RANK	MAX SAVE DC MODIFIER**
Heroic	6	90	20	11	12
Cinematic	8	120	24	13	16
Epic	10	150	28	15	20

**For the more human-range setting, sword & sorcery games assume a general rule of Max Ability modifier = (PL-1) **including the most extreme trade-offs*

against entire raging bandit tribes, and otherwise scoff at the risks that might make lower PL characters blanch and rethink their career opportunities. This is probably the power level that represents the largest percentage of comic book sword & sorcery characters and their pulp predecessors.

EPIC – POWER LEVEL 10+

Characters designed to play in the Epic style are easily the closest to a standard *M&M* series in power output. Demigods and archmages who fear little, wander worlds in search of empires to crush or control, demon lords to bargain with or slay, or otherwise concern themselves with challenges mere mortals only conceive of in legend, song, and the foundation of religious fable.

ABILITIES

Generally, again, most *Warriors & Warlocks* games will center on characters who, regardless of appearance or minor racial differences, will still fall within the expected human-range of ability. This means ability scores rarely higher than 20, and most likely limited to a maximum of 28 (for an Epic style series). Many heroes supplement their impressive abilities with particular feats, which are also mentioned alongside the appropriate ability.

STRENGTH

Strength is by far the most commonly displayed trait in play, and the one whose high level is most frequently associated with heroes in this genre, with Constitution coming in a close second. It isn't uncommon for characters who make their living in battle to possess this trait in the 18-20 range (or higher, depending on series type), or to spend valuable "screen time" shattering doors, crushing bones bare-handed, or otherwise performing feats of physical power that inspire awe among the less-mighty. Ultimate Strength Check is a likely feat investment with these character types.

DEXTERITY

Though not highlighted as often as their bruiser cousins, highly agile heroes are also a staple of this genre. These are men and women whose grace sometimes defies belief, capable of astounding acrobatics, or whose speed is a thing of quicksilver deadliness. High

ranks in Dodge Focus and Improved Initiative feats are likely choices for those that concentrate in this ability.

CONSTITUTION

Second only to Strength in traditional investment of power points for this genre, Constitution is the hallmark of the archetypal tough guy that abounds in savage settings. Heroes with high Constitution survive repeated crippling physical hardships that would drop weaker men, keep going when lesser hearts fail, and otherwise soak up (sometimes ridiculous levels of) punishment like no one's business. Diehard and Endurance are common feats for high-Constitution characters.

INTELLIGENCE

Even given the physically demanding nature of most settings in this genre, there are still plenty of opportunities for those whose brains outweigh their brawn. The most common exhibitors of high ranges in this ability are magi types, particularly those who use the Wizardry power detailed in this chapter or pursue other scholarly arcane paths. These characters frequently possess Eidetic Memory and Master Plan.

High Intelligence in the sword & sorcery genre often goes with training in various Knowledge skills appropriate to the character's background and chosen role: Arcane Lore is a must for wizards, just as Theology and Philosophy is for priests and other religious types.

Brilliant battle-captains and generals are trained in Tactics, while tinkerers and artificers might have the Sciences or Technology specialties.

WISDOM

A high Wisdom score is useful in emulating both great depths of mental strength as well as a high degree of cunning, depending on the supporting feat and skill selections that build on it. High ratings in this ability score are common among those who depend on their wits for survival rather than simply their swordarm, as well as emissaries of the divine

and other types that depend on perception and willpower for their advancement. Wise heroes often have feats like Assessment and Track.

CHARISMA

An undeniable and piercing presence is a hallmark trait among the more memorable characters in this genre. This trait is the foundation of most social skills and associated feats and therefore is of great importance to any character wanting to make an impression in ways other than with a club. Attractive and Fascinate are not uncommon feats among such characters.

SKILLS

More so perhaps than many other genres, most of the stories to be told in a sword & sorcery milieu will put great emphasis on skills. In the absence of extraordinary powers and technology, what a character can and can't do under ordinary circumstances will be defined by skill selection and ranks. What follows is a brief examination of the skills presented in the core rules and their uses and applicability within sword & sorcery games. In addition, some skills have new or detailed uses above and beyond what is presented in the core rules; various skill options are also expanded on here, either for the first time or consolidated from other rules sources in *M&M* outside the core rules as necessary.

ACROBATICS

As this skill is a major factor in balance and jumping, it isn't uncommon to find at least a few ranks present with any character expecting to deal with demanding physical terrain.

- *Perfect Balance*: In return for increasing the Difficulty Class by 5, you move with such grace and agility that you maintain your dodge bonus to defense while balancing.
- *Perilous Balance*: You can shake or disturb the surface on which you are balancing (such as when swaying on a tightrope). If your check succeeds after increasing the Difficulty Class by 5, you keep your balance and impose a +5 modifier on the Difficulty Classes of all Acrobatics checks that others must make on the surface until the next round.

BLUFF

Mummers, thieves, and other people who live by the speed and slipperiness of their words usually possess good Bluff skills. Characters who expect to engage in any sort of feinting or other combat trickery need to have at least a couple of ranks in this skill.

- *Fast Talker*: By taking a -5 penalty to your Bluff check, you can attempt a verbal bluff as a standard action rather than a full round action.

CLIMB

As with most physical skills, this is a very common investment among fighting or nature types in this genre, most of whom possess at least a few ranks in it.

- *Fighting Climb*: By adding a +5 DC modifier to a Climb check, you can maintain your dodge bonus to defense while climbing.

COMPUTERS

In most settings under this genre, this skill is out of place and useless. Some extreme examples of "sword & planet" stories might be exceptions to this, but they are rare; even within them, this skill would be more the province of NPCs.

DIPLOMACY

Strangely enough, many of the characters that seem predisposed to violent resolution in this genre also seem to have unexpected and considerable skills in actually talking through conflicts as well.

- *Combat Diplomacy*: You can make a Diplomacy check in combat as a full-round action by accepting a +10 modifier to the Difficulty Class. Opponents in combat with you are considered hostile. An unfriendly opponent doesn't attack you unless you give him reason to do so. An indifferent foe stops fighting altogether, while a helpful (or better) one actually joins your side, even turning against former allies.

DISABLE DEVICE

It might seem at first glance that such a skill would lose much of its utility in a low-technology setting; however, as this skill is also the default for dealing with lock and traps, it still has considerable value to those who expect to encounter such hazards with any routine.

DRIVE

As with Computer, this skill is generally useless in this genre for most characters. Nautical uses are still available, and Gamemasters *may* allow this skill for chariots and the like (otherwise, Handle Animal is the appropriate skill).

ESCAPE ARTIST

This skill tends to be the sole province of slippery thieftypes.

- *Slippery*: By taking a -5 penalty to your Escape Artist check, you can attempt to escape a grapple as a Move Action or escape a snare as a standard action.

RELATIVE EXPERTISE

The sidebar regarding Skill Benchmarks presented on page 38 of the *M&M* core rules assumes a very broad toolkit approach encompassing static benchmarks applicable to any level of game and where a variety of PLs may be found. Optionally, some games may benefit instead from a narrower focus based around comparisons to the average of what characters can and can't do within the parameters of that PL. The following table represents those benchmarks comparing bonuses set around the PLs of the series.

RELATIVE EXPERTISE

DEGREE OF SKILL	RANK EQUIVALENT
Basic	(1) to (0.5 PL)
Professional	(0.5 PL + 1) to (PL)
Expert	(PL + 1) to (1.5 x PL)
Master	[(1.5 x PL) + 1] to (2 x PL)

For example, a character in a Heroic Series (PL 6) who possesses 10 ranks in Stealth is considered a master with the skill rather than just an expert (the general appraisal of the same level of skill under the core rules benchmarks).

INTIMIDATE

Unsurprisingly perhaps, given the violent nature of most sword & sorcery settings, this skill is more commonly seen and used than in many modern settings.

- *Forceful Intimidation*: By taking a -5 penalty on your Intimidate check, you can force your subject to take an action that is against his interests (but not life threatening).
- *Powerful Intimidation*: In return for a -5 penalty to your Intimidate check, you can increase the penalty you inflict for demoralizing a foe by -1. You can take this challenge multiple times to increase the demoralize penalty.
- *Torture*: Intimidate is also the skill used for torture. It requires a day to torture a victim; Knowledge (behavioral sciences) and Medicine are synergy skills. The victim makes a Will save check against a DC equal to the torturer's Intimidate check, and consults the **Torture Results** table.

TORTURE RESULTS

WILL SAVE	EFFECT
Successful	No Effect
Fails	Faltering
Fails by 5 or more	Shaken
Fails by 10 or more	Broken
Fails by 15 or more	Dominated

- *Faltering* means the character is still resisting the torture, but it has taken its toll. The victim has a -1 cumulative penalty to further Will saves against torture.

- *Shaken* means the character has been badly affected by the torture, but has not been completely broken (yet). The shaken person give the enemy information he believes will not compromise his allies' security or his loved ones.
- *Broken* means the character has succumbed to the torture, telling the torturer everything. If using options from *Mastermind's Manual*, victims may acquire mental complications as per the **Mental Strain** rules.
- *Dominated* means the torturer has not only broken the victim, but can implant a command into the target's mind. Whenever the situation is right for the command the torturer implanted (transmit data and forget, pull the trigger on their commander, kill someone who says a code phrase), the victim must make a Will save vs. the Intimidate skill result to resist the mental programming.

You use hero points to resist being tortured. If the enemy ever breaks you, spend a hero point, and the torture result becomes No Effect instead. Likewise, the Gamemaster may award hero points to players whose heroes are tortured (usually "off-stage"), particularly if the player roleplays a broken or dominated adventurer well.

INVESTIGATE

This skill loses a lot of its utility in settings with fewer forensic resources, but as a mechanical substitute for deductive prowess, it can still be used to emulate certain kinds of observational skills that Search doesn't quite cover.

KNOWLEDGE

As with Computer and Drive, the sub-skill Knowledge (technology) generally has no utility in this kind of game.

- *Knowledge (arcane lore)*: One often-shown use of a head full of arcane and occult knowledge is a background in the obscure and ancient languages used to write musty old texts. No one really speaks these tongues anymore (at least not anyone people would want to talk to), and deciphering these languages is long and tedious work. Assume that anyone with this sub-skill in Knowledge can read these esoteric languages in written form by making a skill check against DC 20. At the Gamemaster's discretion, really ancient and rare languages can have higher Difficulty Classes.

MEDICINE

Given the level of technology present in most sword & sorcery settings, this skill is usually not present at high ranks, and applications that would normally require the application of drugs and equipment not in the setting are obviously no longer options.

NOTICE

Awareness of one's surroundings is usually the difference between life and death in sword & sorcery stories—it is unusual for characters to have no ranks in this skill, though not necessarily to have high ranks.

- *Accurate (Sense)*: In return for a -5 penalty to your Notice check, you can treat a normally inaccurate sense (such as hearing) as

accurate for one round. A successful check tells you the exact spot a subject occupies. A failed check means you don't notice anything.

- *Waking Up:* Characters can make auditory Notice checks while they are asleep, but with a +10 increase in the Difficulty Class. A successful Notice check to detect a noise is sufficient to wake the character up, but characters are dazed (defending normally, but unable to act) on the round they wake up. Characters with the Light Sleeper feat (see **Feats**, later in this chapter) are not affected by either of these modifiers: they make Notice checks normally while asleep and are not dazed upon awakening.

PILOT

As with most other skills dependent on the existence of technology, Pilot is pretty much useless in this genre. (Winged creatures use Ride.) "Sword & Planet" type stories that actually have air vehicles in play are, of course, the exception.

RIDE

As the default "vehicle" skill substituted for Drive and Pilot in most series, most characters should have at least 2-3 ranks in this skill barring some background reason that conflicts.

SENSE MOTIVE

Characters expecting to face combat should have at least some small investment ranks in this skill, to counter combat applications of Bluff if for no other reason. Many characters in sword & sorcery stories are presented as world-weary and jaded, which ranks in this skill also go a long way in emulating.

- *Anticipate Action:* You can anticipate the actions of an opponent. Make a Sense Motive check (DC 10 + opponent's attack bonus) as a full-round action against an opponent you can accurately sense. If successful, you gain a +1 dodge bonus to your defense for the next round against attacks made by that opponent for every 5 points your check result exceeds the DC.
- *Combat Clarity:* For a -5 penalty to your skill check, you increase the bonuses provided by the combat sense use of Sense Motive by +1. You can take this modification up to twice on a single check. The penalties you suffer for a failed check do not increase.
- *Combat Readiness:* You can anticipate when a fight is about to break out. Make a Sense Motive check against the result of an opponent's Bluff check result as a full-round action. If the check is successful and combat with that opponent breaks out during the encounter, you gain a +1 bonus on your initiative check per 5 points your check result exceeds the DC. You can only use combat readiness *before* a fight breaks out. Once initiative has been determined, you can't use it.
- *Read Situation:* For every +5 you increase the DC of your Sense Motive check, you learn one fact about the situation at hand when evaluating a situation (see Sense Motive in the **Skills**

chapter of *M&M*). The Gamemaster may tell you things like someone's apparent goal(s), the nature of an interaction, and so forth.

SLEIGHT OF HAND

- *Feint:* You can use Sleight of Hand to feint in combat with quick and clever moves. Make a Sleight of Hand check as a standard action against the results of your opponent's Notice check. If you are successful, your opponent is flat-footed against your next attack, losing his dodge bonus to Defense. Except for the difference in skill checks, this works just like feinting in combat using Bluff (see the **Skills** chapter of *M&M*), but may be better suited to agile characters and fighting styles.
- *Quicker Than The Eye:* In melee combat, you can make a Sleight of Hand check as a move action to slip past an opponent's defenses. Your foe opposes this check with a Notice or attack bonus check. If you succeed, your opponent loses his dodge bonus against your next attack. If you fail, you suffer a -2 penalty to attack rolls for the next round.

STEALTH

- *Slip Between Cover:* You can make a Stealth check at a penalty to quickly cross an area lacking cover or concealment without automatically revealing yourself. For every 5 feet of open space you cross, you take a -5 penalty to your Stealth check. You also



take the normal Stealth penalties for moving faster than half your normal speed and such. For example, you could slip past a 5-foot open doorway without being seen, or duck from shadow to shadow. Characters with the Hide in Plain Sight feat don't need cover or concealment to hide, so these rules do not apply to them. The same is true for characters with the Concealment power, since they're capable of making their own concealment.

NEW SKILLS

The following two skills are appropriate additions to the existing skill list in this genre.

GAMBLE

WIS

Use this skill to win games involving both skill and luck. Games based solely on luck (such as flipping a coin) or skill (such as chess) don't involve Gamble checks, unless the character cheats.

Check: To join or start a game, you must first pay a stake. You set the stake if you start the game, while the Gamemaster sets it if you join a game in progress. The other participants also pay a stake, which may be equal to yours or a different amount, depending on the rules of the game. Your Gamble check opposes the Gamble checks of all other participants in the game. If there are many NPCs participating, the GM can opt to make a single check for all of them, using the highest Gamble skill modifier and adding a +2 bonus on the check.

If you beat all of the other participants, you win and claim all the stakes in the game. Otherwise, the gambler with the highest check result claims the prize pool.

- **Cheating:** A skilled character can attempt to cheat while gambling. To cheat, you must make a Bluff check as a free action before making your Gamble check. This Bluff check is opposed by the Sense Motive checks of the other gamblers. If the Bluff check succeeds, you gain a +2 bonus on your Gamble check. If the Bluff check fails, the attempt to cheat did not gain you anything; if the Bluff check fails by 5 or more against any opposing Sense Motive check, that gambler spots your attempt to cheat and reacts accordingly.

Action: A Gamble check requires anywhere from a few minutes to an hour, depending on the game being played.

Try Again: No, unless you want to put up another stake and keep playing.

Special: You can't take 10 or take 20 when making a Gamble check.

NAVIGATE

INT

You're trained in finding directions and plotting courses from place to place.

Check: Make a Navigate check when trying to find your way to a distant location without directions or other specific guidance. Generally, you do not need to make a check to find a local street or other common urban site, or to follow an accurate map. However, you might make a check to wend your way through a dense forest or a labyrinth of underground storm drains. For movement over a great distance, make a Navigate check. The DC depends on the length of the trip: DC 20 for a few hours, 22 for a few days, 25 for up to a week, and 28 for more than a week. If you succeed, you follow the best reasonable course toward your goal.

If you fail, you still reach the goal, but it takes twice as long, since you lose time backtracking and correcting your course. If you fail by more than 5, you travel the expected time, but only get halfway to the destination, at which point you become lost. You can make a second Navigate check (DC 20) to find the right path. If you succeed, you continue on to your destination; the total time for the trip is twice the normal time. If you fail, you lose the normal time of the trip before you can try again. You can keep trying until you succeed, losing the normal time of the trip each time. When faced with multiple choices, such as at a branch in a tunnel, you can make a Navigate check (DC 20) to intuit the right choice. If unsuccessful, you choose the wrong path, but at the next juncture, with a successful check, you realize your mistake and can correct it.

You cannot use this function of Navigate to find a path to a site if you have no idea where the site is. The Gamemaster may choose to make the Navigate check in secret, so you don't know from the result whether you are following the right or wrong path. You can use Navigate to determine your location without the use of any tools by checking the constellations or other natural landmarks. You must have a clear view of the night sky to make this check. The DC is 15.

Action: A Navigate check is a full-round action.

Special: You can take 10 when making a Navigate check. You can take 20 only when determining your location, not when traveling.

FEATS

In games where powers are in minimal evidence, or are even non-existent, feats represent the extraordinary capabilities of many of the protagonists in their place. What follows are number of new feats, as well as feats that work well in this genre taken from other *M&M* rules sources.

CHALLENGE

GENERAL, RANKED

The Challenge feat (from *Mastermind's Manual*, page 43) allows you to choose a specific task you can perform better than normal. Usually, challenges incur a -5 penalty or a +5 DC to the task, but

purchasing the challenge feat for a given task allows you to perform it at no additional modifier. Below are examples of specific challenges. You can take this feat multiple times. Each time, it applies to a different challenge or reduces the penalty with an existing challenge by an additional +/-5.

- **Improved Demoralize:** You can make yourself particularly frightening or impressive. You may attempt to demoralize using your Intimidate skill (see Intimidate, *M&M*, page 49) as a move action.

- *Improved Distract*: Your presence is very disconcerting, especially in combat. When you use the Distract feat (see Distract, *M&M*, page 60), you may attempt to distract as a move action.
- *Improved Feint*: Your style of combat is confusing to your opponents, making it easier for you to strike them from unexpected directions or before they expect it. You may attempt to feint as a move action (see Feint, *M&M*, page 156).
- *Improved Taunt*: There's something about you that makes people want to punch you in the face... a lot. Using the Taunt feat and your Bluff skill (see the demoralize section of Intimidate, *M&M*, page 60), you may attempt to demoralize someone as a move action.
- *Mass Intimidation*: You can attempt to intimidate more than one subject at a time. You suffer a -2 penalty to your check per opponent beyond the first (instead of the usual -5 penalty for a skill challenge).

A quick glance back through the discussion of skills earlier in this chapter should also provide a few more potential challenge feats to choose from, such as *Combat Clarity* from Sense Motive or *Perfect Balance* from Acrobatics.

CRUSHING PIN

COMBAT

While grappling, if you pin an opponent, you can also inflict your normal unarmed damage against that opponent each round for as long as you maintain the pin. You hold your opponent immobile as normal, but must remain immobile yourself to continue the crushing pin. You suffer a -4 defense penalty while maintaining a Crushing Pin, in addition to losing your dodge bonus against anyone you aren't grappling, as normal.

CUNNING FIGHTER

COMBAT

You are particularly skilled in using every little trick of movement, weapon placement, etc., at your disposal to fool the eyes and reflexes of your targets in fight. When using the feint maneuver in combat, you may use your attack bonus instead of your Bluff skill for the check.

DAMAGING ESCAPE

COMBAT

When you escape from a grapple, you get an unarmed attack against the grappler as a free action. You still have to roll to hit. This feat works with the Takedown Attack feat (see Takedown Attack, *M&M*, page 64), making it very effective against minions grappling you in large numbers.

DEDICATED DODGE

COMBAT

When two or more attackers target you, you can increase your dodge bonus by up to +5 against one opponent and subtract the same amount from your dodge bonus versus all other attackers. Your dodge bonus against the single opponent cannot more than double, and your dodge bonus against all other attacker cannot be reduced below +0. The changes to your dodge bonus are decided before the first attack roll is made against you each round and last until your next round.

DEDICATION

GENERAL

Your dedication to your allegiance makes it very difficult to sway you. You receive a +4 bonus on Will saving throws and Sense Motive checks for any effect causing you to act against your allegiance. (See p. 118 of *Mutants & Masterminds* for more on allegiances.)

DEFENSIVE STRIKE

COMBAT

If an opponent attacks you in melee combat and misses, your next melee attack against that opponent has a +4 bonus to hit. You gain no bonus against opponents who do not attack you or who attack and hit you successfully (whether or not the attack has any effect).

DEFENSIVE THROW

COMBAT

If an opponent attacks you in melee combat and misses, you can make an immediate trip attack against him as a free action at your full attack bonus.

DIRTY FIGHTING

COMBAT, RANKED

You gain an edge when fighting in close quarters: adjacent to a foe and with cover, concealment, or a movement penalty applied to your opponent. Each rank in this feat gives you a +1 damage bonus with melee attacks, including hand-held weapons. Your maximum damage bonus is limited by power level.



FAVORED CONDITIONS**COMBAT, RANKED**

You have set of circumstances you're especially suited for fighting under. Examples include when outnumbered, when drunk, when cornered, and so forth. While operating under you favored conditions, you gain either a +1 attack bonus or +1 dodge bonus. Choose at the start of each round whether your bonus applies to attack or dodge. Your maximum attack and defense bonus is limited by the series' power level.

FINISHING BLOW**COMBAT**

You can perform a coup de grace as a standard rather than a full-round action. (See Helpless Defenders in the Combat chapter of *M&M*.)

FIRST STRIKE**COMBAT**

When you make an attack against a flat-footed opponent (someone who hasn't yet acted in combat) whose initiative is lower than yours, increase your attack's damage bonus by +2. Opponents immune to critical hits suffer no additional damage. Additional ranks increase your First Strike damage bonus by +1, to a maximum of +5. First Strike damage stacks with the Sneak Attack feat. Your total damage bonus is limited by the series' power level.

FOLLOW-UP STRIKE**COMBAT**

If you score a critical hit with a melee attack, you can make an additional melee attack against the same opponent immediately as a free action, with the same attack bonus as the attack that scored the critical hit.

**GRAPPLING BLOCK****COMBAT**

When you successfully block a melee attack while unarmed, you can initiate a grapple against your attacker as a free action without an initial attack roll.

IMPROVED CONCEALMENT**GENERAL**

When you have concealment, the miss chance for attacks against you is improved by 2 (from 17 to 15 in the case of normal concealment). The miss chance cannot be lower than an 11 (on d20), so this feat does not improve total concealment.

IMPROVED RANGED DISARM**COMBAT**

You have no penalty to your attack roll when making a disarm attempt at range.

IMPROVED TRICK**COMBAT**

You can use Bluff to trick an opponent in combat as a move action rather than a standard action without the usual -5 penalty.

IMPROVISED WEAPONS**COMBAT, RANKED**

You have +1 damage bonus with improvised weapons per rank in this feat. You can use normal objects as weapons more effectively than usual. You must follow all the rules for using improvised weapons (see *Improvised Weapons*, *M&M*, page 162) except your damage bonus may be greater than +2 and, at the Gamemaster's discretion, your weapon may grant you extended reach appropriate to the weapon you're using. Your power level limits your maximum damage bonus with this feat.

IRON STOMACH**GENERAL**

You can eat anything that's not toxic – spoiled or unpleasant food, for example – without ill effects. You get a +4 bonus on Survival checks involving keeping yourself nourished.

LIGHT SLEEPER**GENERAL**

You do not suffer the +10 DC modifier to Notice checks for being asleep. This means you're much less likely to be caught by surprise while sleeping. You can also act immediately upon waking (characters are normally dazed for one round after waking).

LIONHEART**GENERAL, RANKED**

You gain a +4 bonus per rank on Will Saves versus fear and related effects. This bonus cannot increase your total effective Will save bonus higher than the series' power level limit.

MONKEY CLIMBER**GENERAL**

You scale walls and other obstacles with fluid ease. You can use your Acrobatics skill in place of Climb to ascend steep inclines so long as there are at least some narrow handholds or parallel walls or even well-positioned other characters to use as jumping positions during the climb.

NICHE PROTECTION (TRAIT)**GENERAL**

You are extremely good at what you do. Pick a single trait (ability or non-combat skill) at which the Gamemaster is willing to allow you to declare you are going to have niche protection. That one trait (and only that one) can be increased beyond the series level's normal limits by +1 for an ability bonus or +2 for a skill rank.

OATHBOUND**COMBAT**

Your strong devotion to your allegiance gives you an additional +1 modifier on aiding another actions for allies who share your allegiance (providing a +3 bonus rather than a +2 bonus). You also gain a +1 bonus on attack rolls against opponents with an allegiance opposed to your own. (See p. 118 of *M&M* for more on allegiances.)

PRECISE STRIKE**COMBAT**

When making a melee attack, you ignore the defense bonus from any cover that is less than total.

RALLYING CRY**FORTUNE**

Your signature call reminds your friends they're not alone in the fight. As a standard action, you can spend a hero point to grant your allies within auditory perception range a new Will save to overcome fear and lasting mental effects.

REVERSAL**COMBAT**

When you escape from being grappled, you may immediately make a grapple check against the attacker from whom you escaped. If you escaped from multiple grapplers, you must choose one to be the target of your grapple check.

SEA LEGS**GENERAL, RANKED**

You're better able to deal with the pitch and yaw of a rolling deck. Reduce the speed penalty for hampered movement by one-quarter for each rank of this feat. Moderate pitch is generally a 3/4 movement penalty, while severe (such as a storm) is a 1/2 movement penalty. If you reduce the movement penalty to 0 or less, you are unaffected by that condition and move at your full normal speed.

SWEEPING STRIKE**COMBAT**

When you make a successful unarmed attack against an opponent, you can split your damage bonus between damaging your opponent and a free and immediate trip attack. So, for example, if you have a +4 unarmed damage bonus, you can inflict +1 damage and make a trip attack with a +3 bonus in place of your normal Str bonus, or +2 damage and +2 trip, or any such combination. You must assign at least a +1 bonus each to damage and trip to use Sweeping Strike. The trip attack is resolved normally, including your opponent potentially having the opportunity to trip you.

SWIFT**GENERAL, RANKED**

You can move unusually fast; each rank in this feat counts as a rank of the Speed power (*M&M*, page 100) for ground movement. You're

limited to no more than 2 ranks in this feat, which allows you to move all-out at speeds rivaling the fastest land animals!

TOUGH**GENERAL, RANKED**

You are unusually tough; add your rank in this feat as a bonus to your Toughness saving throws. Your maximum Toughness save bonus is limited by power level as normal. The Gamemaster may choose to set a limit on how many ranks you can have in this feat; Tough is an innate talent or knack, as opposed to the Protection power, which is a superhuman trait. A maximum of three ranks of Tough is usually a fair limit for semi-realistic games.

TRAP SENSE**GENERAL, RANKED**

You're acutely attuned to the hazards posed by traps. Each rank of this feat grants you a +1 bonus to Reflex saving throws and Defense against traps, although you lose this bonus if you are helpless (but not merely flatfooted). Your maximum Reflex and Defense bonuses are limited by power level, although the Gamemaster may choose to waive the limit in the case of this feat, or treat the bonus from Trap Sense as worth half (or less) its actual bonus due to its limited nature.

UNBALANCING STRIKE**COMBAT**

When you hit an opponent with a melee attack, you can choose to throw him off balance rather than inflicting damage. Your opponent makes a Reflex saving throw (DC 10 + your attack's damage bonus). A failure means he loses his dodge bonus to defense for the next round.

VETERAN FIGHTER**COMBAT**

Your long years in harsh combat have taught you how to exploit your deadliest blows for lasting and sometimes unexpected effect. When you score a critical hit with a particular attack, you may spend a hero point and choose for the hit to have a different additional effect of up to 10 power points in value (in place of the normal +5 bonus to saving throw DC). This includes any power effect the Gamemaster judges suitable for the attack. Particular effects most likely to be associated with critical hits include Dazzle, Drain, Fatigue, Nauseate, or Stun, but others may be appropriate at the GM's discretion.

OLD FEATS REVISITED

Of the existing feats detailed in the core rulebook, there are a handful that bear re-examining in how they can be used in a *Warriors & Warlocks* game.

As a general class of feats that may need tweaking (depending on the type of game people are looking to play), those feats which pump up damage bonuses are of particular interest. The rules from which *Mutants & Masterminds* draws many of its concepts uses a linear damage scale that really doesn't have any sort of expectations for caps; *M&M*, however, has more of a curved scale, such as to allow a smaller range of values to represent a large variety of damage infliction, from daggers to bunker-buster bombs. A simple one or two rank increase in *M&M* can represent a significant increase in the actual damage represented. A five-rank difference is, in essence, the difference between an assault rifle and an anti-tank weapon.



For those games where the Gamemaster finds that a bit excessive (such as the Heroic series model presented in this chapter), there are some quick fixes. The feats Favored Opponent, Sneak Attack, and Throwing Mastery can all be changed from ranked feats to single rank feats. In exchange for giving up some of their potential, a trade-off can be allowed where the benefits of Favored Opponent and Sneak Attack no longer count against PL, allowing their limited usage to exceed PL caps in those circumstances where they apply (Throwing Mastery already provides an ample enough pay-off for even a single rank without needing a trade-off). For issues with Power Attack, simply use the variant version of the feat presented in this section in place of the write-up presented in the core rules. Similarly, it is suggested that the existing Rage feat write-up also be replaced by the variant presented here.

BENEFIT (STATUS)

In any setting even vaguely resembling medieval Earth or anywhere else that social class and bloodline distinctions make for significant advantages, this feat grants a bonus per rank to any social skill check for impressing the locals.

DISTINCTION	BONUS	COST
Lowest Order of Nobility (Knights and similar)	+2	1 rank
Landed Aristocrats or "Merchant Princes" (Barons, etc.)	+3	2 ranks
Lower Royalty (Princes, Princesses, etc.)	+4	3 ranks
High Royalty (Kings, Emperors, etc.)	+5	4 ranks

EQUIPMENT

As discussed later in this chapter, equipment in a sword & sorcery setting is generally available without the need to expend power points for the Equipment feat; it is either purchased or acquired as the spoils of adventure (in other words, awarded by the Gamemaster). Certain "signature" equipment may qualify for a use of this feat, especially if it is unusual for the setting, such as the Timelost Hero's modern pistol in a world where firearms are unknown.

FEARLESS

A blanket immunity to all fear effects may be a bit more than some gritty series styles call for. In such cases, this feat should be disallowed and the Lionheart feat (presented earlier in this section) should be used in its place.

LUCK

This is a genre where the whims of fortune are not only the difference between success and failure, but also frequently the barest difference between life and death itself. Protagonists routinely benefit from some of the wildest vagaries of chance, especially at the Cinematic and Epic levels. Gamemasters should strongly consider capping ranks in this feat at ranks equal to the actual series PL rather than half the series PL.

Given the importance and value of Luck in the genre, Gamemaster may also wish to consider using the variant Luck option from *Book of Magic* (page 42), where the various functions of hero points are broken up among as many as nine different feats, allowing for greater customization and control over their use.

MINIONS

In addition to hirelings, followers, and summoned assistants, this feat shouldn't be overlooked for its usefulness in representing specially trained mounts and similar animal companions.

POWER ATTACK (VARIANT)

When you make an attack you can take a penalty on your attack bonus and add the half that number (up to +2) to your attack's saving throw DC. Your attack bonus cannot be reduced below +0 and your save DC modifier cannot more than double. The changes to attack and saving throw DC are decided before you make your attack roll and last until your next round. This feat does not apply to effects requiring no attack roll or allowing no saving throw.

RAGE (VARIANT)

COMBAT, RANKED

You can fly into a berserk rage as a free action, gaining +4 Strength, +4 on checks to resist grapple attempts made against you, +2 to your Fortitude and Will saves, and a -2 penalty to attack rolls and Defense. While raging you can't use skills or powers requiring concentration (with a duration of Concentration or Sustained), and you can't take 10 or 20 on checks. Your rage lasts for 5 rounds, after which you are fatigued for five rounds. Additional ranks in this feat extend the duration by 5 rounds per rank. This extends the duration of your post-rage fatigue by the same amount.

POWERS

Within the realm of the sword & sorcery genre, heroes are, for the most part, human within their capabilities – extraordinary, usually, and highly impressive most likely, but still far below what we would classify as superhuman. Even protagonist representatives of inhuman races seldom display greater than human capabilities in broad respects, and when they do show such talents, the characters are noted for it. The use of the power mechanics in *M&M* will generally be used in *Warriors & Warlocks* to represent three primary kinds of constructions: incredible levels of skill or talent, racial abilities, and the use of magic.

Note that at the highest end (the “Epic” series type presented earlier in this chapter), this metagame restraint can easily be ignored, as demigods and the like can be built to whatever ideals and abilities that a Gamemaster is willing to allow in the series (see the **Demigod Adventurer** archetype at the end of this chapter for such an example); as with more standard *M&M* settings, at that power level anything goes. The “Heroic” and “Cinematic” models, though, are more reflective of this game trope.

“ARCANES” MAGIC

“Flee, you pitiful rabble! I have mastered the secrets of the cosmos and am beyond your ken! Hahahahaha!”

As the name implies, one of the hallmarks of the sword & sorcery genre is *sorcery*. Ironically, only a small percentage of protagonists in the source material, either comics or literature, are actual practitioners of the arts arcane or whatever passes for them in the setting. In most cases where magic or its like is encountered, it is in the hands of the opposition of the piece, or is itself one of the obstacles the heroes must overcome to bring the plot to a successful close. This isn’t saying that characters *can’t* possess magical prowess to awe the masses, just that such abilities are far from the norm, even in a genre steeped in using the fantastic as a backdrop. Should spellcasters or other magic wielders be allowed as player-character options, there are a few options available.

RITUALIST FEAT

One way to allow magic users in the game is simply to allow the Ritualist feat and nothing more. It is an accurate model of much of the source material for magic to be time-consuming and fraught with the potential for failure (and attendant consequences thereof). This feat, with its existing limitations, fulfills those requirements handily. It includes a minimum of up-front investment, as it is a single point to purchase (though investing in the Knowledge [arcane lore] or other controlling skill would be a very wise move), rituals (i.e., “spells”) need not be built out mechanically until needed, and the flexible nature of what it can accomplish and what it may require presents both a poor man’s Alternate Power array while allowing a Gamemaster to institute as rigorous a control as deemed necessary. (“The *Efficacious Evocation of the Everbright Gate* requires the nail clippings from a pregnant Wyvern taken during a summer solstice – you do have those, right?”)

THE MAGIC POWER

One of the most fundamental rules of RPGs is that they are supposed to be fun. If a game requires systems or rule inserts that make play tedious or unfun for the participants, don’t use them. In that vein, there is absolutely nothing wrong in using the tried and true **Magic** power rules simply as written from the core rulebook. It is a perfectly valid interpretation that the flavor of magic in the sword & sorcery genre is presentable in terms of roleplaying and descriptive color (as well as a potential complication or two) with no greater modification needed, or more specifically, no more mechanics needed. The rules in the core book are designed to be flexible and easy to use, and do that job quite well. This section merely presents a few more options for those interested – “Optional” means exactly that.

INVOKING ENTITIES OF POWER

As presented in *The Book of Magic* (page 50), one handy way of introducing power stunts and other uses of the Alternate Power feat associated with the **Magic** power is as additional effects provided by invoking power from named entities. This is a very appropriate option for this genre, especially when matched to the described complications associated with it.

DEVICES AND THE ARTIFICER FEAT

In many stories, magical power comes only through the use of specifically crafted foci. At lower power levels, this can easily be modeled with the Artificer feat. Items are created as specific effects and are consumed or rendered powerless by their usage, perhaps to be cannibalized afterward for other needs. At higher power needs, or for those characters whose magical gadgetry lasts longer than intended by the Artificer feat, a more appropriate investment of points is the Devices power, specifically as the basis of an array. (The Gadgets power might even be suitable, if the Gamemaster allows it.) Characters with a magical Devices array power are walking arcane arsenals or mobile lore collections, always either possessing exactly what they need or able to cobble such together quickly.

Gamemasters should generally be wary of allowing Devices or Gadgets, since they can swiftly put a character outside the bounds of reasonable challenges or they can allow the heroes to circumvent vital story elements. As always, greater flexibility requires greater attention from the GM. More commonly, the Device power represents a single item, albeit an item that may contain a terrible power or multiple powers thematically linked. See the **Cursed Wanderer** archetype later in this chapter for an example of someone with such a Device.

“NEW” POWERS

The following two powers represent “variations” upon the basic **Magic** power, modified to fit the “flavor” presented in many

DABBING FOR FUN, PROFIT, AND A MEMORABLY NASTY DEATH

Another use for the Ritualist feat is to pair it with a low (or perhaps even nonexistent) rank in the associated controlling skill, such as Knowledge (arcane lore), to represent a dabbler, someone with more curiosity than skill. Such a character is constantly putting himself and his companions at risk by not only delving into Things Man was Not Meant to Know, but by leaving his forwarding address and an open invitation behind him when he does. Gamemasters call such characters "Walking Story Engines" (other players at the table may have less complimentary titles for such characters, of course).

Alternately, a Gamemaster could rule that Ritualist is an everyman feat – pretty much anyone can walk through a ritual as long as they can read and follow the instructions (though they may not be able to actually design rituals, they can certainly perform them). Or, certain spell items and grimoires may grant the powers **Enhanced Feat** (Ritualist; Subtle 2; Insidious [see *Ultimate Power*, page 101]) and **Enhanced Skill** (Knowledge [arcane lore]; Subtle 2; Insidious; Limited to uses involved in performing rituals), representing magic that wants to be cast, spells that want to be used and "freed."

sword & sorcery stories. Both are built from the basic power with the described modifications. They are presented only for shorthand purposes in character builds – or to call out the distinctions in a character's particular usage and how it departs from the core power's build. A caster with **Wizardry 7** has perhaps a slightly different feel (and connection to a setting's limitations) than a similar character with **Magic 7** and listed extras and flaws.

MAGICAL MASTERY

Effect: Variable	Action: One hour (see description)
Range: Self	Duration: Continuous
Cost: 2 points (rank 1), 6 points per additional rank	Saving Throw: None

You have access to a store of magical lore and might, allowing you to possess a variety of powers. Each rank in Magical Mastery gives you 5 power points to spend on powers. You can re-allocate these points by taking an hour to engage in an appropriate activity, such as prayer, study of arcane texts, magical rituals, and so forth. Decide on the appropriate means of re-allocating your Magical Mastery points when you choose the descriptor(s) for your power; these things do not change.

The Gamemaster must approve allocations of your Magical Mastery points, and you remain limited by power level and appropriate descriptors, but you can otherwise divide up and allocate your points as you see fit.

In Freeport, the primary forms of Magical Mastery are arcane (using spellbooks and texts), divine (using prayer and religious ritual), and preternatural (relying on forbidden rites to entities like the Unspeakable One).

SORCERY

Effect: Array (varies)	Action: Standard (active)
Range: Ranged	Duration: Instant
Cost: 1 point per 2 ranks	Saving Throw: See description

Through birthright, bargained gift, or other means, you are a sorcerer, capable of tapping external sources of magical energy and channeling them for directed effect. Choose a single power with a total cost of (power rank x 2) points. You can acquire others as Alternate Power feats.

Use of Sorcery is strenuous. Every time this power is used, the sorcerer must make a Will save against a difficulty equal to (10 + rank

used). Success results in no negative effects on the user; failure is treated as failing a save against the **Fatigue** power with the resulting effect determined by comparison to the margins of failure listed under that power's description.

All effects obtained using this power carry the magic descriptor. Sorcery can counter other Sorcery effects or, with Gamemaster permission, any magical effect (see **Countering Powers**, *M&M*, page 70).

Sorcery is essentially the **Magic** power with the Flaw: Side Effect (Fatigue, Always Occurs) -2. Characters with Immunity to Fatigue should either be disallowed from taking this power or have its effect act as an exception to the character's immunity. Though there are no designated restrictions in Array choices, Sorcery tends to lean toward destructive (such as Blast and Nausea) and aggressive (such as Mind Control and Transform) powers, as well as the Summoning power (which is *very* common).

POWER FEATS

Affects Insubstantial and **Dimensional** are common power feats applied to Sorcery in general as "floating" power feats applicable to any of the Alternate Powers associated with the array. At the Gamemaster's discretion, Subtle may also be available. However, Sorcery in most comic books is rarely if ever Subtle; usually it is quite the opposite with all of the accompanying pyrotechnics

EXTRAS

- **Learned Caster:** Through great experience and practice, you have learned how to apply the meditative or other secrets of your occult knowledge to assist you in dealing with the deleterious costs of your power. Substitute your bonus for Knowledge (arcane lore) [or other associated control skill chosen when this extra is selected] when making the required save against Fatigue.

FLAWS

- **Corrupting:** Using Sorcery opens a caster to outside influences that change, warp, and corrupt his very soul. Each use threatens to darken the sorcerer until such time as they succumb entirely to such baleful forces. Each time a natural "1" or natural "20" is rolled, either case, to resist the Fatigue effect of their casting efforts, the character earns a villain point. A player may spend a hero point to get rid of villain points on a one-to-one basis...unless a player chooses to spend the villain point instead. A villain point may be used in all of the same ways a hero point can (except to erase other villain points). Once actually spent, a villain point is considered permanent. A character that accumulates a number of

villain points equal to his Power Level is taken out of play and is considered an NPC under control of the Gamemaster thereafter. Note that this is a means of emulating story elements presented here for those interested in purely mechanical resolutions—it is equally appropriate to relegate this element to the realm of Complications and other roleplaying tools without ever resorting to numbers and die rolls. Gamemasters and players should decide on how to handle such an element (or whether include it at all) in a consistent manner before adopting either method.

- **Distracting:** Using Sorcery may be Distracting, requiring exacting concentration to maintain control of the effect. If only changing a Sorcery Array's configuration is distracting (but using its effects is not), apply a power drawback instead.
- **Physically Demanding:** Instead of channeling power through force of will, the caster instead draws the energy to power his spells through raw physical stamina instead. Instead of a Will save, casters with this flaw on their Sorcery power use a Fortitude Save. This is a net -0 to the cost, but it should be noted that most character types that use magic are substantially worse off with Fortitude as their builds tend to emphasize Will Saves and other mental traits. Characters with no Constitution score or the power Immunity (Fortitude effects) should *not* be allowed to take this flaw.
- **Tiring:** This Flaw is not usually appropriate, as the base structure supercedes this similar effect. Conversely, this flaw can apply to only specific upper ranks of a Sorcery power build to represent a "threshold" above which any caster, regardless of innate power and skill, is going to suffer Fatigue effects.

DRAWBACKS

- **Action:** A Sorcery array may have a drawback affecting the time required to change its configuration, perhaps needing particular invocations to the entity granting the power or time to clear the caster's mind so that they can "visualize" the new effect before casting (see the Array power structure for details).
- **Power Loss:** A common Power Loss drawback for Sorcery is the requirement to speak and gesture freely to cast spells; a character unable to do so cannot use Sorcery at all. Other Power Loss drawbacks for Sorcery include contact with certain substances that block the spell-caster's powers, such as cold iron or magical herbs (moly, wolfsbane, etc.). This is especially common for casters who gain their powers through pacts with infernal, fae, or other entities whose own natures render them and their powers vulnerable against certain proscribed substances.

WARD UNDEAD

Effect: Mental	Action: Standard (active)
Range: Touch (burst area around you)	Duration: Sustained
Saving Throw: Will	Cost: 3 points per rank

You can hedge out undead creatures from an area up to (rank x 5) feet in radius around you. Undead must make a Will saving throw against the result of your Ward power check. A failed save means

the creature must leave the area of your ward immediately and as quickly as possible and cannot enter the affected area so long as the ward is maintained. A successful save means the creature is unaffected. Although affected creatures cannot enter the area of your Ward, they can still launch attacks from outside of it, interact and observe from a distance, and so forth.

In addition to driving out undead creatures, your Ward may damage them; any creature failing the Will save against your Ward also suffers damage read on the Toughness Saving Throw table (see **Toughness Saving Throws**, *M&M*, page 163) in addition to the Ward's normal effect. Thus a creature failing the Will save suffers a bruised result, failure by 5 results in a bruise plus a stun, and so forth. The Ward can inflict lethal or non-lethal damage, as you choose, when you use it.

WIZARDRY

Effect: Array (varies)	Action: Standard (active)
Range: Ranged	Duration: Instant
Saving Throw: See description	Cost: 1 point per 2 ranks

You are a wizard, a practitioner of the fabled arts arcane. Your learning and training grant you the ability to harness the powers of the universe through carefully prepared and executed spell constructs. Choose a single power with a total cost of (power rank x 2) points. You can acquire others as Alternate Power feats.

Even the most relatively "simple" of spell constructs is still a massively complex thing, requiring great knowledge and practice to use correctly. Any spell cast involves concentration on the part of the caster, costing him the use of his Dodge bonus. Further, any Wizardry effect requires a Knowledge (arcane lore) check with a Difficulty of (10 + power rank used) in order to work normally. If the check fails, the effect doesn't work, although the standard action required to use it is expended. The check occurs as part of the action to use the effect and provides no benefit other than helping to activate it. Normal modifiers apply to the skill check, however, and if you are unable to make the required check for any reason, then the effect doesn't work. This check must be in addition to any check(s) normally required for the effect. So, for example, the normal Notice or Search check made in conjunction with a sensory-based Wizardry effect does not count as an application of this flaw, and applying it means an additional check is required before the effect's normally required check(s).

All effects obtained using this power carry the magic descriptor. Wizardry can counter other Wizardry effects or, with Gamemaster permission, any magical effect (see **Countering Powers**, *M&M*, page 70).

Wizardry is essentially the Magic power with the flaws Distracting and Check Required (*Ultimate Power*, page 102) already added.

POWER FEATS

As per Sorcery, listed earlier in this section.

EXTRAS

- **Veteran Caster:** You are a highly experienced caster. Through intensive practice, you have made even the massively complex workings of your chosen spell constructs practically reflexive. You do not lose your Dodge bonus during the round in which you cast.



This Extra may be applied only to certain Alternate powers in an array (to show specialization of sorts) or even to specific lower ranks of the array as a whole (to show that only the more powerful castings actually require your full focus to control).

FLAWS

- **Requires Constant Study:** Your spellcrafting tradition is even more complicated than most. You must carefully study your spells before casting them, and your formulae are too complex to maintain more than a small number in memory at once. In terms of game mechanics, you can't power stunt off of your Wizardry array. Whatever Alternate power choices you already have listed are all that are available to you during play.
- **Tiring:** This is usually not appropriate for Wizardry, as the spells themselves tend to do most of the "heavy-lifting" of powering the castings in Wizardry. However, using this flaw only on the upper ranks of a Wizardry power may model an effect so demanding as to sap the vitality of the caster *in addition* to the normal energy expenditure.

DRAWBACKS

As per Sorcery, listed earlier in this section. The **Action** drawback may represent the mental effort to reconfigure spell constructs, among other definitions, and **Power Loss** for failing to speak incantations or perform somatic components is very common.

"DIVINE" MAGIC

In many other fantasy-based roleplaying games, a strong distinction between arcane (or innate) magical talents and divine (or granted) magical talents is enforced. For mechanical purposes and some story reasons, this distinction probably needs to be little more than cosmetic. After all, it is a common trope within the source material that magic is magic, regardless of its sources; though the source material leans heavily towards the arcane, many of those mage and sorcerers served fell masters and loathsome godlings, so the line is weakly drawn from the outset. The Sorcery and Wizardry powers previously detailed in this section also emulate divine/infernal or holy/unholy magic, though it might be appropriate to change the names to "Channeling" instead of Sorcery and "Theurgy" instead of Wizardry. The former would then represent direct gifts from patron entities and the latter learned magic or well-established "prayers" for specific effect.

Effects that lend themselves well to religious themes are variations on Healing (such as with the Empathic or Faith flaws), Exorcism, Ward, or various Control arrays matched to whatever the general "portfolio" of the source deity happens to be, such as Plant Control for a fertility deity, or Hellfire Control for infernal patrons. In fact, using the notes for "Holy Fire Control" presented in *Ultimate Power* as a variant of Hellfire Control, such an array nicely substitutes for either the Channeling or Theurgy routes in terms of divinely gifted power. As effects outside of the main magic power, sensory talents such as Detect Lies, Detect Evil Intent, Divine Awareness, Infernal Awareness, and in some cases even True Sight are all traditional mainstays for delvers in these secrets.

RACIAL ABILITIES

"OF COURSE, I CAN SWALLOW IT. MY PEOPLE CONSIDER IT A DELICACY. WHAT? WHAT DO YOU MEAN POISON?"

Not all special abilities come from external sources or training, or are even considered special at all. Some are simply traits common to a race by their very nature, and it is the specimen that doesn't possess them that is considered different. The following abilities are arranged in broad groups and can be added to existing templates to make new races, variations on existing races, or illustrate odd talents or "mutations" gained by humans through magic (beneficial or baneful), quests, communion with spirit entities, or whatever works for the setting and the series. Several of the racial templates presented later in this chapter refer back to these abilities for "shorthand" reference. Also, several of the "Power as Feats" selections from the end of this section on powers are good fits for racial talents and perks and well worth a perusal with that in mind.

EXOTIC ATTACKS

These are attacks that rely on more than simple damage infliction to incapacitate.

- *Mesmerizing Features:* **Paralyze 6** (Perception area; Unreliable); 18 points
- *Poisonous Spit:* **Nauseate 5** (ranged) plus **Dazzle 5** (visual, Linked with Nauseate); 20 points

- *Venom*: **Drain Constitution* 8** (Linked to [damaging attack] Poison; Power Loss when [damaging attack to which it's linked] results in no damage taken, -2 points); 14 points
- *This is usually a secondary effect linked to a damaging effect like fangs or claws. Substitute Strength for Constitution if the venom only weakens instead of kills.

LOCOMOTION

Not every species gets around with just two legs for the job. In addition to a rank or two in the Speed power (higher than that is seldom seen), the following are common alternative means of movement.

- *Fins*: **Swimming 2** [also usually Immunity to Drowning and/or Environmental Adaptation]; 2 points
- *Serpentine Body*: **Super-Movement 1** (Slithering), 2 points
- *Wings*: **Flight 2** (Power Loss when wings are restrained, -1 point); 3 points

LONGEVITY

Unlike the full-blown **Immunity to Aging** power or even the flawed half-strength version of it, the standard extended lifespan ability present in most fantasy species grants little to no actual protection from Aging effect attacks. Instead, it simply extends the expected range of years one can expect to live and that is usually a pre-established lifespan itself. Since few series will even address this issue as anything other than background color, and the cost is the same, "Longevity" for our purposes here is instead treated as **Feature 1** (long-lived) with the actual age range being chosen by the Gamemaster. (Although it costs the same as **Immunity to Aging**, it's quite likely that **Feature 1** (long-lived) is the only version of extended lifespan available to players in the series.)

NATURAL WEAPONRY

Some opponents don't need to carry weapons, as Mother Nature saw to it that they came into this world already armed.

- *Claws, large*: **Strike 2** (Mighty, Split Attack; Lethal, -1 point); 3 points
- *Claws, small*: **Strike 1** (Mighty, Split Attack; Lethal, -1 point); 2 points
- *Fangs*: **Strike 1** (Requires Grapple; Mighty; Lethal, -1 point); 1 point
- *Horns*: **Strike 1** (Mighty); 2 points
- *Quills*: **Strike 1** (Aura; Thrown; Lethal, -1pp); 3 points
- *Spines*: **Strike 1** (Aura; Mighty; Lethal, -1pp); 3 points
- *Stinger*: **Strike 2** (Extended Reach, Mighty; Lethal, -1 point); 3 points

SENSES

Several races thrive in environments where the standard human senses would prove inadequate and have various **Super-Senses** to compensate. Heat Sight (**Infravision**) is one, Night Vision (**Low-Light Vision**) another, and both **Scent** and **Tracking** (Scent) are fairly common among the more animalistic races.

SIZE

Several staple races in heroic fantasy are either noticeably larger or smaller than normal humans.

- *Small*: **Shrinking 4** (Continuous; Permanent; Innate); 5 points
- *Stout*: **Density 1** (Continuous; Permanent; Innate) and **Shrinking 1** (Compression [see *Ultimate Power*, page 76], Continuous; Permanent; Innate); 9 points
- *Husky*: **Growth 2** (Continuous; Permanent; Innate); 7 points
- *Giantblood*: **Growth 4** (Continuous; Permanent; Innate); 13 points

"SUPER" SKILLS

"I HAVE MY SWORD IN HAND AND A STONE WALL AT MY BACK. YOUR ARMY CAN WASTE AS MANY ARROWS AGAINST THE SPEED OF MY SWORD ARM AS YOU'D LIKE TO THROW AWAY."

Some phenomenal abilities come from talent and training that result in an effect that borders on the inhuman. These power examples are each derived from the "Training" descriptor; given their sometimes extreme effects, they are generally more suitable for Cinematic and Epic series models than Heroic ones.

ENHANCED TRAITS

One useful method of building "powers" can be derived from taking Enhanced versions of traits; since they are then classed as powers, extras and flaws can be applied to them. As a couple of quick examples, this allows for extended effects-related skills, such as: **Hellish Glower** (Enhanced Feat [Fearsome Presence 6 (Requires Intimidate Check)]; 3 points) or more narrowly defined uses for traits, like **Grip of Steel** (Enhanced Strength 10 [Requires Grapple, Distracting]; 3 points).

INHERENT ARRAYS

An inherent array is an array that uses an inherent ability, almost always Strength (or more specifically the damage-causing aspect of it) and treats that inherent ability as a power for purposes of allowing Alternate Powers to be stunted off of it. Mechanically, this operates along the same lines as the description of Mighty Strikes in the **Under the Hood: Strength and Strike** sidebar on page 100 of the *M&M* rulebook. Several of the following powers are ideal for this (ones suitable for this treatment are so indicated, with the assumption that they are being compared at a 1-to-1 point ratio) where they represent highly skilled applications of the damage dealing normally inflicted by the user's strength (and a Mighty Strike from a handy weapon). Note that each can still be acquired as a straightforward application of the power in use (hence the cost details are listed), though such a construction would then not allow for its usage as an alternate power unless one of them functions as the base power of the array itself—possibly higher in effective ranks when done that way, but more expensive and, more importantly, then unable to be used as feats in and of their own rights. As Alternate Powers, each of these powers so designated can instead be represented as a feat with the same name as the power presented.

AGONIZING STRIKE

You are a cruel opponent, targeting your hits for maximum infliction of pain rather than simply aiming to kill or incapacitate your poor adversary. This is the **Nauseate** power. At 2 points per rank, it functions as an Alternate Power at half the ranks of the base.

BLINDING STRIKE

You are a vicious opportunist, aiming for the eyes to blind your opponent and thereby gain enough advantage to end the fight. This is a visual **Dazzle** Attack, Touch Range, and Alternate Save (Fortitude), for a total power point cost of 1 point per rank. As an Alternate Power, it has ranks equal to the base power.

COMBAT INTUITION

You are a tactical savant, so perfectly trained and practiced that you are able to react with precisely the necessary forms and techniques to defeat practically any opponent. This is one rank of the **Nemesis** power, with the flaws Limited to a Single Combat and Limited to Feats and Powers with the Training Descriptor for a total cost of 6 power points.

CRIPPLING BLOW

You aim to wound and cripple, targeting your opponent's tendons, soft muscles and other vulnerable areas, with the cumulative effect of slowing you opponent down to a desperate fight to stay in motion. This is **Paralyze** with the Slow flaw for a cost per rank of 1 power point. As an Alternate Power, it has ranks equal to the base power.

DEADLY AIM

Your attacks are so precisely aimed that you score palpable blows far more grievous than one would expect from your weapon and strength.

Mechanically, this functions the same as an attack with the Autofire extra, increasing damage by +1 per 2 points the attack roll exceeds the target's Defense; however, where Autofire normally inflicts more damage by hitting with more attacks, Deadly Aim does so by pinpoint accuracy against particularly vulnerable areas. Targets immune to critical hits are also immune to this bonus damage and, as with Autofire, any Impervious Toughness is compared to the attack's base damage, before any bonus damage is added.

If the variant Power Attack feat is in play, the GM may want to change the bonus damage to +1 for every 4 points the attack roll exceeds the target's Defense. As an Alternate Power, Deadly Aim works at two-thirds the base attack's rank.

FINDING THE WEAK SPOT

You can find the chink in any armor, the weak spot in even the toughest opponent's defense. This is an attack with the Penetrating extra added. As an Alternate Power, it functions at two-thirds the base attack's damage rank.

FLURRY OF BLOWS/BLUR OF STEEL/RAIN OF ARROWS

The speed with which your attacks land is uncanny, impacting in such rapid succession that your foe withers under the barrage. This is an attack with the Autofire extra and as an Alternate Power

functions at two-thirds the base attack's rank. The name "Flurry of Blows" presumes an unarmed attack; as an armed attack, it is more appropriately termed "Blur of Steel," and as a ranged attack "Rain of Arrows" (or whatever ammunition is in use for the ranged weapon).

GODLIKE PRESENCE

Casanova and his ilk aren't even in the same league as you; you break hearts, convert enemies into friends, and cow armies with but the merest expression of you pleasure or distaste, your charisma alone enough to win the day. This is the Emotion Control power with the Perception Area extra and the flaw Requires Appropriate Skill Check. The appropriate skill depends on the effect desired—Diplomacy for Calm or Hope, Bluff for Love, Intimidate for Fear, and so on. Godlike Presence costs 2 points per rank.

HUNTER'S EYE

The powers of observation at your command, combined with your peerless knowledge of tracks and other woodsign, allow you to reconstruct the course of events in any environ merely by examining the remains left by any events of interest. This is the Super Sense power **Postcognition** with the flaw Survival Check Required. The cost is 2 power points.

JADED

Nothing fazes you. Whether it is an insane god interrupting your breakfast, the most persuasive scoundrel in the city working his craft, or an angelically beautiful woman pleading for your aid, you are unmoved and unaffected by even the most trying exercise of social prowess. You simply cannot be cowed, wooed, or fooled if you don't want to be. This is the power **Immunity to Interaction Skills** and costs 5 points.

PERFECT AIM

So long as nothing obstructs your view of the target, you simply will not miss. *Ever*. This is the Perception Range modifier applied to **Blast** Limited to use with Ranged Weapon only, and generally bought at damage ranks equal to whatever the weapon of choice for the character is. The character needs a ranged weapon in order to use the power, but it doesn't really matter what kind of weapon that may be—he's just *that* good.

RIASTRADH

PREREQUISITE: RAGE FEAT

When you rage your body twists and warps, growing larger and monstrous in both appearance and proportion. Your very appearance becomes terrifying as your strength and resilience reach inhuman levels. This ability is built using the Alternate Form power at 5 ranks, for a total cost of 25 power points. It encompasses the traits: **Enhanced Feat 7** (Fearless, Fearsome Presence 6), **Growth 3** (Continuous), **Morph 1** (vaguely humanoid forms that still resemble you; Uncontrolled), **Protection 2**, and **Strike 1** (hair spines; Aura; Full Power; Mighty). Note that, given the cost and modifications to damage and Toughness, this power is probably only feasible in high-end Cinematic series or, more likely, Epic series.

UNTOUCHABLE DEFENSE (MELEE, RANGED)

So long as you keep your focus on what is going on around you, you are able to move unharmed through even the most blistering barrage of attacks. If using the melee version, your blade is always between you and your opponent, perfectly timed blocks executed again and again without fail; if the ranged version, you are simply never where the arrows seem to land, a blur of motion dodging like a ribbon dancing in the wind. The melee version is built as **Immunity to Melee Attacks**, Concentration Duration, for a total of 5 power points. The ranged version is built as Immunity to Ranged Attacks, Concentration Duration, for a total of 5 power points.

POWERS AS FEATS

At the Gamemaster's discretion, a power with a final cost of 1 power point can be made into a feat. The difference is primarily stylistic, since it doesn't affect the trait's cost or usage whether it's called a feat or a power. The key difference is the new feat cannot be nullified, but also can't be used in conjunction with extra effort; it's a permanent capability—a feat and not an actual "power." It also has different descriptors, which can affect interaction with other traits. Players and Gamemasters can use various minor powers to create new feats, particularly if the GM has decided to restrict the availability of powers in the series. In fact, for a low-powered action-hero game of *M&M*, the Gamemaster may choose to allow *only* 1-point powers, treating them all as feats (some of which characters may be able to acquire in ranks) and disallowing all other powers—and even then, these abilities may, GM's discretion, still only be appropriate for certain types of series.

Note that some constructions here use material presented in the *Ultimate Power* rulebook.

BANK SHOT

COMBAT, RANKED

You can accurately bounce ranged attacks off of convenient surfaces, allowing you to attack around corners, bypass cover and possibly even gain surprise attacks against a target. For every rank in this feat, you can bounce the attack an additional time before it hits. This is mechanically identical to the Ricochet power feat.

CAT'S FEET

GENERAL

You can operate completely undetectable by normal hearing when you so choose. This is essentially 1 rank of the Silence power (see *Ultimate Power*).

COMBAT AWARENESS

COMBAT

You are incredibly difficult to surprise in combat. When you would normally be surprised in combat, make a Notice check against DC 15. Success means you are not surprised and can act normally, failure that you are surprised. This is essentially Danger Sense (mental).

COMBAT CONCEALMENT

COMBAT

Make a Stealth check against your opponent's Notice check as a move action. If you win, you gain partial concealment from sight

until your next round. If you make the check as a full-round action, you gain total concealment. This is based on Concealment (visual) with the flaws Partial and Action (Move), for a cost of 1 power point per 2 ranks.

DEFLECT ARROWS

COMBAT, RANKED

You can make block checks to deflect thrown weapons and projectiles like arrows with an effective attack bonus of +1 per rank. This is 1 rank of the Deflect power.

DIRECTION SENSE

GENERAL

You have an innate sense of direction. You always know which way is north and can retrace steps through any place you've been. This is 1 rank of Super-Senses (direction sense).

EAGLE EYES

GENERAL

Exceptionally sharp-eyed, your visual Notice checks have a range increment of 100 feet rather than 10 feet. This is 1 rank of Super-Senses (extended vision).

EYES IN THE BACK OF THE HEAD

GENERAL

You are impossible to sneak up on from your rear flank, possessing an almost preternatural awareness of your surroundings. This is 1 rank of Super-Senses (radius vision).

HARDY

GENERAL

You are particularly resistant to diseases and poisons. Halve the effective DC modifiers of either effect before adding them to 15 for the final Toughness DC. This is a combination of Immunity to Disease and Immunity to Poison, with the flaw Limited applied to them both.

LIGHTNING STRIKE

COMBAT

You are so quick with your weapon that you are able to move from just outside melee range into melee range with a target, attack, and move back to just outside melee range with an opponent, all before they have an opportunity to react. This is essentially the Extended Reach and Subtle power feats applied to your Strength, Limited to Only for Attacks.

LOW-LIGHT VISION

GENERAL

Simple darkness shrouds few secrets from you. You can see twice as far in low-light conditions as normal. This is 1 rank of Super-Senses (Low-Light Vision).

MARTIAL STRIKE

COMBAT, RANKED

Your unarmed attacks inflict additional damage: +1 per rank in this feat. Your maximum damage is still limited by the series' power level, and the Gamemaster may set an additional limit on the number of ranks you can have in this feat based on things like fighting style and other series limits. This is 1 rank of the Strike power combined with the Mighty power feat and limited to unarmed strikes only.

**POWERHOUSE****GENERAL**

You possess vast reservoirs of strength, brought into play only when you focus intently on their use. This is 1 rank of the Super-Strength power, with the flaw Distracting.

PREHENSILE FEET**GENERAL**

You can use your feet and toes as easily as most people can use their hands. This is 1 rank of Additional Limbs.

RAPID HEALER**GENERAL**

Your body possesses amazing powers of physical recovery. You make a check to recover from being disabled once every 5 hours rather than once a day (1 rank of Regeneration).

SNIPER**COMBAT**

Your incredible skill with ranged attacks allows you to concentrate and increase the effective and accurate range of your weapon beyond what others can achieve. This is essentially a combination of

the Improved Range and Progression (Range) power feats used with the flaw Distracting.

SPEAK WITH (ANIMAL)**GENERAL**

You can speak and understand the language of a particular type of animal, such as birds, cetaceans, equines, and so forth. This is a 1-point version of the Comprehend power. This feat may be taken multiple times, with a different type of animal taken each time.

STEADFAST**GENERAL, RANKED**

You have a +4 bonus per rank in this feat against all attempts to push, rush, trip, or throw you, and also add your rank to your knockback modifier to determine how far you're thrown by an attack. This is 1 point of the Immovable power.

TAKE IT IN AT A GLANCE**GENERAL**

Your visual awareness is so finely tuned that you can absorb information in incredibly brief periods of time, such as taking only one second to scope out the contents of a room that would take a normal person 10 seconds to do. This is the Rapid enhancement (see *Ultimate Power*) from the Super-Senses power applied to normal vision.

TIGER LEAP**GENERAL**

You have exceptional ability in jumping, with distances crossed that far exceed what anyone might expect from your strength or speed, almost as if you had coiled springs for legs. This is Leaping 1, and it allows you to double your jumping distance.

TIME SENSE**GENERAL**

You always know what time it is and have an accurate idea of the passage of time (1 rank of Super-Senses).

TWO-HANDED ATTACK**COMBAT**

You are trained to fight with weapons in both hands and are able to attack multiple targets simultaneously, shifting the brunt of your focus between them as you see fit. This is essentially the Split Attack power feat applied to your Strength.

WALLOP**COMBAT**

Your unarmed blows carry significantly greater force than normal, sending your targets flying backward on impact. This is essentially 1 rank of the Knockback power feat (see *Ultimate Power*) applied to your Strength.

WINDRACER**GENERAL**

You are capable of incredible ground speeds, matching those of many animals (1 rank of the Speed power).

WOLF'S EARS**GENERAL**

Exceptionally sharp-eared, your auditory Notice checks have a range increment of 100 feet rather than 10 feet. This is 1 rank of Super-Senses (extended hearing).

DRAWBACKS

Generally, characters in the sword & sorcery genre tend to have any number of complications, ranging usual suspects like Enemies or Responsibility up through the more outré like the Celtic Geasa or the Norse Dooms (in former case, essentially taboos or obligations that can't be broken, in the latter essentially ominous circumstances that spell trouble whenever they're seen or otherwise encountered). Drawbacks tend to be few and far between, however. The settings in which these characters operate are usually so demanding or dangerous that too many Drawbacks would drastically limit the story longevity of many characters.

ACTION

Suitable more for spellcasters whose magic is on the ritualistic or time-consuming side. Infrequently, for something like the Riastradh, this could model an extended start up time being required before the transformation.

DISABILITY

An unlikely choice simply because of the danger it would put the character in—in some cultures represented in sword & sorcery settings, the mere existence of such a blemish would result in ostracism or being put to death at an early age. There are the occasional valued veterans or old wise man where such “deformities” are tolerated or even expected, but they aren't generally the norm.

Still, life is often hard in such worlds, and characters may acquire disabilities as “remembrances” of their adventures, things such as a lost eye or hand, an unfortunate limp, or even some magical curse or malady causing more exotic disabilities.

FULL POWER AND POWER LOSS

Most appropriate for magic users, particularly where a lack of complete control or binding restrictions are expected. Similarly, in some cases it could represent powers whose nature puts them somewhere between gift and curse, such as possessing vast strength with such imprecision that the wielder endangers those around him, or controlling dangerous elements that flare under trying circumstances.

INVOLUNTARY TRANSFORMATION

Again, potentially useful for characters with monstrous backgrounds, such as a werewolf, or a berserker (or possessor of the power of Riastradh) whose rage is so intense that he is a danger to everyone, not just his enemies. (In other words, the character comes under the control of the Gamemaster rather than the player when raging).

VULNERABLE, WEAKNESS, AND WEAK POINT

Of the major drawbacks, these three are probably the most likely to crop up in Cinematic and Epic series, where heroes and villains may need special herbs to maintain their strength (or life), where magic or circumstance renders certain materials far deadlier to you than others (such as Baldr and mistletoe), or where dramatic failure awaits those who place too much faith in their unassailability (a demigod who's invulnerable except for one spot on his body, or a dragon with missing scales in a very inconvenient location). The dramatic and highly dangerous failing is typical of the flawed heroes that populate this genre at its higher levels.

EQUIPMENT

Sword & sorcery yarns usually focus on the innate abilities and skills of protagonists rather than on how well the heroes are outfitted, but that isn't to say that equipment and devices are unimportant or ignored. Sometimes the quality of the mighty barbarian's terrible greataxe is all that stands between him and a quick end as a monster's meal. This section presents an expanded list of equipment appropriate for a number of sword & sorcery settings, as well as a few helpful hints regarding equipment-related game concerns.

HOW MUCH FOR THAT POINTY STICK IN THE WINDOW?

One of the concerns in a standard *M&M* game is the need to balance powers and innate abilities against equipment worn (and lost). This balancing act is the reason Captain Crusader has to pay equipment points for his cell phone and abide by the rules that deal with equipment: to balance the advantage that item gives him in comparison to his friend Nethead's investment in a

WiFi cyberimplant. There are simply so many options in a superheroic game set on modern-day Earth that rules are needed to keep the playing field level. This doesn't really hold as true in a lower-powered and more primitive adventure setting. Whether the Barbarian character has two more daggers and one less wineskin than the Bard character is unimportant in the genre conventions of most sword & sorcery stories. Equipment is simply a secondary concern. “Secondary” does not mean Gamemasters and players ignore equipment, but that GMs and players alike shouldn't need to worry quite as much as to how their bedroll was acquired and how much it cost. Or, for a more germane example, the players shouldn't need to worry about who can afford that extra 50 feet of rope as much as they should about how they're going to survive the demon-guardian of that sorcerer's tower after they've used said rope to climb up said tower.

There are a couple of easy game options to reflect this story element in play.

The first is to distinguish between mundane equipment and important or special equipment. Rope, clothing, rations, and the like

QUICK-AND-DIRTY WEALTH CONVERSION

Some players and Gamemasters may prefer to use an enumerated and less abstract statement of available money (or hard-won treasure) than the wealth-rating based option presented in the core rules. In a setting where heroes could easily own little more than their loincloths and frequently go through any money like water, this is a little easier than a setting where credit ratings and fluid property complicates matters.

The chart presented here uses gold pieces (gp) as the standard unit of mobile currency, and copper pieces (cp) as a "commoner" unit (100 cp = 1 gp); this is simply a matter of convention after a few decades of fantasy gaming tradition. For silver pieces (sp) simply divide the amount of copper pieces by 10 or multiply the number of gold pieces by 10. Feel free to switch out both for whatever standard units of currency are in use in the setting being played. For Wealth Ratings above the 20 ranks shown, simply continue to multiply by the standard progression from the **Time and Value Progression Chart** (1, 2.5, 5, 10, 25, 50, etc.).

WEALTH CONVERSION

WEALTH RATING	ACTUAL MONEY	WEALTH RATING	ACTUAL MONEY
1	10 cp	11	250 gp
2	25 cp	12	500 gp
3	50 cp	13	1000 gp
4	1 gp	14	2500 gp
5	2 gp	15	5000 gp
6	5 gp	16	10000 gp
7	10 gp	17	25000 gp
8	25 gp	18	50000 gp
9	50 gp	19	100000 gp
10	100 gp	20	250000 gp

are all covered by the rubric "mundane equipment." Unless the lack of having said materials is important to the story, simply assume that characters come equipped with whatever they reasonably need at the Gamemaster's discretion. Ignore equipment point costs for these items. Weapons and armor may or may not qualify as important equipment depending on the types of stories the GM wants, but exotic or specially designed equipment (such as gear that departs from the standard build of such items) should always cost equipment points. For example, in a dark-medieval milieu, Balasarus the Bold should pay equipment points for his primitive leather-winged glider as it is obviously not normal equipment for his environs (and is likely to have story significance for him personally, especially if his reputation is as "The Flying Warrior"). Similarly, a time-tossed soldier from the 20th century transported to a vaguely Norse-inspired setting should pay points for his fabled thunder wand "SmitundVesson" as his pistol—standard equipment for his place of origin—is very special indeed when surrounded by opponents with nothing more advanced than bows and arrows.

A second option is to simply compare the characters' individual wealth ratings with the expected cost of whatever equipment they need. So long as they can afford what they need, actual equipment point cost is ignored. Special or exotic items, such as the previously mentioned glider or pistol, are priceless. If no reasonable cost can be applied to an item, it will always need to be acquired through the expenditure of points in the character build. This is perhaps the easier of the two options as it removes some of the onus from the Gamemaster in choosing what is and isn't "mundane equipment." If an item isn't unique or special in some way, it simply gets a price comparison and character creation or outfitting moves quickly on.

OPTIONS FROM THE MASTERMIND'S MANUAL

A number of optional rules from the *Mastermind's Manual* are suitable in terms of using equipment and devices in this genre. All of the material presented in the section **Device and Equipment Options & Variants** (pages 103-104) is worth serious consideration, particularly **Proficiency**, **Ammunition**, and **Armor Penalties**.

EQUIPMENT LISTS

The following sections present expanded selections of equipment appropriate to most fantasy/sword & sorcery settings.

ARCHAIC WEAPONS

"Archaic" weapons are often the *only* weapons in a sword & sorcery world, apart from magical powers or whatever high-tech visitors from other worlds might have brought with them.

ANKUS

Sometimes called a bullhook, elephant hook, or elephant goad, this tool is used in the training of elephants but can also be used as a weapon. It consists of a 2- or 3-foot handle with a bronze or steel metal head bearing two pointed tips, one coming straight out of the handle, and the other curving to one side.

ARROWS AND BOLTS

An arrow used as a melee weapon can be treated as a small, improvised weapon (−4 to attack rolls), doing damage like a knife (+1).

AXE, THROWING

A small, light axe balanced for throwing.

BAGH NAKH

Also known as the "tiger's claw," this hand weapon is designed to be held in the fist by placing fingers through individual holes; three or more small spikes or blades curve from the handpiece. The bagh nakh can be used in a grapple. The bagh nakh grants a +2 bonus to resist disarm attempts.

BATTLEAXE

This is a heavy-bladed axe that can be wielded with one or two hands.

SPECIAL MATERIALS

Rare and awesome materials abound in fantastic settings, but for the most part, the advantages they give are mostly descriptive. This is to say that the advantages involve details that standard play using the *M&M* rules tend to ignore in order to focus on faster play, such as mechanics like encumbrance, or complications like comfort and its impact on long-term penalties and endurance. Ultimately, it is up to an individual Gamemaster whether or not to even allow such materials in his game, and then to decide how much of their luster and appeal is purely story element and how much reflects in game mechanics chosen. Options include:

- Decreasing the items' weight ("...this is elven starspider silk; strong as steel, but light as cloth") and adjusting any expectations that might involve regarding carrying capacity and long-term wear.
- Increasing the durability of the resulting item (adding to the Toughness of the item, making an edged weapon Penetrating, or making armor Impervious).
- Introducing new qualities ("Mithril sloughs blood and trail dirt like a duck sheds water, boy..."—**Feature 1** [Always stays clean], for one example).
- Granting users small circumstance bonuses (+1 or +2) to the appropriate social skill checks to reflect how impressed the locals are by his adamantite battleaxe or greenweave cloak.

BOLO

A bolo is a set of weighted cords intended to entangle an opponent. If the bolo hits, the target makes a Reflex save (DC 14). A failed save means the target is entangled.

BOOMERANG

Anyone with the Attack Specialization (boomerang) feat who throws a boomerang can have it return to the thrower's hand if it misses, ready to be thrown again on the next round. A boomerang that hits does not return. Boomerang wielders can take a version of Ricochet (*M&M*, page 110) as a regular feat, letting them throw the weapon so it hits the target on the return arc as a surprise attack.

BOW

Bows add the wielder's Strength bonus to damage, although most bows are only designed to add up to a +5 Str bonus at best.

CHAIN

You can wield a weighted chain to strike a target up to 10 ft. away. You can use it to make trip attacks and to disarm opponents with a +2 bonus, like the Improved Trip and Improved Disarm feats (and its benefits stack if you already have those feats).

CHAIN, SPIKED

A spiked chain has reach, so you can strike opponents 10 feet away with it. You can make trip attacks with the chain. If you are tripped during your own trip attempt, you can drop the chain to avoid being tripped. When using a spiked chain, you get a +2 bonus on opposed attack rolls made to disarm an opponent (including the roll to avoid being disarmed if such an attempt fails).

CHAKRAM

The chakram is a metal ring about one foot in diameter; the exterior is sharp while the interior edge is dull, providing a place to hold and spin the chakram before throwing it.

CLAYMORE

Slightly smaller, lighter, and far more maneuverable than the great sword. A wielder gains a +1 bonus to Block attempts.

CLUB

Any of a number of blunt weapons used to strike, including shille-laghs, batons, and similar bludgeoning weapons.

CROSSBOW

A crossbow is similar to a bow and used for the same reasons. A crossbow does not add the user's Strength bonus to its damage. Unlike a bow, a loaded crossbow can be kept cocked and ready almost indefinitely.

CUTLASS

This short thick sword has a slightly curved blade that can be used for either thrusting or slashing, and often has a basket hilt. This is a weapon favored by pirates and buccaneers.

DART

A weighted throwing spike, typically with vanes or fletching to help guide its flight.

FALCHION

This weapon combines the versatility of a sword with the chopping power of an axe.

FLAIL AND HEAVY FLAIL

With a flail, you can make trip attacks and disarm adjacent opponents with a +2 bonus, like the Improved Trip and Improved Disarm feats. Its benefits stack if you already have those feats.

GAFF/HOOK

This metal hook is used by sailors to load and unload ships. Occasionally a prosthetic one is used to replace a severed hand.

MELEE WEAPONS

WEAPON	DAMAGE	CRITICAL	RANGE INCREMENT	SIZE	COST (EQUIPMENT POINTS/WEALTH RATING)
Ankus	+1	20	—	Med	2 ep / 6 wr
Axe, throwing	+1	20	10 ft	Small	3 ep / 7 wr
Bagh Nakh	+1	20	—	Tiny	2 ep / 8 wr
Battleaxe	+3	20	—	Med	4 ep / 8 wr
Chain	+2	20	10 ft	Large	7 ep / 6 wr
Chain, spiked	+2	20	10 ft.	Large	7 ep / 7 wr
Claymore	+3	19-20	—	Large	5 ep / 9 wr
Club	+2	20	10 ft	Medium	3 ep / 2 wr
Cutlass	+3	20	—	Med	4 ep / 8 wr
Dagger / Knife	+1	19-20	10 ft	Tiny	4 ep / 6 wr
Falchion	+3	18-20	—	Large	7 ep / 9 wr
Flail	+3	20	—	Medium	6 ep / 8 wr
Flail, heavy	+4	19-20	—	Large	8 ep / 9 wr
Gaff/Hook	+1	20	—	Tiny	2 ep / 3 wr
Gauntlet	+0	20	—	Tiny	1 ep / 7 wr
Gauntlet, spiked	+1	20	—	Tiny	2 ep / 8 wr
Greataxe	+5	20	—	Large	6 ep / 9 wr
Greatclub	+3	20	—	Large	4 ep / 4 wr
Great Scimitar	+4	18-20	—	Large	7 ep / 9 wr
Greatsword	+5	19-20	—	Large	7 ep / 10 wr
Handaxe	+1	20	—	Small	2 ep / 7 wr
Khopesh	+3	20	—	Medium	4 ep / 8 wr
Kukri	+1	18-20	—	Small	4 ep / 8 wr
Knife	+1	19-20	—	Tiny	3 ep / 3 wr
Lance	+3	20	—	Large	5 ep / 7 wr
Lance, jousting	+0	20	—	Large	2 ep / 5 wr
Longspear	+3	19-20	—	Large	5 ep / 6 wr
Mace, heavy	+3	20	—	Medium	4 ep / 7 wr
Mace, light	+2	20	—	Small	3 ep / 6 wr
Machete	+3	20	—	Medium	4 ep / 7 wr
Main-gauche	+1	20	—	Small	3 ep / 8 wr
Maul	+4	20	—	Large	5 ep / 8 wr
Morningstar	+3	20	—	Medium	4 ep / 7 wr
Nunchaku	+2	20	—	Small	3 ep / 5 wr
Polearm	+3	20	—	Large	5 ep / 8 wr
Pike	+3	20	—	Large	5 ep / 7 wr
Pitchfork	+2	20	—	Large	3 ep / 3 wr

MELEE WEAPONS

WEAPON	DAMAGE	CRITICAL	RANGE INCREMENT	SIZE	COST (EQUIPMENT POINTS/WEALTH RATING)
Punching Dagger	+1	20	—	Tiny	2 ep/5 wr
Quarterstaff	+2	20	10 ft	Large	4 ep/1 wr
Rapier	+2	18-20	—	Medium	5 ep/8 wr
Saber	+2	19-20	—	Medium	4 ep/7 wr
Sap	+2	20	—	Small	3 ep/2 wr
Scimitar	+2	18-20	—	Medium	5 ep/7 wr
Scythe	+3	20	—	Large	4 ep/4 wr
Sickle	+1	20	—	Small	2 ep/4 wr
Spear	+3	19-20	20 ft	Large	7 ep/ 7 wr
Staff Sling	+2	20	20 ft	Medium	4 ep/6 wr
Sword	+3	19-20	—	Medium	5 ep/8 wr
Sword, bastard	+4	19-20	—	Medium	6 ep/10 wr
Sword, short	+2	19-20	—	Small	4 ep/8 wr
Stiletto	+0	19-20	—	Tiny	3 ep/7 wr
Tonfa	+1	20	—	Medium	2 ep/3 wr
Trident	+3	20	—	Medium	4 ep/7 wr
Warhammer	+3	20	10 ft	Medium	5 ep/7 wr
Warhammer, light	+1	20	20 ft	Small	4 ep/7 wr
Warpick, heavy	+3	20	—	Medium	4 ep/7 wr
Warpick, light	+1	20	—	Small	2 ep/7 wr
Whip	+0	20	15 ft	Small	5 ep/7 wr

RANGED WEAPONS

WEAPON	DAMAGE	CRITICAL	RANGE INCREMENT	SIZE	COST (EP/WEALTH RATING)
Blowgun	+0	20	20 ft	Medium	2 ep/6 wr
Bolo	—	—	40 ft.	Small	8 ep/7 wr
Boomerang	+2	20	20 ft.	Small	6 ep/7 wr
Bow, long	+3	20	100 ft	Large	9 ep/9 wr
Bow, short	+2	20	60 ft	Medium	8 ep/8 wr
Chakram	+2	20	30 ft	Small	6 ep/8 wr
Crossbow, heavy	+3	19-20	120 ft	Medium	10 ep/10 wr
Crossbow, light	+2	19-20	80 ft	Medium	8 ep/9 wr
Dart	+1	20	20 ft.	Tiny	4 ep/1 wr
Javelin	+2	20	30 ft	Medium	6 ep/2 wr
Net	—	—	10 ft	Med	10 ep/2 wr
Shuriken	+1	20	10 ft	Tiny	3 ep/2 wr
Sling	+1	20	20 ft	Small	4 ep/1 wr

GAUNTLET

This metal glove protects your hands and lets you deal lethal rather than non-lethal damage with unarmed strikes. Spiked gauntlets inflict piercing damage. You cannot lose a gauntlet to a disarm action... unless it's a gruesomely successful "dis-arm"!

GREATAXE

A big, heavy axe favored by barbarians and those looking to dole out a lot of damage.

GREATCLUB

A two-handed version of a club, often studded or spiked with metal.

GREAT SCIMITAR

A massive two-handed version of the scimitar.

GREATSWORD

A large, two-handed, wide-bladed sword.

HANDAXE

A handaxe is a small axe, like a hatchet, designed for use in combat.

JAVELIN

This is a light, flexible spear intended to be thrown. Javelins can also be used in melee combat.

KHOPESH

This large blade has a hook at the end. It is particularly useful for making trip attacks or sundering attempts, providing you with a +2 bonus. Its benefits stack with the Improved Trip and Improved Sunder feats.

KNIFE

A knife is a bladed weapon with a length of less than 18 inches. This includes stilettos, sais, and hunting blades, among others.

KUKRI

This heavy, curved knife has its sharp edge on the inside of the curve, making it a useful weapon for stealth and assassination.

LANCE

A lance deals its full +3 damage when used from the back of a charging mount. It has reach so you can strike opponents 10 feet away with it, but you can't use it against an adjacent foe. While mounted, you can wield a lance with one hand.

LANCE, JOUSTING

A jousting lance is like a regular lance, except it is designed for tournament shows, dealing no additional damage itself.

LONGSPEAR

A longspear has reach. You can strike opponents 10 feet away with it, but you can't use it against an adjacent foe. If you use a ready action to set a longspear against a charge, you deal +4 damage on a successful hit against a charging character.

MACE

A mace has a sturdy wooden handle capped by a flanged metal head.

MACHETE

A single edged blade primarily intended as a tool for hacking through crops and underbrush, but also used as a weapon.

MAIN-GAUCHE

This specialized fencing dagger is often used in the off-hand to parry while attacking with a longer weapon, providing a +2 bonus to parry attempts.

MAUL

A massive hammer, the maul grants a +2 bonus to sunder and trip attempts. These bonuses stack with the Improved Sunder and Improved Trip feats. In order to even lift the maul, a character must have Strength 12 or greater.



MORNINGSTAR

This weapon combines the impact of a club with the piercing power of metal spikes.

NET

A net is used to entangle enemies. If you control the trailing rope by succeeding on an opposed Strength check while holding it, the entangled creature can move only within the limits of the rope. A net is useful only against creatures within 1 size category of you. A net must be folded to be thrown effectively. The first time you throw your net in a fight, you make a normal ranged attack roll. After the net is unfolded, you take a -4 penalty on attack rolls with it. It takes two rounds to fold a net.

NUNCHAKU

This martial arts weapon is made of two wooden shafts connected by a short length of rope or chain.

PIKE

This long sharpened pole provides a Medium-size wielder with a 15 ft. reach but cannot be used in close quarters.

PITCHFORK

This farming tool can make a handy improvised weapon.

POLEARM

Any of a number of weapons consisting of a bladed metal head atop a long wooden pole.

PUNCHING DAGGER

These piercing daggers can be used in conjunction with the improved strike feat.

QUARTERSTAFF

This is any fighting staff between 4 and 6 feet long, including the bo staff used in martial arts.

RAPIER

A light fencing sword with a sharp point, usually used for thrusting attacks.

SABER

This slightly curved fencing blade is designed for slashing and chopping strikes rather than thrusts.

SAP

A sap is a bludgeoning weapon intended to knock out targets without permanently injuring them. Saps inflict non-lethal damage.

SCIMITAR

A scimitar is a long, single-edged sword with a curved blade.

SCYTHE

A scythe can be used to make trip attacks. If you are tripped during your own trip attempt, you can drop the scythe to avoid being tripped.

SHURIKEN

These are flat metal stars or spikes for throwing. Shuriken can be thrown in groups (making them Autofire weapons).

SICKLE

This curved bladed weapon can be used to make trip attacks with a +2 bonus, like the Improved Trip feat. Its benefits stack if you already have the feat.

SLING

Your Strength modifier applies to damage when you use a sling, just as it does for thrown weapons. You can fire, but not load, a sling with one hand. Loading a sling is a move action that requires two hands and provokes attacks of opportunity (see Mastermind's Manual). You can hurl ordinary stones with a sling, but stones are not as dense or as round as sling-bullets. Attacks with stones deal 1 point less damage and incur a -1 penalty on attack rolls.

SPEAR

A spear is a bladed pole-arm. Most spears can also be thrown.

STAFF SLING

A staff sling can be used to hurl stones and sling-bullets or be wielded as a quarterstaff in close quarters.

STILETTO

You get a +5 bonus on Sleight of Hand checks made to conceal a stiletto on your body (see the Sleight of Hand skill).

SWORD

A sword is a blade between 18 and 30 inches in length (sometimes even more), single or double-edged. This category includes long-swords, katanas, and similar weapons.

SWORD, BASTARD

A bastard sword is generally too large to use in one hand without special training. A character can use a bastard sword two-handed normally.

SWORD, SHORT

A short sword is similar in construction to a sword, but it has a shorter blade. This category includes the gladius and other long knives.

TONFA

These versatile weapons consist of two parts: a handle and a perpendicular club-like shaft that lies along the hand and forearm. They are a common martial arts weapon.

ARCHAIC ARMOR

ARMOR	TOUGHNESS BONUS	COST
Leather	+1	1 ep/7 wr
Studded leather	+2	2 ep/8 wr
Hide	+2	2 ep/7 wr
Scale Mail	+3	3 ep/10 wr
Chain-mail	+3	3 ep/10 wr
Breastplate	+4	4 ep/11 wr
Splint Mail	+4	4 ep/10 wr
Banded Mail	+4	4 ep/10 wr
Plate-mail	+5	5 ep/12 wr
Full plate	+6	6 ep/13 wr

TRIDENT

A three-tined piercing weapon similar to a spear.

WARHAMMER

A warhammer is a heavy hammer that can be wielded with one or two hands. Warhammers can also be thrown.

WARPICK

A military version of a mining pick, with a curved pointed head.

WHIP

A whip can strike targets up to 15 ft. away. You can use it to make trip attacks and to disarm opponents with a +2 bonus, like the Improved Trip and Improved Disarm feats. Its benefits stack if you already have those feats.

ARCHAIC ARMOR

Heroes in sword & sorcery settings often wear armor of leather or metal to protect them, and may carry wooden or metal shields. The

items following are sorted roughly by protection, with the least protective items listed first.

LEATHER

Heavy leather plates covering the torso and other vital areas.

STUDDED LEATHER

Leather armor augmented with metal studs and rivets.

HIDE

Crude armor made from thick animal hides and furs.

SCALE MAIL

A shirt of interlocking metal scales.

CHAIN-MAIL

A shirt of heavy metal chain, often with a hauberk (hood) to cover the wearer's head.

BREASTPLATE

Chainmail augmented with a metal breastplate.

SPLINT MAIL

Leather armor with narrow vertical strips of metal riveted to it.

BANDED MAIL

Chain and leather armor with horizontal bands of metal sewn over top.

PLATE-MAIL

This is chainmail augmented with a metal breastplate, greaves (leg guards) and arm-guards.

FULL PLATE

A full (and heavy!) suit of articulated metal plates, like that worn by medieval knights.

TEMPLATES

A template is a collection of predefined and hardwired abilities, skills, feats, powers, and drawbacks, and a player who selects one *must* include the entire package in his character's traits, paying the appropriate power points (already listed in each template's description). This does not give any advantage over human characters since the humans will have the same amount of power points to distribute wherever they please—it simply "pre-selects" a number of traits for inclusion in a character's build.

Where a template includes modifications to a character's abilities (such as *Dexterity* +2), remember that this adjustment still occurs within the same pool of points for character creation—they

aren't "free" points. Gamemasters should still enforce power level trait limits as well, unless allowing some characters to exceed them is explicitly an option decided on beforehand for the campaign; for example, in a Heroic series, the suggested ability limit is 20 (+5)—the Constitution of both Humans and Dwarves cap out at the same number, but Dwarves are statistically more likely to be closer to that cap than humans, simply given their natural sturdiness and resilience as a race.

The templates included here include both racial and professional varieties. The former show what abilities and powers an average member of a particular race should possess, and the latter dem-

AQUATIC BEASTKIN	TEMPLATE
ABILITIES	
+4 Strength, +2 Constitution	
SKILLS	
Swimming 8	
FEATS	
Environmental Adaptation (underwater), Favored Environment (underwater)	
POWERS	
Immunity 3 (cold, drowning, pressure) Swimming 2	
Abilities 6 + Skills 2 (8 ranks) + Feats 2 + Powers 5 = 15 points	

onstrate the basics for an average specimen in a particular “role” in the fantasy setting. Templates from these two categories can be combined with each other without difficulty, such as an Elven Scout or a Half-Giant Pirate. Multiple templates from within the same category should be workable combinations for the second category—such as a Mercenary-Warpriest or a Soldier-Bard—but require Gamemaster inspection to make sure that all of the numbers still remain within series guidelines; combinations from within the racial category are also possible, but could result in some very odd combinations that may defy the logic of the series setting as well as general aesthetics (such as an Ursine-Gnome). As always, a heavy dosage of GM oversight is strongly suggested to keep a handle on potential problems.

RACIAL TEMPLATES

Racial templates reflect traits characters are born with, generally universal to a race or species, although some of them also reflect the *learned* qualities of a culture, such as the skills found in the Dwarf or Elf templates. If a character’s background is unusual in some way for a member of that race—say an elf foundling raised in a human family, for instance—you may wish to adjust some of these learned traits accordingly.

BEASTKIN

Beastkin exhibit characteristics of both humans and animals, with the emphasis on the human (or humanoid). Depending on the setting, they can be oddities of natural evolution, mutations, creations of twisted lost science or age-old magic, or any other background justification that fits the setting. In some games they may actually replace humans as the dominant species or even have always been top of the food chain, with humans entirely absent altogether. The possibilities are many to choose from, but these are few of the most frequently used.

AQUATIC BEASTKIN

Peaceful mermen, violent atavistic “deep ones,” or other bizarre combination of man and fish, Aquatic Beastkin are suited for life beneath the waves.

AVIAN BEASTKIN	TEMPLATE
ABILITIES	
+2 Dexterity, +2 Charisma	
SKILLS	
Acrobatics 4, Notice 2, Search 2	
FEATS	
Favored Environment (airborne)	
POWERS	
Flight 2 (wings)	
DRAWBACKS	
Power Loss (Flight; when wings are restrained, -1 point)	
Abilities 4 + Skills 2 (8 ranks) + Feats 1 + Powers 4 - Drawbacks 1 = 10 points	

FELINE BEASTKIN	TEMPLATE
ABILITIES	
+2 Strength, +2 Dexterity	
SKILLS	
Acrobatics 4, Intimidate 4, Notice 4, Search 4, Survival 4	
FEATS	
All-Out Attack	
POWERS	
Leaping 1 Super-Movement 1 (wall-crawling), Super-Senses 3 (extended sight, low-light vision, scent) Strike 1 (concealable claws; Mighty)	
Abilities 4 + Skills 5 (20 ranks) + Feats 1 + Powers 8 = 18 points	

LUPINE BEASTKIN	TEMPLATE
ABILITIES	
+2 Strength, +2 Constitution, -2 Intelligence, +2 Wisdom	
SKILLS	
Notice 2, Stealth 2, Stealth 4, Survival 4	
FEATS	
Teamwork 2	
POWERS	
Leaping 1 Super-Senses 3 (extended hearing, scent, tracking [scent])	
Abilities 4 + Skills 3 (12 ranks) + Feats 2 + Powers 4 = 13 points	

AVIAN BEASTKIN

Winged champions of the air, prepared to defend their aerie against all enemies.

FELINE BEASTKIN

Savage hunters and terrible warriors, these kings of the jungle brook no insult to their tremendous pride.

REPTILIAN BEASTKIN**TEMPLATE****ABILITIES**

+2 Strength, +2 Constitution, -2 Charisma

SKILLS

Climb 4, Survival 2, Swim 2

FEATS

Improved Initiative

POWERS**Protection 2** (scales)**Strike 1** (claws and fangs; Mighty)**DRAWBACKS**

Noticeable (Protection; scales, -1 point)

Abilities 2 + Skills 2 (8 ranks) + Feats 1 + Powers 4 - Drawbacks 1 = 8 points**URSINE BEASTKIN****TEMPLATE****ABILITIES**

Intelligence -2, Wisdom +2

SKILLS

Intimidate 4

FEATS

All-Out Attack, Improved Grab

POWERS**Growth 2** (Continuous; Permanent; Innate)**Strike 1** (claws; Mighty)**Abilities 0 + Skills 1 (4 ranks) + Feats 2 + Powers 11 = 14 points****DHAMPIR****TEMPLATE****ABILITIES**

+4 Strength, +4 Dexterity, +4 Constitution, +2 Charisma

SKILLS

Intimidate 4, Notice 4, Stealth 4

FEATS

Cat's Feet, Combat Concealment, Eagle Eyes, Improved Initiative 2, Low-light Vision, Tiger Leap, Wolf's Ears

POWERS**Feature 1** (Longevity)**Abilities 14 + Skills 3 (12 ranks) + Feats 8 + Powers 1 = 26 points****LUPINE BEASTKIN**

Wolfmen hunters with strong pack instincts and a reputation for being relentless when on the prowl.

REPTILIAN BEASTKIN

Snakemen, lizardmen, or even humanoid descendents of dinosaurs, all share the same noticeable characteristics—cold-blooded, scales, fangs, scales, a generally foul disposition, and (of course) scales.

DWARVES**TEMPLATE****ABILITIES**

Constitution +2, Charisma -2

SKILLS

Craft (choose one) 4

FEATS

Favored Opponent 2 (Giants, Goblins), Hardy, Steadfast

POWERS:**Density 1** (Continuous; Permanent; Innate)**Feature 1** (Longevity)**Shrinking 1** (Compression, Continuous; Permanent; Innate)**Super-Senses 1** (Infravision)**Abilities 0 + Skills 1 (4 ranks) + Feats 4 + Powers 11 = 16 points****ELVES****TEMPLATE****ABILITIES**

Dexterity +2, Wisdom +2, Charisma +2

SKILLS

Diplomacy 4, Knowledge (arcane lore) 4, Notice 4, Search 4, Survival 4

FEATS

Attack Focus (ranged), Attractive, Cat's Feet, Eagle's Eyes, Low-light Vision, Precise Shot, Track

POWERS**Feature 1** (Longevity)**Super-Movement 2** (Sure-footed, Trackless)**Abilities 6 + Skills 5 (20 ranks) + Feats 7 + Powers 5 = 23 points****URSINE BEASTKIN**

As large and intimidating as the bears to which they are related, Ursine Beastkin also have reputations for sharing their tempers with their country cousins as well.

DHAMPIR

Cursed to live life in a world that will never be accepting of what she is, the Dhampir is heir to the shadowy predators of the night, half human and half... something else. Traditionally, that something else is a vampire, who has somehow passed on elements of its condition to a living person; however, some Gamemasters may allow players to select a different type of undead as the non-human parent, or even simply to go with a vague "touched by necromantic energies" description instead of bringing in any kind of "parentage" issues.

DWARVES

Dour and taciturn, Dwarves are a warrior race known for their skills at the forge and ferocity in battle against their race's traditional enemies. Shorter and more compact than humans on average, Dwarves are also known for their exceptional resilience (both on the battlefield and in innumerable taverns).

GNOMES	TEMPLATE
ABILITIES	
Intelligence +2, Charisma +2	
SKILLS	
Craft (choose one) 4, Diplomacy 4, Notice 4, Search 4	
POWERS	
Shrinking 4 (Continuous; Permanent; Innate) <i>choose one:</i> either Illusion 1 (minor glamours; visual, auditory) or Telekinesis 1 (weak mage hand)	
Abilities 4 + Skills 4 (16 ranks) + Powers 7 = 15 points	

GOBLINS	TEMPLATE
ABILITIES	
Charisma -2	
SKILLS	
Either Intimidate 4 (large breed) or Stealth 4 (small breed), Survival 4	
FEATS	
All-Out Attack	
POWERS	
Growth 2 (Continuous; Permanent; Innate) [large breed] or Shrinking 4 (Continuous; Permanent; Innate) Super-Senses 1 (Scent)	
Abilities -2 + Skills 2 (8 ranks) + Feats 1 + Powers 10 or 6 = 11 points [large breed] or 7 points [small breed]	

ELVES

Elves are a mainstay of many fantasy settings, though exact abilities from setting to setting may differ. Possessed of greater insight and beauty than the short-lived humans that surround them, the willowy Elves are also usually a magical race, and never one to be underestimated in any woodland setting. Their evil cousins, the Dark Elves, are mechanically identical (though some individual settings may customize them to reflect magical differences) but differ greatly in personality and outlook.

GNOMES

Small, but industrious, the gnomish breed make up for their lack of physical stature in their sheer resourceful cleverness. More in tune with magic than the Halflings they can be mistaken for from a distance, Gnomes frequently have minor magical abilities.

The two abilities given in the template are merely examples; feel free to substitute other suitable magical gifts, such as Communication Limited to Burrowing Animals, minor Features, or a Limited form of Concealment, to name a few.

GOBLINS

Scourge of the civilized races, Goblins come in many varieties. They range from the small and vicious goblins and hobs up through the large and brutish orcs and ogres. The only constant seems to be their opportunistic savagery and predilection for mass violence.

HALFLINGS	TEMPLATE
ABILITIES	
Dexterity +2	
SKILLS	
Diplomacy 4	
POWERS	
Shrinking 4 (Continuous; Permanent; Innate)	
Abilities 2 + Skills 1 (4 ranks) + Powers 5 = 8 points	

BESTIAL	TEMPLATE
ABILITIES	
Strength +2, Constitution +2, Intelligence -4, Charisma -2	
SKILLS	
Intimidate 4	
FEATS	
Power Attack	
POWERS	
Protection 2 (thick hide)	
Abilities -2 + Skills 1 (4 ranks) + Feats 1 + Powers 2 = 2 points	

CELESTIAL	TEMPLATE
ABILITIES	
Constitution +2, Charisma +2	
SKILLS	
Diplomacy 4, Notice 4	
FEATS	
Fascinate (Diplomacy)	
POWERS	
Immunity 2 (choose any two that are representative of the parent's home plane[s]) Light Control 1 (inner radiance)	
Abilities 4 + Skills 2 (8 ranks) + Feats 1 + Powers 4 = 11 points	

DIVINE	TEMPLATE
ABILITIES	
Strength +2, Wisdom +2, Charisma +2	
SKILLS	
Diplomacy 4, Intimidate 4, Notice 4	
FEATS	
Eagle's Eyes, Fearsome Presence 4, Powerhouse, Wolf's Ears	
POWERS	
Flight 2 (wings) Strike 2 (fiery blade construct; Mighty)	
DRAWBACKS	
Power Loss (Flight, when wings restrained; -1 point)	
Abilities 6 + Skills 3 (12 ranks) + Feats 7 + Powers 8 - Drawbacks 1 = 23 points	



HALFLINGS

Jovial and friendly, Halflings are far more than just humans writ small, though their manner and cultures in some settings may reflect humanities eccentricities to a great degree. Their simple and (usually) optimistic natures are often mistaken for weakness, a mistake more than one enemy has regretted.

HALF-BREEDS

In worlds of magic and “alien” beings, it’s inevitable that imagination for many players runs to thoughts of crossing this with that, and that with this. The result is a common element in many fantasy settings of crossbred races of all stripes, the only common thread generally being a human “component.” The examples given here assume then that humans are in the mix somewhere. For “half” races that use one of the races already discussed in this section—such as halfelves or half-orcs—simply take one of the ability score modifications, ignore any skills or feats that are explained by cultural influences rather than racial “biology” (unless, at the Gamemaster’s discretion, the character was raised *as a member* of that culture), and halve any power ranks that can be halved: for example, Growth 2 becomes Growth 1 (if only a single rank, just keep the power as written). For races that mix together nonhuman species instead of human and “X,” the possibilities are too many to do anything other than leave that in the hands of GMs who want to explore that territory.

BESTIAL

Unlike the beastkin who benefit from the addition of animal traits, Bestial Half-Breeds are a step down the evolutionary ladder. They usually represent any of the many varieties of “beastmen” whose depredations give the heroes opportunities to show off their abilities; brave and noble beastmen are possible, of course, but go very much against type.

CELESTIAL

Somewhere in the family tree, this character’s ancestry includes a being from another realm. Perhaps these are the stars, or perhaps the void, or any of the myriad higher planes. Unlike the Divine Half-Breed that follows it, the Celestial template does not presuppose godliness is involved on any level.

DIVINE

Angels, Seraphs, or any other form or name for divine messengers—it doesn’t matter what they were called or what they looked like, only that one of them took a fancy to at least one of the character’s ancestors. Normally, this lineage also carries with a predisposition toward whatever moral compass the progenitor possessed, but this isn’t necessarily a granted (as unhealthy as a departure from it may later prove to be).

ELEMENTAL

Similar to a Celestial in that an ancestor originated on a plane other than the earthly realm, Elemental halfbreeds are more narrowly defined in their ties—namely, that those ties are to one of the specifically defined elemental planes (usually one of the four Aristotelian elements, but settings can vary and other types of elements are always possible; use the following as guidelines).

FEY

Fantasy stories tend to reflect the myths and folklore, to some extent, of the areas that inspire them. Along those lines, there are as many different types of fey possible as they are in stories all around the world. More narrowly, Fey or Fey-touched characters exhibit some degree of otherness, as if they aren't operating completely in the same world as everyone else.

INFERNAL

Infernals follow the same idea as Divine specimens, but pay allegiance to the "other" side. The circumstances of the ancestor's involvement may have been planned or accidental, willing or brutal, but a few months thereafter regardless, the bloodline showed some serious changes. As with his angelic cousins, the expectation is that they'll stand up for the same causes as their kin... but even more so than their heavenly counterparts, Infernals have their own agendas and loyalty isn't one of their virtues (nor is pretty much anything else that can be described using the term "virtue").

LIVING CONSTRUCTS

This character was never actually born at all, it was made (or forged, spun, distilled, etc.). Similar to the golem of myth, or perhaps a homunculus, a Living Construct was built and then somehow gifted with life, usually by mortal hands. Different settings may have different viewpoints on what rights, level of respect, or general philosophical place in the universe this entitles constructs to claim.

Living Constructs have no Constitution score (–10 power points) because they are not living organisms, but their other abilities are unaffected, unlike construct minions who might also lack a Charisma score (see **Chapter 2: Abilities** in *Mutants & Masterminds*). The hero always fails Constitution checks. This includes checks to avoid dying and to recover from injury, so creatures with no Constitution do not recover from damage naturally. An artificial hero must be repaired, with a Craft check instead of a recovery check, with the specialty and tools according to the hero's materials and with a normal Craft check's duration. In order to recover from damage like a normal living being, an artificial hero must purchase 5 ranks in the Regeneration power (see the power's description in *Mutants & Masterminds*).

Creatures with no Constitution suffer all damage as lethal (like objects do) and do not suffer non-lethal damage conditions. Creatures with no Constitution are immune to fatigue (see **Fatigue**, page 167) but cannot exert extra effort (see **Extra Effort**, page 120). A successful Craft check made to repair the hero—either performed by its creator or by itself—works as a recovery check, but it requires both tools and the time normally associated to repair tasks.

ELEMENTAL

TEMPLATE

ABILITIES

(Air) Dexterity +2, (Earth) Constitution +2, (Fire) Charisma +2, (Water) Wisdom +2

SKILLS

(Air) Acrobatics 4, (Earth) Survival 4, (Fire) Diplomacy 4, (Water) Notice 4

FEATS

(Air) Improved Initiative, (Earth) Tough, (Fire) Fascinate, (Water) Improved Defense

POWERS

Immunity 1 ([Air] pressure, [Earth] cold, [Fire] heat, [Water] drowning)

Abilities 2 + Skills 1 (4 ranks) + Feats 1 + Powers 1 = 5 points (each type)

FEY

TEMPLATE

ABILITIES

Dexterity +2, Wisdom –2

SKILLS

Bluff 4, Notice 4

FEATS

Attractive 2 or Fearsome Presence 2 (Choose one), Hide in Plain Sight, Windracer

POWERS

Super-Senses 5 (magic awareness, precognition [Uncontrolled]; "second sight")

DRAWBACKS

Weakness or Vulnerability as appropriate to background (cold iron, holy ground, etc.) at –1 point

Abilities 0 + Skills 2 (8 ranks) + Feats 4 + Powers 5 – Drawbacks 1 = 10 points

INFERNAL

TEMPLATE

ABILITIES

Constitution +2, Charisma +2

SKILLS

Bluff 8, Diplomacy 4, Intimidate 4, Notice 4

FEATS

Distract, Fascinate, Fearsome Presence 4

POWERS

Flight 2 (wings)

Immunity 1 (heat)

Morph 1 (humanoids)

Strike 1 (fangs and horns; Mighty)

DRAWBACKS

Power Loss (Flight, when wings restrained; –1 point)

Abilities 4 + Skills 5 (20 ranks) + Feats 6 + Powers 9 – Drawbacks 1 = 23 points

LIVING CONSTRUCTS**TEMPLATE****ABILITIES**

Strength +4, No Constitution score

POWERS**Immunity 30** (Fortitude Effects)**Protection 2** (Impervious)**Regeneration 5** (recovery rate)**Abilities -6 + Powers 39 = 33 points****SHAPESHIFTERS****TEMPLATE****ABILITIES**

Charisma -2

SKILLS

Bluff 4, Disguise 4, Notice 4

FEATS

Distract (bluff)

POWERS**Morph 2** (any humanoid)**Abilities -2 + Skills 3 (12 ranks) + Feats 1 + Powers 4 = 6 points****WILDER****TEMPLATE****ABILITIES**

Constitution +2, Charisma +2

SKILLS

Acrobatics 4, Notice 4, Survival 4

FEATS

All-Out Attack, Track

POWERS**Animal Mimicry 1****DRAWBACKS**

Noticeable (Animal Mimicry, -1 point)

Abilities 4 + Skills 3 (12 ranks) + Feats 2 + Powers 9 - Drawbacks 1 = 17 points**TRUE SHAPESHIFTER****TEMPLATE****POWERS:****Shapeshift 3****Powers 24 = 24 points**

Aside from the traits here, the limits are really only the creator's imaginations. Nonhumanoid forms (possibly including movement powers), exotic materials in the construction, and built-in weaponry, are all legitimate options that can be pursued when making animated lifeforms.

SHAPESHIFTERS

Not all creatures are stuck with the shape or form they were born with; some weren't even born with a distinguishable form at all.

MASQUE

This character may not have the full flexibility of some of its cousins, but when it comes to passing for other people, these veritable changelings have extreme advantages over those limited to what art and makeup can do.

WILDER

In touch with their animal natures, Wilders can draw upon magic (or whatever power source the Gamemaster decides to allow) to take upon themselves the traits of their animal friends and companions. Claws suddenly grow out of their hands, legs extend and change shape to grant incredible ground speed, or wings rip out their backs to allow them to take to the air; Wilders are only as limited as the animal kingdom around them.

TRUE SHAPESHIFTER

An actual chameleon in every meaning of the word, these beings know no bounds to their chimerical abilities. They can shift to any form they need, limited only by their own mass (and, of course, any restrictions the Gamemaster may want to impose within a given setting).



PROFESSIONAL TEMPLATES

Professional templates represent traits common to characters of a particular profession or calling. Even more than racial templates, these collections of traits may vary depending on the character and the setting. For example, the magical abilities of templates like the Druid or Magician depend on how magic works in the setting, or even if it is available to player characters at all. The GM should inform players as

to which templates are permissible for characters in the series and provide customized templates as needed to fit the setting's requirements. Keep in mind players are not *required* to use a professional template; they are merely useful shortcuts in character design.

BARD	TEMPLATE
ABILITIES	
Dexterity +1, Charisma +2	
SKILLS	
Bluff 4, Diplomacy 4, Disguise 4, Gather Information 4, Perform (choose two) 4, Sense Motive 4	
FEATS	
Fascinate, Well-Informed	
Abilities 3 + Skills 6 (24 ranks) + Feats 2 = 11 points	

DRUID	TEMPLATE
ABILITIES	
Wisdom +2	
SKILLS	
Knowledge (earth sciences) 4, Survival 4	
FEATS	
Dedication, Ritualist	
POWERS	
Super-Senses 1 (tracking) Super-Movement 2 (sure-footed, trackless) Theurgy 4 [choose 5 Alternate Powers]	
DRAWBACKS	
Power Loss (Theurgy; when unable to speak or gesture, -2 points)	
Abilities 2 + Skills 2 (8 ranks) + Feats 2 + Powers 12 - Drawbacks 2 = 16 points	

MAGICIAN	TEMPLATE
ABILITIES	
Intelligence +2	
SKILLS	
Craft (choose two) 4, Diplomacy 4, Knowledge (arcane lore) 4	
FEATS	
Artificer, Ritualist	
POWERS	
Super-Senses 1 (magical awareness) Wizardry 4 [choose 5 Alternate Powers]	
DRAWBACKS	
Power Loss (Wizardry; when unable to speak or gesture, -2 points)	
Abilities 2 + Skills 3 (12 ranks) + Feats 2 + Powers 8 - Drawbacks 2 = 13 points	

RANGER/SCOUT	TEMPLATE
ABILITIES	
Constitution +1, Wisdom +1	
SKILLS	
Climb 4, Knowledge (life sciences) 4, Notice 4, Survival 4, Stealth 4	
FEATS	
Favored Environment (choose one natural setting, such as woodlands, or mountains), Track	
Abilities 2 + Skills 5 (20 ranks) + Feats 2 = 9 points	

SOLDIER/MERCENARY	TEMPLATE
ABILITIES	
Strength +1, Constitution +1	
SKILLS	
Climb 4, Intimidate 2, Notice 2, Stealth 2, Survival 2	
FEATS	
Attack Focus (choose one), Dodge Focus 1	
Abilities 2 + Skills 3 (12 ranks) + Feats 2 = 7 points	

SORCERER	TEMPLATE
ABILITIES	
Charisma +2	
SKILLS	
Diplomacy 4, Knowledge (arcane lore) 4	
FEATS	
Ritualist	
POWERS	
Sorcery 4 [choose 5 Alternate Powers], Super-Senses 1 (magic awareness)	
DRAWBACKS	
Power Loss (Sorcery; when unable to speak or gesture, -2 points)	
Abilities 2 + Skills 2 (8 ranks) + Feats 1 + Powers 3 - Drawbacks X = 11 points	

SPY	TEMPLATE
ABILITIES	
Dexterity +1, Charisma +2	
SKILLS	
Bluff 4, Diplomacy 4, Disguise 4, Gather Information 4, Sense Motive 4, Stealth 4	
FEATS	
Sneak Attack, Well-Informed	
Abilities 3 + Skills 6 (24 ranks) + Feats 2 = 11 points	

TEMPLAR

TEMPLATE

ABILITIES

Strength +1, Constitution +1, Wisdom +1

SKILLS

Climb 4, Intimidate 2, Knowledge (theology and philosophy) 4, Notice 2, Stealth 2, Survival 2

FEATS

Attack Focus (choose one), Dedication

Saves: Will +2**Abilities 3 + Skills 4 (16 ranks) + Feats 2 + Saves 2 = 11 points**

THUG/CUTPURSE/PIRATE

TEMPLATE

ABILITIES

Constitution +1, Charisma -1

SKILLS

Intimidate 4, Knowledge (streetwise) 4

FEATS

Sneak Attack

Skills 2 (8 ranks) + Feats 1 = 3 points

[Pirate adds Swim 4 to skills and costs 4 points]

WARPRIEST

TEMPLATE

ABILITIES

Wisdom +2

SKILLS

Diplomacy 4, Knowledge (theology and philosophy) 4

FEATS

Attack Focus (choose one), Dedication, Ritualist

POWERS

Super-Senses 1 (divine awareness), **Theurgy 4** [choose 5 Alternate Powers]

DRAWBACKS

Power Loss (Theurgy; when unable to speak or gesture, -2 points)

Abilities 2 + Skills 2 (8 ranks) + Feats 3 + Powers 8 - Drawbacks 2 = 13 points

TEMPLATE CREATION EXAMPLE

Scott is preparing to play another game in the Heroic Series his Gamemaster is running. He knows that they are approaching a dangerous goblin outpost close to the surface of a blasted wasteland, and he has just learned that this is actually a temple to Kruzgach, "The Wurm That Devours." The guards make up for their relative scarcity in numbers by being devoted holy weapons in their lord's arsenal rather than just being simple oafs in armor. Sounds exciting! The problem is that his old character was killed in the last game and he needs a new one in a hurry. He decides that he will mix the Dwarven racial template and both the Templar and Warpriest professional templates.

Adding together the templates, we get the following result:

ABILITIES

Strength +1, Constitution +3, Wisdom +2, Charisma -2

SKILLS

Climb 4, Craft (choose one) 4, Diplomacy 4, Intimidate 2, Knowledge (theology and philosophy) 4, Notice 2, Stealth 2, Survival 2

FEATS

Attack Focus 2 (choose one), Dedication, Favored Opponent 2 (Giants, Goblins), Hardy, Ritualist, Steadfast

POWERS

Density 1 (Continuous; Permanent; Innate), **Feature 1** (Longevity), **Shrinking 1** (Compression, Continuous; Permanent; Innate), **Super-Senses 1** (divine awareness, infravision), **Theurgy 4** [choose 5 Alternate Powers]

DRAWBACKS

Power Loss (Theurgy; when unable to speak or gesture, -2 points)

With these as his base, Scott quickly sketches out the rest of the character's numbers (Saves, Combat Bonuses, etc.) and then completes spending the rest of his points, chooses his spells (the base and Alternate Powers in his Theurgy array), picks out his equipment, and submits the final character to the Gamemaster for approval. He describes his character's background as a doughty dwarf from an underground dwarfhall that has weathered many assaults by the followers of Kruzgach, leading him to devote himself to the divine calling of fighting the Wurm that Devours and its corrupt followers. Having fought through several outlying strongholds, he has come to this hidden temple around the same time as the rest of the party.

ARCHETYPES

The following hero archetypes are designed for quick-use characters for different sword & sorcery series types, from power level 6 through 10. They are designed on the standard of 15 power points per power level, but use the optional rule found in this book of not paying equipment points for standard and mundane gear found in their setting(s), thus they do not have the Equipment feat unless it is necessary for unusual items. If you decide not to use this option in your own *Warriors & Warlocks* series, adjust the archetypes and their point totals accordingly.

The lower power level archetypes can be expanded upon for use in higher power level series; add the appropriate number of power points (15 per additional level) and spend them to raise the archetype's traits a corresponding amount (+1 per additional level, up to the adjusted power level limit). Any leftover power points can go towards additional skill ranks or powers suitable for the series and setting. For example, a Half-Crazed Warmage in an Epic (PL10) series might have some magical prosthetics due to old battle wounds or even an "arcane engine" vehicle like a giant animated suit of armor or the like!

DIVINE CHAMPION

POWER LEVEL 6

STR	DEX	CON	INT	WIS	CHA
+2	+2	+2	+1	+3	+3
15	15	15	12	16	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6*	+8	+6	+10

*+2 without armor

SKILLS

Concentration 6 (+9), Diplomacy 8 (+11), Intimidate 4 (+7), Knowledge (theology and philosophy) 8 (+9), Medicine 4 (+7), Notice 6 (+9), Sense Motive 8 (+11)

FEATS

Attack Focus 3 (melee), Dedication, Fearless
Equipment: large shield, splint mail (+4 Toughness), sword (damage)

POWERS

Healing 8 (*Alternate Powers:* **Exorcism 4** [Full Round], **Ward 4**, plus choose 3 others)

COMBAT

Attack +7 (melee), +4 (ranged), Grapple +8, Damage +5 (sword), +2 (unarmed), Defense +6 (+4 without Large Shield, +2 flat-footed), Knockback -3 (-1 without armor), Initiative +2

Abilities 29 + Skills 11 (44 ranks) + Feats 5 + Powers 10 + Combat 16 + Saves 17 = Total 90

"SUCH IS THE MIGHT OF...
THE GODS!"

Faith is more than an internal ideal in most fantasy settings. In worlds where gods walk among their worshippers, faith is a palpable force. The Divine Champion is what every warpriest and templar worthy of their god's attention aspires to be. They are the leaders and the legends that inspire others in their religion. When crusades are called, or holy missions deemed necessary for the needs of the church, it is the Divine Champion that his brethren call forth to brave whatever dangers they themselves are unsuited to face and defeat.

The frequently seen Power Loss drawback is missing from his channeling build as the Divine Champion's powers are internalized blessings (same as his high saves) instead of spells.



DMAC

HALF-CRAZED WARMAGE

POWER LEVEL 6

STR	DEX	CON	INT	WIS	CHA
+1	+1	+2	+4	+4	+2
12	12	14	18	18	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6*	+4	+3	+11

*+2 without Shield Bracelet Device

SKILLS

Bluff 6 (+8), Concentration 11 (+15), Craft (artistic) 6 (+10), Craft (chemical) 6 (+10), Diplomacy 4 (+6), Knowledge (arcane lore) 11 (+15), Knowledge (business) 6 (+10), Knowledge (civics) 6 (+10), Notice 4 (+8), profession (mercenary) 4 (+8), Ride 4 (+5), Search 4 (+8), Stealth 4 (+5), Survival 4 (+8)

FEATS

Artificer, Attack Focus 2 (ranged), Attack Focus 2 (spells), Attack Specialization (dagger), Lion Heart, Ritualist, Taunt
Equipment: dagger (+1 damage), ritual accoutrements

POWERS

Device 2 (Shield Bracelet, hard to lose)
Sorcery 8 (choose 5 Alternate Powers)
Super-Senses 1 (magical awareness)
Shield Bracelet: **Force Field 4, Shield 4**

COMBAT

Attack +2 (melee), +4 (dagger), +4 (ranged), +6 (spells), Grapple +3, Damage+1 (unarmed), varies (spells), Defense +6 (+2 without Shield Bracelet, +1 flat-footed), Knockback -3 (-1 without Shield Bracelet), Initiative +1

DRAWBACKS

Power Loss (Sorcery, when unable to speak or perform gestures, -2 points)

Abilities 26 + Skills 20 (80 ranks) + Feats 8 + Powers 18 + Combat 8 + Saves 11 - Drawbacks 2 = 90

"THEY BURN MOST PRETTY, THESE ARMORED BUFFOONS, DO THEY NOT? NOW WATCH WHAT I CAN DO TO THAT SO-CALLED FORTRESS..."



Book-bound scholars and enamored idealists, head-in-the-cloud theorists and obsessed willworkers, all of these disparate souls share one failing: They forget magic is more than an art or a calling; it's also a rare and precious commodity, one which the princes and generals of the mundane world are willing to pay high prices to command. Warmages and their like never forget this fact, as it is a driving ambition in their lives. Gold and land are theirs for the taking as they trade the use of mystic power in return for the acquisition of temporal might. Unfortunately, their grounding in the ways of the world often requires them to tax their abilities with more regularity than their more relaxed brethren, a strain that has worked its unpleasant ways with the average warmage's state of mind. Ambition plus greed plus a career in delving into all sorts Things Man Wasn't Meant to Know and then using those secrets for bloodshed and profit combine into an unsavory mix. It is not one conducive to excesses of sanity or the luxuries of conscience.

SILVER-TONGUED RAKE

POWER LEVEL 6

STR	DEX	CON	INT	WIS	CHA
+0	+4	+1	+2	+0	+3
10	18	12	14	10	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+1	+3	+8	+2

SKILLS

Acrobatics 8 (+12), Bluff 11 (+14), Climb 8 (+8), Diplomacy 8 (+11), Disable Device 7 (+11), Disguise 4 (+7), Gather Information 8 (+11), Knowledge (streetwise) 8 (+10), Notice 11 (+13), Search 10 (+12), Sense Motive 11 (+11), Sleight of Hand 7 (+11), Stealth 11 (+15)

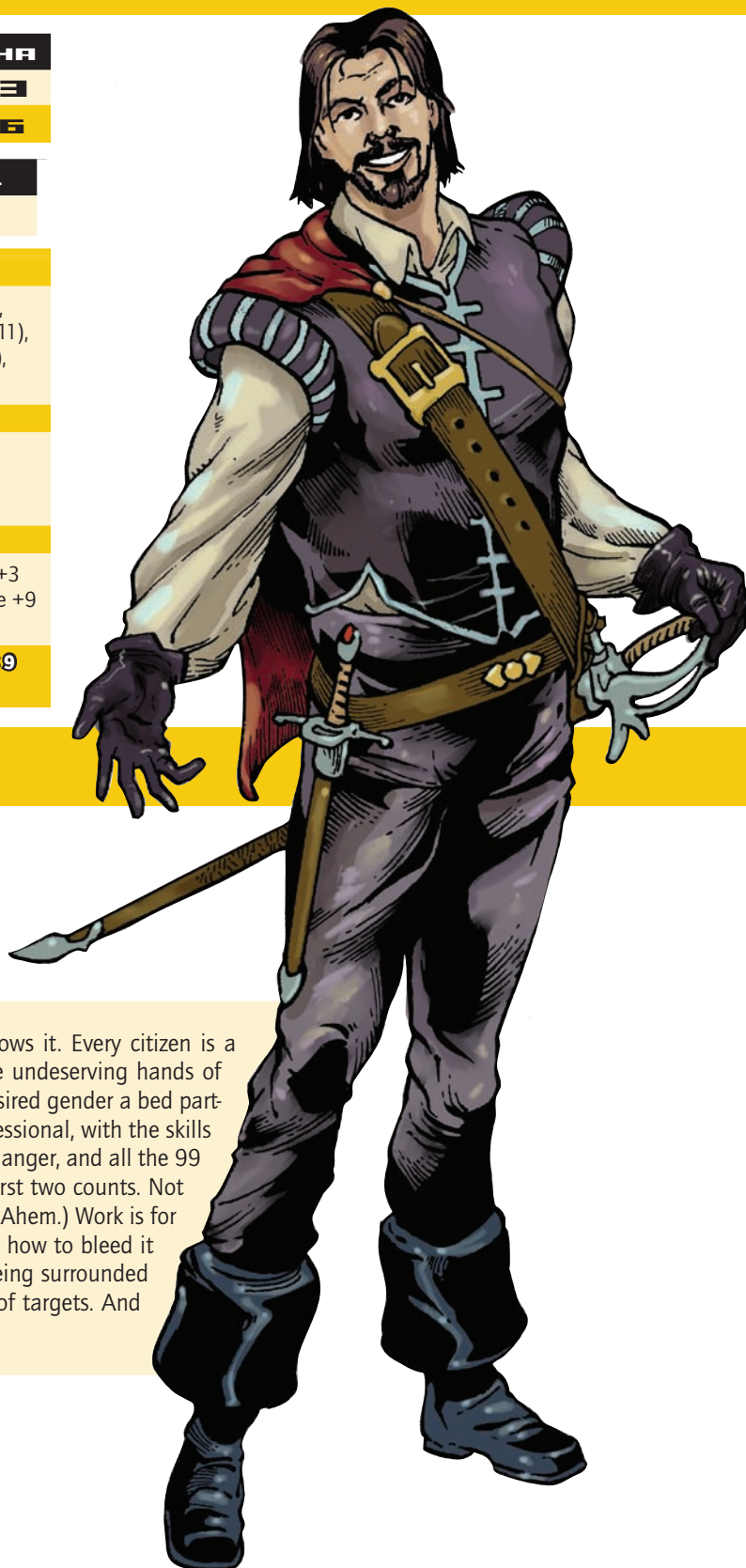
FEATS

Connected, Contacts, Dodge Focus 3, Evasion, Improved Defense, Improved Initiative, Sneak Attack, Uncanny Dodge (sight)
Equipment: throwing daggers (+1 damage)

COMBAT

Attack +4 (melee), +4 (ranged), Grapple +4, Damage +1 (daggers, +3 with Sneak Attack), +0 (unarmed, +2 with Sneak Attack), Defense +9 (+3 flat-footed), Knockback -1, Initiative +8

Abilities 20 + Skills 31 (124 ranks) + Feats 10 + Combat 20 + Saves 9 = 90



"DID I SAY THEY WERE MINE? THESE JEWELS? A SLIP OF THE TONGUE, MY MISTAKE, PAY IT NO MIND; GOOD DAY NOBLE SIR AND FARE THEE WELL."

The world is the Silver-Tongued Rake's oyster and he knows it. Every citizen is a mark, every jewel a payday waiting to be plucked from the undeserving hands of those who aren't him, and every attractive member of his desired gender a bed partner waiting to fall into his arms. He is the consummate professional, with the skills to back up his boasts, the boldness to get him through any danger, and all the 99 hells' own luck to pad the fall when he's mistaken on the first two counts. Not that he's foolish enough to make such a mistake, of course. (Ahem.) Work is for suckers who don't realize how the world actually works and how to bleed it for every coin possible. Of course, the Rake doesn't mind being surrounded by such ignorance; it certainly makes for a wider selection of targets. And then there's the entertainment value...

WORLD-WEARY SELLSWORD

POWER LEVEL 6

STR	DEX	CON	INT	WIS	CHA
+3	+1	+3	+1	+2	+2
16	12	16	12	14	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+7*	+6	+4	+4

*+3 without armor

SKILLS

Acrobatics 4 (+5), Bluff 4 (+6), Climb 4 (+7), Handle Animal 4 (+6), Intimidate 6 (+8), Knowledge (tactics) 8 (+9), Medicine 2 (+4), Notice 8 (+10), Profession (mercenary) 8 (+10), Ride 6 (+7), Search 4 (+5), Sense Motive 8 (+10), Stealth 4 (+5), Survival 2 (+4)

FEATS

All-out Attack, Assessment, Blind-Fight, Cunning Fighter, Distract, Endurance, Finishing Blow, First Strike, Improved Block, Improved Initiative, Iron Stomach, Lion Heart, Luck 2, Power Attack, Set Up, Startle, Takedown Attack, Veteran Fighter
Equipment: banded mail (+4 Toughness), sword (+3 damage)

COMBAT

Attack +6 (melee), +6 (ranged), Grapple +9, Damage +6 (sword), +3 (unarmed), Defense +4 (+2 flat-footed), Knockback -3 (-2 without armor), Initiative +5

Abilities 24 + Skills 18 (72 ranks) + Feats 20 + Combat 20 + Saves 8 = 90

"SPARE ME THE SPEECHES. ALL I NEED TO KNOW IS WHERE THEY ARE AND HOW MUCH YOU'RE PAYING ME TO KILL THEM."



You've been everywhere worth pillaging, seen exotic people of all kinds, and killed sterling specimens of most of them. Best of all, you're still breathing and able to tell the tales... assuming someone is willing to foot the tab for a strong mug of ale in exchange for you sharing the story; nothing is free, after all. Some claim you sold your conscience before you first sold your sword arm, but those are children mocking what they don't understand. War is no place for ideals or foolishness. You've known heroes aplenty in your time, and watched them die, usually in some stupid gesture that gained little advantage, and usually taking with them good men who should have known better than to believe some speech. You won't throw your life away like that, and have no patience for those that would expect you to; the only cause you believe in glitters in the light, and the only values to which you lay claim are those you can count and drop into your well-guarded purse.

LEGENDARY WEAPONMASTER

POWER LEVEL 8

STR	DEX	CON	INT	WIS	CHA
+1	+5	+2	+2	+1	+3
12	20	14	14	12	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+4*	+5	+10	+5

*+2 flat-footed

SKILLS

Acrobatics 10 (+15), Bluff 6 (+9), Climb 5 (+6), Concentration 5 (+6), Diplomacy 2 (+5), Intimidate 6 (+9), Notice 8 (+9), Perform (dance) 4 (+7), Ride 6 (+11), Search 6 (+8), Sense Motive 8 (+9), Sleight of Hand 6 (+11), Stealth 4 (+9)

FEATS

Acrobatic Bluff, Accurate Attack, Agonizing Strike, All-out Attack, Assessment, Attack Focus (melee), Attack Specialization 3 (sword), Blur of Steel, Crippling Blow, Deadly Aim, Defensive Attack, Defensive Roll 2, Dodge Focus 6, Elusive Target, Finding The Weak Spot, Follow-Up Strike, Improved Block, Improved Critical (sword), Improved Defense 2, Improved Disarm, Improved Initiative 2, Lion Heart, Monkey Climber, Move-by Action, Power Attack, Quick Draw, Redirect, Skill Mastery (Acrobatics, Intimidate, Sense Motive, Sleight of Hand), Takedown Attack 2, Uncanny Dodge (sight), Weapon Bind
Equipment: swords (+3 damage)

COMBAT

Attack +6 (melee), +12 (swords)*, +6 (ranged), Grapple +7, Damage +4 (swords), +1 (unarmed), Defense +11 (+3 flat-footed), Knockback -2 (-1 flat-footed), Initiative +13

Abilities 28 + Skills 19 (76 ranks) + Feats 41 + Combat 20 + Saves 12 = 120



"I AM SKILL... I AM SPEED...WATCH MY BLADE AND SEE TRUE ART IN MOTION."

The few who can stand against his skill for more than a heartbeat and still draw breath are a small enough group to be counted on one hand, and he has yet to meet any he would admit could best him. His skill is more than an obsession; it is the center of his world and the foundation of his every life-decision. His reputation is gratifying as well, but it's the incessant need to test and improve, test and improve that gives his life meaning. Gold, power, lovers: None have any value next to his peerless pursuit of perfection with whatever weapon has captured his absolute devotion. And it shows, yes, it definitely shows. Perhaps someday he too will fall to a younger man's skill and speed, when he has grown old and his edge has dulled, his fire dimmed; but, until that day, he will work to prove his love to his craft every moment he can.

*This particular iteration assumes that the weaponmaster is a swordsman. However, any weapon, melee or ranged, is a possibility. Simply switch out notations in the feats where "sword" is referenced. If going with a ranged combatant, switch out melee notations for ranged and trade Blur of Steel for Rain of Arrows, Improved Disarm for Improved Ranged Disarm, Takedown Attack 2 for Precise Shot and Improved Aim, and Weapon Bind for Ultimate Aim.

MIGHTY-THEWED BARBARIAN POWER

LEVEL 8

STR	DEX	CON	INT	WIS	CHA
+6	+3	+5	+1	+2	+4
22	16	20	12	14	18

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8	+10	+8	+6

SKILLS

Acrobatics 4 (+7), Bluff 6 (+10), Climb 6 (+10), Handle Animal 4 (+8), Intimidate 8 (+12), Notice 10 (12), Ride 6 (+9), Search 6 (+7), Sense Motive 8 (+10), Stealth 6 (+9), Survival 4 (+6), Swim 4 (+10)

FEATS

All-out Attack, Attack Focus (melee), Defensive Attack, Diehard, Dodge Focus 2, Eyes in the Back of His Head, Improved Defense, Improved Grab, Improved Initiative 2, Move-by Action, Power Attack, Powerhouse, Rage (variant), Seize Initiative, Takedown Attack, Tiger Leap, Tough 3, Veteran Fighter
Equipment: sword (+3 damage)

COMBAT

Attack +7 (melee), +6 (ranged), Grapple +13 (+14 with Powerhouse), Damage +9 (sword), +6 (unarmed), Defense +8 (+3 flat-footed), Knockback -4, Initiative +11

Abilities 42 + Skills 18 (72 ranks) + Feats 22 + Combat 24 + Saves 14 = 120

"HA! DID I EVER TELL YOU THE STORY OF HOW I STOLE THE GIANT'S STAFF AND HIS TWIN ORBS OF POWER? NO? FIND THAT BAWDY WENCH WITH THE ALE AND I'LL SHARE THE TALE."

Gold is meant to be spent, wine drunk, and women won to a man's side, if only for a night. It's a simple code, but it works for those who view complication as an unneeded and unwanted distraction from what's really important. Life is to be *lived*, every second of it as if it were a man's last. Tomorrow can be worried about tomorrow, assuming you live that long. The Barbarian was raised in a hellish environment that would have broken a weak man, and the experience left its mark. Life is short and only the steel in your hand can be trusted. Let those fools who call themselves "civilized" and hide behind their high towers and flowery words call him what they choose. The Barbarian knows it will be *their* gold in *his* pocket at the end of the day. As to how much of their blood will stain his blade in the process, well, that's for fate and their foolish pride to choose, now, isn't it?



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TIMELOST HERO

POWER LEVEL 8

STR	DEX	CON	INT	WIS	CHA
+3	+3	+3	+1	+3	+3
16	16	16	12	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+6*	+6	+6	+8

*+3 without armor

SKILLS

Acrobatics 4 (+7), Bluff 6 (+9), Computers 4 (+5), Diplomacy 8 (+11), Disable Device 2 (+3), Drive 4 (+7), Intimidate 6 (+9), Knowledge (tactics) 8 (+9), Knowledge (current events) 4 (+5), Medicine 4 (+6), Notice 8 (+10), Pilot 4 (+7), Profession (Military) 7 (+9), Ride 4 (+7), Search 4 (+5), Sense Motive 8 (+10), Stealth 3 (+6), Survival 4 (+6), Swim 4 (+7)

FEATS

Accurate Attack, Assessment, Attack Focus 2 (melee), Attack Specialization 3 (guns), Attack Specialization (sword), Benefit (status; general of rebel army), Defensive Attack, Dodge Focus 4, Equipment 2 (pistol), Improved Aim, Improved Disarm, Inspire, Leadership, Minions 10 (rebel army, x 2500, as Bystander in the *M&M* rulebook), Seize Initiative, Takedown Attack

Equipment: Heavy pistol (+4 damage), chainmail (+3 Toughness), sword (+3 damage)

COMBAT

Attack +7 (melee), +9 (sword), +5 (ranged), +11 (guns), Grapple +10, Damage +4 (Big Damn Pistol), +6 (sword), +3 (unarmed), Defense +9 (+3 flat-footed), Knockback -3 (-2 without armor), Initiative +3

Abilities 30 + Skills 24 (96 ranks) + Feats 34 + Combat 20 + Saves 12 = 120



"YEAH. YOUR BIG POINTY STICK IS REAL IMPRESSIVE. NOW WATCH WHAT HAPPENS WHEN I POINT THIS SHINY BABY AT YOU AND PULL THIS ITTY-BITTY PIECE OF METAL CALLED A 'TRIGGER.'"

Space warps, sorcery, experiments gone wrong, tears in the folds of time—how the Timelost Hero actually arrived in his current predicament is far less important than the simple fact that he is actually there. He's a modern man, cast adrift in a land of magic and monsters, with only his wits and well-trained military background making the difference between life and death. He has adapted, as best he can, and in so doing has made his mark on the lands that never saw his birth. Whether he's slaying mighty sorcerers with his silver-plated "thunderwand" (as the natives call it) or trying to teach the virtues of modern justice and philosophy to masses accustomed to a might-makes-right ethos, he can say one thing with absolute certainty: Life *ain't* boring.

STORY

CURSED WANDERER

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+3/-2	+2/-2	+3/-2	+6	+6	+3
15/5	15/5	16/6	22	22	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9*	+11/+5	+10/+4	+10

*+3 without armor

SKILLS

Acrobatics 4 (+6), Bluff 10 (+13), Climb 2 (+4), Concentration 8 (+14), Craft (chemical) 4 (+10), Diplomacy 4 (+7), Intimidate 10 (+13), Knowledge (arcane lore) 8 (+14), Knowledge (art) 4 (+10), Knowledge (history) 4 (+10), Notice 4 (+10), Ride 4 (+6), Search 4 (+10), Sense Motive 8 (+14), Sleight of Hand 6 (+8)

FEATS

Artificer, Dodge Focus 6, Fearless, Improved Block, Improved Disarm, Power Attack, Ritualist, Startle, Taunt
Equipment: plate armor (+6 Toughness)

POWERS

Device 10 ("Bloodsong," easy to lose; Indestructible, Restricted 2 – the sword decides who wields it and who doesn't)

Enhanced Constitution 10

Enhanced Dexterity 10

Enhanced Fortitude 6

Enhanced Reflex 6

Enhanced Strength 10

Super-Senses 1 (magic awareness)

Bloodsong: **Drain Constitution 5** (Linked to Strike; Power Loss when Strike fails to inflict damage after Toughness Save rolled, -1 point), **Enhanced Feat 4** (Fearsome Presence 4), **Feature 1** ("Diabolic" Inspiration), **Strike 9** (Deadly Aim, Penetrating, Vampiric; Accurate 3; *Alternate Powers:* **Nullify All Magic Powers 10** [Selective Area], **Summon Chaos Horde 9** [Broad Type*, Horde])

*use stats for demon archetypes from *M&M* rulebook (or *Book of Magic's* various demons)

COMBAT

Attack +4 (melee), +10 (Bloodsong), +4 (ranged), Grapple +6, Damage +9 (Bloodsong), +2 (unarmed), Defense +10 (+2 flat-footed), Knockback -4 (-1 without armor), Initiative +2

DRAWBACKS

All Enhanced Traits fade at 1 point per day unless daily ritual is performed (-1 point)

Abilities 16 + Skills 21 (104 ranks) + Feats 14 + Powers 76 + Combat 16 + Saves 8 - Drawbacks 1 = 150

"LET THE MIGHTY OPAL TOWERS CRUMBLE, THE VERDANT FIELDS BURN, AND THE MOON FALL INTO THE BLACK SEAS OF HELL. SO LONG AS I HAVE MY VENGEANCE, I CARE NOT..."



The Wanderer may have been born with a silver spoon in his mouth, but if so, the fates quickly conspired to unceremoniously rip it out. Stripped of any rank or station, cast out of his society and ostracized by kin and friend alike, the Wanderer's only companion is himself, and the monumental self-loathing he harbors doesn't make that an easy relationship, either. What sins did he commit to become fortune's whipping boy, forever striding from one mist-wrapped land to another? Perhaps even he doesn't know, and it may not be that he would repent from them if he did. Only his skill in the secrets of the arts arcane, mastered at hideous cost to the health of his body and soul, give him edge enough to survive the constant battles against the many enemies he draws as a flame draws moths. Skill, and the chilling ferocity of his infamous—and some say *diabolical* – blade.

DEMIGOD ADVENTURER

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+9	+4	+9	+1	+2	+5
28	18	28	12	15	20

TOUGHNESS	FORTITUDE	REFLEX	WILL
+12	+11	+8	+8

SKILLS

Acrobatics 6 (+10), Bluff 4 (+13/+9), Climb 6 (+15), Diplomacy 4 (+13/+9), Intimidate 4 (+9), Knowledge (arcane lore) 4 (+5), Knowledge (theology and philosophy) 4 (+5), Notice 6 (+7), Sense Motive 6 (+7), Stealth 6 (+10), Survival 4 (+5), Swim 6 (+15)

FEATS

All-out Attack, Attack Focus 2 (melee), Attractive, Dodge Focus 2, Endurance, Fearless, Fearsome Presence 4, Improved Initiative, Power Attack, Startle, Takedown Attack

Equipment: Battleaxe (+3 damage)

POWERS

Immunity 4 (cold, disease, heat, poison)
Leap 1 (x 2), **Protection 3** (Impervious)
Regeneration 4 (Disabled 1/20 minutes, Injured 1/20 minutes)
Speed 1 (10 mph)
Super Strength 4 (heavy load: 9.6 tons)

COMBAT

Attack +8 (melee), +6 (ranged), Grapple +21, Damage +12 (Battleaxe), +9 (unarmed), Defense +8 (+3 flat-footed), Knockback -8, Initiative +8

Abilities 58 + Skills 15 (60 ranks) + Feats 16 + Powers 24 + Combat 24 + Saves 13 = 150

"FATHER!! SEE THE LEGEND
 I FORGED IN YOUR NAME!
 DRAGON AND DEMON KING
 HAVE FALLEN TO MY BLADE!
 PREPARE MY PLACE IN THE
 HEAVENS AT YOUR SIDE!"

Possessed of powers and abilities far surpassing anything wielded by mortal men, the Demigod Adventurer often seems more capable than mere flesh and blood should allow. Child of the divine and heir to the gates of heaven, the Demigod is relegated to seemingly mortal form while building a sufficient legend to earn his place at his family's side. He is the closest thing savage worlds of sword & sorcery have to an actual superhero—at least in terms of direct power. Personality-wise, however, he generally shows the same characteristics as those expected among the mortal populations of the worlds in which he adventures – writ large. "Hero" doesn't necessarily mean "boy scout," nor even honorable or nice. Those who the Demigod views as evil or deserving of his wrath can expect a quick end should they fail to withstand his terrible might, and his appetites and lusts are sometimes as larger-than-life as his abilities.



CHAPTER THREE: THE SWORD & SORCERY SERIES

This chapter takes a look at Gamemastering a sword & sorcery *M&M* game. In particular, it provides a variety of tools for the Gamemaster to get a game up and running, from villains, monsters and magic items, to guidelines for running sword & sorcery adventures and series.

The chapter also includes several series frameworks for different types of sword & sorcery sagas, and optional rules for enhancing a *Warriors & Warlocks* game, including new heroic stunts and mass combat rules for heroes facing off against entire armies or staging epic battles for the fate of the world!

VILLAIN ARCHETYPES

While a few of the villain archetypes found in **Chapter 11** of the *Mutants & Masterminds* core book may be appropriate for a sword & sorcery *M&M* game, many of them would take substantial reworking to fit the genre. However, the **Corrupt Sorcerer**, **Hulking Brute**, **Savage Man-Beast** and **Vampire Lord** can be used with few, if any, changes. Most of the villain archetypes found in the *Book of Magic* would be suitable with little or no alteration. The **Malevolent Magical Entity** from *Golden Age* may also be appropriate in some games; as may the **Master Thief** (*Villainous Archetypes 1*); **Cthuloid Horror** and **Dead Man Walking** (*Villainous Archetypes 2*); and the **Beast Lord** and **Parasitic Demon** (*Villainous Archetypes 3*). This section provides a number of new Villain Archetypes that are specifically tailored for an *M&M* game in the sword & sorcery genre.

BARBARIAN WARLORD

The Barbarian Warlord is an ambitious and merciless warrior who has used both brawn and treachery to bring the local barbarian tribes under his iron fist. If he hasn't done so already, he seeks to amass enough military might to loot and pillage the countryside at will, or even enough to make his own bid for power in the region, slaying any who stand against him to carve out an empire.

VARIATIONS AND CAPERS

The Barbarian Warlord can assume animal form; add Shapeshift 6 (Limited to animal forms) and possibly Growth 4 for large animals. To give the Barbarian Warlord a supernatural battle rage similar to the "Riastradh" or "warp spasm" seen in the *Sláine* graphic novels, add Fearsome Presence, Rage, Growth 4 and Strike 2 (fire, Mighty; Aura). For an evil and seductive barbarian warrior-queen, add the Attractive and Fascinate feats and add 4 more ranks of Bluff.

RAIDERS!!!

The Barbarian Warlord has come down from the north at the head of a sizable raiding party of soldiers and berserkers. They move from one settlement to another, looting, pillaging and burning. Since they are mostly out for material goods they avoid more heavily protected and poorer cities and target wealthier fringe settlements. They strike without warning, trying to hit and run before a standing army has time to confront them directly in an organized counterattack. One

of the villages attacked may be the home of some of the heroes, or the characters may just be in the way. Otherwise the adventurers might be hired as bodyguards to a wealthy merchant or noble who is expecting an attack.

CONQUEST

The Barbarian Warlord has amassed an army and the rivers run red with the blood of their conquest. The heroes may be hired as mercenaries in the battle against the Barbarian Warlord's hordes, or they may take it upon themselves to halt his reign of terror by bypassing his legions and taking the fight directly to the Barbarian Warlord in person. Should the heroes fail to act, it is likely that the world as they know it will change drastically in the wake of the Barbarian Warlord's onslaught.

TRIBUTE PAID IN BLOOD

The Barbarian Warlord has already taken over a large region and conquered several communities over which he rules tyrannically. As tribute, he demands human sacrifices. Beautiful young women and strong young men are forcibly taken from their communities to be ritualistically sacrificed to dark and ancient gods. If this is not enough to spurn the heroes to action a good friend, key ally, family member, or even one of the heroes may be chosen for the next sacrificial rite.

BLACK KNIGHT

The Black Knight is an evil warrior who can take on the role of a fallen hero, an antihero, or a champion of evil. He typically represents the polar opposite of the heroic warrior or champion, sometimes serving as a sinister mirror of the heroes, showing what they might become should they fall victim to their darker desires.

VARIATIONS AND CAPERS

The Black Knight is an unholy warrior; add 6 ranks of the Magic power and choose 4 Alternate Power feats as spells. Other variations include the demonic champion (add 6 ranks of Hellfire Control and the Infernal template), the champion of chaos (add 6 ranks of Luck Control and Immunity 10 [mental]), or the undead death knight

BARBARIAN WARLORD

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+4	+3	+4	+1	+1	+2
18	16	18	12	13	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8*	+14	+11	+9

*+5 without chainmail, +7 flatfooted

SKILLS

Acrobatics 8 (+12), Bluff 9 (+11), Climb 11 (+15), Intimidate 12 (+14), Notice 12 (+13), Sense Motive 11 (+12), Survival 13 (+14), Swim 8 (+12)

FEATS

Chokehold, Defensive Roll, Diehard, Endurance, Fearless, Improved Grab, Improved Grapple, Leadership, Power Attack, Takedown Attack, Track, Uncanny Dodge

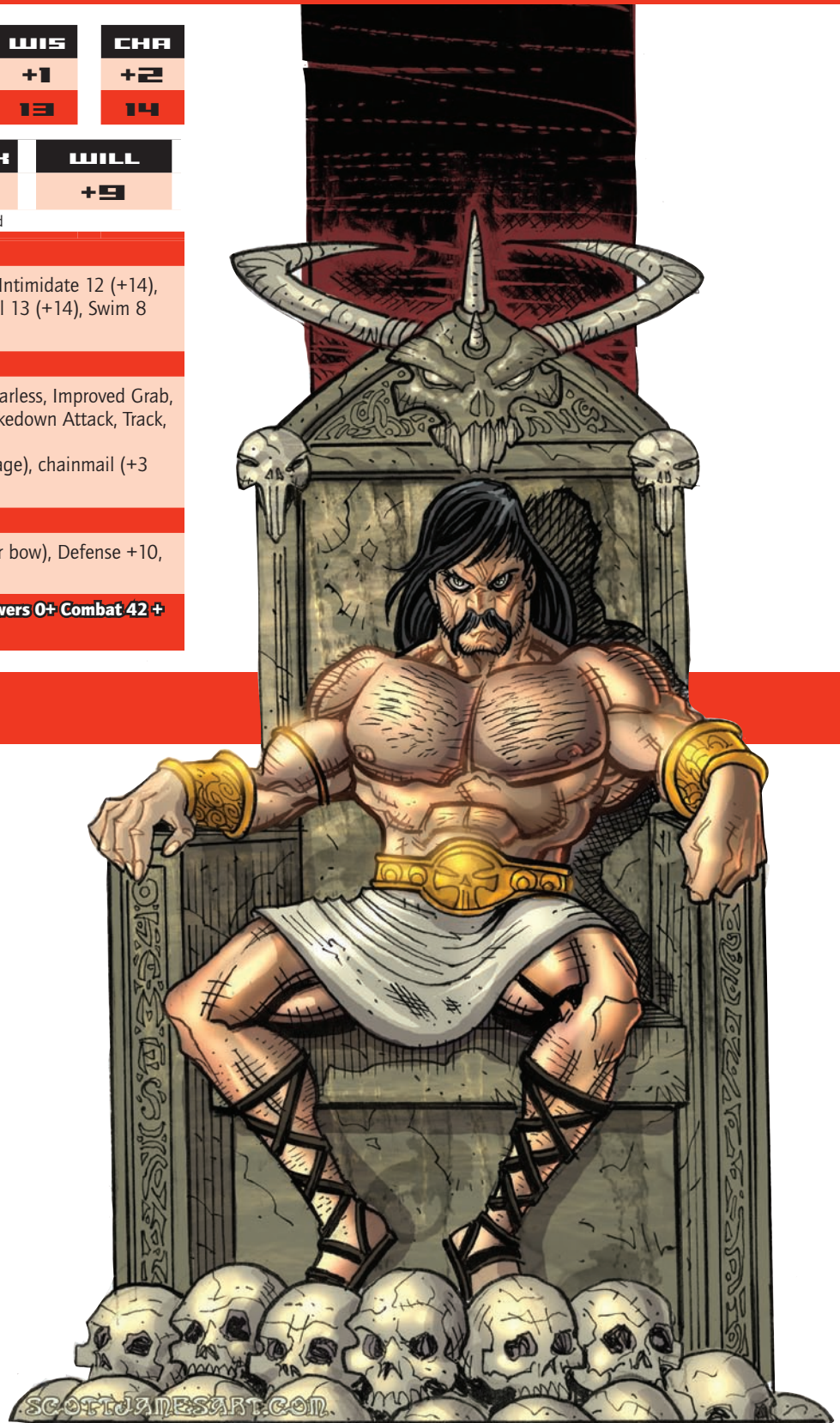
Equipment: Battleaxe (+3 damage), bow (+3 damage), chainmail (+3 Toughness), knife (+1 damage)

COMBAT

Attack +11, Grapple +15, Damage +7 (battleaxe or bow), Defense +10, Knockback -4, Initiative +3

Abilities 31 + Skills 21 (84 ranks) + Feats 12 + Powers 0 + Combat 42 + Saves 26 = 132

"IMPUDENT FOOL!
I'LL DROWN YOU IN
THE BLOOD OF YOUR
KINSMEN FOR THAT!"



BLACK KNIGHT

POWER LEVEL 8

STR	DEX	CON	INT	WIS	CHA
+3	+1	+2	+0	+1	+2
17	12	15	10	12	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8*	+12	+7	+7

*+2 without full plate

SKILLS

Bluff 12 (+14), Handle Animal 8 (+10), Notice 12 (+13), Ride 12 (+13), Sense Motive 12 (+13)

FEATS

Defensive Attack, Distract, Improved Block, Improved Critical (sword), Improved Disarm, Improved Sunder, Leadership, Power Attack, Takedown Attack

Equipment: full plate (+6 Toughness), sword (+3 damage), dagger (+1 damage)

COMBAT

Attack +10, Grapple +13, Damage +6 (sword), Defense +8, Knockback -4, Initiative +1

Abilities 20 + Skills 14 (56 ranks) + Feats 9 + Powers 0 + Combat 36 + Saves 26 = 105



"YOU CANNOT HOPE TO
DEFEAT ONE WHO HAS
MASTERED THE SECRET
OF STEEL."

EVIL SORCERER

POWER LEVEL 10

STR	DEX	CON	INT	WIS	CHA
+2	+2	+2	+4	+3	+2
14	15	14	18	17	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+8*	+6	+6	+15

*+2 flatfooted

SKILLS

Bluff 12 (+14), Concentration 9 (+12), Intimidate 9 (+11), Knowledge (arcane lore) 15 (+19), Knowledge (theology and philosophy) 15 (+19), Sense Motive 8 (+11), Sleight of Hand 8 (+10)

FEATS

Defensive Roll 6, Diehard, Minion 3 (viper or constrictor snake), Ritualist, Trance
Equipment: Knife (+1 damage), staff (+2 damage), sword (+3 damage)

POWERS

Magic 12 (choose 10 Alternate Powers as spells)
Super-Senses 2 (Danger Sense, Mystic Awareness)

COMBAT

Attack +8, Grapple +10, Damage +12 (magic) or +5 (sword), Defense +12, Knockback -4, Initiative +2

Abilities 32 + Skills 19 (76 ranks) + Feats 12 + Powers 36 + Combat 40 + Saves 20 = 159

"GIVE ME THE EYE OF THE SERPENT, THIEF, OR SUFFER THE WRATH OF SET!"



FIENDISH SHAPESHIFTER

POWER LEVEL 11

STR	DEX	CON	INT	WIS	CHA
+3	+4	+3	+2	+2	+3
16	18	16	14	14	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9	+13	+16	+10

SKILLS

Acrobatics 8 (+12), Bluff 12 (+15), Concentration 8 (+10), Disguise 4 (+7/+57), Escape Artist 16 (+20), Gather Information 8 (+11), Intimidate 12 (+15), Notice 10 (+12), Search 6 (+8), Sense Motive 8 (+10), Stealth 12 (+16)

FEATS

Grappling Finesse, Improved Defense, Evasion, Hide in Plain Sight, Improved Initiative, Improved Trip, Instant Up, Power Attack, Quick Change, Redirect, Uncanny Dodge

POWERS

Morph 10 (any form, +50 to Disguise checks)

Protection 6

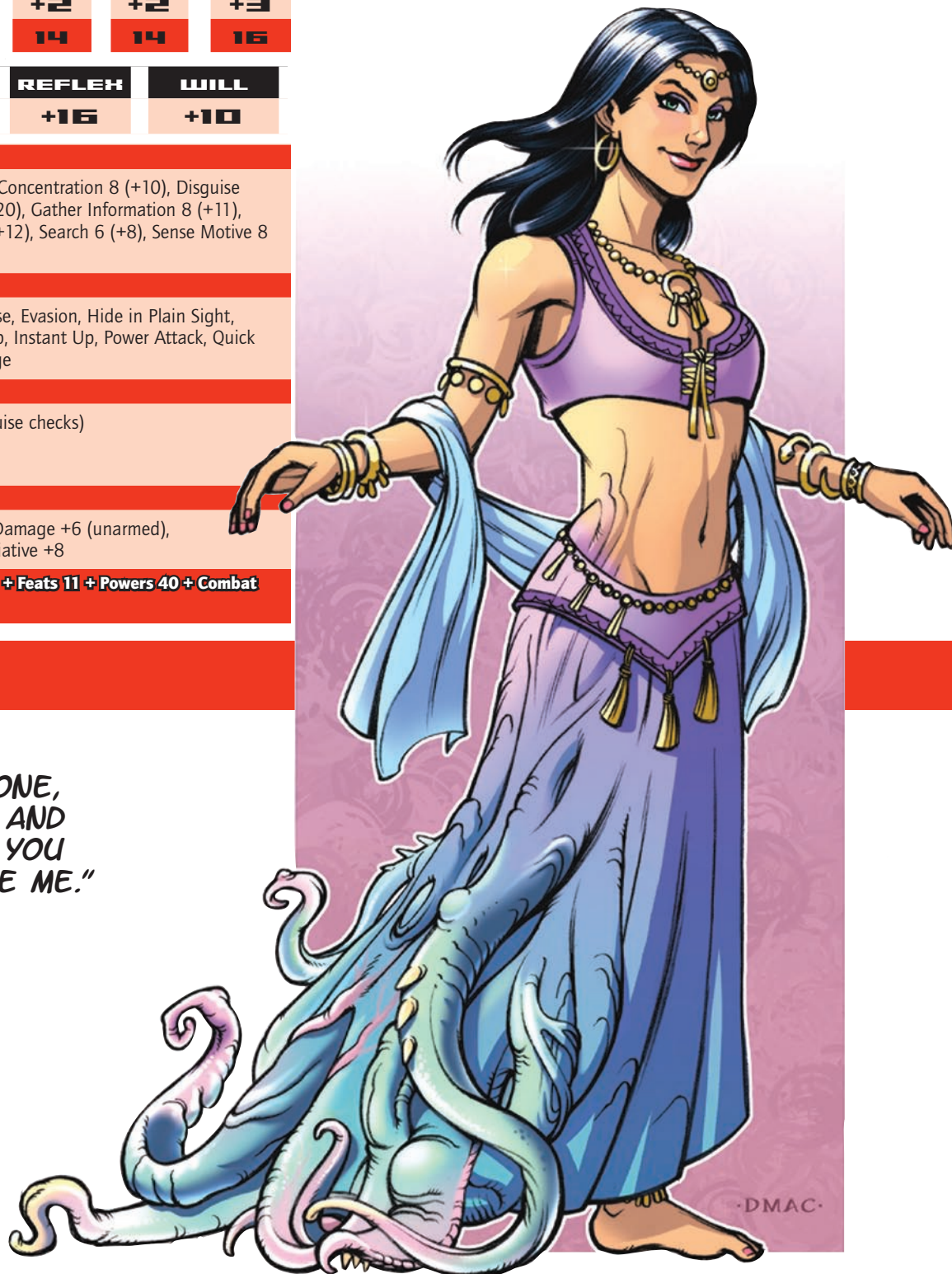
Strike 3 (Mighty)

COMBAT

Attack +16 (melee), Grapple +20, Damage +6 (unarmed), Defense +13, Knockback -4, Initiative +8

Abilities 34 + Skills 26 (104 ranks) + Feats 11 + Powers 40 + Combat 58 + Saves 30 = 199

"I AM EVERYONE,
EVERYWHERE, AND
EVERYTHING. YOU
CANNOT ESCAPE ME."



GIANT CHIEFTAN

POWER LEVEL 12

STR	DEX	CON	INT	WIS	CHA
+11	+0	+7	+1	+1	+0
32	11	25	12	14	12

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14*	+17	+8	+9

*+12 without hide armor

SKILLS

Acrobatics 8 (+19), Climb 8 (+19), Craft (structural) 16 (+17), Intimidate 16 (+17), Notice 16 (+17)

FEATS

Diehard, Fearsome Presence 10, Improved Grab, Improved Grapple, Improved Overrun, Improved Sunder, Improved Throw, Power Attack, Startle, Takedown Attack 3
Equipment: Battleaxe (+3 damage), hide armor (+2 Toughness)

POWERS

Growth 4 (Innate; Permanent), **Protection 5**, **Super-Senses 1** (low-light vision)

COMBAT

Attack +10 (includes -1 due to size), Grapple +26, Damage +14 (battleaxe), Defense +10 (includes -1 due to size), Knockback -11, Initiative +0

Abilities 34 + Skills 16 (64 ranks) + Feats 21 + Powers 15 + Combat 44 + Saves 26 = 156

"GUARDS!
CRUSH THOSE PUNY
HUMANS! BRING ME
THEIR HEADS!"



MASTER ASSASSIN

POWER LEVEL 9

STR	DEX	CON	INT	WIS	CHA
+2	+4	+2	+2	+2	+3
15	18	14	14	15	16

TOUGHNESS	FORTITUDE	REFLEX	WILL
+9*	+10	+14	+10

*+7 without armor, +4 flatfooted

SKILLS

Acrobatics 8 (+12), Bluff 12 (+15), Climb 12 (+14), Craft (poisons) 12 (+14), Disguise 14 (+17), Gather Information 8 (+11), Intimidate 12 (+15), Notice 12 (+14), Search 8 (+10), Sleight of Hand 8 (+12), Survival 12 (+14), Stealth 14 (+18)

FEATS

Attack Focus (ranged) 2, Defensive Roll 5, Fearless, Hide in Plain Sight, Improved Aim, Improved Critical (crossbow), Improved Initiative, Power Attack, Precise Shot, Quick Change, Quick Draw, Sneak Attack, Track

Equipment: Crossbow (+3 damage), knife (+1 damage), studded leather (+2 Toughness), sword (+3 damage)

COMBAT

Attack +11 (melee), +13 (ranged), Grapple +15, Damage +5 (sword) or +3 (crossbow), Defense +9, Knockback -4, Initiative +8

Abilities 32 + Skills 33 (132 ranks) + Feats 18 + Powers 0 + Combat 40 + Saves 26 = 149

"PREPARE YOURSELF
FOR THE SWEET
CARESS OF DEATH,
OUTLANDER!"



UNDEAD OVERLORD

POWER LEVEL 13

STR	DEX	CON	INT	WIS	CHA
+8	+3	—	+2	+3	+2
24	16	—	15	16	14

TOUGHNESS	FORTITUDE	REFLEX	WILL
+14*	—	+10	+18

*+0 against blessed or magical weapons

SKILLS

Bluff 12 (+14), Diplomacy 8 (+10), Intimidate 16 (+18), Knowledge (arcane lore) 8 (+10), Knowledge (history) 12 (+14), Notice 12 (+15), Search 8 (+10), Sense Motive 12 (+15), Stealth 12 (+15)

FEATS

Equipment, Fearless, Fearsome Presence, Leadership, Minions 10 (2 skeletal warrior bodyguards), Power Attack, Startle

Equipment: Sword or staff

POWERS

Animate Object 13 (Limited to corpses)

Immunity 30 (Fortitude effects)

Protection 14 (Impervious; Limited against blessed, or magical weapons)

Strike 3 (Mighty)

COMBAT

Attack +12, Grapple +20, Damage +11 (unarmed) or +14 (sword), Defense +12, Knockback -14, Initiative +3

Abilities 25 + Skills 25 (100 ranks) + Feats 16 + Powers 74 + Combat 48 + Saves 22 = 210

"NOW YOU WILL
KNOW WHY IT IS
THAT MEN FEAR
THE DARKNESS!"



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(Remove the Constitution score and add Protection 2 (Impervious) and Immunity 30 [Fortitude]).

A CHALLENGE

The Black Knight has singled out one of the heroes and wishes to fight him in single combat. The Black Knight may have a history of animosity with the character and may even feel a need to take vengeance upon him for past interactions. Otherwise the Black Knight may simply see defeating the hero as a suitable challenge of prowess and a means to gain renown. Either way, the Black Knight will seek to separate his target from any companions for a personal duel through all means available.

BETRAYAL

The Black Knight begins as a friend and ally of the heroes, but becomes seduced by an evil demon or sorceress and turns to dark and evil ways, betraying the characters to better serve their new master. If the heroes fail to detect the changes in their companion, they will soon find their supposed ally turning the tables on them, possibly leading them into a well-laid trap or ambush when the adventurers are at their most vulnerable.

RIVALRY

Rather than being an outright villain, the Black Knight could serve as an anti-hero who rivals the characters, competing with them for mercenary jobs, or racing to kill a specific opponent, trying to find a special treasure or artifact that the heroes seek. In these cases, the Black Knight may be allied with his own band of companions drawn from other villainous types such as the Evil Sorcerer, Barbarian Warlord, and the Master Assassin. These "heroes" prove to be even less scrupulous, honorable, and trustworthy than the characters, regularly stooping to outright murder and treachery to win the day.

EVIL SORCERER

The Evil Sorcerer is a practitioner of the supernatural arts who has learned secrets not meant for mortal men. Power-hungry and vengeful, the Evil Sorcerer may attempt to establish his own empire, seek further forbidden knowledge and power or wish to bring about a supernatural apocalypse in the name of his dark gods.

VARIATIONS AND CAPERS

The Evil Sorcerer is some form of undead; simply add one of the undead templates found in this chapter. Other variations include the Seductive Sorceress (add the Fascinate and Attractive 2 feats); the Diabolist (add 3 more ranks of the Minion feat, trade the snake familiar out for an imp, and replace the Magic power with 12 ranks of Hellfire Control); The Sorcerous Demon (same changes as the Diabolist variant, but add the Infernal template as well), the Malignant Illusionist (swap out the Magic power for Illusion 12 [all senses]) or the Necromancer (add 6-12 ranks of Telepathy, Limited to dead spirits and intelligent undead).

SOMETHING WICKED THIS WAY COMES

The Evil Sorcerer is preparing a great ritual that will unleash a terrible evil upon the world. This evil could involve awakening dark and ancient chthonic gods, bringing an evil dead god back to life, summoning a demon prince to the mortal realm, or unleashing an entire army of demons. Whatever his end goal, the heroes have run afoul of the Evil Sorcerer's cult and discover enough to know that they must put the foul one to the sword before the dark ritual can reach its culmination.

IMMORTALITY BE MINE!

The Evil Sorcerer has partially uncovered the secret of immortality or undeath. The heroes must intervene to prevent the Evil Sorcerer from uncovering the final bits of lore or special items which are needed to attain everlasting (un)life or else they will be faced with a foe who cannot be killed through any normal means. Should the heroes fail in this, they will have to find a weapon powerful enough to slay an immortal and contend with any new powers or abilities the Evil Sorcerer has acquired.

HELL HATH NO FURY...

A spurned lover of one of the heroes turns out to be a powerful sorceress who has now resorted to her magic to either magically ensnare the hero's affections and turn him into her thrall, or failing that, to punish or kill him outright for his rejection. The sorceress is passionate, reckless, and completely beyond reason. If she does not get what she wants, she is prepared to hit the heroes with everything she has, from minions and mercenaries to magic.

FIENDISH SHAPESHIFTER

The Fiendish Shapeshifter is a versatile villain capable of taking on virtually any shape or form. It could have started out human and gained shape-altering magical powers, or it could be a shapeshifting fiend, malicious water spirit, or some other supernatural spirit of trickery and chaos. The inner nature of the Fiendish Shapeshifter is often as fickle and changing as its physical form, and its intentions and motives are often inscrutable to mortal men.

VARIATIONS AND CAPERS

The Fiendish Shapeshifter has a true form that induces madness on all who look upon it; Add Drain Wisdom (Slow Fade; Linked [Morph], Range [Perception]). Other alternatives may include a Fiendish Shapeshifter that can alter its physical traits as well as its form (swap out Morph 10 for Shapeshift 10), or it maybe an "evil twin" able to take on the exact statistics of any specific individual whose form it takes (add Mimic 16 [all traits at once; Continuous, Linked to Morph, Perception]).

THE WATCHER

The Fiendish Shapeshifter is the perfect spy in service of an even more powerful entity. In this capacity, it has been commanded to watch the heroes closely and to report their activities to its master.

If the characters suspect they are being spied upon, things could quickly turn into a deadly game of cat and mouse, particularly if the Shapeshifter has been instructed to kill any who become wise to its true nature.

THE LIVING GOD

The Fiendish Shapeshifter has become the object of worship of its very own cult. It is worshiped as a living god and holds absolute power over its followers, but remains a mere rumor among the uninitiated. It has also amassed a small treasure hoard that is sure to attract the attention of light-fingered, greedy, broke or indebted characters. The Shapeshifter will likely demand tribute in the form of human sacrifices, which is sure to get the attention of more benevolent heroes uninterested in thievery.

DOUBLE TROUBLE

The Fiendish Shapeshifter has taken on the shape of one of the heroes and seeks to frame the person for a variety of crimes and misdeeds. The hero may simply be a convenient wanderer being used as a scapegoat, or the Fiendish Shapeshifter may have a specific vendetta. Alternatively, the Fiendish Shapeshifter may be envious of the hero and may wish to eliminate him so that they can live out that hero's life in his place.

GIANT CHIEFTAIN

The Giant Chieftain is an opponent of great physical strength. While he may not be the brightest of opponents, he still possesses an unsettling amount of cunning.

VARIATIONS AND CAPERS

For a frost giant or fire Giant Chieftain add Strike 10 (cold damage; Innate; Aura, Continuous) and Immunity 5 (cold damage) or Blast 10 (fire), Strike 10 (heat damage; Innate; Aura, Continuous) and Immunity 5 (heat and fire damage) respectively. In some tales, giants can have beautiful human-sized daughters (remove Growth 4, reduce Strength and Constitution to 14, increase Charisma to 20 and add Attractive 2, Taunt and Super-Movement 5 [sure-footed 4 and trackless]). For a giant among giants, add another 4 ranks of permanent Growth. For a truly formidable brute that can put its great strength to unusual effect, add Super Strength 1 (Super-Breath, Thunderclap).

GIANTS IN THE EARTH

The protagonists have stumbled upon a clan of man-eating giants. If they are unable to overcome their foes, the heroes will be captured. Before they are eaten, the strongest among them is given an opportunity to challenge the Giant Chieftain, since the giant's tribal laws dictate that only the strongest individual in the village may rule.

FALLEN STAR

A strange glowing meteor has fallen from the sky. All creatures exposed to its radiation over long periods of time begin to grow to

an unnaturally large size. Men become giants and animals may gain the Dire Creature or Giant Creature templates. A chieftain among the giants (or some other opportunistic villain) will no doubt step forward in an effort to gain influence over these oversized denizens and put his brutish might to work in a bid for power over the surrounding region.

THE GIANT'S DAUGHTER

A beautiful woman lures one or more of the heroes into a giant ambush. The woman is actually the daughter of a Giant Chieftain, even though she appears to be human. If the heroes kill her or her brothers in the ambush, they will have earned the undying enmity of the Giant Chieftain himself.

MASTER ASSASSIN

The Master Assassin is the best there is at what he does. He has turned the act of killing into an art form. Usually a Master Assassin will be sent after the adventurers by one of the other villainous archetypes, though he could just as easily be hired by an extremely wealthy noble or merchant with an axe to grind.

VARIATIONS AND CAPERS

The Master Assassin possesses sorcerous power over shadows; add 6 ranks of Darkness Control, Super-Senses 2 (Darkvision) and Teleport 3 (Medium: Darkness or shadows). Other variations include the Seductive Assassin (add 6-12 ranks in Perform [dance] and the Fascinate and Attractive 2 feats) and the Extremist Religious Zealot (add 12 ranks in Knowledge [theology and philosophy]).

KILL THE KING

The characters slowly uncover (or stumble upon) clues about an assassination plot targeting a local ruler, or some other notable figure that the heroes have been hired to protect or have some other reason to keep safe from harm. The heroes must use both wit and brawn to find and thwart the assassin before the murder is carried out and the Master Assassin escapes.

A DISH BEST SERVED COLD

An old enemy of the heroes seeks vengeance for a past injury, real or imagined. The foe has recently learned their current whereabouts and dispatched a Master Assassin to be the instrument of vengeance. The assassin will stalk the heroes relentlessly, attempting to divide their group and take them out one at a time.

WITH FRIENDS LIKE THESE...

A wealthy noble has agreed to help the adventurers by providing them with guides for their quest against a common enemy. Unbeknownst to the heroes, their "guide" is a trained assassin who is under orders to betray and kill them once they have played out their usefulness to prevent them from interfering with the noble's own plans.

UNDEAD OVERLORD

The Undead Overlord is a powerful opponent who often appears at the head of a massive army of the unliving. It may be an ancient king back from the grave to continue its conquest, or a spirit of vengeance seeking to slay the countrymen and descendants of those who originally ended its life.

VARIATIONS AND CAPERS

The Undead Overlord is actually a powerful undead fiend or fallen god; Add 12 ranks of Hellfire Control and the Infernal template. For especially powerful fallen gods you may consider giving them one X-trait, preferably in a non-combat related trait if the heroes are to survive. For a ghostly version, add 4 ranks of Insubstantial and 10 ranks in Drain Constitution (slow fade). The Undead Overlord could also have come back in the body of a construct, gaining Immunity 10 (magic) and swapping out its physical statistics for those of the stone golem. Likewise it could be an undead spirit possessing one of the other villainous archetypes presented here, gaining its physical statistics instead.

BACK WITH A VENGEANCE

The Undead Overlord is an old enemy who was slain by the heroes, but has somehow managed to cheat death. Now they are back

from the grave with more power than before and are hell-bent on revenge against the heroes. The heroes find that, in addition to an array of new undead powers, their old enemy now has a variety of undead minions and has taken precautions to ensure that the Overlord cannot be defeated the same way they did the last time around.

I HAVE THE POWER!!!

The Undead Overlord is looking for a magical item that will greatly increase his power. The item may be one the adventurers also seek, or the heroes may simply have a vested interest in keeping the Undead Overlord from acquiring it. In some cases the artifact may be scattered in pieces, each hidden and guarded in a different location. In this case, all the parts must be found and joined for the artifact's true power to be unleashed.

THE END OF ALL THINGS

The Undead Overlord has amassed a vast army of the undead and seeks to sweep over the land, destroying all in their path. However, the Undead Overlord's ambitions do not stop there, for he is bent on bringing about the end of the world. The heroes will be forced to intervene in the preparations for this grand doomsday ritual, or else they face their own unmaking.

MONSTERS AND MINIONS

This section provides the Gamemaster with a wide variety of stock characters and otherworldly monsters to throw into their game as-is or to modify as needed.

MINIONS

The following non-player characters are useful as stock characters and minions in most sword & sorcery settings. While all of these supporting characters are intended to be human, those encountered often include members from a wide array of human cultures, each with their own distinctive customs, beliefs, manners of dress, and physical characteristics. The GM should make an effort to play up these cultural differences at every opportunity.

AMAZON

These ferocious women warriors are renowned for their combat prowess and skill in archery. Amazons live in a matriarchal society that often seems strange and exotic to members of the patriarchal societies that tend to be more prevalent. It is not uncommon for outsiders to meet these women warriors with a mix of respect, fear, and mistrust, if not outright derision. The **Barbarian Princess** supporting cast archetype can be used as an Amazon queen. For eternally youthful amazons, add Immunity 1 (aging). The Amazon statistics may also be used to represent highly trained mounted archers from the steppes, though the Gamemaster may want to trade out their banded armor for silk armor (+1 Toughness).

ASSASSIN

Anywhere there are wealthy individuals or organizations willing to pay cold hard coin to have an enemy or rival killed, there will be assassins ready to carry out their orders. These statistics can also be used for elite thieves or spies.

BERSERKER

Berserkers are frenzied warriors who usually hail from the frozen north. They are feared for their animal-like fury in battle. They often enter battle wearing the skins of predatory animals like wolves or bears, which are thought to lend them the animal's ferocity in combat. Some berserkers may even learn to transform into the animals whose skins they wear, gaining Shapeshift 6 (Limited to animal forms) and possibly Growth 4 for large animals. To emulate the supernatural battle rage of the ancient Celts known as the Ríastradh (as seen in the *Sláine* graphic novels from 2000 AD) add Growth 4 and Strike 2 (fire, Mighty; Aura). For a whirling dervish warrior-philosopher simply add 4 ranks in Knowledge (theology and philosophy) and 8 ranks in Perform (dance).

CORSAIR

Corsairs represent seafaring ruffians such as sailors, mariners, and pirates. See the Freeport section of **Chapter 4** of this book for character statistics for more pirate types.



CULTIST

Use the **Cultist** statistics found in **Chapter 11: Friends and Foes** of *Mutants & Masterminds*, but replace the pistol with a knife and studded leather armor (+2 Toughness). You can use either the **Occult Advisor** supporting cast archetype or the **Evil Sorcerer** villain archetype from this book, or even the **Mystic** hero archetype or the **Corrupted Sorcerer** villain archetype from *Mutants & Masterminds* to represent statistics for the cult leader.

SOLDIER

This is an example soldier that would be typical of most sword & sorcery societies, both from standing armies and most mercenary companies. The exact armament carried by a soldier will vary from culture

AMAZON

PL 7 • MINION RANK 7

Str 15 **Dex 17** **Con 15** **Int 13** **Wis 15** **Cha 13**

SKILLS

Acrobatics 5 (+8), Intimidate 6 (+7), Knowledge (tactics) 8 (+9), Medicine 2 (+4), Notice 5 (+7), Ride 7 (+10), Search 6 (+7), Sense Motive 5 (+7)

FEATS

Assessment, Attractive, Defensive Attack, Diehard, Fascinate, Improved Aim, Improved Initiative, Power Attack, Ranged Pin, Quick Draw (bow) 2
Equipment: Banded Armor (+4 Toughness), bow and either a Sword or a Spear

COMBAT

Attack +9, Grapple +11, Damage +5 (sword, spear or bow), Defense +8, Knockback -3, Initiative +7

SAVING THROWS

Toughness +6 (+2 without banded armor), Fortitude +5, Reflex +3, Will +4

Abilities 28 + Skills 11 (44 ranks) + Feats 11 + Powers 0 + Combat 34 + Saves 5 = 89

ASSASSIN

PL 6 • MINION RANK 5

Str 12 **Dex 16** **Con 10** **Int 12** **Wis 13** **Cha 14**

SKILLS

Bluff 6 (+8), Climb 6 (+7), Craft (poisons) 6 (+7), Disguise 10 (+12), Notice 6 (+7), Search 4 (+5), Stealth 10 (+13)

FEATS

Attack Focus (ranged) 3, Defensive Roll 3, Improved Aim, Improved Initiative, Power Attack, Sneak Attack
Equipment: Crossbow, knife, studded leather (+2 Toughness), shortsword

COMBAT

Attack +4 (melee), +7 (ranged), Grapple +4, Damage +3 (crossbow or shortsword), Defense +7, Knockback -2, Initiative +7

SAVING THROWS

Toughness +5 (+3 without armor, +2 flat footed), Fortitude +1, Reflex +6, Will +2

Abilities 17 + Skills 12 (48 ranks) + Feats 10 + Powers 0 + Combat 22 + Saves 5 = 66

BERSERKER

PL 6 • MINION RANK 4

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

SKILLS

Acrobatics 4 (+6), Climb 4 (+6), Intimidate 8 (+8), Notice 8 (+8)

FEATS

Diehard, Fearless, Power Attack, Rage, Takedown Attack
Equipment: Battleaxe or sword, hide armor (+2 Toughness)

COMBAT

Attack +5, Grapple +7, Damage +5 (battleaxe) or +7 (when raging), Defense +6, Knockback -2, Initiative +1

SAVING THROWS

Toughness +4 (+2 without armor), Fortitude +5, Reflex +2, Will +2

Abilities 10 + Skills 6 (24 ranks) + Feats 5 + Powers 0 + Combat 22 + Saves 6 = 49

CORSAIR **PL 3 • MINION RANK 2**

Str 13	Dex 15	Con 12	Int 10	Wis 9	Cha 8
SKILLS					
Acrobatics 4 (+6), Perform (dance) 4 (+3), Profession (sailor) 6 (+5), Survival 4 (+3), Swim 6 (+7)					
FEATS					
Defensive Roll 2 <i>Equipment:</i> Bow, sword					
COMBAT					
Attack +2, Grapple +3, Damage +4 (bow or sword), Defense +3, Knockback -1, Initiative +2					
SAVING THROWS					
Toughness +3 (+1 flat-footed), Fortitude +3, Reflex +4, Will +0					
Abilities 7 + Skills 6 (24 ranks) + Feats 2 + Powers 0 + Combat 10 + Saves 5 = 30					

SOLDIER **PL 5 • MINION RANK 3**

Str 14	Dex 12	Con 13	Int 10	Wis 10	Cha 10
SKILLS					
Climb 4 (+6), Intimidate 2 (+2), Knowledge (tactics) 4 (+4), Notice 2 (+2), Profession (soldier) 4 (+4)					
FEATS					
Equipment 4 <i>Equipment:</i> Chainmail (+3 Toughness), crossbow, sword					
COMBAT					
Attack +5, Grapple +7, Damage +5 (sword) or +3 (crossbow), Defense +5, Knockback -2, Initiative +1					
SAVING THROWS					
Toughness +4 (+1 without armor), Fortitude +4, Reflex +1, Will +1					
Abilities 8 + Skills 4 (16 ranks) + Feats 4 + Powers 0 + Combat 20 + Saves 4 = 40					

THIEF **PL 4 • MINION RANK 3**

Str 11	Dex 16	Con 12	Int 10	Wis 12	Cha 8
SKILLS					
Acrobatics 6 (+8), Bluff 4 (+3), Climb 4 (+4), Disable Device 4 (+4), Escape Artist 4 (+6), Intimidate 2 (+1), Notice 4 (+5), Search 4 (+4), Sleight of Hand 3 (+5), Sense Motive 1 (+2), Stealth 8 (+10)					
FEATS					
Defensive Roll, Sneak Attack <i>Equipment:</i> Knife, leather armor, shortsword					
COMBAT					
Attack +4, Grapple +4, Damage +2 (shortsword), Defense +5, Knockback -1, Initiative +3					
SAVING THROWS					
Toughness +3 (+2 without armor or flat-footed), Fortitude +2, Reflex +5, Will +1					
Abilities 9 + Skills 11 (44 ranks) + Feats 2 + Powers 0 + Combat 18 + Saves 5 = 44					

THUG **PL 3/MINION RANK 2**

Str 14	Dex 12	Con 15	Int 10	Wis 10	Cha 8
SKILLS					
Acrobatics 2 (+4), Craft (any one) 4 (+4), Intimidate 4 (+3), Knowledge (streetwise) 4 (+4), Profession 4 (+4), Ride 4 (+5), Swim 2 (+4)					
FEATS					
Equipment 2, Power Attack <i>Equipment:</i> Club, knife, studded leather (+2 Toughness)					
COMBAT					
Attack +2, Grapple +4, Damage +2 (punch) or +4 (club), Defense +2, Knockback -2, Initiative +1					
SAVING THROWS					
Toughness +4 (+2 without armor), Fortitude +4, Reflex +1, Will +0					
Abilities 9 + Skills 6 (24 ranks) + Feats 3 + Powers 0 + Combat 8 + Saves 2 = 28					

to culture. For more lightly armored desert-nomad-style soldiers, equip them with bows, curved swords, and silk armor (+1 Toughness) and give them Defensive Roll 2. The **Black Knight** villain archetype can be used for a high-ranking captain or elite warrior.

THIEF

Thieves infest almost every corner of a sword & sorcery setting, from the seedy underbelly of civilization to robbers inhabiting the wilderness. You can use the **Charming Rogue** supporting cast archetype in this book as a higher-level thief, or even the master of an organized thieves' guild.

THUGS

Thugs are often cheap and plentiful in the poorer sectors of any city and they make excellent expendable low-level minions for any villain. Use these statistics for low-level gang enforcers, barroom brawlers, and brigands of all types.

MONSTERS

This section presents a variety of monsters, which can be used to populate your own sword & sorcery game. In addition to the creatures presented here, many of the monsters found in **Chapter 11: Friends & Foes** of the *Mutants & Masterminds* core book may also be appropriate for the genre.

Monsters are rare and terrible creatures in the sword & sorcery genre and are often highly individualized. It is not uncommon for a monster to be unique or the last of its kind. The Gamemaster is encouraged to use these beasts sparingly and to create new terrors occasionally to keep the heroes on their toes.

MONSTERS AND FEAR OF THE UNKNOWN

In the sword & sorcery genre, monsters are strange and terrible beasts. Heroes are often handicapped by fear the first time they encounter an abomination they have never laid eyes upon before. To reflect this, the Gamemaster may wish to have each hero make a Will save upon first

BEASTMAN PL 4 • MINION RANK 3					
Str 17	Dex 11	Con 13	Int 8	Wis 11	Cha 7
SKILLS					
Acrobatics 3 (+6), Climb 5 (+8), Notice 8 (+8)					
FEATS					
Equipment (2), Power Attack <i>Equipment:</i> Axe, spear or sword, studded leather armor (+2 Toughness)					
POWERS					
Protection 1 Super Sense 2 (Low-Light Vision, Scent) and either Flight 1 , Leaping 2 , Super-Movement 1 (slithering, swinging, sure-footed, trackless or wall-crawling) or Swimming 1 with Immunity 1 (drowning)					
COMBAT					
Attack +2, Grapple +5, Damage +6 (sword, axe or spear) or +3 (unarmed), Defense +3, Knockback -2, Initiative +0					
SAVING THROWS					
Toughness +4 (+2 without armor), Fortitude +2, Reflex +3, Will +0					
Abilities 7 + Skills 4 (16 ranks) + Feats 3 + Powers 5 + Combat 10 + Saves 4 = 33					

encountering a new monster. The Difficulty for this Will save is 10 + 1/2 the creature's power level, though the GM may use modifiers for particularly horrific or benign-looking creatures. Those who fail their save are shaken for a number of rounds equal to one die roll, or flee outright if they are below power level 5. Whether or not the save is successful, the heroes will not need to repeat it the next time they meet such a creature, unless it has some fear effect (like the Fearsome Presence feat) listed among its abilities.

BEASTMAN

Beastmen cover a broad range of primitive, bestial, or animalistic humanoid brutes, and anthropomorphic beasts. Possibilities include goblins, deep ones, and hideously mutated Fomorians, man-apes, goat men, lizard folk, and serpent people. Beastmen can also be used to represent primitive precursors to mankind such as Neanderthals and Fir Bolg.

BEHEMOTH

Behemoths are the largest known land creatures. Depending on the setting they may look like massive three-trunked elephants, gargantuan muscular hippos with elephant-like tusks, or terrestrial killer whales. Their size is so immense that they can cause minor earthquakes by stomping their feet, which has a chance of knocking those around it prone. They are large and strong enough to upturn most watercraft.

CHAOS CREATURE

Chaos creatures are a wide and varied class of shape-shifting elder horrors and formless spawn. These living nightmares are thought to serve forgotten chthonic gods who existed long before the world of man.

BEHEMOTH PL 16 • MINION RANK 12					
Str 46	Dex 9	Con 29	Int 2	Wis 12	Cha 6
SKILLS					
Notice 17 (+18), Swim 3 (+21)					
FEATS					
Diehard, Endurance, Low-Light Vision					
POWERS					
Immovable 10 Growth 16 (Innate; Permanent) Protection 15 Super-Strength 5 (Groundstrike)					
COMBAT					
Attack +14 (includes -8 due to size), Grapple +32, Damage +18 (unarmed), Defense +8 (includes -8 due to size), Knockback -38, Initiative -1					
SAVING THROWS					
Toughness +24, Fortitude +21, Reflex +9, Will +11					
DRAWBACKS					
Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)					
Abilities -4 + Skills 5 (20 ranks) + Feats 3 + Powers 69 + Combat 76 + Saves 33 - Drawbacks 8 = 174					



ELEMENTAL PL 11 • MINION RANK 12

Str 26	Dex 22	Con 21	Int 6	Wis 11	Cha 11
SKILLS					
Notice 12 (+12)					
FEATS					
Power Attack, Takedown Attack					
POWERS					
(Element) Control 11, Growth 8 (Innate; Permanent), Immunity 20 (its respective element, critical hits, life support, paralysis, sleep, starvation and thirst, stunning), Protection 6, Super-Senses 2 (Darkvision)					
Air Only Powers: Flight 3, Insubstantial 2 (gaseous) Spinning 1, Strike 3 (Mighty)					
Earth Only Powers: Burrowing 3, Strike 3 (Mighty), Super Strength 7 (Groundstrike)					
Fire Only Powers: Insubstantial 3 (energy) Strike 3 (Mighty; Aura, Continuous; Innate)					
Water Only Powers: Insubstantial 1 (liquid), Strike 3 (Mighty), Super Strength 5, Swim 3					
COMBAT					
Attack +11 (includes -2 due to size), Grapple +29, Damage +11 (unarmed), Defense +10 (includes -2 due to size), Knockback -13, Initiative +6					
SAVING THROWS					
Toughness +11, Fortitude +15, Reflex +16, Will +7					
DRAWBACKS					
Mute (very common, moderate, -4 points)					
Abilities 13 + Skills 3 (12 ranks) + Feats 2 + Powers 89 + Combat 50 + Saves 27 - Drawbacks 4 = 180					

GIANT PL 9 • MINION RANK 7

Str 28	Dex 11	Con 19	Int 10	Wis 11	Cha 9
SKILLS					
Acrobatics 4 (+14), Climb 4 (+14), Craft (structural) 16 (+15), Intimidate 15 (+15), Notice 9 (+11)					
FEATS					
Equipment 2, Fearsome Presence 5, Improved Grab, Improved Grapple, Improved Overrun, Improved Sunder, Improved Throw, Power Attack, Takedown Attack					
<i>Equipment:</i> Hide armor (+2 Toughness), large battleaxe (+4 damage), club (+3 damage), sword (+4 damage) or warhammer (+4 damage)					
POWERS					
Growth 4 (Innate; Permanent), Protection 4					
COMBAT					
Attack +6 (includes -1 due to size), Grapple +20, Damage +12 (club) or +13 (axe, sword or warhammer), Defense +5 (includes -1 due to size), Knockback -10, Initiative +0					
SAVING THROWS					
Toughness +10 (+8 without hide armor), Fortitude +14, Reflex +2, Will +3					
Abilities 16 + Skills 12 (48 ranks) + Feats 14 + Powers 13 + Combat 26 + Saves 15 = 96					

CHAOS CREATURE PL 11 • MINION RANK 17

Str 18/26*	Dex 25	Con 26/30*	Int 12	Wis 19	Cha 11
SKILLS					
Disguise 16 (+16), Intimidate 16 (+16/+18*), Knowledge (arcane lore) 8 (+9), Knowledge (arcane lore) 15 (+16), Sense Motive 12 (+16), Stealth 9 (+16/+12*)					
FEATS					
Improved Grab, Improved Grapple					
POWERS					
Additional Limbs 4 (up to 10 extra tentacles), Anatomic Separation 5 (Variable split)					
Comprehend 1 (languages)					
Growth 4 (Innate)					
Immunity 5 (alteration effects)					
Morph 12 (Innate)					
Telepathy 6					
COMBAT					
Attack +15/+14*, Grapple +19/+27*, Damage +4/+8 (tentacles), Defense +13/+12*, Knockback -4/-9*, Initiative +7					
*These stats apply to a chaos creature that has grown to large size.					
SAVING THROWS					
Toughness +8/+10*, Fortitude +18*/+20, Reflex +16, Will +13					
Abilities 51 + Skills 19 (76 ranks) + Feats 2 + Powers 88 + Combat 56 + Saves 28 = 244					

ELEMENTAL

Elementals are the physical and spiritual embodiments of the four elements. Air elementals appear as an insubstantial wispy cross between a giant bat and a humongous bird of prey. Earth elementals look like thick squat humanoids roughly hewn from the earth. Fire elementals look like large wingless dragons with manes of fire. Water elementals appear as a cross between a monstrous frog and a giant salamander.

GIANT

Giants are humanoid creatures of extraordinary size and may include such beasts as ogres, trolls, Jotuns, fire giants and frost giants. In addition to these statistics, fire giants have Blast 8 (fire), Immunity 5 (heat and fire damage), and Strike 8 (heat damage; Innate; Aura, Continuous) while frost giants have Strike 8 (cold damage; Innate; Aura, Continuous) and Immunity 5 (cold damage). For truly immense giants or titans, add another 4 ranks of permanent Growth.

GOLEM, STONE

A stone golem is a humanoid stone statue, magically given animation and a semblance of life and intelligence. Its material composition, size, and enchantments make the golem extremely tough and resistant to damage as well as immune to hostile magic, making them useful as guardians, often posing as ordinary statues until they begin to move. Large by default, higher power level stone golems may have more ranks of Growth, making them even bigger and more formidable.

GOLEM, STONE **PL 10 • MINION RANK 6****Str 30** **Dex 8** **Con —** **Int —** **Wis 11** **Cha —****POWERS****Growth 4** (Innate; Permanent), **Immunity 40** (Fortitude Effects, magic), **Protection 14** (Impervious 5)**COMBAT**

Attack +9 (includes -1 due to size), Grapple +24, Damage +10 (unarmed), Defense +4 (includes -1 due to size), Knockback -13, Initiative -1

SAVING THROWS

Toughness +16 (+2 from size included), Fortitude —, Reflex +2, Will —

Abilities -19 + Skills 0 (0 ranks) + Feats 0 + Powers 68 + Combat 30 + Saves 3 = 82**MINOTAUR** **PL 8 • MINION RANK 5****Str 20** **Dex 11** **Con 18** **Int 10** **Wis 11** **Cha 9****SKILLS**

Climb 4 (+9), Intimidate 6 (+7), Survival 2 (+2)

FEATS

Equipment 1, Improved Grapple, Improved Overrun, Power Attack, Startle, Track

Equipment: Battleaxe (+4 damage)**POWERS****Growth 4** (Innate; Permanent)**Protection 5**, **Strike 7** (Mighty)**Super-Senses 2** (Direction Sense, Scent)**COMBAT**

Attack +6 (includes -1 due to size), Grapple +15, Damage +9 (battleaxe), Defense +4 (includes -1 due to size), Knockback -4, Initiative +0

SAVING THROWS

Toughness +9, Fortitude +4, Reflex +0, Will +0

Abilities 7 + Skills 3 (12 ranks) + Feats 6 + Powers 24 + Combat 24 + Saves 0 = 64**MINOTAUR**

Minotaurs are monstrous bull-headed humanoids. To make a “manotaur” version with the head and torso of a man and the horns and body of a bull, just add Additional Limbs 2 for an extra pair of legs.

NATURE SPIRIT

Nature spirits include such creatures as forest spirits, dryads (tree spirits), naiads (river spirits), nymphs (water spirits), sylphs (air spirits), nereids (lake spirits), oceanids (ocean spirits), and oreads (mountain spirits).

NIGHTMARE

These fiendish steeds look like black riding animals such as horses, stags, or camels. They sometimes possess marks that betray their demonic natures, such as large black bat-like wings or glowing eyes,



manes of fire, and flaming feet. These statistics can also represent other sorts of magical horse-like steeds.

PTERODACTYL

Pterodactyls are large leathery-winged dinosaurs. They typically eat fish and carrion, but occasionally attack creatures at least two size categories smaller than them if they are hungry. In a sword & sorcery setting, pterodactyls are often used as flying mounts. These statistics can also be used to represent other varieties of winged dinosaurs and other flying reptilian beasts of a similar build.

ROC

Rocs are immense birds of prey capable of carrying off horses, cattle, or even elephants in their massive talons.

SABER-TOOTH

Saber-tooths are large prehistoric felines that derive their name from their elongated upper canine teeth, which bear a passing resemblance to ivory swords.

SKELETON WARRIOR

Skeleton warriors are the bones of dead soldiers animated by strong necromantic magic. This is a more powerful and intelligent version of the **Skeleton** found in **Chapter 11: Friends & Foes** of the *Mutants & Masterminds* book.

NATURE SPIRIT **PL 7 • MINION RANK 11**

Str 12	Dex 19	Con 15	Int 16	Wis 17	Cha 20
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SKILLS

Bluff 7 (+12), Diplomacy 7 (+12), Knowledge (life sciences) 6 (+9), Medicine 8 (+11), Notice 8 (+11), Sense Motive 8 (+11), Stealth 8 (+12), Survival 8 (+11), Swim 8 (+9)

FEATS

Attractive, Environmental Adaptation (any), Fascinate (Diplomacy), Hide in Plain Sight

Equipment: Supernatural dagger (+4 damage)

POWERS

Animal Control 7

Comprehend 2 (Animals, Plants)

Immunity 2 (Suffocation)

Protection 3

Super-Movement 2 (Sure-Footed, Trackless)

Super-Senses 1 (low-light vision)

and either **Air Control 7** and **Flight 1**, **Earth Control 7** and **Super Move 2** (Permeate, earth and stone only), **Water Control 7** and **Swim 2** or **Plant Control 7** and **Super Move 2** (Permeate, wood only)

COMBAT

Attack +9, Grapple +10, Damage +5 (supernatural dagger), Defense +9, Knockback -2, Initiative +4

SAVING THROWS

Toughness +5, Fortitude +4, Reflex +9, Will +8

Abilities 39 + Skills 17 (68 ranks) + Feats 4 + Powers 44 + Combat 36 + Saves 12 = 152

NIGHTMARE **PL 7 • MINION RANK 6**

Str 27	Dex 16	Con 18	Int 11	Wis 13	Cha 12
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SKILLS

Intimidate 10 (+11), Notice 8 (+9), Sense Motive 6 (+7)

FEATS

Endurance, Improved Initiative

POWERS

Growth 4 (Innate; Permanent)

Protection 2

Speed 2

Super-Movement 2 (air walking, dimensional movement)

Super-Senses 2 (darkvision)

COMBAT

Attack+6 (includes -1 due to size), Grapple +19, Damage +8 (unarmed), Defense +7 (includes -1 due to size), Knockback -7, Initiative +7

SAVING THROWS

Toughness +6, Fortitude +9, Reflex +8, Will +6

DRAWBACKS

Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)

Abilities 25 + Skills 6 (24 ranks) + Feats 2 + Powers 19 + Combat 30 + Saves 15 - Drawbacks 8 = 89

PTERODACTYL **PL 8 • MINION RANK 5**

Str 26	Dex 15	Con 18	Int 1	Wis 12	Cha 8
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SKILLS

Notice 12 (+13)

FEATS

Evasion, Move-by Action

POWERS

Flight 1

Growth 8 (Innate; Permanent)

Protection 1

COMBAT

Attack +8 (includes -2 due to size), Grapple +26, Damage +8 (bite), Defense +10 (includes -2 due to size), Knockback -10, Initiative +2

SAVING THROWS

Toughness +5, Fortitude +6, Reflex +7, Will +3

DRAWBACKS

Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)

Abilities -4 + Skills 3 (12 ranks) + Feats 2 + Powers 19 + Combat 44 + Saves 9 - Drawbacks 8 = 65

ROC **PL 12 • MINION RANK 9**

Str 34	Dex 14	Con 25	Int 2	Wis 12	Cha 10
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SKILLS

Notice 12 (+13)

FEATS

Improved Grab, Move-by Action

POWERS

Flight 1

Growth 12 (Innate; Permanent)

Protection 3

Super-Senses 1 (low-light vision)

Super Strength 1 (Super-Breath)

COMBAT

Attack +11 (includes -4 due to size), Grapple +39, Damage +12 (talons), Defense +13 (includes -4 due to size), Knockback -17, Initiative +2

SAVING THROWS

Toughness +10, Fortitude +17, Reflex +12, Will +9

DRAWBACKS

Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)

Abilities 1 + Skills 3 (12 ranks) + Feats 2 + Powers 34 + Combat 64 + Saves 28 - Drawbacks 8 = 124



SABER-TOOTH **PL 7 • MINION RANK 4****Str 25** | **Dex 15** | **Con 20** | **Int 2** | **Wis 12** | **Cha 6****SKILLS**

Acrobatics 5 (+12), Notice 9 (+10), Stealth 10 (+12)

FEATS

Improved Critical (bite)

POWERS**Growth 4** (Innate; Permanent)**Protection 1****Strike 1** (Mighty)**Super-Senses 2** (low-light vision, scent)**COMBAT**

Attack +6 (includes -1 due to size), Grapple +18, Damage +8 (bite), Defense +8 (includes -1 due to size), Knockback -7, Initiative +2

SAVING THROWS

Toughness +6, Fortitude +8, Reflex +7, Will +3

DRAWBACKS

Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)

Abilities 8 + Skills 8 (32 ranks) + Feats 1 + Powers 14 + Combat 32 + Saves 10 - Drawbacks 8 = 65**SUCCUBUS** **PL 10 • MINION RANK 17****Str 18** | **Dex 18** | **Con 18** | **Int 16** | **Wis 18** | **Cha 26****SKILLS**

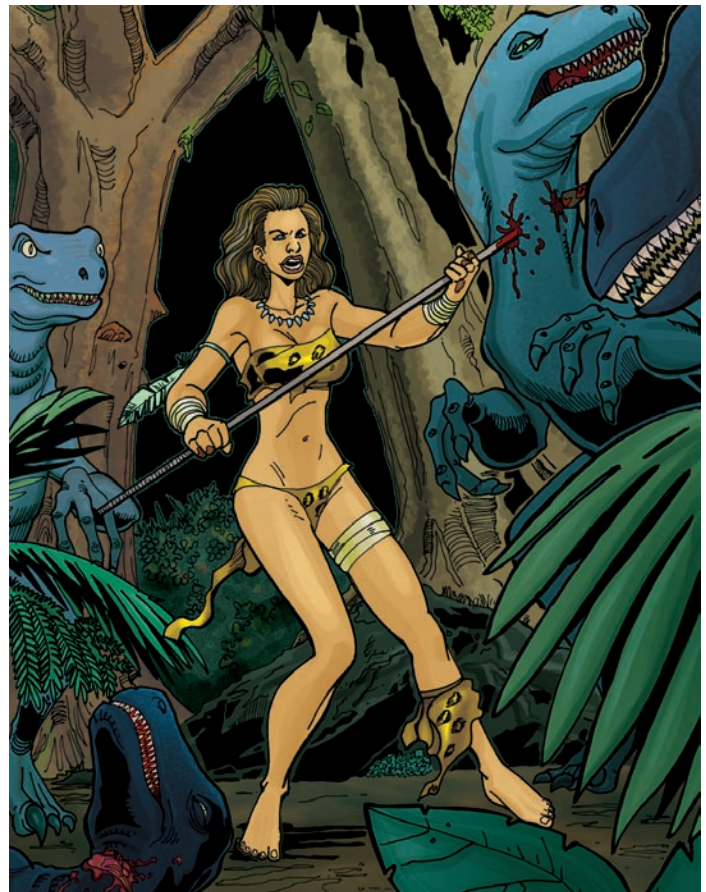
Bluff 8 (+16), Concentration 8 (+12), Diplomacy 8 (+16), Disguise 4 (+12), Intimidate 4 (+12), Knowledge (arcane lore) 8 (+11), Notice 6 (+10), Perform (any) 6 (+14), Sense Motive 12 (+16), Stealth 4 (+8)

FEATSAttractive, Distract (Bluff), Fascinate 3 (Bluff, Diplomacy, Intimidate), Improved Initiative 2, Sneak Attack 2, Taunt, Ultimate Skill (Bluff)
Equipment: Dagger, whip**POWERS****Comprehend 4** (languages; Subtle 2)**Drain Constitution 2** (life-devouring kiss; Insidious [see *Ultimate Power*, page 101], No Saving Throw; Slow fade 3, Subtle 2)**Flight 3****Immunity 11** (aging, life support, starvation and thirst)**Mind Control 10** (Conscious, Insidious, Linked to Drain; Subtle; *Alternate Powers:* Super-Movement 3 [Dimensional Move 3], Telepathy 8 [Subtle])**Morph 5** (humanoids)**Protection 4** (Impervious)**COMBAT**

Attack +8, Grapple +12, Damage +4 (unarmed or whip) or +5 (dagger), Defense +12, Knockback -6, Initiative +12

SAVING THROWS

Toughness +8, Fortitude +10, Reflex +10, Will +12

Abilities 54 + Skills 17 (68 ranks) + Feats 11 + Powers 102 + Combat 40 + Saves 20 = 2442**VELOCIRAPTOR** **PL 6 • MINION RANK 5****Str 19** | **Dex 20** | **Con 17** | **Int 2** | **Wis 12** | **Cha 10****SKILLS**

Acrobatics 6 (+10), Notice 8 (+9), Stealth 6 (+11), Survival 8 (+9)

FEATS

Evasion, Endurance, Improved Critical (claw), Instant-up, Move-by Action

POWERS**Leaping 1****Protection 2****Strike 1** (Mighty)**Super-Senses 3** (low-light vision, scent, track)**COMBAT**

Attack +7, Grapple +11, Damage +5 (claws or bite), Defense +7, Knockback -2, Initiative +5

SAVING THROWS

Toughness +5, Fortitude +6, Reflex +10, Will +4

DRAWBACKS

Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)

Abilities 20 + Skills 7 (28 ranks) + Feats 5 + Powers 8 + Combat 28 + Saves 11 - Drawbacks 8 = 71

SUCCUBUS

Succubi are fiends of deception and seduction. They appear as beautiful human women with a small pair of horns, barbed tails and large batlike wings. The male version of the succubus is called an incubus.

SKELETON WARRIOR PL 5 • MINION RANK 5

Str 15	Dex 14	Con —	Int 10	Wis 10	Cha 10
SKILLS					
Climb 4 (+6), Intimidate 2 (+2), Knowledge (tactics) 4 (+4), Notice 2 (+2), Profession (soldier) 4 (+4)					
FEATS					
Equipment 2, Improved Initiative <i>Equipment:</i> Chainmail (+3 Toughness), sword					
POWERS					
Immunity 40 (Fortitude Effects, cold damage, half damage from slashing and piercing weapons)					
Protection 2					
Strike 1 (Mighty)					
COMBAT					
Attack +5, Grapple +7, Damage +5 (sword) or +3 (claw), Defense +5, Knockback -2, Initiative +6					
SAVING THROWS					
Toughness +5 (+2 without chainmail), Fortitude —, Reflex +4, Will +5					
DRAWBACKS					
Mute (very common, moderate, -4 points)					
Abilities -1 + Skills 4 (16 ranks) + Feats 3 + Powers 44 + Combat 20 + Saves 7 - Drawbacks 4 = 73					

TRICERATOPS PL 12 • MINION RANK 7

Str 31	Dex 9	Con 27	Int 1	Wis 12	Cha 7
SKILLS					
Notice 12 (+13)					
FEATS					
Endurance, Power Attack					
POWERS					
Growth 8 (Innate; Permanent)					
Protection 9					
Strike 1 (Mighty)					
Super-Senses 2 (low-light vision, scent)					
COMBAT					
Attack +12 (includes -2 due to size), Grapple +32, Damage +11 (gore), Defense +7 (includes -2 due to size), Knockback -16, Initiative -1					
SAVING THROWS					
Toughness +17, Fortitude +17, Reflex +4, Will +7					
DRAWBACKS					
Mute (very common, moderate, -4 points), No Hands (very common, moderate, -4 points)					
Abilities 3 + Skills 3 (12 ranks) + Feats 2 + Powers 30 + Combat 46 + Saves 20 - Drawbacks 8 = 96					

TRICERATOPS

A triceratops is a large herbivorous dinosaur that lives in herds. Each bears three horns and a protective bony frill on its head. These statistics may also represent other kinds of horned dinosaurs.

VELOCIRAPTOR

Velociraptors are relatively small yet exceedingly fierce carnivorous dinosaurs. They have a bipedal stance and small forelimbs somewhat like a small streamlined tyrannosaurus. Their hind limbs each bear a large sickle-shaped claw.

TEMPLATES

Templates are pre-packaged collections of feats, powers, and other abilities that can be used to help create creatures and characters, or may be added to an existing creature or character. If you add a template to an existing creature, remember to adjust its power point total, power level, and minion rank appropriately.

The concept of templates was first introduced to *Mutants & Masterminds* in the *Mastermind's Manual*, but you do not need that book to use the following templates. For more on templates, see the racial and professional templates for player characters starting on page 36.

CHIMERICAL CREATURE

"Chimerical Creature" is a racial template that can be used to combine any two (or more) animals into a terrifying composite monster. Use this template to create any monster composed of multiple animals, such as griffons, ligers, or serpopards.

DIRE CREATURE

"Dire Creature" is a racial template that can be added to any beast with an intelligence score of 1 or 2. Dire creatures are larger and far fiercer than their mundane counterparts. They may be mutants, pre-historic throwbacks, or animals enhanced by dark sorcery.

FIENDISH CREATURE

"Fiendish Creature" is a racial template that can be added to any living creature or character to represent the effects of a demonic bloodline. Fiendish creatures may have a demonic heritage, or they might be abyss-dwelling demonic versions of similar beasts found in the mortal realm.

GHOUL

"Ghoul" is a racial template that can be added to any living creature or character. Ghouls are typically humans who have been warped by dark magic into feral cannibalistic monsters. Humans and animals that have been transformed into ghouls tend to have a sickly gray pallor to their flesh and a gaunt, hungry look. They also possess glowing red or yellowish eyes, elongated teeth and claws, and grotesquely enlarged mouths.

CHIMERICAL CREATURE**TEMPLATE****ABILITIES**

A Chimera uses the better Str and Con scores between the two animals. The chimera's Dex, Int, Wis and Cha are generated by finding the average between the respective ability scores of the two animals.

FEATS

A chimera has the feats of both animals. Overlapping feats do not stack unless they are ranked.

SKILLS

A chimera has the skills of both animals and uses the higher skill rank between the two animals for each skill.

POWERS

A Chimera has the powers of both animals and uses the higher power rank between the two animals for each power. If either creature has the Shrinking power with the Permanent flaw, use the lowest power rank of the animals being combined instead, even if that eliminates all ranks in that power.

Recalculate power level and total power points from scratch.

DIRE CREATURE**TEMPLATE****ABILITIES**

Strength+4, Dexterity +2, Constitution +2

POWERS

Growth 4 (Innate; Permanent)

Protection 2

COMBAT

Attack +2, Defense +2

SAVING THROWS

Fort +1, Ref +1, Will +1

Abilities 8 + Powers 23 + Combat 8 + Saves 3 = 42 Points

FIENDISH CREATURE**TEMPLATE****ABILITIES**

Strength +4, Dexterity +4, Constitution +2, Intelligence +4, Charisma +2

SKILLS

Intimidate 4

FEATS

Fearsome Presence 2, Startle

POWERS

Hellfire Control 6

Immunity 23 (acid, aging, cold, disease, electricity, fire, poison)

Protection 2

Strike 1 (Mighty)

Super-Senses 2 (darkvision)

Abilities 16 + Skills 1 (4 ranks) + Feats 3 + Powers 41 = 61 Points

GIANT CREATURE

"Giant Creature" is a racial template that can be added to any creature or character. Giant Creatures are simply much larger and

GHOUL**TEMPLATE****ABILITIES**

Strength +6, Dexterity +4, Constitution +2, Intelligence -2, Charisma -6

SKILLS

Intimidate 4

FEATS

Fearless, Frightful Presence, Improved Grab, Track

POWERS

Drain Constitution 2 (consume flesh)

Immunity 30 (Fortitude Effects)

Protection 2

Strike 2 (Mighty)

Super-Senses 3 (Darkvision, Scent)

Abilities 4 + Skills 1 (4 ranks) + Feats 4 + Powers 41 = 49 Points

GIANT CREATURE**TEMPLATE****ABILITIES**

Strength +4, Constitution +4

POWERS

Growth 8 (Innate; Permanent)

Protection 2

Super-Strength 1

COMBAT

Attack +3, Defense +3

SAVING THROWS

Fortitude +2, Will +1

Abilities 8 + Powers 45 + Combat 12 + Saves 3 = 68 Points

LICH**TEMPLATE****ABILITIES**

Intelligence +2, Wisdom +2, Charisma +2. A Lich has no Constitution.

SKILLS

Notice 4, Search 4, Sense Motive 8, Stealth 8

FEATS

Defensive Roll, Fearsome Presence 5, Iron Will

POWERS

Immunity 50 (Fortitude effects, cold damage, half damage from slashing and piercing weapons, mental effects)

Protection 4 (Impervious)

Strike 2 (Mighty).

Abilities -4 + Skills 6 (24 ranks) + Feats 7 + Powers 58 = 67 Points

sometimes more aggressive versions of their smaller relatives. Use this template to create all manner of giant beasts, from monstrous frogs to giant rats.

LICH

"Lich" is a power template that turns any living creature of power level 8 or more with the magic power into an undead sorcerer.

MUMMIFIED CREATURE

"Mummified Creature" is a power template that turns any living creature into an undead mummy.

SHADOW CREATURE

"Shadow Creature" is a power template that can be used to infuse any living thing with the essence of shadow.

SKELETAL CREATURE

"Skeletal Creature" is a power template that may be added to any living creature that has a skeleton (including exoskeletons), thus stripping the being of flesh and animating its bones or carapace.

SPECTRAL CREATURE

"Spectral Creature" is a power template that turns any living creature into a terrifying ghostly apparition.

VAMPIRIC CREATURE

"Vampiric Creature" is a power template that can be added to any living creature to turn them into a bloodsucking creature of the night.

VAMPIRIC CREATURE

TEMPLATE

ABILITIES

Strength +6, Dexterity +4, Intelligence +2, Wisdom +2, Charisma +4. A Vampire has no Constitution.

FEATS

Fascinate (Diplomacy), Fearless, Improved Initiative

POWERS

Animal Control 6 (Area; Limited to bats, rats and wolves)

Drain Constitution 1 (blood drain)

Immunity 30 (Fortitude effects)

Insubstantial 2 (gaseous)

Protection 5 (Impervious; Limited against blessed, silver or magical weapons)

Regeneration 5 (Resurrection, not when staked or beheaded; *Source*: Blood)

Super-Movement 1 (wall-crawling)

DRAWBACKS

Weakness (dependence on blood, common, minor, -2 points),

Weakness (holy symbols, dazed for one round by losing an opposed Charisma check, common, moderate, -3 points), **Weakness** (sunlight, minor, per round, destroyed after 10 rounds, -8 points)

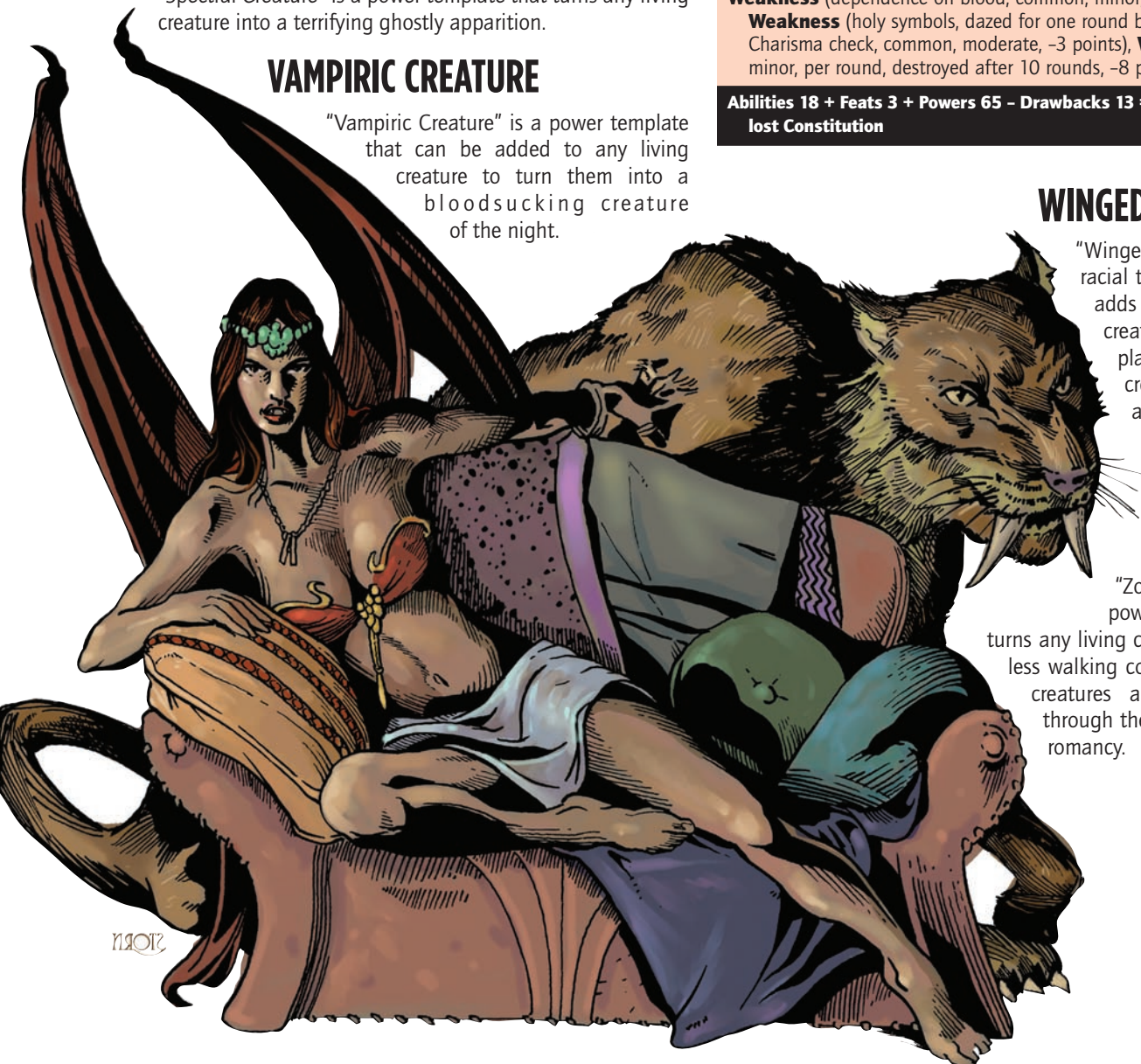
Abilities 18 + Feats 3 + Powers 65 - Drawbacks 13 = 73 Points - cost of lost Constitution

WINGED CREATURE

"Winged Creature" is a racial template that simply adds wings to any given creature. Use this template to make such creatures as a flying ape, a winged lion, or a pegasus.

ZOMBIE CREATURE

"Zombie Creature" is a power template that turns any living creature into a mindless walking corpse. These undead creatures are usually created through the magical art of necromancy.



SHADOW CREATURE	TEMPLATE
ABILITIES	
Dexterity +2, Intelligence -2, Wisdom +2, Charisma +4. A Shadow has no Strength or Constitution.	
SKILLS	
Notice 4, Search 4, Stealth 4	
FEATS	
Fearless, Improved Initiative, Shadows lose all feats with physical effects.	
POWERS	
Darkness Control 4 Drain Strength 2 Flight 1 (Continuous) Immunity 45 (cold, Fortitude effects, mental effects) Insubstantial 4 (Innate; Permanent) Regeneration 5 Shield 3 Super-Senses 2 (Darkvision) Teleport 3 (Medium: Darkness or shadows); Shadows lose all powers with physical effects.	
Abilities 6 + Skills 3 (12 ranks) + Feats 2 + Powers 96 = 107 points - cost of lost ability scores, skills, feats, and powers	

SKELETAL CREATURE	TEMPLATE
ABILITIES	
Dexterity +2. Skeletons have no Constitution, Intelligence, or Charisma.	
SKILLS	
Skeletons lose all skills.	
FEATS	
Improved Initiative. Skeletons lose all feats with mental effects.	
POWERS	
Immunity 40 (Fortitude Effects, cold damage, half damage from slashing and piercing weapons) Protection 1 Strike 1 (Mighty). Skeletons lose all powers with mental effects.	
Abilities 2 + Feats 1 + Powers 43 = 46 - cost of lost ability scores, skills, feats, and powers.	

ZOMBIE CREATURE	TEMPLATE
ABILITIES	
Strength +2, Dexterity -2. A Zombie has no Constituion, Intelligence, or Charisma.	
SKILLS	
Zombies lose all skills.	
FEATS	
Zombies lose all feats with mental effects.	
POWERS	
Immunity 30 (Fortitude Effects) Protection 2 . Zombies lose all powers with mental effects.	
Abilities 0 + Powers 32 = 32 - cost of lost ability scores, skills, feats and powers	

WINGED CREATURE	TEMPLATE
ABILITIES	
Dexterity +2	
FEATS	
Move-By Action	
POWERS	
Flight 2 Super-Senses 2 (extended vision, low-light vision)	
Abilities 2 + Feats 1 + Powers 6 = 9 points	

SPECTRAL CREATURE	TEMPLATE
ABILITIES	
Charisma +4. Spectral creatures have no Strength or Constitution.	
SKILLS	
Lose all physically based skills.	
FEATS	
Fearless, Fearsome Presence 8, Lose all physically based feats.	
POWERS	
Concealment 10 Drain Constitution 2 Emotion Control 4 (Limited-fear) Flight 1 (Continuous) Immunity 40 (Fortitude effects, mental effects) Insubstantial 4 (Innate; Permanent) Regeneration 15 (Recovery bonus +9; Resurrection 1/week) Shield 3 Super-Senses 5 (Darkvision, Detect Life [Extended 2]) Telekinesis 2 (Affects Corporeal, Subtle)	
DRAWBACKS	
Power Loss (Concealment; against mythical senses, -1 point), Power Loss (Regeneration; when laid to rest or task is done, -1 point)	
Abilities 4 + Feats 9 + Powers 125 - Drawbacks 2 = 136 Points - cost of lost abilities, skills, and feats.	

MUMMIFIED CREATURE	TEMPLATE
ABILITIES	
Strength +6. A Mummy has no Constitution.	
SKILLS	
Climb 4, Stealth 4	
FEATS	
Fearsome Presence 5, Great Fortitude	
POWERS	
Immunity 35 (Fortitude Effects, cold damage) Protection 5 (Impervious) Strike 2 (Mighty).	
DRAWBACKS	
Vulnerable to Fire (Minor, -1 point)	
Abilities +6 + Skills 2 (8 ranks) + Feats 6 + Powers 44 - Drawbacks 1 = 51 Points - cost of lost Constitution	

SUPPORTING CAST ARCHETYPES

This section provides a number of supporting characters typically found in a sword & sorcery setting. These characters have the potential to aid the heroes, join them on an adventure or two, and may even become long-term sidekicks (as per the Sidekick feat). Keep in mind that in this genre, any ally can quickly become an adversary under the right circumstances.

AGING SAGE

The aging sage is a veritable font of wisdom. He sometimes serves as a mentor to the adventurers and provides them with guidance on their quests, but is often too old and weak to accompany the heroes.

AGING SAGE						PL 5
Str 9	Dex 11	Con 10	Int 16	Wis 17	Cha 14	
SKILLS						
Concentration 8 (+11), Gather Information 8 (+10), Knowledge (history) 10 (+13), Knowledge (arcane lore) 10 (+13), Knowledge (any two) 8 (+11), Medicine 8 (+11), Notice 6 (+9), Perform (oratory) 10 (+13), Profession (teacher) 10 (+13), Sense Motive 10 (+13)						
FEATS						
Equipment, Inspire 3, Well-Informed <i>Equipment:</i> Cane or staff						
COMBAT						
Attack +7, Grapple +7, Damage +1 (staff), Defense +9, Knockback -0, Initiative +0						
SAVING THROWS						
Toughness +0, Fortitude +5, Reflex +5, Will +8						
Abilities 17 + Skills 24 (96 ranks) + Feats 5 + Powers 0 + Combat 32 + Saves 15 = 93						

BARBARIAN PRINCESS						PL 8
Str 16	Dex 18	Con 15	Int 14	Wis 13	Cha 18	
SKILLS						
Acrobatics 12 (+16), Craft (bowyer) 8 (+10), Craft (cook) 8 (+10), Handle Animal 12 (+16), Knowledge (life sciences) 8 (+10), Medicine 8 (+9), Notice 8 (+9), Perform (dance) 12 (+16), Ride 12 (+16), Search 8 (+10), Survival 12 (+13)						
FEATS						
Attractive 2, Endurance, Power Attack, Takedown Attack, Track <i>Equipment:</i> Armor (scale mail or layered hide, +3 Toughness), dagger, sword						
COMBAT						
Attack +10, Grapple +13, Damage +6 (sword), Defense +10, Knockback -2, Initiative +4						
SAVING THROWS						
Toughness +5 (+2 without armor), Fortitude +12, Reflex +13, Will +11						
Abilities 34 + Skills 27 (108 ranks) + Feats 6 + Powers 0 + Combat 40 + Saves 29 = 136						

BARBARIAN PRINCESS

As fierce as she is beautiful, the barbarian princess is the equal of most heroes. She is an invaluable if somewhat hot-tempered ally.

BLIND ORACLE

The blind oracle is a difficult ally to locate, but capable of providing cryptic clues about the dangers and journeys that lay ahead... for a price.

CHARMING ROGUE

The charming rogue is all gilt and flash. His talents and trickery can prove useful, but keep a hand on your purse and an eye to your back. It's difficult to see through the charming rogue's bravado and you can never be sure just how trustworthy he really is.

DAMSEL IN DISTRESS

A true beauty who is in way over her head and in dire need of aid. The damsel is often used to bait the heroes into a trap. A "damsel" in distress need not always be female.

OCCULT ADVISOR

The occult advisor is as mysterious as it is powerful. This strange being is willing to provide supernatural aid to the heroes, from arcane tutelage to transporting them to other dimensions. In return

BLIND ORACLE						PL 5
Str 10	Dex 11	Con 12	Int 15	Wis 19	Cha 10	
SKILLS						
Bluff 10 (+10), Knowledge (arcane lore) 10 (+12), Knowledge (theology and philosophy) 10 (+12), Notice 10 (+14), Perform (acting) 10 (+10), Search 8 (+12), Sense Motive 10 (+14)						
FEATS						
Blind-Fight <i>Equipment:</i> Dagger						
POWERS						
Super-Senses 8 (postcognition, precognition)						
COMBAT						
Attack +8, Grapple +8, Damage +1 (dagger), Defense +8, Knockback -0, Initiative +0						
SAVING THROWS						
Toughness +1, Fortitude +6, Reflex +10, Will +10						
DRAWBACKS						
Disability (blind, -5 points)						
Abilities 17 + Skills 17 (68 ranks) + Feats 1 + Powers 8 + Combat 32 + Saves 21 - Drawbacks 5 = 91						

for its aid, the occult advisor always exacts a price. This may vary from demanding interesting bits of gossip to sending the supplicants on a quest for a rare item required for continued arcane study. Such items can be anything from a roc's feather to a magical tome or artifact. An occult advisor always appears human, but may in some cases actually be a demigod, monster, or alien creature masked by powerful illusions. Occult advisors never act without some degree of self-interest, but their motives can be as simple as gaining supernatural power and knowledge, or so strange and convoluted as to be beyond human comprehension.

OCCULT SIDEKICK

The occult sidekick is someone who dabbles in the magical arts. While his magical power may be limited, he can provide invaluable aid when facing evil sorcerers, black magic, curses, hexes, or supernatural beasts.

DAMSEL IN DISTRESS

PL 1
Str 10 Dex 14 Con 10 Int 13 Wis 11 Cha 18
SKILLS

Bluff 6 (+10), Craft (any) 4 (+5), Diplomacy 6 (+10), Notice 4 (+4), Perform (any two) 6 (+10)

FEATS

Attractive (2), Inspire, Second Chance (plead for mercy)

COMBAT

Attack +2, Grapple +2, Damage +0 (slap), Defense +2, Knockback -0, Initiative +2

SAVING THROWS

Toughness +0, Fortitude +2, Reflex +6, Will +3

Abilities 16 + Skills 8 (32 ranks) + Feats 4 + Powers 0 + Combat 8 + Saves 9 = 45

OCCULT ADVISOR

PL 12
Str 16 Dex 16 Con 19 Int 19 Wis 16 Cha 12
SKILLS

Concentration 16 (+15), Craft (any) 13 (+12), Knowledge (any) 13 (+12), Knowledge (arcane lore) 16 (+15), Knowledge (theology and philosophy) 13 (+13), Notice 9 (+8), Search 8 (+7), Sleight of Hand 12 (+10)

FEATS

Contacts, Defensive Roll, Eidetic Memory, Improved Initiative, Ritualist, Trance

POWERS

Illusion 14 (all senses), **Magic 14** (choose 10 alternate power feats as spells), **Summon Beasts 12**, **Super-Senses 5** (Danger Sense, Darkvision, Detect Magic, Mystic Awareness)

COMBAT

Attack +10, Grapple +13, Damage +14 (magic) or +3 (unarmed), Defense +10, Knockback -2, Initiative +7

SAVING THROWS

Toughness +5, Fortitude +12, Reflex +11, Will +15

Abilities 38 + Skills 25 (100 ranks) + Feats 6 + Powers 123 + Combat 40 + Saves 28 = 260

CHARMING ROGUE

PL 6
Str 12 Dex 19 Con 13 Int 15 Wis 14 Cha 18
SKILLS

Acrobatics 11 (+15), Bluff 11 (+15), Climb 11 (+12), Disable Device 11 (+13), Knowledge (streetwise) 10 (+12), Notice 11 (+13), Search 11 (+13), Sense Motive 10 (+12), Sleight of Hand 11 (+15), Stealth 11 (+15)

FEATS

Attractive, Improved Initiative, Redirect, Second Chance (trigger traps), Sneak Attack, Taunt, Throwing Mastery, Uncanny Dodge

Equipment: Crossbow, dagger, shortsword, studded leather armor (+2 Toughness)

COMBAT

Attack +7, Grapple +8, Damage +3 (shortsword or crossbow), Defense +9, Knockback -1, Initiative +8

SAVING THROWS

Toughness +3 (+1 without studded leather), Fortitude +6, Reflex +11, Will +7

Abilities 31 + Skills 27 (108 ranks) + Feats 8 + Powers 0 + Combat 32 + Saves 17 = 115



SCHOLARLY SIDEKICK**PL 6****Str 11 | Dex 15 | Con 12 | Int 18 | Wis 14 | Cha 10****SKILLS**

Concentration 11 (+13), Investigate 11 (+15), Knowledge (any) 11 (+15), Knowledge (civics) 11 (+15), Knowledge (current events) 11 (+15), Knowledge (history) 11 (+15), Knowledge (physical sciences) 11 (+15), Language 6 (–), Notice 6 (+8), Profession (scribe) 11 (+13)

FEATS

Eidetic Memory
Equipment: Dagger, staff

COMBAT

Attack +9, Grapple +9, Damage +2 (staff), Defense +9, Knockback –0, Initiative +2

SAVING THROWS

Toughness +1, Fortitude +6, Reflex +7, Will +11

Abilities 20 + Skills 25 (100 ranks) + Feats 1 + Powers 0 + Combat 36 + Saves 19 = 101

SCHOLARLY SIDEKICK

The scholarly sidekick is always ready to aid the adventurers with obscure academic knowledge. He excels at deciphering ancient hieroglyphs, translating obscure languages, and garnering pertinent information from cryptic tomes, as well as being a font of information on history, legends, and lore. The Gamemaster should feel free to use the scholarly sidekick to keep the story moving whenever the action is brought to a dead halt by a puzzle, riddle, or missing bit of information that the

OCCULT SIDEKICK**PL 7****Str 10 | Dex 14 | Con 12 | Int 17 | Wis 16 | Cha 14****SKILLS**

Concentration 12 (+15), Craft (any) 9 (+12), Knowledge (any) 9 (+12), Knowledge (arcane lore) 12 (+15), Knowledge (theology and philosophy) 9 (+12), Notice 5 (+8), Search 4 (+7), Sleight of Hand 8 (+10)

FEATS

Equipment, Ritualist, Trance
Equipment: Dagger, staff

POWERS

Magic 6 (choose four alternate power feats as spells), **Super-Senses 1** (Mystic Awareness)

COMBAT

Attack +8, Grapple +8, Damage +6 (magic), +2 (staff) or +1 (dagger), Defense +8, Knockback –0, Initiative +2

SAVING THROWS

Toughness +1, Fortitude +9, Reflex +10, Will +12

DRAWBACKS

Power Loss (Magic; when unable to speak and gesture to cast spells –1 point)

Abilities 23 + Skills 17 (68 ranks) + Feats 3 + Powers 17 + Combat 32 + Saves 25 – Drawbacks 1 = 124

heroes seem unable to overcome without help; just be sure to give the players a chance to figure things out on their own before the scholarly sidekick steps in. A Scholarly Sidekick is an excellent source of inspiration via the spending of hero points (*M&M*, page 122).

MAGICAL ITEMS

In the sword & sorcery genre magical items are rare and highly coveted treasures. As such, a hero is rarely able to hang onto one for long, as all manner of thieves and sorcerers will desire such items of power and go to great lengths to procure them. Similarly, it is fully within the tropes of the genre for a magical item to break (such as a magical sword dissolves in the acidic ichor of the creature it was required to slay, or shatters while delivering the killing blow) or have its supernatural power expended (supernatural runes whose power fades after a specified time passes, or a specific task is completed) once it has served its purpose in the story. This makes magical items more similar to plot devices (see **Plot Devices** in **Chapter 7** of *Mutants & Masterminds*) than normal devices.

In all but the most high-powered settings, these items should be given and taken away as suits the story and deemed appropriate by the Gamemaster, rather than purchased with the Device power. For example a hero who has been horribly wronged by a villain may come across the sword of vengeance, only to lose it due to mitigating circumstances soon after they have avenged themselves upon the enemy. If the Gamemaster does allow signature magical items to be acquired through the Device power, they should carefully limit the number and power of such items.

This section presents new features, extras, and flaws that you can add to magical items to give them a magical feel and to represent qualities and powers that rarely appear anywhere other than imbued into a magical item.

MAGIC ITEM POWER FEATS

- **Arcane Flame:** With a simple command word or phrase issued as a half action, this device sheds a bright, arcane glow. You can illuminate an area with a radius of up to 60 feet, with double the distance beyond gaining partial illumination that grants one-quarter concealment. You can choose to diminish this radiance to a radius less than 60 feet. Changing the area it lights is a half action.
- **Slayer:** Appropriate for weapons, this feature represents a special blessing or enchantment laid upon an item to imbue it with a baneful aura against a particular type of creature or opponent. Pick a single class of creature or construct, such as golems, demons, or animals. Against that chosen foe, your weapon gains a +2 bonus to hit and a +1 bonus to its damage modifier. You can choose this feature multiple times, selecting it for use against a different type of foe each time.

- **Spellbane:** When used against a creature that has the Magic power or the mystical power source, this item gains one of the following benefits depending on its nature. It either gains a +1 bonus to any damage modifier it has, a +2 bonus to power or skill checks, or it gains an effective +1 bonus to its power ranks. The first option is best for offensive items such as weapons, the second one works well with general utility devices, and the final one is a good pick for defensive gadgets.

You can select this feature more than once, gaining a different option from the list of three each time.

MAGIC ITEM EXTRAS

- **Arcane Lock:** Only one who is trained in the art of sorcery can use this item. Anyone who lacks ranks in the Magic power who attempts to use it must make a Fortitude save with a DC equal to the item's highest ranked power. On a failed check, he suffers a Stun attack with a damage modifier equal to 10 + the rank of the item's highest-ranked power. This is categorized as an extra, rather than a flaw, because it is useful for sorcerous characters who do not want others to take their items and use them against them. Your Gamemaster may opt to classify this as a flaw if heroes with the Magic power are rare in his game.
- **Eternal:** This device can never be fully destroyed. Over time, it slow re-forms and once again gains the full range of its power. If damaged, it automatically regains 1 rank in all damaged abilities per day. If it is destroyed, it fully repairs itself after a month. It appears in its owner's hands or, if the owner is dead, manifests somewhere in which a worthy new bearer might find it. (Of course, the definition of "worthy" can vary...)

MAGIC ITEM FLAWS

- **Arcane Signature:** This device's magical power has a particularly noteworthy tone and aura. Whenever you activate it, anyone within 10 miles per rank they have in the Magic power may sense your presence. They may make power checks with a DC equal to 20 – the item's highest ranked power. On a successful check, the sorcerer knows your exact location and gains a vivid image of where you stand, your allies, and what you are currently doing.
- **Corrupting Influence:** This device was forged with the essence of an evil spirit, such as a demon, devil, or similar malevolent entity. While you carry it, you must fight the urge to commit foul deeds, while heroic actions require far more resolve than normal. While you use or carry this device, you must spend double the normal amount of hero points when attempting to use them. You gain the normal benefits but go through points twice as fast.
- **Cursed:** Whether by a flaw in its creation or the grim echoes of its past deeds, this device's users have all met with ill ends. In some cases, this flaw represents a strange flux in magical energies that simply draws bad luck near the device. Other times, it is possessed by evil spirits that actively seek to do harm against

the person who bears it. This flaw might not apply to just any one. Perhaps only the device's chosen user can wield it without harm. The curse inflicts a –1 penalty per rank in the flawed power to one saving throw (Damage, Fortitude, Reflex, or Will).

- **Mystic Knowledge:** Activating this device is no simple matter. Each time you try to use it, you must make a Knowledge (arcane lore) check with a DC equal to the device's highest ranked power + 10. This check is a free action and if you fail you can choose to do something other than activate the device; the device simply fails to function for you this round. You can retry the check each round until you succeed. Some magical items require a trained wizard to unlock their secrets, while others activate only with a proper command word or some symbolic action. The check might represent an attempt to complete a short ritual or some other action to bring the device to life.
- **Willful Personality:** The spirits that grant the device's magical nature sometimes take actions contrary to the user's desire. A magic wand might blast the wrong target with a bolt of energy, while a sword may suddenly prove heavy, unbalanced, and difficult to wield. Before each scene, you must make a Charisma check with a DC equal to the item's highest rank + 5. If you fail, the Gamemaster may have the device malfunction in some manner as the spirits within – angered at some perceived slight, or simply out of boredom – ignore your commands. It may refuse to function, it could have the opposite of the intended effect, or it might twist its power around to place you in danger. This happens once during the encounter. Thus, if the device fails to work, it fizzles on one of your actions rather than for the entire battle. Your GM should pick a dangerous or climactic point to use this flaw. Gamemasters may also work this flaw into ongoing plot lines, using it to reflect the device's desire to have its wielder pursue or give up on some course of action.

SAMPLE MAGIC ITEMS

The following magical items are presented as examples that can be dropped directly into your game, or referred to while building your own magical items.

ARROW OF SLAYING

Blast 4 (Mighty, Slayer)

Arrows of slaying are single-use magical items that have the effect of a single **Blast 4** (Mighty, Slayer). Individual arrows of slaying have their Slayer feat attuned to different creature types (such as chaotic creatures).

ATLANTIAN SWORD

7 POINTS

Strike 4 (Accurate Attack, Improved Critical, Mighty)

The ancient Atlanteans were peerless weapon makers and a few of their masterfully wrought blades are still in use today.

BANE KNIFE

7 POINTS

Indestructible; **Strike 2** (Accurate, Improved Critical, Mighty, Spellbane)

Bane knives are deadly weapons against sorcerers.



BLACK CRYSTAL DOORS AND MAGIC PORTALS

All manner of magical portals can exist in some sword & sorcery settings. These portals serve purely as plot devices (see **Plot Devices** in Chapter 7 of *Mutants & Masterminds*) and do not usually require specific statistics. Rather, they serve to transport characters between dimensions, teleport them across space, or traverse them through time. Such portals are often exceedingly difficult if not impossible to destroy, though they may be hidden or sealed.

BLACK LOTUS

The black lotus is an extremely potent plant. Those who breathe its fumes fall into magical slumber as per the effects of **Paralyze 8** (Slow Fade 3). The plant and its extracts are poisonous if ingested. The poisoned individual suffers the effects of **Drain Constitution 8** (Slow Fade 3).

BLADE OF OMENS

29 POINTS

Indestructible; **Elongation 3**, **ESP 8** (visual), **Strike 3** (Improved Critical, Mighty), **Super-Senses 4** (danger sense)

This magical blade is the size of a dagger, but can extend into a much larger blade at the wielder's command. It also provides the wielder with supernatural senses.

CRYSTAL BALL

18 POINTS

ESP 9 (visual, Arcane Lock; Mystic Knowledge)

Crystal balls can be used by one trained in magic to look upon people and events a great distance away.

DEMONCLAW

6 POINTS

Indestructible; **Strike 4** (Mighty)

This masterfully wrought metal gauntlet is shaped like a savage, demonic claw.

DUSKBLADE

27 POINTS

Indestructible; **Boost Strength 4** (Continuous), **Mind Control 8** (Corrupting Influence, Range (touch), Willful Personality), **Strike 4** (Vampiric; Improved Critical, Mighty)

This sword's rune-inscribed blade is pitch black with points of light that seem to glow from within, giving the viewer the impression of staring into a piece of the night sky. A duskblade is a sword given magical power by infusing it with the soul of a demon. While powerful, these blades carry great risk, for they will try to control their wielders and force them to slay friend and foe alike. In some settings this type of item is unique; in others, it may be part of a set, or even class, of life-drinking weapons.

ELDER SIGN

13 POINTS

Indestructible; **Emotion Control 8** (Limited to fear, Limited to affecting demons, intelligent undead and other unnatural horrors, Sense-Dependent [visual]), **Force Field 4** (Impervious, Limited to affecting demons, undead and other unnatural horrors)

This strange stone object is carved into a five-pointed star. It offers the bearer protection from nightmarish monstrosities and can be used to drive them off.

LIQUID HELLFIRE

This alchemical substance bursts into flame upon contact with air or water. All in contact with it suffer fire damage equivalent to Blast 3 (Area). A vial of this stuff can be thrown as a grenade-like weapon.

ORION STONE

25 POINTS

Indestructible; **Animate Object 8** (Arcane Lock; Limited to corpses, Mystic Knowledge), **Mind Control 8** (Arcane Lock; Limited to "wake up," Mystic Knowledge)

Orion stones are magical gems that are sometimes found in the hearts of powerful demons. They have the power to wake both the living and the dead.

RING OF THE GOD-KINGS

50 POINTS

Indestructible; **Magic 10** (choose one alternate power as a spell, Arcane Lock; Mystic Knowledge), **Mind Control 8** (Arcane Lock; Limited to summoned creatures, Mystic Knowledge), **Summon Elementals 10** (Arcane Lock; Mystic Knowledge)

The ring of the god-kings has the power to summon and command elementals. The ring is carved from a single rare gem.

SORCERER'S STAFF

28 POINTS

Indestructible; **Magic 10** (choose 2 alternate powers as spells, Arcane Lock; Mystic Knowledge), **Strike 4** (Mighty)

Sorcerers' staves serve both as powerful weapons and conduits for their magical powers.

SUPERNATURAL MIRROR**8 POINTS****Super-Senses 8** (precognition, postcognition, Arcane Lock; Mystic Knowledge)

Supernatural mirrors are usually made of highly polished silver or ornately framed silvered glass, and can be used by a trained sorcerer to gaze upon reflections of events in the past and the probable future.

SWORD OF VENGEANCE**23 POINTS**Indestructible; **Absorption 5** (Physical; Willful Personality) **Strike 4** (Accurate, Improved Critical, Mighty)

The sword of vengeance is a coveted magical blade that hungers for the blood of those who have wronged the wielder in the past.

TOMB DUST**4 POINTS****Dazzle 5** (visual); Extended Reach 1; Touch Range, Unreliable (5 uses)

When a handful of this dust is thrown in an opponent's face (requiring a ranged attack roll with a range of 5 ft.) the victim risks being blinded as per the effects of Dazzle 5 (vision).

WINE OF SUCCOR**5 POINTS****Healing 5**; Unreliable (5 uses)

Anyone quaffing a draught of this golden liquid gains the benefits of a single use of Healing 5. A full bottle contains enough wine for five draughts.

WARLOCK BLADE**55 POINTS**Indestructible; **Animate Object 6** (Limited to corpses), **Blast 6**, **Flight 1**, **Healing 6**, **Protection 6** (Willful Personality), **Strike 4** (Mighty, Improved Critical), **Super-Senses 4** (postcognition)

The warlock blade appears as a jeweled gauntlet. When worn, it expands to cover the user's body with ornate armor and can produce wings and sword-like extensions. Blasts of energy can be fired from the bladed extensions, or from a gauntlet. The warlock blade also has the power to heal wounds and animate the dead.

SPELL BOOKS AND GRIMOIRES

There are a near endless variety of spellbooks and grimoires whose magical secrets require supernatural knowledge to unlock. The following spellbook is merely provided as an example. At the Gamemaster's option, some grimoires may also detail specific rituals (See **Magical Rituals** on page 131 of *Mutants & Masterminds*). In some settings a character with the Magic power may need to find and study a spellbook that contains a particular spell before they can take it as an Alternate Power feat.

TYPICAL SPELL BOOK**22 POINTS****Magic 8** (choose 6 alternate powers as spells, Arcane Lock; Mystic Knowledge)

These statistics represent a typical book of spells. The GM may wish to customize these statistics to make each spell book unique.

CREATING SWORD & SORCERY ADVENTURES

When creating a *Warriors & Warlocks* adventure, your greatest resources are the numerous sword & sorcery comics that are out there. Each comic presents a chunk of plotline that could easily be adapted to an adventure or mined for ideas and inspiration. If you are borrowing heavily from a particular comic, make sure it is one your players have not already read to avoid predictability in the storyline. Even if your players are unfamiliar with the comic you are borrowing from, it is always a good idea to throw a few of your own twists into the story. Also keep in mind that the adventurers are unlikely to make the same decisions as the protagonist in the comic, which could lead the adventure down new and unexpected paths, so be prepared to improvise. See **Chapter 1** for an overview of some of the sword & sorcery comics available for your perusal.

When running a *Warriors & Warlocks* game, it is important to remember that sword & sorcery heroes are not typically the benevolent heroes of Gold or Silver Age comic books. While sword & sorcery heroes may occasionally perform good deeds, they often have selfish motivations. Such heinous acts as cold-blooded murder are usually beneath them, but they tend to have few qualms about killing a foe in battle, looting, or stealing, and don't necessarily worry about the law or the etiquette of a "fair fight." Some heroes may live by a code of honor of sorts, but it rarely gets in the way of their wrath or their greed.

Sword & sorcery is a genre of high adventure and swashbuckling heroes that explore exotic locations in their quest for glory, wealth, and power. These tales are punctuated by violent battles and avoid

strong moral undertones. Sword & sorcery adventures emphasize action and an ever-present sense of danger but also tend to include an element of romance (or at least unbridled lust) so long as it does not interfere with the former two elements.

Sword & sorcery adventures often follow mythic conventions such as those portrayed in Joseph Campbell's *The Hero's Journey*, which can serve as a useful framework in designing your own adventures. The *Hero's Journey* consists of three major parts: the departure, the descent, and the return. Each of these stages can be further broken down into their composite plot points. These plot points are merely suggestions that can be used, rearranged, or ignored as the Gamemaster sees fit. Here we present an interpretation of the *Hero's Journey* as a loose framework for the construction of your own sword & sorcery adventures.

THE DEPARTURE

In the departure, the heroes leave familiar surroundings and (relative) safety behind to brave the dangers of the unknown.

THE CALL TO ADVENTURE

The call to adventure is the "adventure hook" the Gamemaster uses to draw the protagonists into the adventure. In the sword & sorcery genre, heroes are often motivated by selfish aims. The heroes may hear of a great treasure, find an opportunity for revenge against an

enemy, discover a way to flee punishment for past deeds, elude capture, or avoid some other misfortune. Ideally each hero will have something to gain by embarking on the adventure, be it wealth, notoriety, or escape from a powerful enemy. Often a “herald” – an NPC who either brings the heroes news of this new opportunity for adventure or draws them into the plot in a more subtle way – presents the adventure hook. Many sword & sorcery adventures simply begin with the heroes wandering into a dramatic situation and getting involved based on their reactions. A good adventure hook will compel the characters into some kind of action while allowing them to choose what course of action they wish to take, not forcing them down any single path.

Common adventure hooks include:

- Facing pursuit or capture by local authorities for a past crime, real or imagined.
- An employment opportunity to be hired as thieves, assassins, bodyguards, or mercenaries.
- Coming across a potential love interest in distress.
- Escaping the massacre of a mercenary army or the sacking of a town.
- Fleeing from a powerful enemy and being forced to take refuge in a strange and hostile environment.
- Hearing rumors about a great treasure that is either lost, heavily guarded, or both.
- Learning about the capture and enslavement/imprisonment (or other plight) of a friend, ally, or lover.
- Stumbling upon a crumbling ruin, lost city, ancient tomb, or forbidden island during the heroes' wanderings.
- Being sent by a mentor or occult advisor on an expedition to retrieve a rare item or component, in exchange for special knowledge or services.

AID FOR THE JOURNEY

After the heroes have answered the call to adventure, they may have an opportunity to gain some form of crucial aid before embarking. They may be able to learn valuable clues and information from a mentor, or gain knowledge of the ordeal that lies ahead from a supernatural source such as an oracle. In some cases, the heroes may have to procure a special weapon or other armament needed to defeat a foe they must inevitably face. Perhaps they are old allies in the area that can be sought. In keeping with the genre, these boons may be conveniently stumbled upon as often as they must be actively sought, particularly to avoid long breaks in the action.

CROSSING THE FIRST THRESHOLD

This portion of the journey represents the first challenge the heroes must face. Usually this challenge is one or more less powerful adversaries (often a bunch of minions). In cases where the heroes are attacked at the tale's beginning, this first adversary may even double as the “herald” that brings the adventure to the heroes; the

Aid for the Journey might be obtained by questioning them after their defeat. Once the threat is vanquished, there may be a chance that the heroes can win one of them over as an ally.

After overcoming the first challenge, the heroes begin their journey into the unknown. This is the point of no return, after which the heroes will have little choice but to see the adventure through to its conclusion. Depending on the nature of the journey, pressing onward may bear risk of fatigue or losing their way.

Remember that sword & sorcery adventures thrive on exotic beasts, mysterious locales, strange and diverse cultures, and dangerous environments. The GM should make sure to play up this newness and strangeness in the descriptions of areas the heroes have never visited before and things they are seeing for the first time.

TESTS, ALLIES, AND ENEMIES

As the heroes explore the new portion of the setting that **Crossing the First Threshold** has opened up to them, they will face the constant threat of danger. The Gamemaster should pit them against a variety of encounters that will test both the heroes' prowess and their wits, but with relatively low risk of character death. The heroes will gradually learn the dangers of this new place, such as bandits, hostile natives, monstrous inhabitants, or environmental hazards like avalanches or quicksand. This is also an opportune time to introduce NPCs that provide the heroes with opportunities to develop friendships, love interests, and rivalries.

After a time, the heroes will find an opportunity to rest in a (relatively) safe location such as an inn or tavern. Here they will find opportunities for feasting, carousing, and general recuperation before the major ordeal of the adventure.

THE BELLY OF THE BEAST

After a short rest the heroes will have one last chance to make preparations for the main ordeal of the adventure, from gathering supplies and procuring mounts to sharpening weapons.

Once the heroes set off again, the Gamemaster is free to throw encounters at them even more dangerous than before. The GM may also add complications such as lame horses, leaking boats, pursuing enemies, stormy weather, traitorous guides, or deadly terrain. The heroes will find that not all things are as they may first seem and will have to face tricks, traps, and illusions along the way, hopefully using the knowledge they have already gained during the **Tests, Allies, and Enemies** phase to help them overcome these obstacles.

Finally the heroes will risk death in their first major encounter, as they descend into a figurative (or perhaps literal) underworld, a dark evil place from which escape seems impossible – a place that may not even be dreamt of in a sane world. Here the heroes will begin to learn what they are truly up against as they uncover information about the main enemy of the adventure, as well as the enemy's dark plans.

THE DESCENT

The decent is the major ordeal of the adventure. It begins once the heroes have crossed a threshold into the most dangerous part of the adventure and continues in a string of deadly threats up until the adventure's climax.

THE ROAD OF TRIALS

This is the bulk of the adventure where the heroes face a series of fights, tasks, monsters, traps, and other challenges. Some of these challenges may be tough enough to seriously injure or kill one of the heroes or their allies. This is the part of the adventure where the heroes must eventually face their own fears, often in the personification of a terrifying foe, a creature of nightmare that was not born of a sane world.

TEMPTATION

Somewhere along the road of trials, one or more of the heroes are often faced with a major temptation. Perhaps they find themselves alone with a deadly temptress, find a great treasure that lures them toward almost certain doom, or are offered unimaginable power should they betray their companions.

ATONEMENT

Should one of the heroes give in to temptation, there should be a chance at redemption for past misdeeds. For example, those who betrayed their companions may have an opportunity to save them, at the risk of their own lives. Rather than becoming concerned with moral overtones, such redemption should usually focus on restoring ties between the heroes, lovers or other companions that may have become strained or broken.

CONFRONTATION WITH THE ENEMY

Finally at the end of the Road of Trials, the adventurers find themselves in direct confrontation with the adventure's main antagonist. During this scene, the heroes may come to realize the full extent of the enemy's plans and the threat they possess. The Gamemaster may now reveal that there is more at stake than at first realized.

The heroes may need to use special knowledge or resources they have gathered earlier in the adventure to defeat the enemy. While there is a chance the heroes may kill their foe, this should not be a foregone conclusion. The enemy may have a chance to escape to harass the heroes later in the adventure, possibly even going on to become a recurring villain in the series.

THE REWARD & THE ULTIMATE BOON

After completing the main ordeal of the adventure and defeating the enemy, the heroes are due for a reward. This is where they lay claim to any specific treasure, object, or piece of knowledge for which they underwent the adventure. Other rewards may include hero points, treasure, or the means to keep a dying ally alive

THE RETURN

Once the adventurers have gotten what they came for and faced the enemy, they must still escape with their lives.

THE ROAD BACK

The journey home can be just as dangerous as the road that brought the heroes to adventure. Undeclared adversaries may reappear,

including the main enemy if he is still around. Otherwise, new threats may be unleashed on the heroes. It is often necessary for the characters to leave behind staggering amounts of wealth in order to escape some immediate threat and fight another day.

RESCUE FROM WITHOUT

The Gamemaster should be ready to have an ally show up to help the heroes escape if need be, particularly if one or more of them are badly injured or fatigued.

RETURN WITH THE BOON & FINAL MASTERY

Once the heroes return with what they came for, they may bask in the glory of their deeds, reaping any rewards from payments to the affections of an admirer. Sword & sorcery heroes often spend any wealth they obtain on earthly pleasures from food and drink to companionship; the Gamemaster may wish to reward heroes who spend most of their money in this manner with an extra hero point.

3... 2... 1... ACTION!!!

Action is the key in any sword & sorcery adventure, and it is the Gamemaster's job to keep the story moving. This does not mean that there is no room for tactics in a sword & sorcery adventure; it simply means that tactical decisions are usually improvised as the action unfolds, rather than plotted out in a time-consuming matter



beforehand. Don't be afraid to let the players know that, while some planning is good, they should focus on moving the story forward. Feel free to award adventurers who help keep the action moving – taking risks or diving headlong into the thick of things – with hero points. The following Stunts system is meant to encourage such seat-of-the-pants adventuring.

OPTIONAL RULE: STUNTS

A stunt is an action in combat that falls outside the normal bounds of the rules. *Mutants & Masterminds* defines a wide variety of different combat actions you can take. The stunts cover everything else. These rules are a tool to help you come up with imaginative, clever, and exciting actions in combat. If you can imagine it, the stunt rules allow you to attempt it. You might throw a fistful of sand in an opponent's face to blind him, run along the narrow top of a wall to maneuver around a foe, or crack open a keg of beer to send a stream of liquid into an opponent's face. Stunts reward you for coming up with interesting and visually engaging actions in combat.

STUNT MECHANICS

The mechanics behind a stunt are relatively simple. When you attempt a stunt, first you pick out the effect you want to create. The following sections list several different possible results for a stunt, broken down into three categories: offensive stunts, defensive stunts, and maneuver stunts.

Next you describe the stunt. How do you attempt it? Do you use the terrain and combat situation to your advantage? What do you expect to happen if the stunt succeeds? Think of the game as if it were a comic book or a movie and describe the scene as you put the stunt into action. As part of this step, you must choose the mechanical effect you want to gain from the stunt. For example, the inflict penalty offensive stunt allows you to force an opponent to take a penalty to his defense or attacks. When you attempt the stunt, you announce the total penalty you wish to inflict. A small penalty calls for a much lower Difficulty than a higher one. In the case of an opposed check, seeking more powerful effects forces you to accept a penalty to your check.

The Gamemaster then picks the most applicable mechanic for you to use for the stunt (such as an attack roll, skill check, or save). You make this "stunt check" against a Difficulty chosen by the GM or one determined by the effect you are seeking. Some stunts allow one of your opponents—such as the target of an offensive stunt – to make a skill, ability, or base attack check to foil your stunt. If the stunt check succeeds, you gain its benefits or your foe suffers its effects.

STUNTS AND ACTIONS

Listed next to the name of each stunt is the action required to complete it. Most stunts require a standard action to complete.

STUNTS AND SKILLS

The Gamemaster chooses the skill (if any) you must use to complete a stunt and the skill your target uses to oppose your efforts, if applicable. He can also decide to replace a skill check with a base attack check or an ability check. Each of the stunt types includes a short

list of skills that are a good match for its effects. While the GM can choose any skill he wants, he should pick one that makes logical sense based on your description of the stunt. Remember, though, that the Gamemaster has final say on how a stunt works.

When you announce a stunt, you can choose to cancel it and use a different action if you do not agree with the skill the Gamemaster decides to use. (Never argue with the GM on this point; wait until the game session is done if you have any concerns.)

For Gamemasters, remember that the players trust you to make fair, impartial decisions. Don't pick skills simply to penalize the players or make stunts more difficult than normal. By the same token, be consistent when NPCs attempt stunts. If you consistently force the heroes to make illogical skill checks to defend against stunts, particularly if you choose skills that they have few ranks in, the players will quickly become frustrated with your game.

OFFENSIVE STUNTS

The following are some sample offensive stunts. All of them count as attack actions.

ATTACK STUNT (FULL ACTION)

You use a full action to combine a stunt with an attack. Usually this stunt check requires you to make an acrobatic maneuver as you deliver an attack or somehow use the environment to improve your attack's potency. The target of this stunt makes a skill or base attack check opposed by your own check.

You gain either a +1 bonus to your attack or a +1 bonus to damage. You can increase either of these bonuses, with no maximum limit, in return for a –2 penalty to your stunt check for each point of increase. You cannot gain both a bonus to an attack and a bonus to damage; you must choose one or the other.

You enjoy this bonus until the end of your action against the foe who opposed your stunt check.

- **Failure:** If this stunt fails, you attack without the bonus to your attack or damage.
- **Special:** If you use Acrobatics or Climb with an attack stunt, you may move up to half your speed as part of this stunt action. For example, if you use Climb to scramble up a wall and then (in the next round) jump down, sword first, to impale a monster, you could move half your speed following the attack to represent you rolling away from the beast or bouncing off it after the strike.
- **Examples:** Use the Acrobatics skill to leap over a foe and attack him from above, or to dodge between a giant's legs while slashing at it from behind.

DISRUPTING ATTACK (FULL ACTION)

You fire an arrow into a dragon's maw, leaving it unable to breathe fire for a short time. You splash ink onto a basilisk's face, nullifying the effect of its gaze to turn your friends into stone. These are example of disrupting attack stunts.

The disrupting attack stunt works a bit differently from the other offensive stunts. You must bid on the Fortitude save Difficulty your target must beat to continue using a specific power. Once you pick

the Difficulty, you then must make a skill check with a Difficulty equal to the chosen save Difficulty + 10. If you succeed, and your opponent fails the bid save, your foe loses the use of the power of your choice for 1 round. If the creature cannot use the power every round, increase the time it must wait by 1 round. For example, a dragon might be able to breathe fire once every 3 rounds. If you successfully used this stunt against it, it would have to wait 1 extra round before breathing again.

- **Failure:** If this stunt fails, the creature continues to use its power as normal.
- **Special:** If you use a base attack check to complete this stunt, you inflict your attack's damage without any bonuses. In this case, you trade brute force for accuracy and precision. If you use an improvised weapon, you do not gain this benefit.
- **Examples:** Use a base attack check to injure a creature's eyes, preventing it from using a deadly gaze. Use a Notice check to target a dragon's throat before firing so that your arrow disrupts its breath weapon, or to disrupt a sorcerer's spell.

FLING ASIDE (STANDARD ACTION)

If you are sufficiently strong, you can simply pick up your enemy one-handed and hurl him aside.

Make a melee attack to grab your opponent with at least one free hand, then a grapple check just as though you were starting a grapple. If the grapple check succeeds, you throw your opponent to the ground. You are not grappling him but the impact with the ground deals damage to him as though you had hit him with an unarmed strike, and he is also prone as though you had tripped him. After successfully flinging a foe aside you may continue your movement.

- **Failure:** If your stunt fails, your opponent remains standing and you cannot move further unless you have the Move-by Action feat.
- **Special:** Must have a Strength score of 15 or greater and can only be used against opponents of your size class or smaller.

INFLECT CONDITION (STANDARD ACTION)

You attempt to inflict a particular condition on an opponent (See the **Conditions Summary** at the end of **Chapter 8** of *Mutants & Masterminds*). You slash at his eyes to blind him or try to knock him prone. Your foe opposes your check using the same skill or ability, or with a base attack check (target's choice).

You inflict one of the following conditions for 1 round: blinded, deafened, entangled, fascinated, flat-footed, nauseated, shaken, slowed or stunned. Alternatively, you can make them fatigued or knock them prone until they recover normally. You can increase the duration by 1 round by accepting a -2 penalty to your check. There is no limit to the total penalty or duration.

- **Failure:** If your stunt fails, the target suffers none of the conditions you attempted to inflict.
- **Examples:** Use a base attack check to temporarily blind an enemy with a cloak or knock an enemy prone.

INFLECT PENALTY (STANDARD ACTION)

You attempt to inflict a penalty to an opponent's attacks, defense, or skill and ability checks (your choice). You throw sand in his eyes to disrupt him, tangle him up with a length of rope, or otherwise confuse his efforts. Your foe opposes your check using the same skill or ability, or with a base attack check. (The target chooses one of the two.)

You inflict a base -2 penalty for 1 round. You can increase the duration by 1 round and/or the penalty by -1 by accepting a -2 penalty to your check. There is no limit to the total penalty or duration.

- **Failure:** If your stunt fails, the target suffers none of the penalties you attempted to inflict.
- **Examples:** Use a base attack check to throw sand in a foe's eye. Use Bluff to trick an opponent into letting his guard down for a moment. Use a base attack check to slam your shield into a foe, knocking him off balance.

DEFENSIVE STUNTS

Most defensive stunts count as move actions. Most of them provide a benefit to you if you complete them on your turn.

DECEPTIVE TWIST (REACTION)

If two opponents move into positions where they threaten you in melee from opposite sides, you can choose to force both of them to make opposed Dexterity checks with you. If one or both of them lose the opposed Dexterity check, they must attack the other enemy instead of attacking you.

- **Failure:** If one or both of them win the opposed Dexterity check, they gain a +1 bonus on their attack roll and damage against you. This effect only applies to the first attack each opponent makes.
- **Special:** You can only use your Dodge defense against the attackers you are attempting to use Deceptive Twist against.
- **Examples:** Normally this stunt uses an opposed Dexterity check, but the Gamemaster may allow an Acrobatics or Bluff check opposed by Sense Motive instead.

DEFENSE BONUS (MOVE ACTION)

You use a combination of the terrain and your abilities to improve your defense against a single opponent. Your stunt check is a skill or base attack check opposed by your foe's check. If you succeed, you gain an active bonus to defense.

You gain a +2 bonus to defense if you succeed at this stunt. You can increase this bonus by +1 in exchange for a -2 penalty to your check, with no limit on the bonus you bid on. This bonus lasts until the start of your next action.

- **Failure:** If this stunt fails, your opponent gains a +1 bonus on attacks against you until the start of your next action.
- **Examples:** Use Bluff to trick an opponent into thinking you dodge left when you break to the right. Use Acrobatics to leap



into the air and over an opponent's attack, or to dodge around the statue that stands behind you. Use Sense Motive to see where an opponent aims his attack.

HUMAN SHIELD (MOVE ACTION)

You use a grappled enemy to attempt to block another enemy's attack. While grappling an enemy you may attempt to use his body to block the attacks of other foes, just as though he were a shield. The Block defense bonus you gain from him is equal to your Strength modifier -1, with a minimum of +0 and a maximum of +2 - he is large, but is somewhat awkward to move about even when using both hands. If you successfully block an attack, the full damage from that attack is dealt to the opponent you are grappling.

- **Failure:** If this stunt fails, the opponent you are grappling gains a +1 bonus on grapple checks against you until the start of your next action.
- **Examples:** Use a grapple check to force your enemy into the path of the attack, use Acrobatics to dodge behind a foe's body, or use Bluff to trick your opponent into moving into the path of the attack.

SAVE BONUS (MOVE ACTION)

You take action to foil an opponent's special attacks. Maybe you cut your thumb on your knife, using the pain to throw off a sorcerer's charm. Or perhaps you hold your breath rather than breathe in poisonous fumes.

You must make a skill or ability check as your stunt check. You gain a +2 bonus to one type of save against a single effect or opponent of your choice with a Difficulty 20 check. You increase this bonus by +1 for every 5 points you increase the Difficulty, with no limit on the bonus you can gain. This bonus lasts until the start of your next action.

- **Failure:** You suffer no special drawbacks if this stunt fails.
- **Special:** Unlike other stunts, the save bonus places limits on the skills and abilities you can use to gain its benefits. To gain a bonus to Reflex saves, you must use Dexterity or a Dexterity-based skill check as your stunt check. For Will saves, use Wisdom or a Wisdom-based skill check. For Fortitude saves, use Constitution or a Concentration skill check.
- **Examples:** Use Concentration to ignore a poison's crippling effects. Use Acrobatics to dodge a lightning bolt. Use Sense Motive to resist a enchantress's attempt to ensorcel you.

MANEUVER STUNTS

This sample maneuver stunt makes it easier for you to move across the battlefield.

IMPROVED SPEED (MOVE ACTION)

You spring off a wall, swing along a length of rope, or use a steep slope to increase your speed. You may make a skill check (Difficulty 20) to gain a +5 ft. bonus to your speed for the round. You can increase your speed bonus by +5 ft. in return for a +5 modifier to the Difficulty. You cannot increase your speed by more than double in this manner.

You make this check as part of your movement and the bonus applies only to your current move action. You can use this stunt once per round.

- **Failure:** On a failed check, reduce your speed by the amount you attempted to increase it.
- **Special:** You can only use skills based on Strength or Dexterity, or those two abilities, to attempt this stunt.
- **Examples:** Use Acrobatics to sprint down a slope, roll across a slippery bridge, or swing across a ship's rigging.

SWORD & SORCERY NPCs

Characters in the sword & sorcery genre tend to be exaggerated, overblown, and larger than life. Don't overdo it too much, but realism is not necessarily the goal here. When creating or playing NPCs, the Gamemaster shouldn't worry so much about avoiding clichés as much as making memorable characters with strong personalities and their own agendas. They should each have their own goals, motivations, and plans which may not be readily apparent to the heroes (mechanically these can be handled by Allegiances and/or the Master Plan feat). Few of them can be trusted further than a sword arm can reach. Oftentimes sword & sorcery characters are likened in appearance and movement to animals, particularly dan-

gerous or predatory beasts whose traits mimic the characters' own personalities.

EASY COME, EASY GO

While specific stories vary in the way they handle wealth, sword & sorcery heroes often go through cycles of gaining – or almost gaining – large amounts of treasure and/or power, sometimes keeping it just long enough to whet their appetites only to lose it just as quickly. This pattern can include money, magical items, and even love interests (see **Love and Love Lost**). When the characters do manage to attain and keep sizable wealth, it often ends up being quickly spent on food, drink, pleasurable company, general carousing and other forms of high living. When one risks life and limb on a daily basis, there is little incentive to hoard treasure that can be spent on lavish comforts in the here and now. The Gamemaster may wish to encourage heroes to adhere to this genre trope by awarding extra hero points, or even a power point, to those who choose to spend the majority of any treasure gained in this way after an adventure.

Alternately, you may just assume any monetary wealth the heroes acquire in the course of their adventures goes towards their upkeep and the acquisition of a reasonable amount of gear and related items, with any excess spent in taverns, gambling houses, and other establishment during the characters' down-time.

MACHINATIONS OF CIVILIZATION

It is not uncommon for sword & sorcery heroes, particularly those who come from a wild or barbaric background, to run afoul of complex political power plays between “civilized” power groups. These complex, often sinister plots contrast sharply with the simple goals and motives of most heroes, who must often navigate these deadly waters with their instincts, their sword arm, and very little information.

THE NATURE OF SORCERY

In a sword & sorcery series, magic is usually portrayed as a dangerous thing, something that no completely sane person would practice, at least without losing some piece of their sanity. Due to the hazards of sorcery, the practitioners of magic are often a quirky bunch. To reflect this, the Gamemaster may wish to require anyone seeking to take the Magic power (or one of its variants from **Chapter 1: By Steel & Spell**) to take a mandatory flaw without reducing the power point cost for the Magic power: Distracting, Feedback, Side-Effect, Tiring, Uncontrolled, and Unreliable are all viable options. Likewise, the GM may rule that certain conditions, such as when the magic-user cannot speak or gesture, can cause the Power Loss drawback to take effect, again without providing any bonus power points.

Optionally the Gamemaster may wish to force those with the magic power to spend a hero point or suffer a complication when using extra effort with their magical powers. Some appropriate complications might include accident, addiction, obsession, phobia, or prejudice, so long as their manifestation relates to the caster's use of Magic.

Another way to make magic more dangerous is to incorporate some variation of the **Taint** mechanic found in the *Mastermind's*

Manual. Any magic use may bear a risk of taint, or the Gamemaster may limit taint to a particular list of particularly insidious “black magic” spells, or any use of the Magic power that harms others, is cast with evil intent, or is used in the commission of evil acts.

Regardless of mechanical implementations, the Gamemaster may wish to play up the apparent dangers of magic and the quirkiness of those who practice it.

LOVE AND LOVE LOST

Romances occur between characters quite frequently in sword & sorcery stories. It is not uncommon for a hero to have a new love (or at least lust) interest every adventure or so. NPCs are probably the best targets of such serial relationships given their temporary nature. Longer-term romances are also possible and open up possibilities for love interests between characters. The Gamemaster should feel free to encourage these developments by providing ample potential love interests that the heroes meet along the way but should be careful to respect the comfort zones of individual players and to keep the romance secondary to the action. Love interests should be used to provide motivation and intensify action scenes, rather than distract from the flow of the action.

DEALING WITH DELICATE ISSUES

More so than most other comic book genres, sword & sorcery comics tend to deal with some very sensitive issues and themes. The Gamemaster should ask the players about their comfort levels regarding any of these various themes before working them into the series in order to avoid crossing a line that might detract from the fun of the game. Likewise the GM should not feel forced to explore these issues beyond personal comfort levels. If a player is taking things too far for other people in the group, don't be afraid to ask him to tone it down. Feel free to include these themes so long as you and your players are comfortable with them and they add interest and drama to your game, or ignore them if they seem more trouble than they are worth. The group, as a whole, should come to a consensus what is appropriate at the game table.

RACISM

With the wide variety of races and cultures present in most sword & sorcery settings, it is not unusual for the topic of racism to come up. It is relatively common for supporting cast characters in this genre to display racial bias or outright racist views. The important thing to remember is that while individual characters may hold racist perspectives, the genre as a whole includes powerful and capable members of all manner of ethnicities and cultural backgrounds. No single race or culture is displayed as actually being inherently inferior regardless of the opinions individual characters may hold. While characters from particular backgrounds may tend to excel in certain areas (a member of a hill tribe may be exceptionally good at climbing, for example) this is usually described as a result of their upbringings. Difference can exist without inequality, as represented by the fact that characters will have the same power level and power point total regardless of their races.

SEXISM

As with racism, individual characters may display sexist ways of thinking and many cultures may enforce different roles for men and women, but female sword & sorcery heroes – while in the minority – do exist and are portrayed as being every bit as capable as their male counterparts. Again, a character will have the same power level and power point total regardless of gender, sexual identity, or traditional role in society.

SEXUALITY

Sword & sorcery comics are often filled with sexually charged characters and situations, although very little actual sex. When it comes to in-game intimacy, the GM needs to be particularly careful with how far they take things, not only due to the respective comfort levels of the players but also to avoid excessive spotlighting of particular characters to the exclusion of the rest. When it comes to explicit sexual content, less is often more. Consider dealing with such situations indirectly and keeping the focus more on how such acts will affect the relationships between characters, their peers, and the overall plot. For example, one lover may disclose important secrets to the other, a seduction could be merely a means for making a powerful character vulnerable, a spurned lover might seek revenge, or another

character may become jealous over the love affair. All is fair in love and war, and who is to say which endeavor is more dangerous?

SLAVERY

Many sword & sorcery settings have at least one culture that has an active slave trade. As with racism and sexism, the presence of slavery does not mean that it has to be portrayed in a positive light, or that it is a practice condoned by anyone playing in the game. While slave owners exist in the genre, they are usually supporting characters or villains. Sword & sorcery heroes are usually more likely to fight against or be captured by slave traders than to become slave owners themselves. Most sword & sorcery heroes interact with slaves as equals and sympathize with their captivity and desire for freedom rather than try to take advantage of it.

OTHER POTENTIALLY PROBLEMATIC ISSUES

Depending on your player group, other issues such as human sacrifice, demon worship, prostitution, and various forms of violence may be touchy issues for those at the table. As with the other issues presented here, open communication within the group about their preferences and comfort levels is key in shaping your game to deliver the most enjoyable experience for everyone involved.

SERIES FRAMEWORKS

The series frameworks in this section provide the Gamemaster with options for running a sword & sorcery series in a variety of different styles, from mighty kings aching to leave the throne room behind for a life of high adventure, to ordinary villagers who have sworn vengeance on the evil sorcerer responsible for slaying their kin. Each framework has a summary of what the series is about, what sort of characters are suited to it, appropriate game system options, and sample adventure ideas to get you going.

Gamemasters should read over the frameworks carefully for ideas. Feel free to use these frameworks as jumping-off points for your own sword & sorcery series. Modify or mix-and-match them as desired to create the type of series you have in mind.

TO SAIL THE SEAS OF BLOOD

The heroes have joined up with a pirate crew and sail across the burning sea, from coast to coast and island to island, robbing and pillaging whatever they can grab from every ship, city or settlement they come across. Along the way they run afoul of sea monsters, savage beasts, rival pirate gangs, lawmen, cannibal tribes, cursed treasure, and haunted ruins.

BACKGROUND

Each of the heroes has somehow come to be part of a pirate crew, whether they set out to be pirates of their own free will, fell in love with a pirate, got press-ganged aboard, or merely got drunk and joined up in some lawless port town. The heroes may make up all

or a majority of the pirate crew they are sailing with, or they may merely be elite members of a much larger pirate gang.

As the heroes travel around looting and pillaging, they may develop alliances and rivalries with other pirate gangs. There is endless room for plotting and scheming among bands of backstabbing cutthroats and the ever-present possibility of mutiny can keep things lively, giving the captain incentive to keep the crew happy whether he is a player character or not. The mere act of deciding who gets to be captain can create interesting rivalries and political struggles within the crew, as can negotiating the division of treasure.

THE CHARACTERS

The heroes are a varied band of rogues, from wandering barbarians, nomads, and tribal outcasts to pirate queens and scholars. Their power levels may be anywhere in the 6-10 range. Motivations may vary, but love of gold, desire for adventure, and a want for the freedom of the open seas will most likely be common threads that bind the group together.

Heroes in a pirate-based series will want to invest at least a few skill ranks in Swim. Drive and Survival will be crucial for whoever is acting as helmsman and navigator. Climb and Acrobatics are important skills for those in the rigging. Bluff and Sense Motive can also be important skills in the pirate trade, while Diplomacy will be key for anyone seeking to be a ship captain for long. Craft (structural) may also be an important skill should the heroes' ship ever become damaged or run aground.

The Gamemaster should make sure the heroes know what kinds of weapons will be available, so nobody envisions using cannons and pistols if swords, bows, and spears are the most technologically advanced weapons available. Above all, the GM will need to make sure the heroes either have a ship or can gain access to one early in the game. Ships may be gained through collective use of the Equipment feat, purchasing one, stealing one, GM fiat, or a chance to join an existing pirate crew who already has a decent vessel.

ADVENTURES

Adventure possibilities abound when roaming the reaches of the wine-dark sea onboard a pirate craft. The heroes can look forward to looting towns, robbing and commandeering ships, boarding actions, mutinies, lost treasures, ancient curses, sea monsters, and much more.

MUTINY MOST FOUL

The pirate captain has been hiding the lion's share of the loot in a secret location on a secluded jungle island. This does not sit well with the rest of the crew and there is a mutiny aboard the ship. After a big fight the protagonists are possibly in control, and anyone who remains loyal to the old pirate captain is held captive. The ship sets sail for the island where the treasure is buried and the prisoners are forced to disclose the location of the treasure at sword point. However, the island contains far more than buried treasure, and ancient evils are awakened from their slumber during the ensuing treasure hunt.

RAIDERS OF THE LOST CITY

The pirates enter dangerous waters and come across an ancient ruined city that appears to be abandoned. They make landfall to loot any treasures this dead civilization may have left behind. Unfortunately for them, the city bears a curse. Weak willed or greedy pirates will be the first to succumb to the hex, giving in to squabbling among themselves with word and blade over what treasure they find. Amidst the chaos the pirate crew is attacked by otherworldly monstrosities that may cause some to flee in panic, possibly trying to sail off in the ship without their companions. Those who remain will have to face the unnatural creatures responsible for the city's current state and secure their escape.

THICK AS THIEVES

The characters are a band of thieves who have joined together in the mutual pursuit of ill-gotten gains. Together they brave wizards' towers, ancient ruins, and dark crypts to loot ancient treasures too well guarded for others to obtain. The heroes must brave elaborate traps, magical hexes, and slumbering horrors to reach the treasures they seek. As the heroes loot and spend one fortune after another they will inevitably make some powerful enemies who will come back to haunt them.

BACKGROUND

The heroes are lawbreakers who likely met in a seedy bar, thieves' guild, or other shady establishment in the city's poorest and most

crime-ridden district, where one must be a rogue just to survive. They are initially drawn together by some drunk's tale of a vast treasure that no thief has managed to steal (though many have attempted), banding together in the hopes of succeeding where others have failed individually. After the first successful heist the heroes are free to blow their money on food, drink, and pleasurable company, and then go out and do it all again.

THE CHARACTERS

The characters will likely begin a *Thick as Thieves* series at relatively low power levels in the 6-8 range. Ideally each character will have a specific skill set they will be able to contribute to the operation, be it brawn, brains, skill with a sword or important thief skills such as Acrobatics, Climb, Disable Device, Disguise, Notice, Search, Sleight of Hand, or Stealth. Bluff, Sense Motive, and Knowledge (streetwise) can also be critical skills for surviving in the criminal underground.

Most of the characters will be motivated by simple greed, though some may be more interested in gaining prestige in the criminal



world, joining or founding a thieves' guild or other criminal organization, or doing it for the challenge. More altruistic thieves may even choose to steal from the rich and give to the poor, but such behavior will be seen as a weakness by other thieves and will likely be met with mistrust, ridicule, or even enmity. The heroes will also have ample opportunity to get involved with the underworld politics of organized crime and may run afoul of such criminal organizations if they end up stealing something valuable from them or operating in their territory. Individual rivalries may also develop; other groups of thieves may end up competing with the heroes at some point to see who can be the first to steal a particularly lucrative treasure, thus claiming superiority over the others.

If the criminal element isn't enough, the heroes are likely to make powerful enemies of whatever nobles, sorcerers, merchants, or other wealthy individuals they steal from along the way. These figures will undoubtedly look to recover their stolen property and seek revenge upon those who dared steal from them. If things get too hot for the heroes, they may eventually have to move to a new region, which will bring with it new treasures and new enemies. As a final possibility, the heroes may stumble across dark and ancient things while robbing an ancient tomb or forgotten temple... things man was not meant to know.

ADVENTURES

The life of a thief is fraught with danger. The heroes must face threats from fellow rogues as well as criminal organizations, and lawmen. There are also traps, men, and monsters guarding whatever treasure they seek to filch.

ROGUES IN THE HOUSE

The protagonists are unlikely allies who find themselves caught up in the same dangerous mission. The treasure they seek is worth enough to make them all rich and the danger quickly proves too great for them to face alone, forcing these unlikely companions into a tenuous alliance.

A KNIFE IN THE DARK

A powerful and corrupt noble is about to have his underworld dealings exposed by the court sorcerer. In desperation, he pulls some strings to have the heroes pardoned for past crimes (including the release of incarcerated individuals) in exchange for the assassination of the court sorcerer. A purse of gold awaits any who succeed.

A THIEF'S WORLD

The characters are wandering thieves who enter a decadent and corrupt city crawling with similar rogues and cutthroats. There they run afoul of a powerful criminal organization that does not take kindly to unaffiliated criminals encroaching on their turf. The adventurers may be able to gain admittance into the guild through a series of trials meant to test both their loyalty and their ability. Alternatively they could fight the guild and either ally with an opposing thieves' guild operating nearby or try to build their own criminal organization. Either way, treachery, intrigue, and desperate fights in dark alleys are in store.

SWORDS FOR HIRE

The heroes play a company of trained mercenaries who hire themselves out to various kings, queens, and generals to complete tactical military missions or to fight in larger battles for a good bit of coin. During their mercenary careers they cross swords with both common men and otherworldly monsters as they find themselves facing armies of evil wizards, barbarian warlords, or priests of dark and ancient gods.

BACKGROUND

In a *Swords for Hire* series, the adventurers are (or seek to become) elite mercenaries and trained soldiers. The heroes use their extensive training, combat skills, and other talents to hire themselves out to any variety of wealthy nobles, merchants, generals, or warlords who have need of a few good men. Jobs may include small tactical strikes meant to take out enemy commanders, cut supply lines, or eliminate powerful sorcerers or other elite enemy units. They may also participate in or even direct large-scale battles.

The group may all be part of the same mercenary band, or they may hire themselves out individually to the same employer. The characters may make up the entirety of the mercenary unit, or they may be signed on as a constituent in a larger company of hired blades. This series has the convenient adventure hook of an employer who hires the heroes to do a specific job or join a specific military campaign, who will presumably pay them afterwards (if he knows what's good for him). The Gamemaster may keep things that simple, or introduce any number of complexities from there. The heroes may get caught up in the politics of the nation they are working for or the battle they are fighting. Heroes may be betrayed by their employer and sent to almost certain doom after they have served their purpose in the hopes that they will not live to collect their payment. There is room for other kinds of double crossing, double dealing, and sordid love affairs. Some mercenaries may defect to a higher bidder. There may be tension between mercenaries and the professional army as well as between competing mercenary companies. The heroes may even find themselves fighting other mercenaries who served as their allies just the week before.

THE CHARACTERS

The recommended Power Level for this series is somewhere around power level 8, though anywhere in the 6-10 range may be acceptable. This means the heroes are powerful enough to be a valuable military asset and gives them a decent chance to survive the chaos of large-scale battle. Most of the heroes need to have good martial skills, and all should have some means of participating in battle if they are to survive very long in this series.

Character motivations can run a wide gamut. Perhaps the heroes are just in it for the pay, or perhaps they fight for a particular cause. They might fight for the prestige or just for the thrill of battle and enough coin to get by comfortably. The heroes may be happy with their lot in life, though some might seek to gain military rank or even aspire one day to be king.

The heroes will need to be well equipped with weapons, armor, and other appropriate gear for a *Swords for Hire* series; they will probably want to invest in their attack and defense bonuses. Beyond

that, skills like Knowledge (tactics) can be valuable in navigating the battlefield, and Profession (mercenary) and Sense Motive can help ensure you know who to trust at your back and who you need to keep an watchful eye on. The Assessment feat can also be a boon, allowing you to size up a foe before charging into personal combat. Depending on the kind of warfare and the types of missions the heroes get involved with, Stealth and Survival may also be of great use, as well as the Track feat.

ADVENTURES

Running adventures in a *Swords for Hire* series is usually pretty straightforward. The characters are approached with a job offer from a perspective employer. The adventurers then agree to a job, perhaps haggling briefly over price before embarking on the mission set forth by their employer. In cases where the heroes are part of a larger mercenary company, their superiors may simply give them paid assignments.

RETAINERS

The characters are hired out as bodyguards for a wealthy individual, but the job is more dangerous than it seems. Whether he knows it or not, their employer is being hunted by a skilled assassin or a deadly supernatural creature. If the adventurers manage to protect their charge, they may find themselves getting special attention from whoever sent the assassin, hoping to remove these "obstacles" to the sinister machinations.

SOLDIERS OF FORTUNE

The protagonists are part of a mercenary band, signing on to fight for the highest bidder. They will find themselves fighting in large-scale battles, small skirmishes, and even solo tactical strikes against opposing forces. Things go well until their employer sends them on a suicide mission behind enemy lines, in the hopes of avoiding having to pay anyone who doesn't make it back alive.

DAY OF THE SWORD

The heroes are out for bloody vengeance against someone, something, or some group. Perhaps it is a warlord that burned their village to the ground and put their families to the sword, a cult leader who captured a loved one for ritual sacrifice, or a sorcerer whose minions have humiliated and disgraced the heroes on a more personal level. Whatever their grievances, the heroes have sworn vengeance. They now travel a long bloody road that eventually leads them to a direct confrontation with the villain behind it all, but not before defeating many minions and thwarting whatever villainous plans are in progress.

BACKGROUND

The heroes lived the lives of relatively normal people until one day some powerful villain's minions attacked their village (see the **Villain Archetypes** earlier in this chapter for some possibilities). The attack was brutal, merciless, and has effectively destroyed the heroes' old way of life by razing their town and killing their kinsmen. The adventurers may well be the sole survivors of the attack, either

because they were not present at the time, they hid themselves, or they were beaten up and left for dead. The death of the heroes' families and the destruction of their town was most likely a meaningless and quickly forgotten casualty during the villain's violent ascent to power; the heroes will begin with the benefit of having been momentarily overlooked and underestimated by their enemy.

During their quest for revenge, the heroes may find opportunities to aid other victims or to get help from others who wish to see their enemy brought to justice. Conversely, the heroes will have to be wary of who they trust since they never know who might be in league with their enemy, or who might be willing to betray them for the right price.

THE CHARACTERS

At the beginning of this series framework, the heroes have already begun to train themselves in their preferred weapons (or spells) as a means with which to take vengeance upon their enemy; unfortunately, training can only take you so far. Depending on the Gamemaster's wishes, the heroes may begin anywhere around Power Levels 4-6. As the series continues, the heroes will grow significantly in power until they are strong enough to take on the villain who is responsible for the destruction of their families and homes. The heroes need not all be from the same village and may not all have the same reasons for wanting revenge against the series' main villain, but they should all have a wrong to avenge and thus have ample cause to become fast allies against their common foe.



The heroes will initially find their enemy to be far too powerful and well protected (and possibly too far away) for a direct and immediate assault. The heroes may not even be aware of their enemy's current location. Instead they will have to begin by taking on the villain's minions and thwarting their plans to prevent them from attaining even more power. Some heroes may also take it upon themselves to protect others from the villain's machinations to prevent more innocent people from suffering the same fate. Eventually, as the heroes gain in power and weaken their opponent they will be able to position themselves to strike their enemy down and avenge the wrongs done to them and their people.

Heroes in a *Day of the Sword* series may find skills like Gather Information, Knowledge (history), Search, and Stealth important for gaining more knowledge about their enemy's resources and rise to power. Knowledge (arcane lore) may reveal valuable information about the supernatural powers or creatures that the enemy may have at their disposal.

ADVENTURES

A *Day of the Sword* series is all about the long, hard road that the wronged heroes must travel to avenge themselves upon someone who is (at least initially) much more powerful than they are.

SWORDS AGAINST SLAVERY

The adventurers have a run-in with a band of slavers who capture a friend, family member, lover, or other key ally. In order to rescue their lost companion, the heroes must find and infiltrate a large slave ring to discover where their associate has been taken. If they are able to topple the slave ring and wreak bloody vengeance upon the slave traders or free captured slaves in the process, so much the better. There may even be a chance to escape with some of the slave ring's ill-gotten gold.

SWORDS AGAINST SORCERY

The heroes fight their way through the various minions and underlings of the powerful sorcerer who slaughtered their people. Eventually they have a chance to confront the sorcerer directly in his own tower. However, they will have to be wary: All sorts of magical tricks, traps, and illusions obstruct their path to vengeance. Meanwhile the sorcerer dispatches a champion or otherworldly horror to slay the heroes.

JEWELLED THRONES OF THE EARTH

Despite their humble origins, one or more of the characters seeks to establish a kingdom through a mix of diplomacy, politics, guile, and bloodshed. Over the course of the series they and their allies are able to fight their way from rags to riches, eventually carving out a kingdom of their own from the ashes of a war-torn world.

BACKGROUND

The adventurers start as wandering adventurers or mercenaries who find themselves caught up in the politics of the region. From there they will find opportunities to improve their station through maneuvering in the political world, becoming involved romantically with royalty; or gaining military rank, distinctions, and honors. The local

kingdoms are mostly in a state of war and political unrest, providing the heroes with multiple opportunities to seize power and work their way up the social and political ladders.

THE CHARACTERS

Characters for a *Jeweled Thrones of the Earth* series are typically around power level 8-10. Such a series will require that the characters be physically hearty enough to survive battles and assassination attempts. They will also need interaction skills such as Bluff, Diplomacy, Gather Information, and Sense Motive to maneuver through the political sphere. Useful feats might include Attractive, Benefit (status), Connected, Contacts, Fascinate, Leadership, Master Plan, Minions, and Well-Informed.

ADVENTURES

The adventures in a *Jeweled Thrones of the Earth* series will often revolve around the heroes' current strategy for acquiring power and advancing in station and the means they have at their disposal to do so.

ROMANCING THE THRONE

The unwed princess of a nearby kingdom has hired the heroes as mercenary soldiers, specifically favoring one of them. She becomes a potential love interest for at least one of the characters, and gaining her hand in marriage serves as an obvious leap forward in the push towards the throne. However the princess is brave, naïve, or both, and reckless to boot. She insists on accompanying the heroes on their military campaigns and watching armed engagements, providing a weakness for the enemy to exploit. The heroes will have to foil attempts to capture or kill her, which could lead to an exciting rescue should their enemies take her prisoner.

MIGHT MAKES RIGHT

A local king has been branded a tyrant and has become so unpopular among his subjects that whispers of revolution have spread far and wide. However, the would-be revolutionaries are unorganized and lack leadership. The adventurers have an opportunity to organize and gain command over a popular uprising, although the king is aware the seeds of revolution have been planted. The heroes must move stealthily to orchestrate the rebellion, executing it before the king cracks down and crushes it in its infancy. If the coup is to be successful, the king must die and his most steadfast supporters be won over, killed, or exiled.

PRODIGAL KING

The characters consist of a ruler and his closest companions who have become tired of the decadent life of nobility and long to travel the world. Together they leave their kingdom behind in search of adventure.

BACKGROUND

These heroes may have been born into their leadership positions and long for a life of carefree adventure, or they may have worked their

way up from common adventurers, barbarians, and mercenaries to become the rulers of their own nation (See the **Jeweled Thrones of the Earth** series) and now long for the good old days of living by their swords and their wits. Perhaps they have become disgusted with the more amoral customs and cultural practices of their subjects and want nothing to do with them, or they simply have come into an immense amount of wealth and power that they have since grown bored with. The adventurers may try to retain their posts from afar, put a seneschal or other proxies in place, or abandon their kingdom altogether as they embark on a series of adventures.

THE CHARACTERS

This series involve heroes who have already attained a relatively high level of power and prestige, ranging around power levels 10-14. The heroes consist of at least one ruler and his most trusted companions, many of whom hold high positions in court, from military commanders, bodyguards, and hunting companions to fellow nobles, bards, and personal advisors. The crown has grown heavy on the ruler's brow and the mantle of leadership and the responsibilities that come with it have grown heavy for all of the heroes. Their wealthy lifestyles have lost their luster and the characters long to chase the horizon and test their mettle out in the parts of the world they have yet to see. Characters in this series may have traits reflecting a considerable amount of experience and influence, such as high ranks in skills (particularly Diplomacy, Gather Information, and others useful to courtiers) and feats such as Connected, Contacts, Well-Informed, and various Benefits earned over time.

ADVENTURES

Adventures in a *Prodigal King* series will revolve around the dual nature of the heroes. If they are trying to maintain their kingdom from afar, this will complicate their adventuring lifestyles, but those who forsake their responsibilities to their kingdom altogether will have other complications to face, potentially becoming outcasts and wanted criminals in the eyes of their abandoned nation.

DISSENT AMONG THE RANKS

The player-character king has become unpopular since taking power, mostly due to the political machinations of politicians and bards seeking to glorify the previous regime and to paint the current monarch as a tyrant who cares little for the commoners. The heroes will have to deal with multiple threats to their rule, including a group of would-be assassins, a foreign kingdom trying to incite revolution and simultaneously launching a surprise military assault, and general political unrest.

FALL FROM GRACE

The heroes have been deposed from their positions of power and become outcasts among their own people. They must now make a living as adventurers adrift in a dangerous world of gods and monsters where they have enemies everywhere, even among their own kin, with few friends or allies to aid them. To further complicate matters, the deposed king's own sibling or cousin has sworn to kill the adventurers and now quests forth to hunt them down like rabid dogs.

SWORDS AGAINST THE WORLD

The heroes are a band of wanderers from a wide variety of backgrounds who get by on their swords and their wits. They are out for adventure and excitement and don't much care where they find it or what dangers they encounter along the way.

BACKGROUND

The heroes begin as a ragtag bunch from various cultures and backgrounds. Some may be outcasts from their communities, or orphans with no community to call their own, but none of the heroes maintain particularly strong ties to any particular clan or homeland even if it remains a strong part of their identity. Optionally, some of the heroes may simply have become lost or been abducted and taken so far from their homes they have little chance of finding their way back again.

Whatever their reasons, each of the heroes is a landless wanderer. Along the road they have all become close companions among whom great friendships and great rivalries may evolve as they seek fame, fortune, cold ale, a warm embrace, or whatever else motivates them to journey to new lands.

THE CHARACTERS

In this series the heroes begin around power level 6-8 and start the game with few overarching goals save to go forth in search of adventure. This series may be one of the most varied, since there is no real limit to the kinds of adventures that can occur and each such journey will likely be quite different from the next. The exact direction that things go in may be shaped largely by the heroes individual personal goals and aspirations. This means that players in a *Swords Against the World* series might wish to take some time at the beginning of the game to discuss their heroes' own goals and desires with the GM.

ADVENTURES

A *Swords Against the World* series is about wandering adventurers and thus has the least structure of the series presented here. Each adventure may be wildly different from the last and many of the adventure ideas from the other series might come into play at one point or another. In one adventure the characters could have joined up with a buccaneer crew out of Freeport, while their next adventure could involve robbing an ancient tomb or being hired into a mercenary company. In such a series, the GM need not worry overly much about continuity and filling in the details of how the heroes got from one location to another, or what happened in between. Instead, feel free to start each adventure by describing the new land the adventurers have reached and their present situation, then begin from there.

NECESSITY IS THE MOTHER OF ADVENTURE

While fleeing a powerful enemy, or seeking shelter from the elements, the heroes find themselves seeking refuge in a strange ruin. In doing so they or their allies manage to waken a slumbering evil. Soon the heroes find themselves caught between the forces they

were compelled to flee and an unknown hostile entity that hunts them even as they hide from the original threat.

CURIOSITY CAN KILL

The heroes hear tales of a fabled lost city and, being adventurers, set out to find this elusive locale. After a long journey through dangerous terrain, be it dry desert, rolling seas, an arctic wasteland, subterranean passages, or dense jungle, the characters are able to find the lost city. As they explore the empty husk of a dead civilization they learn clues as to its downfall and discover that some things are best left buried.

STRANGERS IN A SAVAGE LAND

Heroes from a setting such as *Freedom City* or *Paragons* find their way into a primitive sword & sorcery land filled with unfamiliar cultures, barbarian tribes, dinosaurs, monsters, and magic. In this savage land one simple law prevails: If you let your guard down for an instant, you will soon be very dead.

BACKGROUND

The heroes travel to or stumble upon a primal land that exists hidden someplace remote in their own world, or resides in an alternate reality, a parallel universe, a different dimension, or even an earlier age on their own planet. However they get there, the heroes find them-

selves in a place unlike their homelands where savagery is widespread, where one must live by their martial prowess and their wits to survive. The heroes will have to face strange prehistoric or even magical creatures, hostile natives, and dark magic as they struggle to survive in an alien environment. The different factions struggling for power in this savage land will doubtlessly each have their own idea of how these strange "outlanders" fit into their own schemes, and the heroes will find themselves making allies and enemies at a frightening rate.

THE CHARACTERS

The characters in a *Strangers in a Savage Land* series can be any kind of superhero that comes from a different setting or genre. Some of them may even bring a specific weapon or device from their own world into this strange land (anything the GM allows, from a .44 auto pistol to an SR-71 stealth fighter jet) using the Equipment feat or the Device power. Power levels may range anywhere between 6 and 12. While some of the heroes with a more bestial or savage disposition may feel quite at home in these new surroundings, more civilized heroes will find themselves without many of the modern tools or equipment they have come to take for granted, from suitable materials for building gadgets or repairing broken equipment to common amenities such as computers, transportation, and communication devices. The Improvised Tools feat will be important for any hero who wants to use the Craft (mechanical) or Craft (electronic) skills without penalty.

ADVENTURES

Adventures in a *Strangers in a Savage Land* series often revolve around the strangeness of the new land, interaction between the two worlds, and thwarting those who seek to exploit the heroes' home for evil purposes.

NO PLACE LIKE HOME

The obvious scenario in a *Strangers in a Savage Land* series involves the heroes searching for a way to get back home to their own time/place/dimension. The team will quickly discover that nothing is free in this savage land and the difficulty of finding individuals capable of helping them get home is only matched by the difficulty of convincing those individuals to aid them. A powerful sorcerer or other supernatural entity may have the power to send them back, or at least know the location of an item or magical portal that can, but their help comes with a price which may lead the adventurers questing far and wide to find suitable payment for their passage home.

HOSTILE TAKEOVER

While exploring this strange and savage world, the heroes uncover the plot of an evil sorcerer to expand his primeval domain by invading their home realm, turning it into a place of violence, savagery, and oppression. If the heroes wish to have a home to return to, they must uncover more of the sorcerer's plan, overcome his minions, and either steal or destroy a key item or kill the sorcerer himself before he can transport his army into the middle of their unsuspecting homeland.



ECHOES OF ANOTHER AGE

In addition to the series frameworks just described, the Gamemaster may wish to take a setting from another *Mutants & Masterminds* sourcebook, such as *Freedom City* or *Paragons*, and turn it into a comic-book fantasy series. This can be done by setting it in a different period, such as a fantasy version of the Stone Age, Bronze

Age, Iron Age, Dark Age, or even the Victorian or Colonial eras, altering the iconic characters and setting elements to fit the historical/fantasy genre. Thus a hero who originally wore a high-tech battlesuit might become a knight with specially modified plate armor he crafted himself; the sources of a mutant hero's elemental superpowers might change from a genetic origin to being attributed to innate magical power or the favor of a god. See **Freedom's Reach** in the next chapter for an example of this.

MASS COMBAT

While the *Mutants & Masterminds* rules can handle the hero vs. villain and monster clashes of sword & sorcery comic books, sometimes massive battles between nations erupt in a crimson sea of slaughter. Even epic heroes can find themselves overwhelmed. Things can get a little hectic for the Gamemaster, too, when a fight involves more participants than you can shake a sword at.

The following optional rules are designed to assist with simulating mass combat situations in sword & sorcery campaigns. With a few adjustments for scale, the core *M&M* mechanics can be expanded to cover battles involving hundreds, thousands, or even millions without threatening the Gamemaster's sanity. Whether large-scale war is the primary focus or just an occasional subplot in the series, this section helps GMs manage such conflicts with little more than a 20-sided die.

LAND UNITS

Wars are ultimately decided on the ground. Thus, despite the importance of sea power, the biggest and most important battles are fought on the land. The following are the typical classifications of land units deployed in an army. They proceed from the smallest to the largest.

LAND UNITS

UNIT TYPE	APPROX. NO. OF TROOPS
Squad	10
Platoon	30-50
Company	140
Battalion	500-1,000
Regiment	3,000-4,000
Brigade	6,000-8,000
Division	9,000-15,000
Corps	20,000-50,000

Squads are small enough that combats involving them can be resolved using the standard *M&M* combat rules. Platoon-level battles can be resolved under the standard *M&M* combat rules if the Gamemaster and players are *really* up for some combat; otherwise, the mass combat rules should be used. Gaming groups are strongly urged to resolve company-scale or larger conflicts with the mass combat rules.

NAVAL UNITS

The deployment of warships varies greatly from country to country throughout a sword & sorcery setting. Under most circumstances, any naval force the heroes are likely to encounter is one small enough to be fought under the standard *M&M* combat rules.

AIR UNITS

Air units are rare in a sword & sorcery setting. Occasionally a battle may involve dragons or soldiers riding giant eagles or pterodactyls. In all but the rarest occasion there will not be enough flying units to merit using the mass combat system over the standard *M&M* combat rules.

MILITARY FORCES

The mass combat system sums up the actions and abilities of a number of less powerful characters and treats them as a single more powerful character for the purposes of combat and conflict. This combined entity is called a *force*, as opposed to an individual character. Rounds in the mass combat system proceed slower than in normal combat and reflect more tactical actions and movements.

Like individual characters, forces have their own particular traits, measuring their capabilities. In general, the traits of a force are based on the components making up that force (individual soldiers, for example), with certain traits gaining a modifier based on the size of the force.

FORCE SIZE

The most important quality of a force is its size, how many individuals make up that particular force. Gamemasters may choose to treat an entire group as a single force or split the group up into smaller forces, as suits the dramatic needs of the story. Sometimes having the heroes deal with two to four smaller forces can be more interesting than a single massive force, particularly if more than one character is interacting with the force(s) at the same time.

A force's size determines its *force modifier*, which is an increase in certain traits based on the total number of individuals in the force. Each step up the *M&M* **Time and Value Progression Table** from one individual provides a +1 force modifier. So a force of two individuals has a force modifier of +1, five individuals +2, 10 individuals (a squad) +3 and so forth.

Generally speaking, it's easier to break entire armies down into corps, divisions, or brigades. The **Military Unit Size** table shows the force modifiers for common military units.

WHAT THIS SYSTEM IS NOT

The mass combat system is *not* intended as a realistic war-game simulation for battles between vast armies. It's a fast and general system for resolving conflicts between powerful heroes and large numbers of considerably less powerful opponents quickly and easily, rather than having to deal with the minutiae of individual soldiers or units in a large-scale conflict. It gives the Gamemaster the tools to decide how difficult a particular force is to overcome and to see if the characters are capable of doing so without having to play out hours of combat.

As with all game systems, the mass combat system is not meant as a substitute for common sense. If a particular outcome seems unreasonable, the GM should feel free to modify it as needed to suit the series and the story. In fact, *M&M* Gamemasters don't have to use this system at all if they're not looking to play out a battle in game terms. If a particular military engagement is just background color for one of your sword & sorcery adventures, it's perfectly fine for it to stay that way, providing the occasional complication for the heroes but nothing more.

MILITARY UNIT SIZE

UNIT TYPE	APPROX. NO. OF TROOPS	FORCE MODIFIER
Corps	20,000-50,000	+14
Division	9,000-15,000	+12
Brigade	6,000-8,000	+11
Regiment	3,000-4,000	+10
Battalion	500-1,000	+9
Company	140	+6
Platoon	30-50	+5
Squad	10	+3

When forces split up or merge, the Gamemaster will need to determine if he is going to be abstract about troop numbers (relying on the **Military Unit Size** table) or exact (using the *M&M Time and Value Progression Table*).

TROOP QUALITY

Troop *quality* refers to the overall abilities of the individuals making up a particular force and forms the basis for the force's traits. There are three levels of troop quality: green, trained, and veteran. Gamemasters may want to divide a larger force into smaller forces in order to differentiate them by troop quality. For example, a force of 1,000 soldiers might be made up of three forces: a force of 200 veteran troops (+6 modifier), a force of 300 trained troops (+7 modifier) and a force of 500 green troops (+8 modifier).

GREEN TROOPS

Green troops are inexperienced and largely untrained, unfamiliar with combat and working together as a unit. Conscripts and average people are green quality, as are troops in societies where armed conflict is rare.

GREEN TROOPS

Attack +1, Damage +4, Defense +1, Toughness +0, Initiative +0, Morale -3

TRAINED TROOPS

Trained troops have experience and training in combat and unit tactics. Most trained military fall into this category, along with most town guards, mercenaries, and others experienced in combat situations.

TRAINED TROOPS

Attack +2, Damage +5, Defense +2, Toughness +1, Initiative +2, Morale +0

VETERAN TROOPS

Veteran troops have considerable experience and training in warfare, tactics, and working together as a unit. They include shock troopers, the royal personal guard, and other elite military units.

VERTERAN TROOPS

Attack +4, Damage +6, Defense +4, Toughness +2, Initiative +4, Morale +3

ATTACK

A force's attack bonus is the total of its base attack bonus for troop quality and the force modifier, so a larger force has a greater attack bonus than a smaller force of the same quality. A force's total attack bonus is based on a large number of troops making simultaneous attacks and using coordinated tactics. It doesn't assume all the troops attack or may hit at once; like other traits, it abstracts the entire force's capability.

DAMAGE

A force's damage bonus is the total of its base damage bonus for troop quality and the force modifier. This assumes larger forces of troops have access to both more and more powerful weapons, so it takes into account that a large force is likely to be using better weapons and can bring more of them to bear in any given assault. The force's damage capabilities are generalized and summed up as single damage bonus.

Generally speaking, a military force's damage bonus is lethal damage. A force's damage bonus works just like an individual's damage bonus and is saved against in the same way.

Although many forces have capabilities for non-lethal and other forms of damage, such as stunning weapons or even grappling, for the simplified purposes of this system, attacks are generally handled as "damaging" rather than dealing with individual conditions and effects on large masses of troops (see **Powers** at the end of this chapter for more).

DEFENSE

A force's Defense represents how difficult it is to inflict a successful attack on that force. Defense is based entirely on the force's quality,

with no modifier for its size. A larger force is easier to “hit” overall, but can also suffer more damage than a smaller force (represented by applying the force modifier to Toughness saves).

A force does not have a dodge bonus to Defense; conditions on the battlefield change too rapidly for dodge bonuses to be considered a factor in the force’s overall Defense. The Gamemaster may permit certain maneuvers to modify a force’s Defense, but otherwise situational modifiers only apply if they affect the entire battlefield.

TOUGHNESS

Add the force modifier to base Toughness bonus for troop quality to determine the force’s total Toughness saving throw bonus. For a force as a whole, this Toughness save doesn’t quite represent the ability to shrug off damage but rather how long a force can suffer damage and continue fighting. See *Damage* for details on force Toughness saves.

INITIATIVE

A force’s Initiative modifier is likewise based solely on troop quality, unaffected by unit size. A force uses its Initiative modifier just like a character and all parts of the force are assumed to act together as a unit during its turn in the initiative order. Unlike characters, forces are not flat-footed before their first turn in the initiative order (since, in order for a force to act at all, it needs a certain degree of readiness).

FORCES AND SURPRISE

Under the right conditions, such as a well-planned ambush, the Gamemaster may rule that a force is surprised at the start of a combat. This has its normal effects: The attacker gets to take an action during the surprise round before combat begins. There’s still no modification to the force’s Defense for being “flat-footed” unless the GM feels the *entire* force was caught by surprise, in which case defense bonus may be halved for the surprise round alone.

MORALE

A force has a modifier to its morale checks based on troop quality, unmodified by unit size. When the force must make a morale check, apply its morale modifier to the check. See *Morale Checks* for details.

When one or more forces are involved in a conflict, the combat shifts to *battlefield rounds*. Each battlefield round is approximately 20 times the length of an ordinary six-second combat round, or two minutes, and represents a considerable amount of maneuvering and activity on the battlefield during that time. Individual characters and forces can take the normal allotment of actions during a battlefield round: one move action and one standard action (possibly trading the standard action for an additional move action), or a full-round action. Free actions and reactions are also allowed, up to the limits imposed by the Gamemaster.

A force makes an attack just like an individual does: a d20 roll, plus the force’s attack bonus, against the Difficulty Class of the target’s Defense, whether the target is another force or an individual character.

A force may also move before or after an attack. Typically a force’s movement is limited so long as a significant portion of the force is on foot. Highly mobile forces may be able to move more quickly as the GM’s discretion.

MANEUVERS

A force can use particular maneuvers in battle, much like individual characters. These maneuvers are similar in many ways to character-scale maneuvers.

OFFENSIVE POSTURE

A force that takes an offensive posture sacrifices Defense in exchange for greater attack accuracy. For every –2 penalty (up to –4) that the force takes to its Defense, it gains a +1 attack bonus. Trained and veteran forces can trade Defense for attack bonus on a 1-for-1 basis (that is, –1 Defense equals a +1 attack bonus) up to a total of –5 to Defense (and +5 to attack bonus).

DEFENSIVE POSTURE

A defensive posture is the opposite of an offensive posture; the force sacrifices attack ability for improved Defense (including intercepting some incoming attacks using the force’s offensive capabilities). For every –2 penalty (up to –4) that the force takes to its attack rolls that round, it gains +1 to Defense. Trained and veteran forces can trade attack bonus for Defense on a 1-for-1 basis (that is, –1 on attack rolls grants a +1 Defense bonus) up to a total of –5 on attack rolls for +5 Defense.

CHARGE

A force can charge, moving up to twice its normal movement in a relatively straight line. A charging force suffers a –2 modifier to Defense, but gains a +2 bonus on attack rolls for the round.

SPLIT

A force can choose to split off into smaller forces with reduced force bonuses, but with greater maneuverability and freedom of action. A force must be made up of troops of the same quality; the force uses the traits of its least qualified troops if it has troops of mixed quality. Splitting a force is a full-round action. When a force splits, it becomes two forces, each with a portion of the troops of the original force. Each separate force has its force modifier recalculated according to its new troop complement. If the original force suffered any damage, both of the split forces have the same damage.

COMBINE

Two forces may also choose to combine to form a single, larger, force. Combining forces is a full-round action. This increases the force’s size and therefore force modifier, normally. For example, if two forces of 250 troops combine to form a single force, that force has a force modifier one higher than the original forces.

If any of the forces are disrupted when they combine with another force, the combined force has the highest total of hits from among

THE LIMITS OF THE FIELD BATTLE SYSTEM

The mass combat rules are intended to provide quick “shorthand” for Gamemasters to handle conflicts between heroes and large forces. It can be quite tedious to run combats involving dozens (much less hundreds) of troops, and it’s unfair not to give large forces at least a chance against high powered foes. Seen one-on-one, no soldier has a prayer against a power level 10 or greater character or monster with significant offensive and defensive powers, but working as a unit, a force of soldiers should have one.

The system is necessarily abstract, boiling down several rounds of normal combat into longer battle rounds that resolve many different exchanges of attacks and maneuvers with one or two die rolls. It’s quite possible to resolve a conflict between a hero (or group of them) and an entire army in just a couple battle rounds. It also summarizes things like equipment, weapons, and tactics.

The Gamemaster is responsible for providing the description of the battle and what exactly occurs while the system provides a general outline of things (who won and by how much, etc.). Gamemasters who feel that the field battle system tends to run *too* quickly should try breaking a single large force into two or more smaller forces and running the battle with those, giving the individual characters a few more “opponents” to overcome. This is particularly true for battles involving multiple characters. As a rule of thumb, try to give each character involved in the battle either a supernatural foe or a single force as an opponent, preventing the heroes from “ganging up” on a single force and quickly ending the battle.

The field battle system is *not* intended as a war game for resolving military conflicts between armies; its main intent is as an individual vs. force system. It’s far better to handle large-scale military engagements by GM Fiat, modified according to the actions of the heroes and their major foes.

its components. The components’ hits are not added together. Disabled forces cannot combine with others.

COORDINATED ASSAULT

Two or more forces may attempt to make a coordinated assault on a target. Each assisting force makes a normal attack roll against the target. Each successful attack inflicts no damage, but grants the coordinating force a +2 bonus on its attack roll against that same target.

Note that a coordinated assault does not increase the attack’s damage, only the likelihood of a successful attack, so several small forces looking to increase their damage potential are better off combining into a larger force with a higher force modifier (see **Combine**, previously).

FLANKING

Two forces may attempt to catch an opponent in between them, *flanking* that opponent. If two forces are located on opposite sides of a target, each force gains a +2 attack bonus against that target.

TERRAIN & CONDITIONS

Certain kinds of terrain and environmental conditions make things difficult (or easier) for large forces in combat. This is handled with

just a couple simple modifiers and existing systems like concealment (*M&M*, page 161).

A force fighting in particularly difficult terrain (rocky, broken, confined urban areas, etc.) suffers a –1 penalty to attack, defense, and initiative.

A force fighting in an area under cover of darkness, heavy fog, severe weather, and so forth must deal with concealment modifiers, unless the force has equipment to overcome these penalties (such as torches, low-light vision, and magical abilities to overcome darkness penalties).

DAMAGE

Units successfully attacked during a round attempt Toughness saving throws as per the standard *M&M* rules. The results of Toughness saves are found under the accompanying Mass Combat Damage table.

Each round’s attacks are considered to happen simultaneously. Therefore, the effects of damage are not applied until the following round.

MASS COMBAT DAMAGE

TOUGHNESS SAVING THROW...	EFFECT
Succeeds	No Effect
Fails	Disrupted
Fails by 5 or more	Shaken + Disrupted
Fails by 10 or more	Staggered + Disrupted + Disabled
Fails by 15 or more	Destroyed

DAMAGE CONDITIONS

The potential damage conditions resulting from field battle damage are as follows:

DISRUPTED

The unit is suffering from the chaos of battle. Casualties and wounded are starting to add up and it is beginning to feel the pinch of lost manpower. Cohesion is starting to break down under stress, making it difficult to relay orders from component unit to component unit. Moreover, the loss of commanders is adversely affecting the unit’s ability to fight effectively. The sight of dead and wounded comrades has begun to hurt the unit’s morale.

As a result, each disrupted condition enforces a –1 penalty to all the field unit’s actions, including attack rolls, morale checks, and further Toughness saves.

The penalties for multiple disrupted conditions are cumulative with each other and with any other penalties incurred.

SHAKEN

The unit suffers a dramatic loss. Maybe a trusted and respected officer is killed, or a previously unseen enemy force mows down an entire subunit.

Whatever the cause, the unit cannot take any actions during the next round. During this time, it suffers a –2 penalty to all actions,



but any additional shaken results are ignored. The unit recovers automatically on the following round, but may then be shaken again as normal.

STAGGERED

The unit's soldiers are no longer fighting at peak efficiency, as fear and confusion hamper their decision-making and losses weaken their strength. They are limited to a standard or move action each round, not both.

DISABLED

A disabled unit has been demoralized or damaged to the point where it can no longer fight effectively. It may not attack other units, but it may still attempt saving throws to resist attacks against it and take actions to retreat from the field of battle. A disabled unit generally attempts to retreat from the battlefield, unless retreat is not an option, in which case it typically holds its position and continues to fend off attacks until it is destroyed.

DESTROYED

A destroyed unit has had its morale completely broken. Scattered elements may continue to fight, but their impact on the battle is negligible as the majority of the unit has been killed, captured, or taken flight in a disorganized retreat. The unit in question is obviously done in the battle at hand—and likely for all battles to follow, for that matter.

PLAYER CHARACTERS AND FORCE DAMAGE

As a general rule, protagonists—whether ordinary grunts or epic heroes—are considered separate from a force with regard to damage. Damage to the overall force does not directly affect the heroes, except insofar as it weakens the support they can expect. Gamemasters should handle possible damage to the heroes individually according to the standard *M&M* combat rules. Thus a hail of arrows would require a Toughness save from the overall force and the GM might call for individual Reflex and Toughness saves from the heroes against the an effective area attack.

MORALE CHECKS

Certain events require a force to make a *morale check* to determine if the majority of the force is still willing to continue the fight. A failed morale check means the force is disrupted. A second failed morale check means the force is shaken, suffering a -2 penalty on attack rolls and Defense until the force succeeds at a morale check. A third failed morale check in a row means the force is routed. The force's fighting spirit is broken and the force either surrenders or flees (based on the conditions and the Gamemaster's discretion).

A morale check is a d20 roll plus the force's morale modifier (based on troop quality). The Difficulty Class for morale checks starts out at 10, but each failed morale check increases the DC by 1 and each disrupted condition the force suffers also imposes a -1 morale check modifier.

Forces must make morale checks after any of the following events:

- The force fails a Toughness save and suffers damage.
- The force fails to inflict any damage against any target for two successive battle rounds.
- The force suffers a serious setback or reversal (in the opinion of the Gamemaster).

Additionally, the Gamemaster may impose modifiers to the morale check based on the conditions. An especially effective use of Intimidate or powers by a supernatural foe may apply a -2 (or greater) penalty to a force's morale checks, while the presence of an especially charismatic leader may apply a bonus (equal to the leader's Charisma modifier) on the force's morale checks.

FEATS

The effects of most combat feats are *not* incorporated into the mass combat rules. The Gamemaster might assign the Improved Critical feat to a veteran unit, or Sneak Attack to an ambushing force, or Precise Shot to a platoon of expert marksmen. For the most part, however, combat feats don't apply when dealing with mass battles; the average soldier doesn't have that many of them, anyway.

General and skill feats are too small-scale and individual to figure into these rules. The Taunt feat may be an effective tactic in personal combat, but it's hard to hear even the best insult over clashing steel and screams of the dying. In any case, their targets are probably more worried about being killed than a clever quip.

POWERS

For the most part, powers affect forces in the way they affect individuals, with a few exceptions.

- Powers that inflict damage are assumed to do their normal damage against the force as a whole, even if the power does not normally affect an area. The wielder is assumed to be making multiple attacks with that power during the battle round. Damaging powers with the Area extra inflict +2 damage to a force, with each Progression feat increasing this bonus by +1, but the total additional damage from Area and Progression cannot exceed the force modifier (since the damage effectively encompasses the entire force at that point).
- Non-damaging powers that do not normally affect an area have a negligible effect on a force in battle. The character can only use such powers if they have the Area extra and sufficient Progression to encompass the entire force. For example, a character with the Mind Control power, for example, could not attempt to Mind Control a platoon unless he possessed sufficient area for the power to affect the entire force. The GM can allow these powers to operate normally at the individual scale; they just don't have much influence on the outcome of unit-level conflicts.
- A particularly spectacular or destructive use of powers may impose a modifier to a force's morale checks at the Gamemaster's discretion, either a penalty for an enemy force or a bonus (rallying the troops) for an allied force.
- Impervious Toughness is compared against the force's *total* damage (including force modifier) before determining whether or not the character has to make a Toughness saving throw against the force's attack. This is one of the advantages of larger forces: they can overcome—through superior numbers and quantity of attacks—Impervious Toughness that would render a target immune to the attacks of a smaller force. So, for example, a creature with Impervious Toughness 10 can ignore the damage of a platoon of green troops (+9 damage total) but not that of a trained platoon (+10 damage) that knows how to target their attacks.



CHAPTER FOUR: SWORD & SORCERY SETTINGS

The realms of sword & sorcery adventures are many and varied, from barbaric wilderness and forgotten ruins to glittering cities housing the thrones of kings and emperors—and dark and corrupt hearts. This chapter provides three examples of sword & sorcery settings with ties to the greater omniverse described in *Freedom City* and *Worlds of Freedom*.

The city of Freeport has a roleplaying history predating *Mutants & Masterminds*, but the sinister serpent people are found both there and in Freedom City, plotting the overthrow of the human race. Freeport is a place of swashbuckling and double-dealing in dark alleyways, and the world that most resembles the kind of fantasy roleplaying setting many may expect.

The city of Freedom's Reach, on the other hand, is far from the pirate haven of Freeport. It is a glittering pinnacle of civilization in the midst of the wilderness, defended by stalwart heroes against the forces of evil. It is a fantasy analogue of Freedom City, with its cos-

tumed champions and super-criminals translated into their sword & sorcery equivalents, and can serve as a parallel world or a Freedom City transformed through magic.

Finally, the Lost World is a savage place of jungles, dinosaurs, and mysterious ruins, inhabited by lost civilizations, both human and otherwise. It is a world where only the strong survive, but where an exiled hero from Earth can meet and rescue the princess of a jungle tribe, face dinosaurs in the arena of Nova Roma, seek out fabled treasures in the Atlantean ruins, or scale the sides of a volcano to rescue the latest sacrifice to the Incan god-king.

Best of all, these three settings co-exist in the greater omniverse, so dimension-hopping heroes might visit all three of them and more as they explore heroic worlds of adventure! Take them and make them your own, or use them as examples to create a unique sword & sorcery setting for the exciting tales you and your players will tell.

FREEPORT, THE CITY OF ADVENTURE

The islands of the Serpent's Teeth are lone, rocky shoals in the midst of a distant sea. On the southern tip of the island of A'Val sprawls the city of Freeport, founded by pirates on the bones of a drowned eldritch empire. Defying all outsiders who have attempted to lay claim to it through the years, Freeport is a bastion of ruthless mercantilism and piracy on the open seas.

FREEPORT PREMISES

The *Freeport* setting is built on various premises, which should be taken into account when setting a sword & sorcery *M&M* game there. If a particular assumption does not suit the style of game you want to run, feel free to change it using some of the suggestions given here.

- **Multiple Intelligent Races:** The *Freeport* setting features various intelligent humanoid races (dwarves, elves, gnomes, and so forth), existing on a relatively even footing with humans. Although the majority of the city's population is human, other races are commonplace, and elements of the setting are built on tension between them. If you prefer a human-only setting, change the various races in Freeport to nationalities, making the elves somewhat effete aristocrats, the dwarves hard-headed laborers, and so forth, with the goblinoids of Bloodsalt becoming a despised and somewhat barbaric minority living in slum conditions.
- **Multiple Deities:** While religions in Freeport are fairly generic, it is assumed there are multiple deities and churches devoted to them, although Freeporters have a somewhat *laissez faire* attitude about religion. If this does not suit your vision for the

setting, you can change around the deities, the structure of the pantheon(s), and so forth.

- **Common Magic:** While magic is a powerful force in Freeport, and wizards are somewhat suspect, there are commonplace magics, including enchanted items and spellcasters-for-hire. You can easily play down this aspect of the setting, making magic less common and restricting magic items to rare and powerful artifacts or unique personal items.
- **Common Technology:** Likewise, Freeport assumes a level of technology similar to Earth's Age of Sail, with primitive firearms, spyglasses, clocks, and so forth. If this is too "high-tech" for your own sword & sorcery game, simply ignore references to such technology and make the free city a more primitive place with medieval levels of knowledge and sophistication. You can also reduce the amount of manufacturing in Freeport to make items of technology rare oddities of the sort that turn up in sword & sorcery tales, perhaps brought by strange visitors to Freeport's shores or merchants who prefer not to say where they acquired them.
- **Eldritch Secrets:** Elements like the Serpent People and the Brotherhood of the Yellow Sign create a backdrop of eldritch horror for Freeport. If you want a game where mighty-thewed barbarians slay Serpent People by the dozens and have no fear of confronting mad elder gods, you can make these elements of the setting less covert and terrible. For example, the savage Serpent People might be less hidden and a more obvious threat, while the intelligent survivors of Valossa remain undercover using their shapechanging powers.

A BRIEF HISTORY OF FREEPORT

Cities do not spring up overnight. Every place is defined and shaped by its history—and it cannot escape the legacy of past events. It's impossible to delve into the secrets of the City of Adventure without first shedding some light on its history. The roots of the city lie deeper in the past than most Freeporters suspect.

THE EMPIRE OF THE SERPENTS

While the current city of Freeport is only a few hundred years old, the site has been inhabited for much longer. Some two thousand years ago, the area was part of a larger island known as Valossa. Valossa was the heart of the serpent people's empire. These sorcerous reptiles ruled vast swaths of territory when humanity was young, and they pioneered magic and science when the elves still hid in the woods.

Scholars today often refer to Valossa as an evil empire. While it is true their sorcerers used questionable methods to advance their art, Valossa was no ally of dark powers. The mindset of the serpent people is difficult for humans or elves to understand, so malfeasance is often used to explain misunderstood evidence.

THE FALL OF AN EMPIRE

Valossa flourished for over a millennium, and its influence spread, even into the planes. The serpent people traditionally worshipped Yig, but cults following the Unspeakable One, a dread alien power, sprung up. These cultists, known as the Brotherhood of the Yellow Sign, summoned their master and sealed the fate of the serpent people. Although no witnesses survived to tell of the Great Old One's appearance, evidence of his destruction abounds. The mighty island of Valossa was rent asunder. Any serpent people who survived fled underground, most driven insane, although some sorcerers and priests of Yig still survive somewhere in the shadows.

THE RISE OF FREEPORT

The largest surviving bit of Valossa is an island chain known as the Serpent's Teeth. The main island of the Serpent's Teeth, A'Val, has a natural harbor. At first, it was just a place to rest, get fresh water, and refit. Before long, a village sprang up, which eventually came to be called Freeport by the sailors who frequented it.

Freeport was a magnet for pirates and ne'er-do-wells of all types and it managed to survive due to a simple code of the pirates: Do whatever you want on the high seas, but don't go against your brothers and sisters in port. This rule worked and Freeport thrived because of it. These early days are referred to as the Golden Age and many deeds and buccaneers from this time are still described as being larger than life.

GOLDEN NO LONGER

The Golden Age couldn't last forever. About two hundred years ago, the era of the rogue buccaneer came to an end. The navies of nearby nations preyed upon the pirates and they had no way to defend themselves.

The pirate captains decided to form a navy of their own. Captains Drac and Francisco led the fleet on a three-month raid that netted

more wealth and goods than ever before. The Great Raid was a wild success and both Drac and Francisco took to calling himself a Sea Lord of Freeport, along with claiming credit for the raid.

AND THEN THERE WAS ONE

The next ten years were tense ones in Freeport. The Great Raid set off a panic amongst the maritime nations. They built up larger navies, and the Sea Lords were forced to fight battle after battle against determined foes. This undeclared war had no clear victor and the conflict petered out after ten long years of fighting.

The pirates remained united during the conflict, but when it finally let up the Sea Lords went to war with each other for the first time in Freeport's history. Drac and Francisco had always been at odds and it had finally come to a head. Neither Sea Lord had gained the upper hand when news came of another fleet intent on attacking the city. A truce was called and Drac's and Francisco's ships sailed out to defend Freeport.

Unbeknownst to anyone, Drac had negotiated with Freeport's enemies. They wanted to end this expensive war and Drac wanted the city to himself. So, when the battle was joined, Drac and his men withdrew and left Francisco and his men to be crushed. Drac sailed back to take control of the new city-state of Freeport.

FREEPORT GOES LEGITIMATE

Captain Drac quickly consolidated his power over the city. He declared himself the only Sea Lord of Freeport and set up trade routes with former enemies, cracked down on rogue pirates, and organized a Captains' Council for the governance of the city. Captain Drac ruled Freeport with a firm hand for the next thirty years. He even set into law that the Sea Lord's successor had to be approved by the Captains' Council. He chose the interests of the city over his own desire to found a dynasty, and for this he is remembered as a great man in Freeport.

GROWTH AND CRISES

The next hundred years were profitable ones for Freeport. The city grew, merchants opened trade routes that made Freeport even more important, and when wars broke out, Freeport was able to stay out of them while cementing relationships with important powers. All in all, it was a period of stability and growth, with a succession of competent Sea Lords assuring the continued importance of the city. Only two incidents threatened Freeport's future.

CHECKS AND BALANCES

The first crisis began thirty-two years after Drac's death. The city—which had almost doubled in size—was in danger. A war raged on the Continent. Freeport was in turmoil as food and other supplies became scarce. The Sea Lord Corliss could barely keep order in the streets. An ambitious and popular councilor named Antonio Grossette politically outmaneuvered Sea Lord Corliss and was able to expand the size of the Captains' Council to twelve members. Since this incident, the size of the council has remained at twelve.

THE BACK ALLEY WAR

Thieves were certainly nothing new to Freeport, but in the early days, the pirate code had kept crime within the city to a minimum.

THE PIRATE'S GUIDE TO FREEPORT

The city of Freeport is described in loving detail—from its checkered history to its districts to its nefarious inhabitants—in *The Pirate's Guide to Freeport*, available from Green Ronin Publishing. *The Pirate's Guide* is a systemless game sourcebook, usable with any RPG, including *Mutants & Masterminds*. Therefore, this brief write-up of the City of Adventure concerns itself primarily with connections between Freeport and the World of Freedom and how to use the city as a setting for a *Warriors & Warlocks*-style *M&M* series, rather than recapitulating the contents of *The Pirate's Guide* beyond a brief summary.

Larceny was practiced largely at sea. When a gang of thieves from the Continent established a true guild in Freeport, it was a new experience. At first, the Captains' Council was unconcerned, mostly because they'd been paid off. The Thieves' Guild was paying off most of the councilors, and the guildsmen kept their activities in the shadows. Soon after Sea Lord Marquetta's rise to power, she uncovered a slaving operation run by the Thieves' Guild—in conjunction with a gang of orc pirates. After some diplomatic attempts failed to dissuade them, she took more drastic measures.

A WAR ON CRIME

Marquetta began an undeclared war. Her guard began arresting guildsmen and rooting out safehouses, while she sent a squadron of ships to hunt down the orc pirates. The Thieves' Guild was caught by surprise and lost many of their number in the initial attacks, but they soon struck back.

The conflict, soon known as the Back Alley War, raged for three years. Marquette broke the back of the Thieves' Guild. All of its leaders were killed or imprisoned, and slavery was forever snuffed out

in Freeport. Since the end of the Back Alley War, no single criminal organization has dominated Freeport.

THE FREEPORT—MAZIN WAR

Freeport's merchants began exploring farther across the sea and trying to set up new trade routes. Several convoys disappeared in the south, and at first, it was thought they were simply lost at sea. Then a surviving ship made it back and reported that the Freeport ships had been set upon and seized in the southern port city of Mazin, and their crews sold into slavery.

Sea Lord Caxton sent an armed expedition to deliver a message to the Mazini slavers: return the Freeporters or face the consequences. He was told if he wanted his people, he should come and buy them in the slave markets. That signaled the start of the Freeport-Mazin war. It lasted nearly ten years, but at the end Freeport's forces were victorious and Mazin was forced to pay reparations. Since the end of the Freeport-Mazin War, the two cities have had little contact. Mazini slavers have become mythical ogres to frighten the young children of Freeport.



A NEW DRAC FOR A NEW ERA

Fifty-five years ago, a descendent of Captain Drac succeeded the outgoing Sea Lord. Captain Marten Drac's reign lasted only 14 years, but they proved very damaging. He instituted a series of duties and taxes that drove away many merchants and, worst of all, managed to pass a law that required the Sea Lord of Freeport to be a descendent of the original Captain Drac.

Marten's youngest brother, Anton, who became the next Sea Lord, saved the city from complete disaster. He was able to undo the worst excesses of Marten's reign. The unfair duties were abolished, and Anton provided a series of incentives to win back the trade the city had lost. Anton's one failing was he did not abolish Marten's succession law.

Since the Captain's Council couldn't talk him into repealing the law, they suggested instead that he cede the power to nominate members of the council to them. Eventually Anton agreed to do so if in return the Sea Lord was allowed to cast two votes for his nominee and break all ties. With this caveat in place it meant that if the council wanted to elect their nominee, at least seven of them would have to vote against the Sea Lord.

DECADE OF DECEIT

Sixteen years ago, a great war broke out on the Continent, involving nearly every nation. Sea Lord Anton Drac stayed out of it at first, but he knew he had to honor the treaties he had signed. He announced to the Captains' Council that the Freeport navy would go to the aid of its allies in the spring. This was to be the first time the full fleet had sailed to war since the days of Drac and Francisco. The Captains' Council was torn on the issue, approving the move by only a single vote.

ANTON PAYS THE FERRYMAN

Towards the end of winter, Sea Lord Anton was inspecting the fleet on the docks. A single yellow-feathered arrow flew from the crow's nest of an anchored ship, piercing Anton's chest. The wound should not have been mortal, but the arrow was enchanted with vile, deadly magic. Anton was slain as soon as the arrow hit him, and Freeport was without a Sea Lord for the first time in two hundred years.

MILTON TAKES THE HELM

At this juncture, Captain Milton Drac stepped onto the stage of history. A distant cousin of Anton, Milton appeared as if from nowhere. He was not a member of the Captains' Council, but somehow he enjoyed tremendous support there. Those most likely to oppose him were strangely silent, as if they feared the consequences of such action. In a matter of weeks, this unknown Drac had become the new Sea Lord of Freeport.

Milton's first act as Sea Lord was to cancel all military aid to allied nations. The fleet was to restrict its activities solely to guarding merchantmen. As war raged on the Continent, Freeport stood neutral. The nations counting on Freeport's navy were gravely disappointed and branded Milton a traitor.

The Sea Lord's goal was to make Freeport the preeminent maritime power of the world. After canceling the action of the fleet, he

took the war chest and spent it on a monument to his ambition. The Lighthouse of Drac was meant to be one of the wonders of the age. It took ten years to complete and nearly bankrupted the city. Most citizens of Freeport took to calling the lighthouse "Milton's Folly."

THE MADNESS OF MILTON DRAC

What no one knew was that Milton Drac was secretly a member of the Brotherhood of the Yellow Sign. This malefic organization had somehow survived since the breaking of Valossa, biding its time until it could strike once again. They had found a dark prodigy in Milton Drac and aided him in his ruthless rise to power.

The lighthouse was the centerpiece of Drac's scheme. It had been constructed to channel the energy of the Unspeakable One. As part of his plan, Milton had announced a gala celebration for the lighthouse's unveiling. He wanted ships from all the world's nations to choke the harbor. When the time was right, he and the Brotherhood planned to enact a magical ritual that would use the lighthouse to project the Yellow Sign into the night sky above Freeport. Charged with the power of the Unspeakable One, the Yellow Sign was to drive the assembled throngs mad, and from Freeport, the madness was to spread across the world.

Such was Drac's plan. Luckily for Freeport, a small group of heroes foiled it five years ago (these events are the subject of the original *Freeport Trilogy*), Milton Drac was slain, and the Brotherhood thwarted. Heroism, it seemed, was a match for the madness of the Unspeakable One.

THE SUCCESSION CRISIS

Freeport's succession law required a descendent of the original Sea Lord Drac to take over, and this bloodline seemingly ended with the death of Milton Drac. This meant Freeport was lacking a Sea Lord as well as three of the twelve members of the Captains' Council. Marilise Maeorgan took over the seat of her slain brother Melkior (as permitted by the law), but the larger issues remained. The city had not seen such a power vacuum since its early days.

A VERY BAD YEAR

Freeporters who hoped Drac's death would lead to renewed peace and prosperity were sorely disappointed as multiple disasters rocked the city over the following year. First, another war erupted on the Continent, this time between the elves and the barbarians. When the war went against the barbarians, they tried to save face by sacking Freeport. The citizens rose up to defend their homes and the city was saved.

Months of rebuilding followed, and the political crisis continued. Finally, the Captains' Council made its decision: the succession law would be revoked and, surprisingly, the city erupted in violence. The gangs of Freeport used the announcement to stir up the populace. While the gangs had hoped for a certain amount of anarchy to enjoy a crime spree, the rioting spun out of control. The two dominant gangs of the city, the Buccaneers and the Cutthroats, were utterly smashed, drastically changing the politics of Freeport's underworld.

During the riots, Councilor Arias Soderheim had his rival, Councilor Elise Grossette, kidnapped and whisked out of Freeport. He wanted her out of the way so he could make his move and become Sea Lord. This

THE SERPENT'S TEETH



ISLAND KEY

- 1 - FREEPORT
- 2 - BLACK DOG'S GAMES
- 3 - GABBAGE GRACK
- 4 - THE CREMATORIUM
- 5 - THE HULKS
- 6 - MOUNT A'DAL
- 7 - LIBERTYVILLE
- 8 - FELIX'S RUIN
- 9 - MILTON'S FOLLY

3 - GABBAGE GRACK



7 - LIBERTYVILLE



SETTLEMENT KEY

GABBAGE GRACK

- 1 - FORD
- 2 - WAREHOUSE
- 3 - GENERAL STORE
- 4 - INN

LIBERTYVILLE

- 5 - WALLACES'
- 6 - INN
- 7 - GENERAL STORE
- 8 - GUARD TOWER
- 9 - T'GIRI'S SHIPYARD
- 10 - LIBERTYVILLE HARBOUR
- 11 - FLEAGLE'S WEAPON SHOP
- 12 - FRANCISCO'S

THE OLD CITY

- 1 - SEA LORD'S PALACE
- 2 - GUARDSMEN FACILITIES
- 3 - THE COURTS
- 4 - THE TOMBS
- 5 - THE MARQUIS MOON
- 6 - THE BATHS
- 7 - ARGYLE MCGILL'S GURIO SHOP
- 8 - THE WIZARDS' GUILD
- 9 - THE HOUSE OF SERENITY
- 10 - THE KEELHOL
- 11 - THE BLACK ROSE
- 12 - DEMLFISH
- 13 - THE WIZARD'S POUCH
- 14 - GREGOR'S BREWERY
- 15 - SUNKEN TREASURES
- 16 - TIRWIN'S FINE CLOTHING
- 17 - THE MATCHLOCK
- 18 - MICKEY'S PLEASURES
- 19 - THE GENTLEMAN'S CLUB

THE MERCHANT DISTRICT

- 1 - THE PLAZA OF GOLD
- 2 - THE MARINA
- 3 - THE MERCHANTS' GUILDHOUSE
- 4 - THE GILT CLUB
- 5 - THE LAST RESORT
- 6 - THE FREEPORT OPERA HOUSE
- 7 - MAURICE'S
- 8 - MAEORGAN MANOR
- 9 - THE JEWELERS' AND GEMCUTTERS' GUILD
- 10 - SALON DU MASQUE
- 11 - THE LAST PORT

THE TEMPLE DISTRICT

- 1 - POOL'S MARKET
- 2 - TEMPLE OF THE GOD OF KNOWLEDGE
- 3 - TEMPLE OF THE GOD OF WAR
- 4 - TEMPLE OF THE GOD OF THE SEA
- 5 - GODSHOP
- 6 - TEMPLE OF THE GOD OF PIRATES
- 7 - TEMPLE OF DEATH
- 8 - SHRINE OF THE MAGIC GOD
- 9 - GOD OF ROADS
- 10 - GOD OF STRENGTH

WATCH PRECINCTS

P - PRECINCT HOUSE

TO THE JUNGLE OF A'DAL

PRAC'S END

THE FORTRESS OF JUSTICE

THE OLD CITY

MERCHANT DISTRICT

WAREHOUSE DISTRICT

THE WAREHOUSE DISTRICT

- 1 - THE DAULT
- 2 - THE BLOCK AND TACKLE
- 3 - MUNICIPAL AUCTION HOUSE
- 4 - THE OFFICE OF PUBLIC RECORDS
- 5 - FRELAND SHIPYARD
- 6 - FREEPORT PILOTS' GUILD
- 7 - GROCKER'S BRICK AND MORTAR
- 8 - FREEPORT ORPHANS

THE DOCKS

- 1 - THE LONGSHOREMEN'S UNION
- 2 - THE SEASIDE MARKET
- 3 - THE BLACK GULL
- 4 - THE RUSTY HOOK
- 5 - SOCIETY OF LOBSTERMEN
- 6 - THE SHIPPING NEWS
- 7 - THE ONE RING
- 8 - THE BROKEN MUG
- 9 - THE DIVING FIN
- 10 - THE STAR OF THE SEA
- 11 - THE DENTED HELM
- 12 - THE LOST LASS
- 13 - CRACKED POT
- 14 - KERGEN'S KRAPLE
- 15 - THE DOXIES LIP
- 16 - THE BILGE RAT
- 17 - URION'S FORGE
- 18 - THE HIDDEN HIDE
- 19 - ROSE ALLEY
- 20 - BLISS
- 21 - EPPLES
- 22 - THE HONEY POT



feet 0 100 250 500

TO THE HULKS

TO MILTON'S FOLLY



1 - TO CABBAGE CRACK

THE EASTERN DISTRICT

- | | |
|-------------------------------------|--------------------------|
| 1 - CHAMBERS ASYLUM | 12 - GENTLEMAN JOHN'S |
| 2 - FIELD OF HONOR | 13 - ASSAD'S SMOKE SHOP |
| 3 - THE GOLDEN PILLAR SOCIETY | 14 - ALCHEMICAL ODDITIES |
| 4 - THE HALFLING BENEVOLENT SOCIETY | 15 - EDGAR'S APPAREL |
| 5 - HELLHOUND SOCIAL CLUB | 16 - THE STORE |
| 6 - KAFE ILKIN | 17 - GORREN'S SWORDS |
| 7 - STREBECK'S BEER HALL | 18 - THE TURTLE'S SHELL |
| 8 - THE WARG COMPANY | 19 - HERBERT'S PAWN |
| 9 - PETE'S | 20 - THE DEVIL'S LUCK |
| 10 - SEACAT'S FOLLY | 21 - ALICE'S HOUSE |
| 11 - THE SEA LADY'S LUCK | 22 - THE OLD STAGE |

DRAC'S END

- 1 - TENT TOWN
- 2 - THE PLOWN'S SHOP
- 3 - THE FREEPORT INSTITUTE
- 4 - THE GLUSTER
- 5 - THE INDECIPHERABLE SCROLL
- 6 - TRANQUIL SHARK PROTECTION AGENCY
- 7 - FANG AND GLOW
- 8 - BELLE'S WELL
- 9 - THE GROG POT
- 10 - THE MERMAID
- 11 - THE SCHOLAR'S QUILL
- 12 - THE SWORD AND ANCHOR
- 13 - FINNEGAN'S BOOKS
- 14 - TREACHEROUS PLOTS
- 15 - DEAD POETS
- 16 - MELTED POT
- 17 - THE LUCKY LADY

BLOODSALT

- 1 - THE RECLAMATION PROJECT COMPOUND
- 2 - REDBLADE BARRACKS
- 3 - KROM'S THROAT
- 4 - IRONTOTH ENCLAVE
- 5 - GITCH'S TOWER

EASTERN DISTRICT

THE DOCKS

BLOODSALT

SCURPYTOWN

SCURPYTOWN

- | | | | |
|-----------------------------------|-------------------|--------------------|---------------------|
| 1 - DREAMING STREET | 6 - THE GHUMHOUSE | 11 - RAZOR'S EDGE | 16 - HORUS'S LEAP |
| 2 - THE DEAD PELICAN | 7 - THE OLD WHORE | 12 - KILL SHOP | 17 - THE JUNK STORE |
| 3 - OTTO'S BLADES & BALDRICKS | 8 - FISH STEW | 13 - PLUNDER | 18 - BLOOD DEN |
| 4 - THE FREEPORT FISHERY & MARKET | 9 - DREAD'S PLACE | 14 - JEFFERS GOODS | |
| 5 - THE MOUTH OF HELL | 10 - HEAVE HO | 15 - THE GRUNT | |

FREEPORT

THE CITY OF ADVENTURE



traitor was in turn betrayed by a Continental agent who bribed the kidnapper into torturing and killing Grossette and pinning the blame on Soderheim. Grossette was rescued but only after suffering terribly at the hands of her kidnapper. The whole ugly mess went public, and Councilor Marilise Maeorgan called for Soderheim's blood, which she received in short order, ending the whole affair. Elise Grossette, disgusted with politics and traumatized by the torture she endured, resigned from the Captains' Council and quit politics forever.

And then, just to keep things interesting in the City of Adventure, a hurricane slammed into Freeport and caused yet more destruction. The preceding events are the subject of the adventure *Crisis in Freeport*.

A NEW SEA LORD

After the failure of Arias Soderheim's bid for power, the Captains' Council knew it must stabilize Freeport or face a full-fledged civil war. Councilor Marilise Maeorgan argued the empty seats must be filled before a new Sea Lord could be chosen. The other members saw this as an opportunity to get new blood on the Captains' Council without interference from a Sea Lord, so they agreed with Maeorgan's suggestion. At this point, the Captains' Council consisted of the following members: Captain Garth Varellion, Captain Hector Torian, Dirwin "Nimblefingers" Arnig, Sister Gwendolyn, Liam Blackhammer, Captain Marcus Roberts, and Marilise Maeorgan, with Captain Xavier Gordon in the Privateer's Seat.

Since Xavier Gordon's term in the Privateer Seat was almost up, he resigned and offered up his candidacy for a regular seat on the

council. This was gladly accepted. Peg-Leg Peligro, the high priest of the Pirate God, took over the Privateer Seat at the councils' urging because they wanted someone they could trust. The council was filled out with three new members: Captain Jacob Lydon, Nathan Grymes, and Enoch Holliver.

With the council back to its required twelve members, debates on who should take over as Sea Lord began in earnest. Some of the Captain's Council members nominated themselves, including Marilise Maeorgan who eventually won the seat and became the second female Sea Lord. While this was not greeted with enthusiasm in all corners of Freeport, neither did it cause an uproar. While most folks understood that Marilise was almost certain to be corrupt, plain old corruption was preferable to the insanity of Milton Drac or a prolonged civil war.

With Marilise Maeorgan's ascension to the Sea Lordship, there was yet another vacancy on the Captains' Council. Liam Blackhammer nominated Tarmon, the High Wizard, in a move that caught the Sea Lord and the Council off guard. Tarmon had advised the council for many years but had never had a desire to serve on it. The Sea Lord did not want to make an enemy of the High Wizard, so she supported the nomination, and Tarmon joined the Captains' Council. This was the first time a powerful wizard served on the Captains' Council, and it made many in Freeport uneasy.

FREEPORT TODAY

The first year of Maeorgan's regime was trying. First, the Great Green Fire nearly destroyed everything. In a freakish supernatural

event, the island of A'Val was set ablaze, and Freeport was nearly wiped off the map. The Wizards' Guild finally squelched the fire but not before half the jungle was turned to ash. Second, the town of Libertyville was re-founded and began competing commercially with Freeport.

The past two years have—at long last—been back to business as usual for Freeport. Marilise Maeorgan has been a stronger leader than expected, and her distinct lack of grandiose plans has made most citizens sigh in relief. Freeporters know how to deal with the business of corruption, and in that the Maeorgan regime excels. Marilise has power, and through that power, she and her friends make money. She sees her job as maintaining the status quo, and by and large, this has been achieved. Nothing, however, stops the bubbling cauldron of the City of Adventure.

THE CITY OF ADVENTURE

Freeport occupies much of the southern side of A'Val, from the shore to the edges of the cleared jungle inland. The city is divided into districts based on age and use, some of them dating back to the founding of Freeport, others relatively recent.

The Docks are the gateways to Freeport, clustered with all manner of vessels and crowded with warehouses, taverns, gambling houses, and merchants hocking wares from distant shores. **Scurvytown** sits east of the Docks, a rotting slum controlled by gangsters and crime lords. The **Eastern District** is where the desperate of Scurvytown hope to move to find a somewhat better life, while those in **Drac's End** try to make an honest living well away from the waterfront. The **Temple District** is home to various houses of worship, since Freeporters tend towards superstition, and many gods have found faithful here. The **Merchant District** is home to the wealthiest citizens, with high-class shops and well-paid guards to watch over them. The **Warehouse District** is a center for trade and moving goods, while the **Old City**, still surrounded by the original, ancient walls, is home to the Sea Lord's Palace and the seat of Freeport's government. The district of **Bloodsalt** began as an encampment, and later, a ghetto, for orcs, hobgoblins, and other nonhumans, and it remains a violent and dangerous place.

Beyond the city itself, A'Val is semi-tropical jungle rising towards the caldera of an extinct volcano dominating the northern half of the island. The smaller islands of Windward and Leeward lie to either side, while the smaller T'Wik, or Lighthouse Island, is just to the south. Coral reefs surrounding the islands can make navigation treacherous for inexperienced sailors, plus humanoid shark-men and other creatures inhabit the waters.

THE CAPTAIN'S COUNCIL

The government of Freeport, such as it is, is up to the Captain's Council. Originally established as a loose alliance of the most ruthless and powerful pirate captains, the Council is presently a more formal alliance of the ruthless and powerful, ruled over by one of their number, holding the title of Sea Lord. The present Sea Lord of Freeport is Marilise Maeorgan. Her father, Marshal Maeorgan, serves as commander of the Sea Lord's Guard (showing nepotism remains alive and well in the free city).

The current members of the Captain's Council are:

- **Dirwin "Nimblefingers" Arnig**, a gnome, is the head of the Jewelers' and Gemcutters' Guild.
- **Liam Blackhammer**, self-proclaimed "champion of the people," has held his seat for almost twenty years.
- **Xavier Gordon** once sat on the Privateer's Seat, but he gained a permanent post on the Council after the Succession Riots.
- **Nathan Grymes** is one of the newer members on the Council; he's made it clear he places the Merchant District above all other concerns.
- **Sister Gwendolyn** represents the interests of the Sea God of Freeport.
- **Enoch Holliver** is a well-connected mercenary the Sea Lord chose to head up the militarized Freeport Watch.
- **Jacob Lydon**: Drunkard, pirate, and rogue, Captain Lydon is one of the most well-known members of the Council.
- **Marcus Roberts** is a long-standing member of the council who runs his own spy network on the Continent.
- **Hector Torian**: Raised by former Sea Lord Milton Drac, Torian continues to search for a Drac heir.
- **Tarmon**, High Wizard of the Wizards' Guild, gained his seat to fill a vacancy, giving him and his guild considerable power.
- **Garth Varellion**, an ambitious, shallow, self-absorbed fool, has few supporters.
- **Tench Prescott**, the current holder of the Privateer's Seat, is a disinterested politician and spends little time governing.

NOTABLES AND NE'ER DO-WELLS

Freeport is a city filled with people, most of them looking out only for themselves. This section looks at a selection of some of the most interesting (and dangerous) individuals in Freeport, along with *M&M* game information for using them in a *Warriors & Warlocks* game set in the City of Adventure.

ALFHILD

Alfhild is a reaver hailing from the frozen Northlands (**DC 10**). She fled an arranged marriage to a warrior named Ragnar and has ever since lived the life of a pirate (**DC 20**). Her presence in the Serpent's Teeth causes no little worry, for she's famous for flaunting the rules of piracy and strikes when and where she wants (**DC 15**).

BIANCA ALTANISH

The Altanish family was a middle-ranked merchant clan in the Merchant District, but Bianca wanted none of their wealth or status, being interested in anatomy instead (**DC 15**). For a time, she worked in the Crematorium, where she could examine bodies to her heart's content, but eventually left to further her studies as the head of Freeport's asylum (**DC 20**).

DIRWIN “NIMBLEFINGERS” ARNIG

Freeport's preeminent gnome, Dirwin Arnig divides his time between the Captains' Council and the Jewelers and Gemcutters' Guild (**DC 10**). Dirwin is sick of politics and he would like nothing better than to find a way to exit the Council gracefully (**DC 15**). He realizes, though, he fulfills an important role in the city for his people and for as long as he holds his seat, gnomes have a voice. Hence, despite his willingness to cede his house to a grasping heir, he retains his seat and probably will until his death (**DC 20**).

Dirwin is largely responsible for the creation of the Kolter Clockworks Factory, Freeport's producer of firearms. He under-

stood the value of keeping such an invention “in the family” of the gnome community and bankrolled the expansion of Kolter's business.

MORGAN BAUMANN

Morgan Baumann is the captain of the *Kraken's Claw* (**DC 10**), a notorious pirate ship with over twenty kills (**DC 15**). Never having had much use for Freeport's laws, she has no problem attacking Freeport vessels, though she finds those from the Continent to be better prey (**DC 20**).

Captain Baumann doesn't live in the city; she has far too many enemies, but she visits frequently. When not at sea, Morgan, her first mate and lover, the elf Shanta Froese, and her crew can be found swilling ale at the Broken Mug Inn.

CYRIL BERRYHILL

By day, Cyril Berryhill acts as the HBA's accountant (**DC 10**), but by night, he's Mouse, a vicious assassin specializing in eliminating Finn's enemies (**DC 20**). Small, quiet, and unassuming, Cyril is an unlikely killer, something that gives him an edge over his marks.

No one but Finn and Trask know about Mouse's hidden talents. He is such an unlikely assassin that he can find a way where others cannot. His preferred method of execution is a poisoned crossbow bolt. Cyril is fanatically loyal to Finn and would never betray his master.

BIANCA ALTANISH

PL 6

Str 10 Dex 10 Con 12 Int 14 Wis 13 Cha 12

SKILLS

Concentration 10 (+11), Craft (alchemy) 5 (+7), Knowledge (arcane lore) 11 (+13), Knowledge (forbidden) 6 (+8), Medicine 1 (+2), Sense Motive 4 (+5)

FEATS

Artificer, Benefit (aura of evil), Ritualist

Equipment: masterwork dagger, ring of protection +1, bracers of armor +1, goggles of minute seeing, healer's kit

POWERS

Emotion Control 4 (rebuken undead, Burst, Independent, Total Fade, Limited to Fear, Touch Range, Limited to Undead) linked to **Mind Control 4** (control undead, Burst, Touch, Limited to Undead)

Magic 8 (divine)

BP: **Emotion Control 8** (Independent, Total Fade, Limited to fear)

AP: **Healing 2** (Total, Limited to dying subjects)

AP: **Invisibility 4** (Independent, Total Fade, Slow Fade 3 [10 minutes], Limited to undead)

AP: **Obscure 3** (Independent, Total Fade)

AP: **Paralyze 7** (Independent, Total Fade)

Magic 6 (arcane)

BP: **Dazzle 6** (visual, Independent, Total Fade)

AP: **Blast 3** (Perception)

AP: **Drain Strength 3** (Ranged, Independent, Total Fade)

AP: **Emotion Control 6** (Independent, Total Fade, Limited to fear)

AP: **Hypnosis 3** (Cone, Independent, Total Fade)

AP: **Illusion 3** (visual, Independent, Total Fade, Progression 3)

AP: **Invisibility 4** (all visual, Independent, Total Fade)

AP: **Mind Control 6** (Independent, Total Fade, Limited to undead)

COMBAT

Attack +3, Grapple +3, Damage +0 (unarmed), +1 (masterwork dagger), +3 (blast), Defense +1 (+0 flat-footed), Knockback -0, Initiative +0

SAVING THROWS

Toughness +3 (+1 without equipment), Fortitude +5, Reflex +2, Will +9

DRAWBACKS

Power Loss (divine magic, without one hour of prayer per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -2 points), Power Loss (arcane magic, without one hour of study per day, uncommon, minor, -1 points)

Abilities 11 + Skills 10 (39 ranks) + Feats 3 + Powers 49 + Combat 8 + Saves 14 - Drawbacks 3 = Total 98

ALFHILD

PL 14

Str 21 Dex 16 Con 20 Int 14 Wis 14 Cha 16

SKILLS

Acrobatics 7 (+10), Climb 8 (+11), Craft (sailmaking) 9 (+11), Diplomacy 6 (+9), Gather Info 6 (+9), Intimidate 10 (+13), Knowledge (geography) 5 (+7), Language 2 (Aquan, Common, Tribal Dialect), Medicine 4 (+6), Notice 10 (+12), Profession (sailor) 8 (+10), Ride 10 (+13), Search 5 (+7), Sense Motive 4 (+6), Survival 8 (+10), Swim 9 (+12)

FEATS

Attack Specialization (longsword, short spear) 2, Improved Critical (longsword), Improved Initiative, Leadership, Power Attack, Rage 3, Swift, Tough 4, Trap Sense 5, Uncanny Dodge

Equipment: amulet of health +4, anarchic longsword +1, belt of giant strength, breastplate +3, composite longbow +1, potion of cure moderate wounds, ring of protection +2, ring of swimming, shield of arrow deflection, shortspear +1

COMBAT

Attack +17, Grapple +20, Damage +3 (unarmed), +7 (anarchic longsword), +4 (composite long bow +1), Defense +3 (+1 flat-footed), Knockback -3, Initiative +7

SAVING THROWS

Toughness +17 (+9 without equipment), Fortitude +14, Reflex +9, Will +7

DRAWBACKS

Disability (Illiterate, uncommon, minor, -1 points)

Abilities 33 + Skills 28 (112 ranks) + Feats 20 + Powers 0 + Combat 40 + Saves 22 - Drawbacks 1 = Total 142

LIAM BLACKHAMMER

Liam Blackhammer is a member of the Captains' Council and is well regarded by the common folk of Freeport (**DC 10**). Though he is a popular Councilor, the good will toward this people's champion does not extend to his peers (**DC 15**). Uncompromising, he is as stubborn as a mule. The rest of the Council members only tolerate him because of his many years as a public servant and his great popularity among the people (**DC 20**).

DIRWIN "NIMBLEFINGERS" ARNIG PL 7

Str 10 **Dex 18** **Con 14** **Int 13** **Wis 15** **Cha 15**

SKILLS

Bluff 12 (+14), Craft (alchemy) 6 (+7), Craft (gemcutting) 12 (+13), Diplomacy 12 (+14), Disguise 2 (+4), Gather Info 12 (+14), Intimidate 3 (+5), Knowledge (history) 6 (+7), Knowledge (bardic knowledge) 12 (+13), Languages 2 (Common, Draconic, Gnome), Notice 8 (+10), Oratory 12 (+14), Sense Motive 12 (+14), Stealth 9 (+13)

FEATS

Dodge Focus, Endurance, Favored Opponent (goblinoids), Inventor
Equipment: masterwork dagger, ring of mind shielding, ring of protection +1, cloak of resistance +2

POWERS

Enhanced Defense 4 (only vs. giants)
Enhanced Will Save 2 (Only vs. illusions)
Magic 3 (spell-like abilities)
BP: Environmental Control 3 (light)
AP: Comprehend 2 (animals, burrowing only)
AP: Illusion 3 (sounds)
AP: Illusion 3 (visual, minor visual illusions only)
Magic 5 (bardic music, Hearing Dependent)
BP: Mind Control 5
AP: Emotion Control 5 (Limited to hope)
AP: Enhanced Feat 2 (Inspire)
AP: Enhanced Feat 2 (Teamwork)
Magic 4 (arcane)
BP: Invisibility 4 (Independent, Total Fade)
AP: Comprehend 1 (speak and understand languages, Affects Others, Independent, Total Fade, Slow Fade 3 [10 minutes])
AP: Mental Transform 3 (memories, Continuous)
AP: Mind Reading 2 (Independent, Total Fade)
AP: Nullify 3 (enchantments, Concentration)
AP: Summon 1 (unseen servant, Fanatical)
AP: Teleport 3
Shrinking 4 (Continuous, Permanent, Innate)
Super-Senses 1 (low-light vision, Innate)

COMBAT

Attack +8, Grapple +8, Damage +0 (unarmed), +1 (masterwork dagger), Defense +6 (+3 flat-footed), Knockback -0, Initiative +4

SAVING THROWS

Toughness +2 (+1 without equipment), Fortitude +9, Reflex +11, Will +11

DRAWBACKS

Powerloss (bardic music, unable to speak, uncommon, minor, -1 point), Powerloss (arcane magic, speaking and gestures, uncommon, minor, -1)

Abilities 29 + Skills 30 (120 ranks) + Feats 6 + Powers 47 + Combat 28 + Saves 17 = Drawbacks 2 = Total 152

ANDREA BLAX

One of many folks bidding to become the next Sea Lord after Drac's death, Andrea Blax claimed she was the Sea Lord's heir and to have "proof"—proof in the form of forged documents (**DC 15**). Before the authenticity of her bid could be determined, the Council

MORGAN BAUMANN PL 11

Str 14 **Dex 16** **Con 16** **Int 12** **Wis 10** **Cha 14**

SKILLS

Acrobatics 12 (+15), Climb 13 (+15), Escape Artist 3 (+6), Intimidate 11 (+13), Knowledge (geography) 7 (+8), Notice 3 (+3), Profession (sailor) 6 (+6), Survival 2 (+2), Swim 13 (+15)

FEATS

Attack Specialization (cutlass), Dirty Fighting 2, Dodge Focus 1, Improved Initiative 1, Power Attack, Sea Legs 2, Takedown Attack 2
Equipment: brooch of shielding, +1 keen cutlass, Privateer FP, ring of protection +2, bracers of armor +3

COMBAT

Attack +12, Grapple +14, Damage +2 (unarmed), +6 (keen cutlass), +9 (Privateer FP), Defense +6 (+3 flat-footed), Knockback -1, Initiative +7

SAVING THROWS

Toughness +8 (+3 without equipment), Fortitude +13, Reflex +10, Will +4

Abilities 22 + Skills 18 (70 ranks) + Feats 17 + Powers 0 + Combat 34 + Saves 21 = Total 112

CYRIL BERRYHILL PL 9

Str 10 **Dex 17** **Con 12** **Int 12** **Wis 13** **Cha 16**

SKILLS

Acrobatics 13 (+16), Bluff 10 (+13), Climb 6 (+6), Diplomacy 10 (+13), Disable Device 11 (+12), Disguise 7 (+10), Gather Info 10 (+13), Intimidate 5 (+8), Languages (Common, Halfling), Notice 8 (+9), Profession: Accountant 6 (+7), Sense Motive 6 (+7), Stealth 13 (+16)

FEATS

Attack Specialization (hand crossbow), Evasion, Lionheart, Sneak Attack 2, Quick Draw, Uncanny Dodge
Equipment: dagger +1, 3 daggers, deathblade, dust of tracelessness, elixir of hiding, elixir of sneaking, 2 potion of invisibility, hand crossbow +1, hat of disguise, thieves' tools

POWERS

Enhanced Fortitude Save 2 (Limited to poison)
Shrinking 4 (Continuous, Permanent, Innate)

COMBAT

Attack +7 (melee) Grapple +7, Damage +0 (unarmed), +3 (unarmed sneak attack) +2 (dagger +1) +4 (dagger +1 sneak attack), +2 (hand crossbow +1), +5 (hand crossbow +1 sneak attack, Defense +4 (+2 flat-footed), Knockback -0, Initiative +3

SAVING THROWS

Toughness +0, Fortitude +8, Reflex +14, Will +5

Abilities 24 + Skills 27 (106 ranks) + Feats 5 + Powers 7 + Combat 18 + Saves 22 = Total 103

repealed the Law of Succession, leaving Blax holding nothing but a crumbling dream **(DC 17)**. Since the betrayal—as she sees it—she's set up camp in the ruins of Felix's place over on Windward, and has established a small colony under her rule as Queen of Pirates **(DC 20)**.

LIAM BLACKHAMMER

PL 9

Str 18 | Dex 6 | Con 15 | Int 13 | Wis 15 | Cha 15

SKILLS

Climb 8 (+11), Craft (blacksmithing) 13 (+14), Diplomacy 13 (+15), Gather Info 14 (+16), Intimidate 14 (+16), Knowledge (history) 10 (+11), Knowledge (local) 10 (+11), Languages (Common, Dwarven), Notice 2 (+4), Sense Motive 11 (+13), Swim 8 (+11)

FEATS

Attack Specialization (warhammer), Diehard, Endurance, Improved Critical (warhammer), Improved Sunder, Power Attack
Equipment: +2 studded leather armor, +1 warhammer, ring of protection +1, amulet of natural armor +1, artisan's tools, cloak of resistance +1, gauntlets of ogre power, flask of acid, potion of cure moderate wounds, potion of sanctuary

COMBAT

Attack +8, Grapple +12 (+11 without gauntlets), Damage +3 (unarmed), +4 (gauntlets), +8 (warhammer and gauntlets), Defense +0 (+0 flat-footed), Knockback -1, Initiative -2

SAVING THROWS

Toughness +8 (+2 notation), Fortitude +11, Reflex +4, Will +9

Abilities 20 + Skills 26 (104 ranks) + Feats 6 + Powers 0 + Combat 16 + Saves 19 = Total 87

ANDREA BLAX

PL 12

Str 13 | Dex 18 | Con 15 | Int 14 | Wis 13 | Cha 16

SKILLS

Acrobatics 10 (+14), Bluff 13 (+16), Climb 12 (+13), Diplomacy 13 (+16), Disguise 9 (+12), Intimidate 13 (+16), Knowledge (geography) 12 (+14), Languages 3 (Azharan, Common, Thieves' Cant), Notice 11 (+12), Profession (sailor) 9 (+10), Sense Motive 7 (+8), Survival 4 (+5), Swim 9 (+10)

FEATS

Attack Specialization (cutlass), Defensive Attack, Dirty Fighting 2, Dodge Focus, Improved Disarm, Move-by Action, Sea Legs 2, Sneak Attack 2, Luck 4, Uncanny Dodge
Equipment: +2 chain shirt, +2 cutlass, amulet of health +2, belt of resistance +1, cloak of the manta ray, masterwork light crossbow, potion of cure moderate wounds, potion of invisibility, 2 potions of shield of faith +2

POWERS

Enhanced Fortitude Save 4 (Limited to disease and poison)

COMBAT

Attack +12, Grapple +13, Damage +1 (unarmed) +6 (cutlass +2), Defense +5 (+2 flat-footed), Knockback -0, Initiative +4

SAVING THROWS

Toughness +6 (+1 without equipment), Fortitude +9, Reflex +15, Will +5

Abilities 27 + Skills 31 (124 ranks) + Feats 16 + Powers 2 + Combat 32 + Saves 20 = Total 136

COUNTESS D'AMBERVILLE

The Countess, as she's known, hails from a distant land, though which and where she's never revealed **(DC 20)**. In fact, no one knows anything about her, except that she runs the Salon du Masque, an upscale club in the Merchant District **(DC 10)**. The club is extremely exclusive and the entry fee, 100 lords, is enough to keep out all but the wealthiest of Freeport's citizens **(DC 15)**.

EGIL, HIGH PRIEST OF THE KNOWLEDGE GOD

The high priest of the Knowledge God's temple in Freeport is a celebrity. Having been involved in exposing the Drac scandal, and then enjoying a meteoric rise through the ranks of his temple under the guidance of the former high priest Thuron, he finally gained the rank of high priest when his predecessor stepped down **(DC 10)**. Egil is considered too young, too inexperienced, and above all too ambitious for the position **(DC 15)**. His rivals work to discredit him and remove him from power **(DC 20)**.

COUNTESS D'AMBERVILLE

PL 19

Str 12 | Dex 22 | Con 12 | Int 14 | Wis 14 | Cha 24

SKILLS

Acrobatics 17 (+20), Bluff 20 (+25), Climb 13 (+14), Concentration 16 (+18), Craft (chemical) 21 (+23), Diplomacy 9 (+14), Disguise 20 (+25), Gather Info 23 (+27), Intimidate 23 (+28), Knowledge (current events) 17 (+19), Notice 17 (+19), Sense Motive 17 (+19), Stealth 18 (+21)

FEATS

Attack Specialization (punch dagger), Defensive Attack, Dodge Focus, Inventor, Move-by Action, Stunning Attack, Hide in Plain Sight, Sneak Attack 4, Uncanny Dodge
Equipment: +3 wounding punching dagger of speed, +1 shock light crossbow, bracers of armor +6, gloves of Dexterity +4, mask of Charisma +4, masterwork disguise kit, ring of jumping, ring of protection +2

POWERS

Enhanced Attack 2 Linked to **Strike 2** (Mighty); (Limited to flat-footed targets, Limited to targets not immune to critical hits)
Enhanced Fortitude Save 7 (Limited to poisons)
Paralyze 12 (death attack, Linked to Sneak Attack, Full Action, Requires melee weapon, *Alternate Power:* **Strike 12** [Full Action, Mighty])
Drain Strength 2 (Reaction—when opponent damaged by Sneak Attack, Slow Fade 6)
Super-Senses 2 (darkvision)
Immunity 10 (slow moving projectiles, only useable once per round, must be aware of the attack)

COMBAT

Attack +15, Grapple +16, Damage +1 (unarmed), +6 (unarmed sneak attack), +5 (punching dagger), +10 (punching dagger sneak attack), +22 (punching dagger sneak attack with death attack), Defense +6 (+3 flat-footed), Knockback -0, Initiative +3

SAVING THROWS

Toughness +9 (+1 without equipment), Fortitude +13, Reflex +13, Will +8

Abilities 28 + Skills 55 (220 ranks) + Feats 12 + Powers 35 + Combat 40 + Saves 28 = Total 198

Egil has tansured brown hair, open, honest features, and a warm smile. His brown eyes are inquisitive and friendly, and he has a relaxed demeanor. He wears the vestments of his station and rarely leaves the temple these days.

FALTHAR

Falthar ran a small shop called Falthar's Curios **(DC 10)**. Noted for its unusual assortment of products, his shop did a steady business catering to wizards, sorcerers, and no few priests. A barbarian attack that struck the city and claimed Falthar's companion, Nell, saw him close his shop and commit himself to some secret task **(DC 15)**. Romantics suggest he's searching for Nell **(DC 20)**, while others whisper he's chasing something dangerous to get revenge on the monsters that shattered his life **(DC 25)**.

FINN

Finn is the leader of the Halfling Benevolent Association, an organization said to protect Freeport's halflings and their interests **(DC 10)**. This is a front for an extensive and powerful criminal organization called the Syndicate **(DC 15)**. Aside from Mister Wednesday, Finn might well be the most dominant kingpin in the city **(DC 20)**.

MASON FRANCISCO

Mason Francisco is the speaker of Libertyville **(DC 10)**. A vocal opponent of the decadence in Freeport and societal injustices

EGIL						PL 10
Str 11	Dex 12	Con 13	Int 15	Wis 20	Cha 12	
SKILLS						
Concentration 10 (+14), Diplomacy 10 (+11), Knowledge (arcane lore) 15 (+17), Knowledge (history) 8 (+10), Knowledge (theology and philosophy) 15 (+17), Languages 2 (Celestial, Common, Valossan), Medicine 12 (+17), Notice 5 (+10), Search (+2), Sense Motive 7 (+12)						
FEATS						
Benefit (aura of good), Improved Initiative, Ritualist <i>Equipment:</i> +2 mithral shirt, adamantine heavy mace, ring of protection +2, 2 scrolls of comprehend languages, scroll of raise dead, periapt of Wisdom +2						
POWERS						
Magic Mastery 12 (divine; 60 power points) Ward Undead 10						
COMBAT						
Attack +9 (melee), Grapple +9, Damage +1 (unarmed), +4 (heavy mace), Defense +1 (=0 flatfooted), Knockback -0, Initiative +5						
SAVING THROWS						
Toughness +7 (+1 without equipment), Fortitude +9, Reflex +5, Will +12						
DRAWBACKS						
Power Loss (divine magic, without one hour of prayer per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)						
Abilities 21 + Skills 21 (84 ranks) + Feats 3 + Powers 70 + Combat 20 + Saves 19 - Drawbacks 2 = Total 152						

upheld by the ruling class, his opponents have branded him an agitator, revolutionary, and a fool **(DC 15)**. Those who have heard his stirring speeches see him as a visionary and see the future in his words **(DC 20)**.

XAVIER GORDON

Before becoming a full member of the Captains' Council, Xavier Gordon held the Privateer's Seat **(DC 10)**. During his time, he proved himself, placing the city before his own needs **(DC 12)**. He also was an ardent supporter of Lady Elise Grossette **(DC 15)**. He almost lost his place on the Council when his term expired, but his allies ensured he remained with them by offering him one of the vacant seats **(DC 18)**.

NATHAN GRYMES

Nathan Grymes recently gained a seat on the Captains' Council **(DC 10)**. Few know much about him or his past, but he seems to have connections in the Merchant District **(DC 15)**. Some claim he has

FALTHAR						PL 12
Str 8	Dex 12	Con 14	Int 21	Wis 16	Cha 12	
SKILLS						
Concentration 11 (+11), Craft (alchemy) 12 (+17), Craft (artistic) 17 (+22), Gather Info 10 (+11), Knowledge (arcane lore) 17 (+22), Knowledge (current events) 10 (+15), Knowledge (dungeoneering) 11 (+16), Knowledge (geography) 12 (+17), Knowledge (history) 10 (+15), Knowledge (life sciences) 12 (+17), Languages 7 (Common, Celestial, Draconic, Dwarven, Elven, Gnome, Halfling, Infernal), Notice 6 (+9), Search 6 (+11), Survival 3 (+6)						
FEATS						
Artificer, Ritualist, Improved Initiative, Tough <i>Equipment:</i> +1 dagger of spell storing (hold person), brooch of shielding, potion of bull's strength, potion of cure moderate wounds, ring of mind shield, ring of protection +2, amulet of natural armor +2, candle of truth, gloves of Dexterity +2, goggles of minute seeing, headband of intellect +2, Nulzor's marvelous pigments, scroll of bear's endurance, wand of dispel magic						
POWERS						
Environment Control 4 (light, Independent, Total Fade, Touch, Slow Fade 3 [10 minutes]) Immunity 8 (acid, cold, electricity, mind reading effects) Magical Mastery 16 (arcane) Super-Senses 2 (darkvision)						
COMBAT						
Attack +7, Grapple +6, Damage -1 (unarmed), +1 (dagger), Defense +1, Knockback -1, Initiative +4						
SAVING THROWS						
Toughness +7 (+3 notation), Fortitude +8, Reflex +6, Will +14						
DRAWBACKS						
Power Loss (arcane magic, without one hour of per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)						
Abilities 19 + Skills 33 (132 ranks) + Feats 4 + Powers 93 + Combat 16 + Saves 23 - Drawbacks 2 = Total 186						

FINN**PL 13****Str 10 | Dex 20 | Con 15 | Int 13 | Wis 10 | Cha 14****SKILLS**

Acrobatics 14 (+19), Bluff 2 (+4), Climb 2 (+2), Diplomacy 14 (+16), Disable Device 14 (+15), Disguise 14 (+16), Escape Artist 12 (+17), Gather Info 12 (+14), Intimidate 8 (+10), Knowledge (arcane lore) 6 (+7), Knowledge (current events) 13 (+14), Notice 11 (+11), Search 11 (+12), Sense Motive 8 (+8), Stealth 17 (+22), Survival 2 (+2)

FEATS

Benefit (above the law), Defensive Attack, Dodge Focus, Evasion, Leadership, Minions 9 (100 30-point minions), Move-by Action, Second Chance (2 x 100 point sidekicks), Sidekick 21, Sneak Attack 4, Trap Sense 3, Uncanny Dodge

Equipment: +1 Mithral shirt, +5 returning shock dagger, ring of protection +5, amulet of natural armor +3, cloak of resistance +1

POWERS

Enhanced Fortitude Save 2 (Only vs. poison)

Enhanced Will Save 2 (Only vs. fear)

Shrinking 4 (Continuous, Permanent, Innate)

COMBAT

Attack +15, Grapple +15, Damage +0 (unarmed), +5 (unarmed sneak attack), +6 (dagger), +11 (dagger sneak attack), Defense +7, Knockback -0, Initiative +5

SAVING THROWS

Toughness +13 (+2 notation), Fortitude +10, Reflex +17, Will +12

Abilities 26 + Skills 41 (162 ranks) + Feats 45 + Powers 6 + Combat 38 + Saves 29 = Total 185

NATHAN GRYMES**PL 9****Str 11 | Dex 15 | Con 12 | Int 13 | Wis 12 | Cha 17****SKILLS**

Bluff 14 (+17), Craft (artistic) 9 (+10), Diplomacy 13 (+16), Disguise 4 (+7), Gather Info 14 (+17), Intimidate 13 (+16), Knowledge (current events) 12 (+13), Knowledge (nobility) 8 (+9), Languages 1 (Azharan, Common), Notice 12 (+13), Sense Motive 12 (+13), Swim 5 (+5)

FEATS

Benefit (material aid), Dodge Focus, Evasion, Leadership, Sneak Attack, Teamwork, Trap Sense 1, Uncanny Dodge

Equipment: +1 mithril shirt, +1 buckler, masterwork rapier, masterwork Dragon FP, cloak of resistance +1, gloves of Dexterity +2

POWERS

Emotion Control 5 (Burst Area, Selective Attack, Limited to Awe - target dazed; Touch Range, *Alternate Power: Emotion Control 5* [Burst Area, Selective Attack; Limited to fear; Touch Range])

COMBAT

Attack +6, Grapple +6, Damage +0 (unarmed) +2 (unarmed sneak attack), +2 (rapier), +4 (rapier sneak attack), +12 (dragon fp), +14 (dragon fp sneak attack), Defense +3 (+1 flat-footed), Knockback -0, Initiative +1

SAVING THROWS

Toughness +4 (+1 notation), Fortitude +4, Reflex +10, Will +7

Abilities 18 + Skills 30 (120 ranks) + Feats 8 + Powers 6 + Combat 16 + Saves 14 = Total 102

ties to the slaver city of Mazin, but no one has proof of such a connection (**DC 20**).

SISTER GWENDOLYN

Sister Gwendolyn is the representative of the Temple of Sea God to the Captains' Council (**DC 10**). For generations, there has always been such a figure, as the Sea God and respect owed to him are vital to the city's survival (**Knowledge—local DC 15**). Gwendolyn is more of a stand-out figure since she has invested a great deal of time and energy into making a place for herself in the city's government (**DC 15**). Her

MASON FRANCISCO**PL 9****Str 13 | Dex 16 | Con 14 | Int 13 | Wis 10 | Cha 16****SKILLS**

Acrobatics 9 (+12), Bluff 9 (+12), Climb 7 (+8), Diplomacy 5 (+8), Disguise 3 (+6), Escape Artist 11 (+14), Gather Info 9 (+12), Intimidate 11 (+14), Knowledge (geography) 7 (+8), Languages 1 (Common, Aquan), Notice 2 (+2), Profession (sailor) 6 (+6), Swim 7 (+8)

FEATS

Defensive Attack, Dirty Fighting 4, Dodge Focus, Improved Disarm 1, Luck 2, Move-by Action, Sea Legs 2, Uncanny Dodge

Equipment: +1 studded leather armor, +1 buckler, masterwork cutlass, masterwork Privateer FP, amulet of natural armor +1, cloak of Charisma +2

COMBAT

Attack +8, Grapple +9, Damage +1 (unarmed), +4 (masterwork cutlass), +9 (Privateer FP), Defense +7, Knockback -1, Initiative +3

SAVING THROWS

Toughness +6 (+2 notation), Fortitude +8, Reflex +9, Will +2

Abilities 20 + Skills 22 (86 ranks) + Feats 13 + Powers 0 + Combat 28 + Saves 14 = Total 95

XAVIER GORDON**PL 7****Str 14 | Dex 17 | Con 14 | Int 16 | Wis 12 | Cha 13****SKILLS**

Acrobatics 8 (+11), Bluff 10 (+11), Climb 7 (+9), Diplomacy 10 (+11), Disguise 1 (+2), Escape Artist 10 (+13), Gather Info 8 (+9), Intimidate 3 (+4), Knowledge (geography) 12 (+15), Languages 3 (Aquan, Azharan, Common, Orc), Notice 4 (+5), Perform (dance) 4 (+5), Profession (sailor) 10 (+11), Sense Motive 6 (+7), Survival 2 (+3)

FEATS

Defensive Attack, Dirty Fighting 3, Dodge Focus 1, Move-by Action, Luck 3, Sea Legs 2, Uncanny Dodge

Equipment: +1 scimitar, bracers of armor +1, light crossbow

COMBAT

Attack +8, Grapple +9, Damage +1 (unarmed), +5 (scimitar), +3 (light crossbow), Defense +7 (+3 flat-footed), Knockback -1, Initiative +3

SAVING THROWS

Toughness +3 (+2 notation), Fortitude +7, Reflex +11, Will +3

Abilities 26 + Skills 25 (98 ranks) + Feats 12 + Powers 0 + Combat 28 + Saves 15 = Total 106

ambition has led many to question her motives and the strength of her convictions **(DC 17)**.

ENOCH HOLLIVER, COMMISSIONER OF THE WATCH

Enoch Holliver is the Commissioner of Freeport's Watch **(DC 10)**. An ex-mercenary lured to Freeport by the promise of gold and assurances of no questions about his suspicious past, he's a grizzled veteran capable of keeping the unruly Watch under some semblance of control **(DC 20)**. When not overseeing Freeport's security, he attends to matters of governance, having a seat on the Captains' Council **(DC 15)**.

Holliver is an imposing figure. He tops six feet and keeps his brown hair cut short in military style. He wears an unadorned uniform of the Freeport Watch and always carries a sword and dagger. Although approaching forty years of age he remains in impressive physical condition.

FARGAS IRONFOOT

The captain of the *Widowmaker* is an infamous halfling pirate named Fargas Ironfoot **(DC 10)**. Cruel and heartless, he thrives as a buccaneer,

inspiring terror wherever he sails **(DC 15)**. Part of his nasty reputation stems from pitting his captives against one another, granting the victor a place in his crew and the loser a place with the sharks **(DC 20)**.

SISTER GWENDOLYN PL 10

Str 10 | Dex 13 | Con 12 | Int 12 | Wis 18 | Cha 18

SKILLS

Bluff 9 (+13), Concentration 6 (+10), Diplomacy 17 (+21), Disguise 4 (+8), Intimidate 6 (+10), Knowledge (theology and philosophy) 11 (+12), Knowledge (arcane lore) 6 (+7), Languages 1 (Aquan, Common), Notice 4 (+8), Sense Motive 9 (+13)

FEATS

Attack Specialization (light mace), Benefit (aura of good), Leadership
Equipment: +1 breastplate of blinding, +2 light mace, gem of brightness, light crossbow, wand of cure light wounds

POWERS

Magic 17 (divine)
BP: Blast 9 [Burst] linked to **Environmental Control 3** [extreme cold],
AP: Detect Magic 2 [Acute, Analytical]
AP: Environmental Control 3 [light, Continuous]
AP: Mind Control 9 [Independent, Total Fade]
AP: Obscure 2 [visual, Independent, Total Fade, Slow Fade 3 (10 min)]
AP: Protection 4 [Affects Others, Independent, Total Fade, Slow Fade 1 [1 minute]]
AP: Water Control 10 [Independent, Total Fade, Slow Fade 3 (10 minutes)]
Ward Undead 10

COMBAT

Attack +7, Grapple +7, Damage +0 (unarmed), +4 (light mace), +9 (blast), Defense +1, Knockback -0, Initiative +1

SAVING THROWS

Toughness +5 (+1 without equipment), Fortitude +8, Reflex +7, Will +11

DRAWBACKS

Power Loss (divine magic, without one hour of prayer per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)

Abilities 23 + Skills 19 (74 ranks) + Feats 3 + Powers 107 + Combat 16 + Saves 20 - Drawbacks 2 = Total 188

ENOCH HOLLIVER PL 13

Str 20 | Dex 12 | Con 16 | Int 14 | Wis 14 | Cha 14

SKILLS

Climb 4 (+8), Diplomacy 4 (+6), Handle Animal 17 (+19), Intimidate 17 (+19), Knowledge (nobility) 9 (+11), Languages 2 (Common, Goblin, Orc), Notice 2 (+4), Ride 18 (+19)

FEATS

Attack Specialization (lance, longsword), Improved Critical (longsword), Move-by Action, Power Attack, Takedown Attack
Equipment: +2 full plate, +2 heavy shield, +1 human bane longsword, +1 lance gauntlets of ogre power, potion of barkskin, potion of cure moderate wounds

POWERS

Strike 2 (Limited to longswords and lances, Mighty)

COMBAT

Attack +12 (melee), Grapple +16, Damage +4 (unarmed), +5 (gauntlets), +11 (gauntlets and longsword), +9 (gauntlets and lance), Defense +1, Knockback -1, Initiative +1

SAVING THROWS

Toughness +11 (+3 without equipment), Fortitude +11, Reflex +5, Will +6

Abilities 28 + Skills 18 (71 ranks) + Feats 6 + Powers 1 + Combat 26 + Saves 16 = Total 95

FARGAS IRONFOOT PL 9

Str 14 | Dex 20 | Con 14 | Int 13 | Wis 13 | Cha 17

SKILLS

Acrobatics 14 (+19), Bluff 13 (+16), Climb 11 (+13), Diplomacy 12 (+15), Disguise 5 (+8), Escape Artist 11 (+16), Intimidate 14 (+17), Knowledge (geography) 6 (+7), Languages 2 (Common, Halfling, Orc), Notice 7 (+8), Search 6 (+7), Sense Motive 11 (+12), Sleight of Hand 13 (+18), Stealth 14 (+18), Survival 5 (+6), Swim 12 (+14)

FEATS

Defensive Attack, Dirty Fighting 3, Dodge Focus, Evasion, Luck 2, Move-by Action, Sea Legs 2, Sneak Attack 3, Uncanny Dodge
Equipment: +1 sea legs cutlass, 6 daggers, ring of protection +2, amulet of natural armor +1, captain's chest, compass of true seeking, gloves of Dexterity +2, shirt of resistance +1

POWERS

Enhanced Will Save 2 (only vs. fear)
Shrinking 4 (Continuous, Permanent, Innate)

COMBAT

Attack +11 (melee), Grapple +12, Damage +1 (unarmed), +5 (unarmed sneak attack), +2 (dagger), +6 (dagger sneak attack), +5 (cutlass), +9 (cutlass sneak attack), Defense +11 (+5 flat-footed), Knockback -0, Initiative +4

SAVING THROWS

Toughness +4 (+1 notation), Fortitude +12, Reflex +14, Will +7

Abilities 33 + Skills 39 (156 ranks) + Feats 15 + Powers 6 + Combat 32 + Saves 22 = Total 147

GITCH PL 8

Str 8	Dex 14	Con 14	Int 16	Wis 8	Cha 11
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SKILLS

Bluff 4 (+4), Concentration 8 (+7), Craft (alchemy) 12 (+15), Intimidate 2 (+2), Knowledge (arcane lore) 13 (+16), Knowledge (the planes) 12 (+15), Languages 1 (Common, Goblin), Ride 6 (+8), Stealth 6 (+8)

FEATS

Artificer, Improved Initiative, Sidekick 10 (rat familiar named Smoke)
Equipment: bracers of armor +1, cloak of resistance +1, gray bag of tricks, potion of cure light wounds, scroll of fireball, wand of magic missile, ring of protection +1

POWERS

Magic 9 (arcane)
 BP: **Blast 9** (Burst)
 AP: **Blast 9** (Cone Area, Touch Range)
 AP: **Protection 10** (Ablative, Affects Others, Impervious)
 AP: **Transform 1** (broken item to repaired, Continuous)
Shrinking 4 (Continuous, Permanent, Innate)
Super-Sense 2 (darkvision),

COMBAT

Attack +4, Grapple +3, Damage -1 (unarmed), +9 (blast), Defense +3 (+1 flat-footed), Knockback -0, Initiative +6

SAVING THROWS

Toughness +3 (+1 without equipment), Fortitude +7, Reflex +5, Will +2

DRAWBACKS

Power Loss (arcane magic, without one hour of study per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)

Abilities 15 + Skills 17 (68 ranks) + Feats 12 + Powers 28 + Combat 10 + Saves 8 - Drawbacks 2 = Total 88

SMOKE (GITCH'S RAT FAMILIAR) PL 1

Str 2	Dex 15	Con 10	Int 2	Wis 12	Cha 2
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SKILLS

Acrobatics 5 (+7), Stealth 6 (+16 for size), Swim 5 (+7)

FEATS

Benefit (substitute Dex for Str for skill checks)

POWERS

Comprehend 2 (Gitch)
Enhanced Skill 1 (Notice, useable by others 2)
Protection 3
Shrinking 8 (Continuous, Permanent, Innate)
Super-Senses 2 (Communication Link with Gitch [emotions only], low light vision, scent)

COMBAT

Attack +6, Grapple +1, Damage -4, Defense +2 (+1 flat-footed), Knockback -0, Initiative +2

SAVING THROWS

Toughness -2, Fortitude +2, Reflex +4, Will +1

Abilities -9 + Skills 4 (16 ranks) + Feats 1 + Powers 19 + Combat 8 + Saves 5 = Total 46

KARL THE KRAKEN PL 10

Str 19	Dex 15	Con 17	Int 10	Wis 15	Cha 14
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SKILLS

Bluff 7 (+9), Climb 4 (+8), Diplomacy 4 (+6), Disguise 4 (+6), Gather Info 3 (+5), Intimidate 11 (+13), Languages 1 (Common, Orc), Notice 2 (+4), Sense Motive 4 (+6)

FEATS

Attack Specialization (unarmed), Benefit (orc blood), Improved Critical (unarmed), Improved Initiative, Power Attack, Takedown Attack 2,
Equipment: +1 breastplate, +1 heavy flail, +1 spiked gauntlet, ring of protection +1, amulet of natural armor +2

POWERS

Super-Senses 2 (darkvision)

COMBAT

Attack +10, Grapple +15, Damage +5 (unarmed), +7 (spiked gauntlet), +10 (heavy flail), Defense +2 (+1 flat footed), Knockback -1, Initiative +6

SAVING THROWS

Toughness +10 (+3 without equipment), Fortitude +13, Reflex +7, Will +6

Abilities 30 + Skills 10 (40 ranks) + Feats 7 + Powers 2 + Combat 24 + Saves 19 = Total 92

K'STALLO PL 16

Str 12	Dex 12	Con 10	Int 16	Wis 22	Cha 15
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SKILLS

Concentration 13 (+19), Diplomacy 16 (+18), Disguise 7 (+9, +29 with Morph), Escape Artist 3 (+4), Gather Info 4 (+6), Knowledge (arcane lore) 15 (+18), Knowledge (current event) 8 (+11), Knowledge (theology and Philosophy) 20 (+24), Languages 4 (Common, Draconic, Elven, Undercommon, Valossan) Notice 6 (+12), Stealth 5 (+6)

FEATS

Equipment 20, Improved Initiative
Equipment: scales of the serpent, +1 shocking burst heavy mace, ring of protection +2, amulet of the serpent, cloak of displacement, circlet of Wisdom +4, wand of magic missile, 2 doses of venom of the serpent

POWERS

Drain Wisdom 5 (poison; Linked to bite)
Magical Mastery 18 (divine; 90 power points)
Morph 4 (humanoids)
Protection 1
Super-Senses 2 (darkvision)

COMBAT

Attack +13, Grapple +14, Damage +1, +5 (wand of magic missile), +5 (heavy mace), +15 (heavy mace critical), Defense +1 (+0 flat-footed), Knockback -0, Initiative +5

SAVING THROWS

Toughness +13 (+1 without equipment), Fortitude +11, Reflex +8, Will +15

DRAWBACKS

Power Loss (divine magic, without one hour of prayer per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)

Abilities 23 + Skills 27 (108 ranks) + Feats 21 + Powers 33 + Combat 28 + Saves 29 - Drawbacks 2 = Total 159

JACOB LYDON

PL 9

Str 17 | Dex 15 | Con 12 | Int 12 | Wis 16 | Cha 12

SKILLS

Acrobatics 7 (+9), Bluff 11 (+12), Climb 7 (+10), Craft (artistic) 7 (+8), Diplomacy 10 (+11), Disguise 10 (+11), Escape Artist 9 (+11), Gather Info 9 (+10), Intimidate 10 (+11), Knowledge (geography) 7 (+8), Notice 5 (+8), Oratory 6 (+7), Ride 5 (+7), Search 8 (+9), Sense Motive 7 (+10), Survival 5 (+8)

FEATS

Dirty Fighting 2, Evasion, Precise Shot, Sea Legs 2, Sneak Attack, Trap Sense 2, Uncanny Dodge
Equipment: +1 leather armor, +1 keen cutlass, 4 masterwork daggers, gloves of Dexterity +2

COMBAT

Attack +9, Grapple +12, Damage +3 (unarmed), +4 (dagger), +7 (cutlass), Defense +3 (+1 flat-footed), Knockback -0, Initiative +2

SAVING THROWS

Toughness +3 (+1 without armor), Fortitude +6, Reflex +13, Will +5

Abilities 24 + Skills 31 (124 ranks) + Feats 10 + Powers 0 + Combat 24 + Saves 18 = Total 105

GITCH

Formerly serving as Scurvytown's "fire marshal" (**DC 10**), the goblin wizard named Gitch lost his wagon and job during the Great Green Fire (**DC 15**). He retreated to Bloodsalt, where he lives in a rundown tower dubbed, by the locals, the Tower of High Sorcery (**DC 20**). Whether he wants to be or not, he's the spokesperson for Freeport's goblin population (**DC 15**).

KARL THE KRAKEN

For many years Karl was a professional thug, noted for not asking questions and being good at smashing faces (**DC 10**). He had a tendency, though, to kill when lethal force wasn't needed, a fact that tempered merchants' zeal for hiring him (**DC 15**). Since the Great Green Fire, Karl has relocated to Bloodsalt (**DC 20**). He hasn't had the business he enjoyed in the good old days, and he sometimes takes out his frustrations on the occasional hobgoblin (**DC 25**).

K'STALLO

Until recently, K'Stallo had been impersonating the High Priest Thuron of the Knowledge God. His secret safe with Brother Egil, he used his guise to learn what he could of the mysteries beneath Freeport and to liberate the degenerate serpent people from their barbarism (**DC 30**). K'Stallo aided Egil and his adventurer companions in thwarting Milton Drac's plans, but once they had achieved this, the serpent person turned his full attentions on his lost kin, leaving the temple for Egil to run as he saw fit (**DC 30**).

JACOB LYDON

When Captain Lydon settled in Freeport, he wanted nothing more than to get into politics (**DC 12**). He believed by doing so, he could

MARILISE MAEORGAN

PL 15

Str 11 | Dex 16 | Con 13 | Int 16 | Wis 16 | Cha 18

SKILLS

Bluff 17 (+25), Craft (artistic) 10 (+13), Diplomacy 16 (+19), Disguise 7 (+13), Gather Info 18 (+25), Intimidate 16 (+23), Knowledge (nobility) 14 (+17), Languages (Azharan, Common, Dwarven, Elven, Goblin, Halfling, Orc), Notice 15 (+18), Ride 9 (+12), Swim 5 (+5)

FEATS

Benefit (material aid), Defensive Attack, Leadership, Sneak Attack, Teamwork (1),
Equipment: Reaverbane, +1 adamantine dagger, circlet of persuasion

POWERS

Emotion Control 5 (Burst, Selective, Limited to awe—target dazed)
Alternate Powers: Emotion Control 5 (Burst, Selective, Limited to complacency; -5 penalty on Notice checks and -2 penalty on sleep effects)
Enhanced Feat 4 (Inspire)

COMBAT

Attack +6, Grapple +6, Damage +0 (unarmed), +2 (unarmed sneak attack), +2 (dagger), +2 (dagger sneak attack), +8 (Reaverbane), +10 (Reaverbane sneak attack), Defense +3 (+1 flat-footed), Knockback -0, Initiative +3

SAVING THROWS

Toughness +1, Fortitude +3, Reflex +9, Will +8

Abilities 30 + Skills 36 (144 ranks) + Feats 5 + Powers 17 + Combat 18 + Saves 13 = Total 119

MENDOR MAEORGAN

PL 11

Str 16 | Dex 14 | Con 16 | Int 10 | Wis 10 | Cha 14

SKILLS

Bluff 14 (+16), Craft (artistic) 9 (+9), Diplomacy 13 (+15), Disguise 5 (+7), Gather Info 15 (+17), Intimidate 13 (+15), Knowledge (current events) 12 (+12), Knowledge (nobility) 8 (+8), Notice 12 (+12), Profession (sailor) 6 (+6), Sense Motive 12 (+12), Swim 4 (+7)

FEATS

Benefit (material aid), Evasion, Improved Sunder, Leadership, Power Attack, Rage, Sneak Attack, Swift, Takedown Attack 2, Teamwork, Trap Sense 2, Uncanny Dodge
Equipment: +3 breastplate, +1 bastard sword, amulet of natural armor +1, cloak of resistance +1, potion of cure light wounds, ring of protection +1

POWERS

Emotion Control 5 (Burst 5, Selective, Awe only—target dazed,
Alternate Powers: Emotion Control 5 [Burst, Selective, Fear only])
Drain Wisdom 3 (poison, Secondary Damage)
Boost 3 (any one skill, only once per day, *Alternate Powers: Boost 3* [thrill to the Unspeakable One, any one save, (once per day)], **Boost 6** (attack [once per day])

COMBAT

Attack +8, Grapple +11, Damage +3 (unarmed), +5 (unarmed sneak attack), +8 (bastard sword), +10 (bastard sword sneak attack), Defense +2 (+1 flat-footed), Knockback -1, Initiative +2

SAVING THROWS

Toughness +11 (+3 without armor), Fortitude +6, Reflex +11, Will +6

Abilities 20 + Skills 31 (124 ranks) + Feats 14 + Powers 23 + Combat 20 + Saves 15 = Total 123

PRENDAG THE HIGH DEATH**PL 10****Str 18 | Dex 13 | Con 16 | Int 10 | Wis 12 | Cha 14****SKILLS**

Bluff 13 (+15), Concentration 4 (+5), Diplomacy 6 (+8), Disguise 3 (+5), Gather Info 6 (+8), Intimidate 13 (+15), Knowledge (theology and philosophy) 5 (+5), Languages 1 (Common, Orc), Notice 1 (+2), Sense Motive 3 (+4), Stealth 8 (+9)

FEATS

Attack Specialization (spiked gauntlet), Benefit (aura of chaos and evil), Improved Sunder, Power Attack, Sneak Attack 2, Takedown Attack 1
Equipment: +2 studded leather armor, +1 wounding spiked gauntlets, 4 daggers, amulet of health +2

POWERS

Emotion Control 2 (Burst, Independent, Total Fade, fear only, Touch, only vs. undead) linked to **Mind Control 2** (Burst, Touch, only vs. undead)

Emotion Control 2 (Burst, No Save, Touch, Despair only)

Magic 9 (divine)

BP: Dazzle 6 (visual, Continuous)

AP: Paralyze 4 (Ranged, Independent, Total Fade)

AP: Emotion Control 5 (Slow Fade 1 [per minute], Independent, Total Fade)

AP: Enhanced Str 4 (Independent, Total Fade, Slow Fade 1 [per minute])

Strike 4 (only vs. Good creatures, Mighty)

Super-Senses 7 (darkvision, detect good, radius, accurate, acute)

COMBAT

Attack +10, Grapple +14, Damage +4 (unarmed), +7 (unarmed sneak attack), +6 (spiked gauntlet), +9 (spiked gauntlet sneak attack), Defense +1 (+0 flat-footed), Knockback -0, Initiative +1

SAVING THROWS

Toughness +6 (+2 without equipment), Fortitude +9, Reflex +6, Will +8

DRAWBACKS

Power Loss (divine magic, without one hour of prayer per day, uncommon, minor, -1 points), Power Loss (magic unable to speak or gesture, uncommon, minor, -1 points)

Abilities 19 + Skills 16 (63 ranks) + Feats 7 + Powers 41 + Combat 22 + Saves 20 - Drawbacks 2 = Total 123

earn enough to pay off his creditors and get them off his back (**DC 15**). A fool with money, he's never managed his affairs well (**DC 20**). He did manage to get a seat, but his behavior has simply distanced him from true power in the city (**DC 22**).

MARILISE MAEORGAN

As the current Sea Lord of Freeport, the most powerful and influential person in the city, Marilise Maeorgan freed Freeport from the uncertainty following Milton Drac's fall and has ushered in a new chapter of Freeport's history (**DC 5**). Beautiful as she is tempestuous, she brings to the office an unpredictability that makes many elite citizens nervous (**DC 15**).

MENDOR MAEORGAN

Mendor Maeorgan is the Sea Lord's infamous cousin (**DC 10**). Having long been involved in shady pursuits, Mendor was associ-

TENCH PRESCOTT**PL 6****Str 13 | Dex 16 | Con 12 | Int 10 | Wis 8 | Cha 16****SKILLS**

Bluff 11 (+14), Climb 3 (+4), Diplomacy 9 (+12), Disguise 4 (+7), Intimidate 11 (+14), Knowledge (geography) 9 (+9), Survival 2 (+1), Swim 4 (+5)

FEATS

Dirty Fighting 2, Dodge Focus, Luck, Sea Legs 2, Uncanny Dodge

Equipment: +1 studded leather armor, +1 rapier, cloak of resistance +1, 2 elixirs of love, masterwork light crossbow, oil of remove disease, 2 potions of cure light wounds

COMBAT

Attack +6, Grapple +7, Damage +1 (unarmed), +4 (rapier), +3 (light crossbow), Defense +7 (+3 flat-footed), Knockback -0, Initiative +3

SAVING THROWS

Toughness +4 (+1 without equipment), Fortitude +7, Reflex +9, Will +2

Abilities 15 + Skills 14 (53 ranks) + Feats 7 + Powers 0 + Combat 24 + Saves 12 = Total 72

DRAEGAR REDBLADE**PL 11****Str 18 | Dex 14 | Con 16 | Int 13 | Wis 12 | Cha 12****SKILLS**

Intimidate 13 (+14), Languages 2 (Common, Goblin, Orc), Notice 1 (+2), Ride 8 (+10), Stealth 2 (+4)

FEATS

Defensive Attack, Dodge Focus 2, Improved Disarm 1, Power Attack, Move-by Action

Equipment: +2 chainmail, +1 heavy steel shield, +1 wounding longsword, cloak of resistance +1, 4 feather tokens (bird), masterwork light crossbow, potion of cure serious wounds, ring of protection +2

POWERS

Super-Senses 2 (darkvision)

COMBAT

Attack +13, Grapple +17, Damage +3 (unarmed), +8 (longsword), +7 (light crossbow), Defense +4 (+2 flat-footed), Knockback -1, Initiative +2

SAVING THROWS

Toughness +10 (+3 notation), Fortitude +12, Reflex +9, Will +6

Abilities 25 + Skills 7 (26 ranks) + Feats 6 + Powers 2 + Combat 30 + Saves 18 = Total 88

ated with the now defunct Joy Boys and now leads the notorious Rakeshames, a group of disaffected noble youths who create trouble out of boredom (**DC 15**). Those who know him, though, recognize a profound change in his temperament, and even his appearance. He is larger, more sinister, and thoroughly mad (**DC 20**).

PRENDAG THE HIGH DEATH

Prendag is the leader of a small but dangerous cult called the Bleeding Fist (**DC 15**). Founded on the purpose of spreading the Murder God's influence in Freeport, Prendag's organized mob of killers spreads fear throughout Scurvytown, Bloodsalt, and beyond (**DC 20**). Rumors of

MARCUS ROBERTS**PL 8****Str 12 | Dex 16 | Con 13 | Int 16 | Wis 14 | Cha 16****SKILLS**

Bluff 13 (+16), Craft (artistic) 13 (+16), Diplomacy 13 (+16), Disable Device 13 (+16), Disguise 13 (+16), Escape Artist 13 (+16), Gather Info 13 (+16), Intimidate 7 (+10), Knowledge (magical devices) 13 (+16), Languages 3 (Common, Dwarven, Elven, Gnome), Notice 13 (+15), Search 13 (+16), Sense Motive 13 (+15), Stealth 13 (+16), Survival 3 (+5), Swim 11 (+12)

FEATS

Defensive Attack, Dodge Focus, Evasion, Move-by Action, Sneak Attack 4, Uncanny Dodge, Second Chance (Will Saves vs. enchantments and mind affecting powers), Trap Sense 4

Equipment: amulet of natural armor +1, masterwork chain shirt, ring of protection +1, sword of subtlety

COMBAT

Attack +9, Grapple +10, Damage +1 (unarmed), +6 (unarmed sneak attack), +3 (sword of subtlety), +8 (sword of subtlety sneak attack), Defense +4 (+2 flat-footed), Knockback -0, Initiative +3

SAVING THROWS

Toughness +5 (+1 notation), Fortitude +5, Reflex +11, Will +6

Abilities 27 + Skills 45 (180 ranks) + Feats 15 + Powers 0 + Combat 24 + Saves 16 = Total 127

his success have made him a hero to the orcs of Bloodsalt and many seek out the Bleeding Fist to gain the power which they feel was stolen from them by the hobgoblins of their ghetto **(DC 25)**.

TENCH PRESCOTT

The current holder of the Privateer's Seat is Tench Prescott, a man famous for his libido **(DC 10)**. According to those close to the Council, he took the job to keep his coffers full and slake his thirst for the ladies **(DC 15)**.

DRAEGAR REDBLADE

Draegar Redblade is the influential commander of the Redblade Militia, the police force that controls Bloodsalt **(DC 10)**. It's no secret Draegar wants more power, and more control over the city **(DC 15)**. The Captains' Council keeps a wary eye on this ambitious hobgoblin **(DC 20)**.

MARCUS ROBERTS

Marcus Roberts is very much the face of Freeport itself, the city's preeminent ambassador with contacts all over the continent **(DC 10)**. Marcus's natural charisma and good looks are useful for his lesser-known duties, serving as Freeport's spymaster and principal of the Office of Dredging **(DC 25)**.

THE SERPENT PEOPLE

Few in Freeport know it, but the destruction of Valossa was not the end of the Serpent People, although it was nearly so. Scattered survivors of the ancient ophidian race still live beneath the islands of the



Serpent's Teeth, including A'Val. Most Serpent People have fallen into near-mindless savagery, but there remain a few throwbacks to their ancient ways, along with sorcerers from the time before the fall of Valossa, preserved in mystic hibernation in preparation for the time when the Serpent People rise again to prominence in the world.

Readers of *Freedom City* are already familiar with the Serpent People of ancient Lemuria and their history (*Freedom City*, page 10). Are the Serpent People of Valossa an example of parallel development (just as there are humans in Freeport), or are the two examples more closely connected? It's possible, given their ancient eldritch lore, the Serpent Empire may have spanned many worlds across the Cosmic Coils, including Earth-Prime, and the Serpent People there may be descendants of the same ancestors as those dwelling under the Serpent's Teeth. Given the chaos of the fall of their respective empires, none can say for certain.

Still, the Serpent People of Freeport have the same traits as their Earth-Prime cousins, and you can use the material from the *Freedom City* sourcebook in conjunction with them. Freeport's Serpent People are divided into roughly two camps: corrupt and degenerate worshippers of preternatural mad gods like the Unspeakable One and a few examples of Serpent Person civilization who retain their sanity and some measure of their ancient culture and lore. These civilized Serpent People despise their degenerate brethren for the downfall of their empire. Note, however, just because the latter Serpent People are civilized does not necessarily mean they are friendly to the

"younger races" (humanity included); serpent society is still alien by human standards, and Serpent People do not necessarily subscribe to human mores and customs. If it furthered their cause to wipe out every mammal on the Serpent's Teeth, the "civilized" Serpent People would do so without hesitation.

The Brotherhood of the Yellow Sign also exists both in Freeport and on Freedom City's Earth-Prime (*Freedom City*, page 142), with the same sinister purpose: worship of the Unspeakable One and the goal of eventually bringing the "gift" of their god's divine madness to all creatures. The branches of the Brotherhood on both worlds have been in contact with each other through arcane means in the past, using their knowledge to navigate the twists and turns of the Cosmic Coils. Further collaboration between Serpent People sorcerers and cultists of the Brotherhood might draw the attention of heroes from either world seeking to thwart their plans.

FREEPORT EQUIPMENT

Many of the Freeport characters in this section have particular items of equipment, described briefly here. Note the equipment point costs are primarily for reference; per the guidelines on sword & sorcery magic items, characters may have whatever equipment the GM sees fit. Feel free to downplay or even eliminate characters' magical equipment, as best suits the overall feel of the game. Some "low fantasy" styles of Freeport may be more given to little or no magical items.

MAGIC ITEMS

Amulet of Health +2: **Enhanced Constitution 2**; 2 ep
Amulet of Health +4: **Enhanced Constitution 4**; 4 ep
Amulet of Natural Armor +1: **Protection 1**; 1 ep
Amulet of Natural Armor +2: **Protection 2**; 2 ep
Belt of Giant Strength +4: **Enhanced Strength 4**; 4 ep
Belt of Resistance +1: **Enhanced Saves 3** (+1 to Fort, Ref, and Will); 3 ep
Bracers of Armor +1: **Protection 1**; 1 ep
Bracers of Armor +3: **Protection 3**; 3 ep
Bracers of Armor +6: **Protection 6**; 6 ep
Breastplate +4: **Protection 10**; 10 ep
Brooch of Shielding: **Immunity 2** (magic missiles); 2 ep
Buckler +1: Dodge Bonus +2, +2 on Block Rolls; 4 ep
Candle of Truth: **Mind Control 3** (Slow Fade 3 (10 minutes), Burst, Independent, Total Fade, One Command – to tell the truth, Touch Range); 9 ep
Chain Shirt +2: **Protection 4**; 4 ep
Cloak of Resistance +1: **Enhanced Saves 3** (+1 to Fort, Ref, and Will); 3 ep
Cloak of Resistance +2: **Enhanced Saves 6** (+2 to Fort, Ref, and Will); 6 ep
Cloak of the Manta Ray: **Alternate Form 5** (Reaction—when entering salt water; **Additional Limb 1**, **Environmental Adaption 1** [Aquatic], **Immunity 1** [breathe normally underwater], **Morph 2** [manta ray], **Swim 5** [50 mph]), **Protection 3**, **Strike 3** (tail sting, Mighty); 30 ep
Composite Longbow +1: **Blast 4** (Mighty 5); 13 ep
Crossbow, Light, Shock: Damage Bonus +3, **Strike 3** (electrical), Critical: 19-20, Range Increment: 100ft., Size: Medium; 8 ep
Cutlass +1, *Keen*: Damage Bonus +4, Critical 15-20, Slashing; 10 ep
Cutlass +2: Damage Bonus +4, Critical 18-20, Slashing; 7 ep
Dagger +1: Damage Bonus +2, Accurate 1, Critical: 19-20, Piercing, Range Increment: 10, Tiny; 6 ep
Dagger of Speed +3, *Wounding*: Damage Bonus +4, **Drain Constituion 1** (Slow Fade 6 [per day], Limited to creatures vulnerable to critical hits), Critical: 20, Stabbing, Tiny; 6 ep

Dagger of Spell Storing (Hold Person): Damage Bonus +1, Accurate 1, **Variable Effect 3** (one power at a time [**Paralyze 3** (Free Action, Independent, Total Fade)], Critical: 19-20, Piercing, Range Increment: 10, Tiny; 17 ep

Dust of Tracelessness: **Illusion 10** (Progression 4 [200-ft line], Slow Fade 8 [every month], Limited to removing evidence of tracks); 22 ep

Elixir of Hiding: **Enhanced Stealth 2** (Slow Fade 4 [every 25 minutes], Independent, Total Fade, Limited to hiding); 6 ep

Elixir of Sneaking: **Enhanced Stealth 2** (Slow Fade 4 [every 25 minutes], Independent, Total Fade, Limited to moving silently); 6 ep

Gauntlets of Ogre Power: **Enhanced Strength 2**; 2 ep

Gloves of Dexterity +4: **Enhanced Dexterity 4**; 4 ep

Goggles of Minute Seeing: **Enhanced Search 1**; 1 ep

Hat of Disguise: **Morph 2** (humanoids; Concentration); 8 ep

Longsword +1, *Anarchic*: **Strike 4** (Mighty), plus **Strike 6** (Mighty, Limited to lawful creatures, Accurate 1, Lawful weilders suffer –1 on all checks, attack rolls, and defense bonus, minor, uncommon); 12 ep

Mask of Charisma +4: **Enhanced Charisma 4**; 4 ep

Mithral Shirt +2: **Protection 4**; 4 ep

Reaverbane: **Strike 8** (Mighty; Linked **Strike 5** [energy]); **Nullify Evil 14** (Burst Area; *Alternate Power*: **Ward Undead 14**); **Super-Senses 2** (sense truth); 59 ep

Periapt of Wisdom +2: **Enhanced Wisdom 2**; 2 ep

Potion of Bull's Strength: **Enhanced Strength 4** (Slow Fade 1 [minute], Affect Others, Independent, Total Fade); 6 ep

Potion of Cure Moderate Wounds: **Healing 6** (Total, Standard Action); 6 ep

Potion of Displacement: **Displacement** (Standard Action, Independent, Total Fade); 2 ep

Potion of Flight: **Flight 1** (Slow Fade 2 [per 5 minutes], Independent, Total Fade); 5 ep

Potion of Invisibility: **Invisibility 4** (Slow Fade 1 [1 minute], Standard Action, Independent, Total Fade); 4 ep

Potion of Sanctuary: **Mind Control 1** (Mental Link, Progression 3 [25 ft.; Burst, Independent, Total Fade, One Command – "Don't attack me," Touch Range); 5 ep

Potion of Shield of Faith: **Protection 2**; 2 ep

Ring of Jumping: **Leaping 1**; 1 ep

Ring of Mind Shielding: **Immunity 5** (mind reading); 5 ep

Ring of Protection +1: **Protection 1**; 1 ep

Ring of Protection +2: **Protection 2**; 2 ep

Ring of Swimming: **Enhanced Swimming 1**; 1 ep

Scroll of Animate Undead: **Summon Minions 2** (Progression 2 [5 minions], Continuous, Fanatical, Heroic, Horde, Type [zombies and skeletons], Limited to available corpses, use destroys scroll); 10 ep

Scroll of Bear's Endurance: **Enhanced Constitution 4** (Slow Fade 1 [minute], Affect Others, Independent, Total Fade); 6 ep

Scroll of Comprehend Languages: **Comprehend 3** (speak, understand, and read languages; Slow Fade 2 [per 5 minutes], Standard Action, Independent, Total Fade); 14 ep

Scroll of Raise Dead: **Resurrection 5** (Progression 5 [day]); 10 ep

Shield of Arrow Deflection: **Enhanced Feats 9** (Improved Block 4, Dodge Focus 5), **Deflect 20** (slow projectiles; Reaction, Limited to one arrow per turn); 49 ep

Shortspear +1: **Strike 3** (Mighty, Thrown, Accurate 1); 6 ep

Studded Leather Armor +2: **Protection 4**; 4 ep

Wand of Dispel Magic: **Nullify 5** (all magical effects at once, Continuous, Effortless); 30 ep

Wand of Hold Person: **Paralyze 3** (Independent); 6 ep

Wand of Light: **Environmental Control 3** (light, 50ft-Burst, Independent, Touch Range); 3 ep

Warhammer +1: Damage Bonus +3, Critical: 20, Bludgeoning, Range Increment: 10 ft. Size: Med; 6 ep

MASTERWORK ITEMS

Masterwork Dagger: Damage Bonus +2, Critical: 19-20, Piercing, Range Increment: 10, Tiny; 5 ep

Masterwork Light Crossbow: Damage Bonus +4, Critical: 19-20, Range Increment: 100ft., Size: Medium; 8 ep

MUNDANE ITEMS

Acid, Flask: Damage Bonus +1, Burst, Secondary Effect; 3 ep

Crossbow, Hand: Damage Bonus +1, Critical: 19-20, Piercing, Range Increment: 10, Tiny; 3 ep

Deathblade: **Drain Constitution 5** (Poison); 10 ep

Mace, Heavy Adamantine: Damage Bonus +3, Critical 20, Bludgeoning; 3 ep

Privateer FP: Damage Bonus +9, Critical: 20, Ballistic, Range Increment 45; 18 ep

VISITING FREEPORT

The free city's history stretches back into the mists of time; the Serpent's Teeth are all that remain of the ancient island of Valossa, the center of the Serpent Empire. It was torn apart by eldritch forces and the terrible wrath of the Unspeakable One, but the mad god's fury sundered more than just the landmass of Valossa; the destruction of the Serpent Empire rent the very fabric of the cosmos. Freeport now sits atop a kind of nexus, a "weak point" in the structure of reality. Just as the waves cast things up onto A'Val's rocky beaches, so too do the currents of the Cosmic Coils send various flotsam and jetsam spiraling to the shores of Freeport.

This means, in addition to the usual means of dimensional travel, visitors can end up in Freeport by mere happenstance. The most typical means is becoming lost at sea, in a strange fog or storm. When the unusual weather clears, the travelers find themselves off the shores of the free city or, more likely, marooned on its beaches or docks, their vessel lost beneath the waves (and in the vastness between dimensions). Freeport is used to "strange visitors from far away lands" turning up from time to time, and the city's cutpurses and con-artists are quick to take advantage of them.

On the other hand, Freeport has rarely ever seen the likes of costumed heroes with superhuman powers, and discretion is definitely the better part of valor in the free city. Visitors displaying considerable power will immediately draw the attention of the Captain's Council and the Wizard's Guild, who will either seek to exploit them to their own ends or get rid of them as quickly as possible before they can pose a threat to the safety of Freeport. Keep in mind, Freeport wizards like Tarmon may have access to strange potions or spells to which visitors from other worlds could be vulnerable. Technically, they might even be considered "demons" in magical parlance (beings of power from another plane) and subject to magical bindings!

In addition to ending up in Freeport by accident or pursuing some plot of the Serpent People, Freedom City heroes could go to the fantasy city seeking some lost magical artifact or pirate treasure (perhaps originally from Earth and swept to Freeport aboard a vessel lost at sea). A member of the Freeport Wizard's Guild could summon them accidentally during a ritual, or a priest from one of the city's temples might call them up to fulfill an ancient prophecy, which describes them with surprising accuracy.

FREEPORT SERIES FRAMEWORKS

Here's a look at how the various sword & sorcery series frameworks discussed in **Chapter 3** can fit into Freeport and how you can modify both them and the City of Adventure to suit a *Warriors & Warlocks* game.

TO SAIL THE SEAS OF BLOOD

This framework is essentially made for Freeport, where pirate ships and crews figure prominently. The characters can be the core crewmembers of a raiding ship that sails from Freeport to plunder the high seas and returns there to sell off its cargo and allow its crew some time ashore to enjoy their ill-gotten gains. They might be a crew of ruthless cutthroats, or romantic privateers raiding the ships of a corrupt and oppressive empire on the mainland to "liberate" both their cargo and captured prisoners or slaves, using the free city as a haven. As well, the *Raiders of the Lost City* adventure idea can easily use the ruins of Valossa as a place for the crew to explore and raid, braving tribes of savage Serpent People and their ancient and arcane traps.

THICK AS THIEVES

Freeport offers plenty of opportunities for a band of thieves to earn a dishonest living, from cutpurses on the docks and in the marketplaces to second-story men jumping along rooftops in the dead of night. The characters may be members of a Thieves Guild, or working on their own in defiance of the Guild. Perhaps there is no formal





"Thieves Guild" in this version of Freeport, and it is every thief for himself, save for those (like the player characters) who band together into gangs. Naturally, a series of this sort would not be complete without the characters stealing from the wrong party, such as a member of the Captains' Council, a powerful wizard, or a wealthy merchant who turns out to be one of the Serpent People and a member of the Brotherhood of the Yellow Sign in disguise!

SWORDS FOR HIRE

Become a mercenary—see the world! The Sea Lord may supplement the defense of Freeport with hired swords from far-flung places; Freeport has been attacked in the past. Alternately, mercenaries might base themselves out of the free city, sailing from there to other ports to carry out their work, then returning home to Freeport to spend their hard-earned coin in the taverns and fleshpots of the city. An interesting variation on this series framework would be to focus on the mercenaries' "time off" in Freeport, where they stumble into adventures (and misadventures) in the city in-between jobs fighting foreign wars and overthrowing or supporting upstart nobles on the Continent.

DAY OF THE SWORD

Change the villain who destroyed the heroes' lives and homes into a powerful pirate captain, and have the characters chase him to distant Freeport, and you have a new start for this series framework. Perhaps the vengeful heroes discover their nemesis is a member of

the Captains' Council—or the Sea Lord herself!—too powerful and influential for them to reach at first. So they must work against their foe's interests and plans in Freeport, becoming a force to be reckoned with themselves before they have gathered enough influence to strike. Along the way, they cultivate what allies they can and make new enemies as they seek to change the established order in the free city.

JEWELLED THRONES OF THE EARTH

While Freeport is not generally a place to carve out a kingdom of one's own, there are variations of this framework that suit the City of Adventure. First, the heroes might come from humble beginnings in Freeport, rising to positions of greater power, such as becoming ship captains or merchant princes able to then set sail from the free city to claim their dominions on the Continent, or perhaps even establishing new kingdoms in an as yet undiscovered "New World." Alternately, they might follow a plot similar to *Might Makes Right* and seek to overthrow the Sea Lord and become the new Captains' Council of Freeport, directing the fate of the city for themselves!

PRODIGAL KING

Where better for a group of prodigal nobles or a deposed king to seek adventure than the City of Adventure itself? The characters might be a group of exiles or expatriots from the Continent, living in Freeport because it is the safest place for them for the time being, because they have left power and prestige behind, or because they

are biding their time and looking to create a new power-base (perhaps leading into something like the *Might Makes Right* scenario in the previous framework). Their power level might be less than that given for the default series framework, or the characters might be as giants among men, with all the factions of Freeport jockeying for their favor and assistance.

SWORDS AGAINST THE WORLD

A fixed location does not work as well in a series framework where the characters are wanderers, but still, Freeport can serve as a home base of sorts for a vagabond band in this type of series. Perhaps the characters regularly set out from the City of Adventure to sail to different parts of the Serpent's Teeth, or other large island chains in the region, seeking fame and fortune, but always returning to Freeport to spend their treasures and lick their wounds. Making Freeport a lone outpost of civilization amidst a vast archipelago of islands that are the shattered remnants of the Serpent Empire can provide more than sufficient venues for wandering adventurers to explore.

STRANGERS IN A SAVAGE LAND

The destruction of Valossa and the ancient arcane influence of the Serpent People may have made Freeport into a kind of "Sargasso of Worlds," where strangers from other places and times wash up onto its shores. Ignore some of the history of the Great Green Fire (see **A Brief History of Freeport**) and cover the entirety of A'Val with dense jungle, filled with savage beasts from dinosaurs to tribes of primitive humanoids. Freeport becomes a lone outpost of civilization hacked from the

jungle and maintained by its walls and constant vigilance. The strangers to the City of Adventure might come ashore on the far side of A'Val, have to survive a jungle crossing to reach the city and, once there, find a corrupt place at least as dangerous as the savage wilderness.

FREEPORT POWER LEVELS

As the sample character stats in **Notables and Ne'er Do-Wells** make clear, Freeport can accommodate a wide range of power levels. The character of the City of Adventure suits a heroic (PL 6) series, with the characters as either relatively unimportant or as more prominent adventurers, although the latter requires scaling back some of the more powerful denizens of Freeport to match. Likewise, you may wish to change some assumptions about the city for a heroic series, such as the prevalence of magic and magical items.

A cinematic series is the default power level for Freeport, with the player characters as capable heroes and their foes and the major personalities of the city slightly more powerful. A diverse range of backgrounds and power sources are available, and enemies like the Serpent People and sinister cults (like the Brotherhood of the Yellow Sign) should be common.

An epic Freeport series probably casts the characters as major personalities in the city, perhaps even members—or enemies!—of the Captains' Council. They have the power to influence the future of the free city and often find themselves defending Freeport from outside threats ranging from a continental fleet seeking to eliminate the "pirate scourge" once and for all, to the machinations of a mad god bent on destroying all creation!

FREEDOM'S REACH

This section serves to expand upon the Freedom's Reach setting introduced in the Fantasy Freedom mini-chapter of *Worlds of Freedom*. It assumes the campaign model represented in that book that Freedom's Reach exists on a parallel world which is a reflection of the Freedom City setting, though dressed in the trappings of a sword & sorcery milieu; other options exist of course, but to give a sense of consistency that is the model upon which the material here is predicated.

The Freedom's Reach setting is suggested for the **Cinematic** and **Epic** scales of play, with heroes the likes of which populate pulp stories or low-level superhero yarns. Of the three basic campaign types given earlier in this book, the **Heroic** model is the least-suited for using with Freedom's Reach. It is entirely possible to do so, highlighting the adventures of (mostly normal) heroes in a dangerous

world of high sorcery and magically endowed supermen and demigods (after all, it works for *Agents of Freedom* based games all the time), but players and GM alike will probably find the challenges presented herein too disadvantageous for the points and numerical constraints of PL 6 play.

As mentioned in *Worlds of Freedom*, the key differences between adventures in Freedom's Reach and traditional supers' settings are tone and description. Chainmail and leather replaces spandex and, well, leather. Names and cosmetic distinctions alter to fit a more "medieval" or renaissance feel, with background details changed to match. The events in the past of Freedom's Reach and the elements of the world on which it resides limit most descriptors to a small number—superhuman powers and levels of skill are possible, but they

The dankness of the tunnels had started to seep into his bones, sapping both strength and morale. It was a Fool's errand, following Qathbreaker's agents into the catacombs under the city—a peasant's task, Lord Keller Pardaras, better known as 'Sir Silverskin,' thought ruefully to himself...and his captain would pay for sending a son of House Pardaras on it.

In the midst of his grumbling, he saw a light flutter ahead of him. A light followed by a barrage of crossbow bolts, all of which shattered against the metal of his form. As he arrogantly laughed and moved forward to show his enemies the errors of their ways, the magically gifted guardsman failed to notice the assassins literally melting out of the shadows behind him, each bearing far deadlier weapons than those distractions arrayed in front of their quarry.



all derive either from magic (direct, as in enchantments or forms of sorcery, or indirect, such as magically-induced mutation or the mix of magical races and humans) or the direct involvement of gods (divine races, demi-gods, and the gifts given unto heroes past and present). Incredible but human levels of skill are also possible, not necessarily having anything to do with magic aside simply from the heroic and romantic nature of an innately cinematic fantasy setting.

Note that none of this acts as all that cumbersome of a limitation—the setting itself remains varied and flexible enough within this bare constraint to allow for pretty much any of the campaign models discussed in **Chapter 3** or to allow for adapting any of the story or campaign models from other *M&M* core material with the possible exception of only the most hardcore science-fiction tropes and set dressing (and even then, never underestimate the skills of a dedicated GM).

HISTORY

The earliest credible information and histories that still exist in scholarly libraries and caches from around the globe of Verecia date back no further than the fabled isle of Idris. Only shadowy legends tell of the age prior where the gods walked the land with casual frequency and monstrous creatures were driven from this plane to allow for the rise of the gods' own creation, mankind. The serpent men and the Brotherhood of the Yellow Sign (see relevant sections of *Freedom City* and *The Book of Magic* for more information on both) are believed to date from this chaotic time.

At some point in this vague pre-history, the godlike Forerunners arrived from places unknown. Though it is known (and reiterated stringently in numerous holy books) that the Forerunners were most definitely *not* gods, they nonetheless demonstrated levels of power normally only associated with the divine. In short order, they had experimented on the existing stock of mankind, resulting in numerous bloodlines of great magical and superhuman power. With no more warning than when they arrived, the Forerunners then vanished, never to appear again in the histories kept by mortal hands. Why the gods ignored these interlopers is also not known, though it is speculated that the Trinity of Trinities was consumed in some internal squabble, or perhaps were simply curious to see what would come of it. The ways of the gods are not for mortal minds to understand.

A large number of those blessed by the gifts of the Forerunners eventually gathered on an inhospitable island in the Iron Sea and thereupon forged a paradise they named "Idris," from an ancient word meaning "gift." First and greatest of all the cities that have ever graced Verecia, Idris spanned the whole of the island, her silver towers and marble structures demonstrating skills with materials and design yet to be equaled. Dead earth and sand were changed to sustain magnificent gardens, farms, and forests. So great were the achievements of the Idrisians that legends of every aspect of their culture and accomplishments have been handed down in cultures around the globe.

Stories are, unfortunately, really all that the Verecian people have to remember this golden age. Unmatched power breeds unmatched ambition. The day came when, no longer satisfied with the easy con-

quest of their environment, the Idrisans sought to set themselves in the heavens as unto the gods themselves. The Trinity of Trinities responded immediately and with uncharacteristic unity, striking the island with a terrible firestorm that obliterated the city and then consumed the very substance of the island itself. A mere fraction of the Idrisan population managed to escape, narrowly making it through the horrific storms in the Iron Sea that accompanied Idris' destruction.

Eager to put as much distance between themselves and their former home as possible, the Idrisan refugees who made it to the major land masses encircling the Iron Sea drove inward, settling and shaping the lands they passed through. Followed by the indigent peoples of the coasts and areas who had been attracted to the charisma and power these legendary figures commanded, these spreading paths of settlement and expansion would later birth the civilizations that shaped Verecia. As these civilizations rose and expanded their grasp over the count of centuries, they eventually encountered each other's territories, with dire results. Many of the descendents of the Idrisans, untouched by their ancestors' tragedies, acted first through hubris rather than reason and the war-filled era known to historians as The Age of Swords began. War followed war, atrocity followed atrocity, and over time many of the hard-won gains where the sons and daughter of Idris had built echoes of their original homeland's glories were laid low. Widespread barbarism was well on its way to becoming the way of the world before the mighty wizard Tormec took power in Caerduval, the city that once stood where Freedom's Reach stands today.

Tormec was a transformative figure who brought peace and prosperity to a large portion of the continent surrounding his home; he is credited with almost single-handedly ending the Age of Swords and beginning the Pax Arcana. His codifying of the sorcerous arts and his skill as a teacher also drew practitioners from around the world, eventually resulting in the founding of The Conclave, a body of learning and guidance which sought to impose an orderly framework for their kind. A fractious organization, given to infighting and squabbling at the best of times, their arguments erupted into violence following Tormec's passing a century later. These squabbles grew and grew until sides were chosen and a full-fledged war ignited, each of the various factions feeling that they and they alone were the heirs to Tormec's vision. Only after the once-brethren had completely destroyed their home, laid waste to swaths of the countryside, killed a goodly number of one another, and released many an arcane threat out into the world, did sanity return. The chastened survivors formed the Arcane Congress and agreed upon a body of laws enacted to prevent a recurrence of what was known afterward as The Wizards' War. Only one faction refused to accept the new path, moving en masse to lands west under the leadership of the dread enchantress Gautha and taking control of those lands as The Witchqueens of the West.

The years that followed saw many kings and kingdoms come and go, rise and fall, sufficient for historians to name it The Age of Crowns. Caerduval was renamed Highthrone by King Merimas II, and the old forts along the coast and outskirts of the city, from which the name "Caer-" had originally derived, were rebuilt and heavily fortified. The Arcane Congress stood neutral in what they saw as strictly provincial conflicts, not interfering in the game of kings so long as those kings saw wisdom enough to leave the wizards alone. Eventually, the descendants of Merimas overreached their power and

RECOMMENDED READING

As a little help for those wondering what actual superheroic fantasy might look like in comic book form, take a gander at *Avataars: Covenant of the Shield* (2000) from Marvel Comics, which recasts the Marvel Universe as a sword & sorcery setting. Other stories of note would be Kulan Gath's transformation of New York into a similar milieu in the classic *X-Men* #189-191, or the more recent *Exiles* #55-57, in which he actually succeeded in his schemes (well, for a time). Another good reference would be Busiek's first storyline on his relaunch of *The Avengers* in 1998, wherein Morgan Le Fay transforms the world (and the Avengers) into their medieval counterparts.

Over on DC's side, the pickings aren't as good, but readers can always peer at *JLA* #66-75 for *The Obsidian Age* storyline.

resources, and in a time of relative weakness a civil war instigated by a number of merchant houses and forward-thinking aristocrats brought the Age of Crowns to an end in the eastern reaches of the continent, deposing the monarchy and renaming the city Freedom's Reach. Since that time, an elected city council has held sway over the city and surrounding countryside, defended by heroes whose deeds keep many a bard in song and drink.

GEOGRAPHY

Freedom's Reach lies on a world its inhabitants call Verecia. In the western hemisphere of that planet, there are two continents, Azhistan to the north and Saerdros to the south. The two continents meet in a land bridge formed from the southern end of the great mountain range Chelgrim's Teeth and the terrible desert called Hell's Forge. Freedom's Reach is situated on the northeast coast of Azhistan, south of the Bloodfrost Peaks.

FREEDOM'S REACH AND ITS ENVIRONS

The following is a brief look at the city and the immediate area around it.

ACADEMY OF THE ART

The Academy is a series of connected towers surrounded by the larger and more imposing towers of the Arcane Congress itself, all of which are to the immediate west of the city and well before one reaches the Blackfell Forest.

BLACKFELL FOREST

Situated to the west of the city, this is a large and fairly primeval forest, mostly unspoiled despite its proximity to an urban area. This pristine nature is due to a combination of the weird after-effects of many magics worked in the area by the Academy (making the area if not actually unsafe, a trifle unpleasant at times) and the fact that the forest is the only real natural obstacle between the city and the Thornholds of the Erlking.

CABERROS RIVER

Running north of the city center proper and south of the aristocratic estates and abandoned city works of Highthrone, the Caberros is

HEY! WHERE ARE MY ELVES AND DWARVES?

Freedom's Reach is a humanocentric setting. Though there are serpent men still hiding and plotting in the dark corners of the globe, there are no major competing species for preeminence on Verencia (though the Dragons might take exception to that statement). Individual GMs may alter that fact in their own campaigns of course, using the material presented in the Player and GM chapters of this tome. The template is your friend.

notably cleaner and prettier than the Vankre. Traffic is more recreational and less commercial, and the surface of the river is often dotted with the pleasure barges of the rich and decadent.

THE CAERS

A series of abandoned forts that once surrounded the city and protected it from its enemies in the days of Caerduval and The Age of Crowns. Mostly left to rot after the city changed name and nature and left behind its imperial ambitions, several of these have been appropriated by the occasional wizard or band of villains for their own purposes.



COIN'S PASSAGE

The business district of Freedom's Reach, comprising most of the entire western half of the city proper. One of its most memorable features are the large avenues called "rivers" which play home each to its own commodity, such as the River of Spice or the River of Wine; the largest of these is the River of Gold, home to the city's banks and moneychangers.

HIGHTHRONE

Once home to the king's palace and his legions, the marble works of the old city center are kept empty and abandoned as a constant reminder of the past Freedom's Reach has left behind. The remainder of the district is filled with the manors and estates of the nobles and well-to-do merchants, many of whom hold a different and more envious view of the past than the rest of the city.

IVORY FORTRESS

There is no standing army in Freedom's Reach. Instead, there is a large and robust city guard, which fulfills most of the roles of both a military and a police force. The Ivory Fortress is the name most often used for the refurbished Caer Radghul, situated to the east of the city, overlooking the Iron Sea coast from atop the Stormshorn Cliffs. The city guard was given the structure by the city council. It is now uses as its headquarters, main barracks, and training grounds.

RIVERTOWN

This is the vast and scurvy conglomeration of slums, ghettos, and generally dangerous and unpleasant settlements to the south of the Vankre River. Home to a large number of the low- and unskilled laborers of the city, Rivertown is influenced more by the crimelords who hold sway there than by anything said by the Lord Mayor or the city council.

SERPENTSGATE PRISON

Situated on one of the small rocky islands to the east of the city, this structure is built atop ruins found there when the city was being settled. The only extant portion of the ruins was a gate shaped like the mouth of an enormous serpent, which caught the fancy of the first builders. The prison is built around that ancient gate and derives its name from the edifice.

THE SEVEN SPIRES

The administrative section of the city, the Seven Spires district is home to government buildings, judicial courts, and other official locations. The seven grand towers that form the center of the area, the largest set in the middle with "spokes" of two towers each pointing out in three directions, are where the majority of the everyday running of the city occurs. It is also where the Freedom Guard calls home.

SPELLSCAR WASTES

This is a wasteland to the south of the city created during the Wizards' War. As much a painful reminder of past sins to the Arcane Congress as Highthrone is to the city's government.

SPIDERPIT SWAMP

Spiderpit Swamp is a dismal mire to the southwest of the city, from whence the alien spider god Rakna has attempted repeatedly to invade Verecia. The guard is constantly on watch for incursions of Rakna's horse-sized spidery minions spilling out of the swamp.

STORMSHORN CLIFFS

These are the coastal cliffs to the east of the city.

THORNHOLDS OF THE ERLKING

The Thornholds are a series of fortifications to the west of the Blackfell Forest. Each is constructed of living trees and walls of thorny brambles. The Erlking, a nature elemental of tremendous power, holds court here, keeping an uneasy peace between his kingdom and the city.

VANKRE RIVER

This filthy cesspool of a river divides the southern portion of the city proper from Rivertown.

THE WORLD OUTSIDE OF FREEDOM'S REACH

Here are some notable features and places outside of Freedom's Reach to extend the heroes' adventures.

AZURE SEA

Also known as the Western Ocean, the Azure Sea is calmer than the Iron Sea and not given to the turbulent storm seasons which makes the Iron Sea treacherous in the winter and early spring. This makes it (comparatively) easily traveled as far to the west as the eastern shores of the Lands of the Dragon Lords.

BANDIT KINGDOMS

South of Freedom's Reach, this patchwork series of constantly changing borders and boundaries is a lawless viper's nest where strength of arms and the bloody-minded will to use it replace the rule of law. Rulers change frequently and erstwhile nations rise and fall with disconcerting speed.

BLOODFROST PEAKS

A mountain range Northwest of Freedom's Reach, the Bloodfrost Peaks take their name from a peculiar trick of light wherein the sun reflecting through the ice-crested peaks shines with a reddish glow. These peaks are also home to Bitterwind Pass, site of one the most vicious battles in Verecian history. "The Ballad of Bitterwind" is a famous song that tells of the betrayal of the fabled Prince Culveas and his last stand with his retainers against the forces of the Azure Throne, buying his uncle's soldiers time to arrive and defeat the invading army.

CHELGRIM'S TEETH

This monstrously large mountain range stretches from the Northwest corner of Azhistan, dividing the continent in two before ending on the northern portion of the land bridge connecting to the continent of Saerdros. The highest peaks of the range can be seen literally hundreds of miles away on a clear day, such is their height.



EMPIRE OF THE AZURE THRONE

Founded centuries ago by a mercenary army driven from the eastern part of Azhistan by one of the few concerted efforts of the ill-fated Conclave, the Azure Throne controls the entirety of the continent to the west of Chelgrim's teeth. Only the repeated struggles of the Freedom's Guard (and, if truth be told, the might of the Witchqueens and unpredictability of the Bandit Kingdoms) have kept their control limited to the West.

HAMMERFALL BAY

An enormous bay carved into the far northwestern corner of Azhistan by hands unknown. The edges of the bay are mostly sheer cliffs, with only a handful of accessible beaches. The sides of the cliffs are all unnaturally smooth and regular, hence the speculation that nature alone was not responsible for the bay.

HELL'S FORGE

This desolate wasteland of sand and rock covers most of the northern cap of Saerdros. Legends tell of a hidden civilization of ghoulish monstrosities that holds sway in the caverns and tunnels that honeycomb the earth beneath it.

ICEWALL AND ICEWALL KEEP

The Icewall is a 200+ foot tall construction of iron-hard ice that spans the entire northern cap of Azhistan, reaching from Hammerfall Bay and Azure Sea all the way to the northern shores of the Iron Sea. A solid wall almost 100 feet thick at its center and with no known breaches,

LOOKING DOWN FROM THE HEAVENS

Verecia is a land where the people have seen the actions of their gods and some have even encountered their avatars or had actual visitations by the gods. Atheism is practically nonexistent and considered a mental defect in a land where the gods have literally walked. That isn't to say that all people hold these figures in the same amount of reverence, of course. Attitudes range from blind piety to mere lip service, as might be expected, human nature being what it is.

The "official" account of Verecia's creation is that in the beginning of all time, Teverastas stood alone. In despair over her loneliness, she called into being Valdhoras, not realizing that at the same time she had called into being his shadow and opposite, Mhoergesith. From the union of Teverastas and Valdhoras came Sadrian, Hedra, and Arameas; for their home, Valdhoras created Verecia and their joyous beneficence in turn gave Verecia the rewards of their presence: peace and law, the bounties of the natural world, and art and music. Seeing this, Mhoergesith was jealous of the love shared between Valdhoras and Teverastas, and he took Teverastas by force. From their violent union came Chelgrim, Genicros, and Rhagozh. From these cold entities mankind was burdened with war and murder, disease and madness, and hatred and the uncontrolled fury of the natural world at odds with mankind.

TRINITY OF TRINITIES

Each of these sets of gods is called a trinity, and the nine of them together is called *The Trinity of Trinities*. Few churches are dedicated to individual gods (though many cults are dedicated to the dark gods of the Shackle); instead, worship is generally directed toward the group as a whole, taking the good and the bad combined as a universal balance necessary for the world to exist. The iconography used for the sets is often also used to name them, a crown for the highest, a silver bracer for the right hand trinity, and a spiked shackle for the left hand trinity. In reflection of its central importance to their theology, the people of Verecia place great accord on the number three in many different aspects of their lives.

"THE CROWN"

Teverastas, The Weaver: Goddess of Fate, Time, and Eternity
Valdhoras, The Breathgiver: God of Life, Light, and Creation
Mhoergesith, The Father Below: God of Darkness, Death, and Sorrow

"THE BRACER"

Sadrian, The Judge: Goddess of Justice, Freedom, and Compassion
Hedra, The Verdant Queen: Goddess of Nature
Arameas, The Muse: God of Art, Music, and Love

"THE SHACKLE"

Chelgrim, The Swordbreaker: God of War, Murder, and Greed
Genicros, The Foul One: Goddess of Pestilence, Madness, and Deceit
Rhagozh, The Hellbringer: God of Rage, Storms, and Destruction

the Icewall is one of several "natural" features that dot the Verecian landscape whose origins are unknown but which is not thought to be the work of the elements alone. Toward the eastern end of the wall is an enormous tower carved of ice, tall enough to be seen over the wall. Found by the first explorers to reach the area, every attempt to man the tower has been abandoned given the high numbers of men who simply go missing during the long nights there.

IRON SEA

The eastern sea, a turbulent and unforgiving expanse of water thought to be at least twice as deep as its western counterpart and much harder to safely traverse away from the safety of nearby land. Most traffic in the Iron Sea rarely goes more than a hundred or so miles away from shore.

JEWEL JUNGLES

The mostly unexplored Jewel Jungles cover the eastern half of the continent of Saerdros, ranging from the River of the Gods to the shores of The Iron Sea. They are named after the vibrant and multi-colored foliage that displays prominently throughout the jungle's expanse.

LAND OF THE DRAGON LORDS

These are the mysterious lands that dominate the Eastern Hemisphere of Verecia. They are reputed to be ruled by the dragons that left Azhistan during the Age of Swords and administered by their descendants, men and women conceived while the dragons had taken human form.

LAND OF THE WITCHQUEENS

This is a dreary area of fog-enshrouded valleys and moors, misty mountains, and shadowy forests whose atmosphere lends itself well to the many frightening stories told in taverns throughout the rest of Azhistan. West of Freedom's Reach and covering a good portion of the land between the city and Chelgrim's Teeth, this area is ruled by the descendants of the legendary willworker Gautha and her loyalists. Each controls their own section of the land and within the boundaries of their individual realms they are the law, brooking no competing powers.

MIGHTY SERPENT RIVER

This great river, almost a half-mile wide at parts, starts in the Moondancer Sea and winds southeasterly to finally empty into the Iron Sea.

MOONDANCER SEA

Actually, this is a connected series of large inland seas mistakenly shown on old maps as a single body of water. Formed from falling chunks of mountain-sized rocks drawn to earth during a cataclysmic battle between rival forces during The Wizards' War, The Moondancer Sea is a mostly tranquil area treated as neutral ground by The Witchqueens and Bandit Kingdoms, between whose dominions it lies.

RIVER OF THE GODS

The largest river known to the civilized world, The River of the Gods starts on the northwest shores of Saerdros and continues south and slightly east to end on the opposite side of the continent, emptying into the Iron Sea.

NOTABLE PERSONAGES, AUGUST BODIES, AND DIRE THREATS

Unless noted otherwise, assume that the following characters use the stats of their obvious Freedom City counterparts with backgrounds adjusted for the setting and combat stats tweaked as per the **Good Villain** sidebar.

SIDING WITH THE CITY...

Freedom's Reach is not without its defenders, those possessed of both power and a sense of duty to the city and its people. Wise wizards, brave warriors, and even stranger folk (some spirits and beings beyond mere flesh) call the city home.

THE ARCAINE CONGRESS

The people of the city dread the members of this society as much as they respect them, which is unsurprising given that the halls of the Academy have produced just as many threats to the survival of mankind as they have champions and defenders. A loose-assembly nominally devoted to the advancement of the arts arcane and policing its practitioners, the average member uses the stats of the Politician archetype from the *M&M* core book, adding **Magic 5-8** and a broad mix of spells.

ATUM

Once a wizard mighty enough to be named Chancellor of the Arcane Congress, Atum defied the death of his physical form to exist as a disembodied spirit teaching his grandchildren how to use their magical gifts.

THE CITY COUNCIL

This is the governing committee responsible for making the city run on a day-to-day basis. It comprises the Lord Mayor, the Commander of the Guard, and Chancellor of the Arcane Congress, as well as three representatives elected from the various noble families, and three representatives chosen from the guilds and great merchant houses.

ELDRITCH THE WISE

Reputedly the greatest wizard living, and the current Chancellor of the Arcane Congress, despite his publicly stated wishes to the contrary. (Note—do not adjust his stats downward. He is *that* powerful.)

THE FREEDOM GUARD

As presented in **Worlds of Freedom**:

- **Lord Thunder:** Once merely a valiant city watchman, Lord Thunder's torture at the hands of the mad wizard Stratos left him in possession of the treasure Stratos sought: the essence of a storm giant. Thunder sails the winds and commands the lightning, his once-mortal hands now capable of rending the strongest mountains.

- **Brass Knight:** Ancient and wise, the wizard known as the Brass Knight is never without his mystic armor, hiding within its enchanted protection while waging a war against evil he has fought, if the tales are to be believed, since long before the Seven Spires were built.
- **Lady Liberty:** The high priestess of the three-faced goddess of Justice, Freedom, and Compassion, Lady Liberty carries a strength second only to Lord Thunder, her voice shattering chains and freeing minds from the vilest entrapment.
- **Zhanni Windracer:** An ifrit conjured in a form neither truly man nor woman, Windracer has yet to find flesh and blood to match his speed.
- **Stonegod:** Appearing after Invictus's final fight, Stonegod is an avatar of the very city itself, and its stones answer to his every whim.
- **Raven Darkcloak:** Daughter of the retired Raven Knight who fought at Invictus's side, Raven Darkcloak's own skills as warrior and thief-catcher have eclipsed tales of even her father's fame.
- **Sea Witch:** The captain of a trading vessel thought lost to the depths in a violent typhoon, the Sea Witch commands the elements in which she was reborn, and stories say she is the hand of a long-forgotten goddess of the seas.
- **Ironbow:** The most recent addition to the Guard, Ironbow of House Fletcher is the fourth of his line to carry that proud title and bear the Iron Bow of Idris, an ancient family heirloom.



A GOOD VILLAIN IS A TERRIBLE THING TO WASTE

To reiterate one last time, there are a goodly number of existing NPCs from published material that can be converted to use in a Freedom's Reach campaign without undue hardship. Given the slightly lower powered setting, it might be a good idea to shave a PL or two off during "translation" by dropping combat related stats a bit (and reining in any ranks of Impervious to no more than half the character's Toughness save), but other than that, as said earlier, it's mostly a matter of cosmetic changes to descriptors and backgrounds—some characters don't even need that much work in that area, like some of the spellcasters (Baron Samedi and Maitre Carrefour are tailor-made as exotic foreign necromancers working mysterious arts for foul gain, and the Hellqueen is perfect as the host to a succubus, just as a few examples). The Fomorians can become an outcast race of monsters called the *Spawn of Genicros*, the Psions magical prodigies taught by their grandfather the renegade fugitive from the Arcane Congress, Alistair Usher and August Roman crimelords bleeding Coin's Passage and Rivertown both dry, Adamant a rediscovered Idrisan weapon intended for use in their struggle against the gods, Blackthorn a fallen priest of Hedra, and so on. See? It's easy. Here are a few more to get you started:

Blackstar—*Nightsheart, Scion of Shadows*. He is the wielder of the fabled Black Bands of Belshaggor, ancient artifacts that tap into the shadowlands and drive their wielder mad, making him believe himself the son of Mhoergesith.

Dr. Sin—*Lord Tzin, Most Favored of the Seven-Coiled Jade Queen of The Burning Mountain*. He is the agent of his honored ancestor, sent to Freedom's Reach to undermine the city's security in anticipation of its "inevitable" conquest by the Dragon Lords.

Hades—*The Bone Knight, Avatar of Mhoergesith*. He is an instrument of chaos working to bring an end to all creation.

Una—*Una*. Nothing really needs to change about her—dark lord of a netherworld works fine for this setting, too.

LORD COMMANDER ODEN VIER

A gruff old hand who has recently realized he spends an unhealthy amount of time dwelling in his memories. He has started looking for a successor so that he can retire, but no one has met his exacting standards thus far. (Use the Police Chief archetype from the core rules, adjusting equipment.)

LORD MAYOR EZCOVAN DE CARRICK

A strange combination of brutal pragmatist and starry-eyed idealist who is devoted to his city, the Lord Mayor has proven a canny match for the best the disparate power players in Freedom's Reach have thrown at him. He's also proven perfectly willing to play dirty and ruthless when he's felt it in the best interests of Freedom's Reach. (Use the stats for Constantine Urallos from Freedom City.)

AND AGAINST...

And, of course, many evil forces wish nothing but ill on Freedom's Reach...

THE DAUGHTERS OF THE BLACK MOON

A splinter group driven out of the Witchqueen's midst for unrevealed crimes, the Daughters mastered the descent into undeath thanks to the poor fortune of a vampire they captured and magically dissected. Though they hold no direct animus against Freedom's Reach, they will do anything to strike back at their once-sisters, and the city has resources they covet. (Use the stats for the Vampire Lord archetype from the core rulebook, adding Magic 8 and a mix of necromantic descriptor spells.)

"EMPEROR" TAURUS

Monstrous offspring of Chelgrim and an ancient Idrisan sorceress, Taurus has built and abandoned kingdoms repeatedly over the centuries as the whims seized him. The hidden power behind the Azure

Throne, he has now set his sights on Freedom's Reach due to the presence there of his long-time enemy The Brass Knight.

THE ERLKING

Instrument of Hedra's vengeance against those that would despoil her bounty, this poor wretch was a priest of Hedra that failed her one time too many and was ... put to other uses. (Use the stats for The Green Man.)

GAUTHA OF THE RIVEN TOWER

Gautha is a legendary sorceress—and the primary reason the Witchqueens have been forced to (mostly) get along over the centuries. She has only recently returned from a years-long quest into the deep nether-realms for reasons that the Arcane Congress, whom she hates with burning passion, do not know but fear greatly. (Use the Corrupt Sorcerer archetype from the core rules.)

KAN-TORR

This renegade former member in high standing of the Arcane Congress escaped moments before The Inquisitors (the Congress' enforcers) could arrest him for murder and theft committed against his fellow wizards. Said to have mastered the secrets of reincarnation, he has gathered terrible magic and an army of fanatical acolytes called The Legion of Night to help him achieve his mad goals of domination. (Use Overshadow and SHADOW for stats here.)

MALADOR THE UNDYING

Once an archmage of fabled Idris, Malador managed to survive the destruction of his homeland through foul sorceries that sealed him into an obsidian cyst for centuries to transform into a form of undead known as a lich. His mind broke, however, when he eventually emerged and saw what had happened to the shining island. He schemes to restore Idris' former glories, built on the ruins of the modern world he despises.

MORDRIGGAN “OATHBREAKER”

Predecessor to de Carrick as Lord Mayor, Mordrigan was secretly the heir to the bloodline of King Merimas and was using his office to amass a clandestine army with which he was going to return Freedom’s Reach to a bloody despotism. Discovered, thwarted, and forced into hiding, he has continued to plot against the city and has acquired an ancient cursed suit of magical armor to use in pursuit of his goals. (Use the Armored Megalomaniac from the core rule for his stats.)

SHAVAKAS

Little is known of Shavakas other than that he was once a human and apparently a magician of some skill who sought his own path to immortality. How he came to be a skull encased in a floating, transparent, translucent, torso-sized shard of purple crystal is open to speculation. What is obvious is that he wants desperately to return to being in a human body, and has pursued one violent agenda after another in furtherance of that goal. (Use the Brain in a Jar villain archetype from the core rules.)

TALOS GODFORGED

Created by the gods long ago for a purpose lost to mortal records, Talos was rescued from a volcanic prison by The Brass Knight a century ago, an act the ancient hero regrets mightily. Talos hates mankind for possessing the one thing the creators he frequently curses denied him: a soul. He builds mechanical mockeries of life and metal monsters to bedevil the mortal world he loathes.



THE LOST WORLD

In a few secluded places around the world there are subterranean passages and portals that lead to a lush, secret land in which dinosaurs still live, where the two dominant civilizations are long-lost populations from the Incan and the Roman empires, and where mysteries hide in ancient Atlantean ruins. The exact location of the Lost World is hard to pinpoint, if that’s possible at all, but it seems to exist in a pocket dimension of some sort, although there have been a number of theories put forth by visitors over the years.

THE LOST WORLD PREMISES

The Lost World is in a dimension of its own, but it isn’t a world of its own. Its existence is tied to that of Earth’s and possibly (probably) a number of other worlds. It seems to take bits and pieces from these other worlds haphazardly, but despite its apparent randomness, the Lost World has a look and feel that’s distinctive. The Lost World is built on some premises that should be taken into account when it’s being used as a setting for a game. These are not hard and fast rules, but guidelines that help maintain the feel of the setting. If one or more of these premises doesn’t mesh with your game, feel free to change it based on the suggestions here,

but be careful if you do; some of these premises are central to the character of the Lost World.

IT’S EASIER TO GET TO THAN TO LEAVE— AND IT’S NOT EASY TO GET TO!

Most people find their way to the Lost World by accident. Usually the trip is short and surprising. Some people, those who’ve heard of the Lost World and decide to search it out, can spend a long time finding a way there. Oftentimes the portals are hidden underground or guarded by primitive tribesmen, impenetrable wilderness, or guardian spirits linked to the portals. Other times, a portal will appear randomly, like the one in the Bermuda Triangle. No matter how a person gets there or what they have to overcome to do it, getting there is the easy part, leaving, on the other hand, is trickier. The path a character took to get here may not lead back to the same place or the portal may have closed up entirely! Those stable portals that do exist are few and far between. A handful of people in the Lost World know of a stable portal or two (like Zandar’s knowledge of the path back to Freedom City, see page 93, *Freedom City*), but depending on whom you meet, it may not be the portal you need.

***“IN THE UNFORGIVING LAND
OF THE LOST WORLD THERE IS
ONE RULE: ONLY THE STRONG
SURVIVE!”***

***—TRADITIONAL SAYING IN
THE LOST WORLD***

ALTERNATE LOCATIONS

The Lost World was first introduced to *Mutants & Masterminds* in the *Freedom City* sourcebook (see *Freedom City*, page 93). So, by default it's linked to the Freedom City setting, which means super-powered beings might pop up now and again. If you're running a straightforward fantasy game using the resources in this book, dealing with the presence of super-beings may not work for you. In that case, treat the Lost World as if it's unconnected to Freedom City and instead have it linked to your fantasy world.

For the purposes of this book, the Lost World is located in a pocket dimension connected to Earth via tunnels and portals. If that doesn't work for your game or you have someplace else you'd rather have it located—move it! There are any number of places the Lost World could be and the right choice is always the one that works best for your game. Here's a list of other possible locations of the Lost World. Feel free to use ignore them as you please.

The Lost World is located...

- On a world in another dimension—it could even be the Earth in a parallel universe
- *Inside* the Earth (or whichever world you're using)
- On another world light years away from Earth, but everyone thinks it's in another dimension
- At the crossroads between worlds, or near it
- In a rift between worlds that isn't supposed to exist
- Inside a pocket dimension used as a fuel source for an alien (Atlantean?) craft
- In the world of dreams—or the Imageria from the *Paragons* sourcebook
- Inside a magical gem or some other magic item

Any of these options or something you come up with on your own are perfectly acceptable. The important thing is that the flavor of the Lost World be maintained.

STRANGE JUXTAPOSITIONS

While the Lost World looks like a savage, jungle world populated by dinosaurs and other prehistoric creatures, in truth it's much more than that. Within its confines is a strange mixture of people and artifacts from different worlds, times, and races. Primitive humans live alongside dinosaurs, which prey upon bands of Serpent People who search Atlantean ruins for powerful artifacts. New people arrive at random and they either survive and add to the mix or perish, leaving behind items of their own to add to the mystique of the place. At first glance the Lost World wouldn't seem to be a place where you'd find alien technology, magic, primitive tribes, aliens, and civilizations from other times, but those things are there and they combine to make Lost World unique unto itself.

PRIMITIVE TRUMPS MODERN—BUT NOT ALWAYS

Physical strength, raw power, big teeth and claws—these are the things that define the Lost World. Anyone who accepts that will sur-

vive; anyone who embraces it will thrive; and anyone who rejects it, will die. The only time being from an "advanced" culture is a good thing is when it makes you even stronger—such as knowing how to build traps, create explosives, or use a gun!

EXPLORATION AND THE UNKNOWN

The Lost World hasn't been mapped, not accurately and not completely. Certainly the people who live there know how to get around and where important landmarks are, but easily usable maps are nonexistent. Perhaps this is simply a matter of the level of technology available to them, but it's just as likely that there's something about the land itself that resists mapping so that a map made one day doesn't actually reflect where things are the next. Regardless, exploration and discovery of what lies around the next bend is an important theme in the Lost World.

HERE BE MONSTERS!

Unlike the modern, civilized world, "monsters" of all stripes exist and are actually the dominant lifeforms in the Lost World. This includes everything from cavemen and pre-historic creatures like dinosaurs and saber-toothed cats to Serpent People and strangely mutated animals. There may even be alien creatures that have found their way here through portals from other worlds or that escaped from an alien ark. These giant beasts are a threat to everything smaller than them and a constant danger to anyone in the Lost World.

"MAGIC" SUFFUSES EVERYTHING

In addition to raw strength, some of the creatures and inhabitants of the Lost World have been changed by a power intrinsic to the place. In this case "magic" could mean almost anything from an alien artifact that has unpredictable effects to radioactive crystals, or actual magic. Regardless of the source, this power source (or all of them) changes some of the creatures exposed to it. It's possible to find a fire-breathing t-rex, a giant ape, some other creature never seen before, or a young woman with the ability to cast spells. All of these draw their abilities from this power source, consciously or not.

ONLY THE STRONG SURVIVE

Finally, the Lost World is a savage place, and survival is a daily struggle. The people here know that and are quick to recognize and separate the strong from the weak. Danger lies around the next turn in the road in the form of a raptor just as it lies in the sweet smile of a jungle princess who has plans of her own. Everyone in the Lost World can take care of him- or herself and anyone who spends much time here better have their wits about them and be quick on their feet.

CAMPAIGN NOTES

The Lost World has a slightly more realistic flavor than some fantasy settings, but it can accommodate a wide range of power levels if need be. At its heart, the Lost World fits the Man vs. Nature concept and as such the characters' humanity should be central to the story.

Don't take this to mean that the characters should be pedestrian; they can and should be remarkable, but remarkable on a human scale. Every character should be exceptional when compared to a normal person, but not superhuman. There are exceptions to this, such as someone who's mastered magic, but despite his magical powers he's still human and in some ways may be weaker than most of the other characters.

Given the power levels shown earlier in this book, a Lost World campaign falls into the **Heroic** or **Cinematic** levels depending on what the Gamemaster and players are looking for. Heroic characters may find themselves on the run from a number of challenges they encounter, at least until they can find some way to outmaneuver or outsmart their opponents, especially if it's one of the larger beasts found in the Lost World. Cinematic characters find surviving a bit easier. They still won't be able to stare down a t-rex, but they won't show quite as much fear when they encounter one. These characters walk the edge between normal but highly trained, and nearly superhuman.

A BRIEF HISTORY OF THE LOST WORLD

The peoples of the Lost World each have their own creation myths or ideas about where their world came from. These stories include everything from the traditional beliefs of the Romans and Incans, to the unfathomable thoughts the Serpent People have about Yig or the Dark Gods that came before. In addition, the tribes native to the land have primitive ideas all their own. It's likely they'll never know the truth of the matter.

THE PRESERVERS

The truth is that the Lost World was created as a prison for the Serpent People. When the Preservers first arrived on Earth they seeded human life, but cared little for the Serpent People they found. In order to remove them from the picture and ensure that they wouldn't interfere with human progress, the Preservers created a pocket dimension and gathered up as many of the Serpent People they could find and imprisoned them there. Along with the Serpent People they deposited some of the indigenous peoples they hadn't experimented on and also re-created a number of creatures that had been native to Earth, but died out due to environmental conditions. They thought it might be worthwhile to have some of the original human stock and other forms of life native to Earth safely stored away just in case something went wrong with their experiment. When they were done with their experiments, they left.

Unfortunately, they underestimated the Serpent People, who quickly used their dark arts to weaken the barriers between the dimensions and tunnel back into Earth as well as to a number of parallel dimensions. They quickly reestablished their Empire of Lemuria and came into conflict with the nation of Atlantis, which was founded by the humans the Preservers had experimented on. The two nations fought, which brought about the Great Cataclysm, signaling the end of both nations. For the Serpent People it was their final defeat. Their civilization was left in tatters, their people spread in small bands throughout the world. They quickly sunk into barbarism. Even their prison wasn't safe during the war. The Atlanteans found it, attacked, and devastated the headquarters the Serpent



THE TRUE HISTORY

No one in the Lost World actually knows its history and depending on how you want the setting to work in your game the information given here may have to change entirely. As it is, this history is presented as if the Lost World is just as described in the *Freedom City* sourcebook; a dimension connected to Terra-Prime. Use the information here as a jumping off point or ignore it entirely. It doesn't really matter since there's no written history of the Lost World, no scientists delving into the secrets of its universe, or anyone who really cares all that much. As it is, the Lost World is such a dangerous place and the people in it are concerned with what's happening now, not what may have happened at the time of creation.

People had set up there, but not without heavy losses on both sides of the conflict. This explains the presence of the mysterious ruins and Atlantean (and Lemurian) artifacts in the Lost World.

In the time since the Great Cataclysm, the Lost World has changed very little. Life persists and over time even more strange creatures and people have found their way to the Lost World. At some points in the past the barrier between Earth and the Lost World was so permeable that portions of Earth were drawn into it, seemingly permanently.

THE LOST WORLD TODAY

In the current day of the Lost World, things are as they've always been—at least from the perspective of the people who live there. Dinosaurs still roam the land, the two major civilizations have an unsteady truce, and every now and again strangers from somewhere else arrive to cause trouble. What the people in the Lost World don't know is that the walls between dimensions have slowly strengthened over time for some reason. The portals between worlds have become erratic and more difficult to find. The exact reason isn't known, but

it's likely that it has something to do with the fallout from the last Terminus Invasion.

GEOGRAPHY

The Lost World mirrors Earth's geography at an early stage of Earth's development. It looks something like Earth did during the early Jurassic period. The continents are still mostly linked together, with Antarctica, Australia, India, Africa, South America, and North America clumped together running north-south and Europe and Asia spread out widely running roughly east-west in the far north.

Even in this configuration, many of the major geographical landmarks exist, such as the Andes, Ural, and Rocky Mountains. Vast expanses of plains, forests, and deserts also exist, but their locations aren't necessarily consistent with those of Earth's, simply because of where the continents are located on the surface of the Earth and what the weather is like given those changes.

Using this configuration gives the Lost World an alien feel, while still being familiar enough for people to grasp. It also allows



Gamemasters to change the location of the Lost World without necessarily changing what it looks like. Additionally it is easier to ad-lib the locations of landmarks like rivers, plateaus, small mountains, lakes, and anything else the Gamemaster wants to throw in.

CITIES AND EMPIRES

The bulk of the people in the Lost World belong to tribes that survive however and wherever they can in the wilderness. It will be far more common to encounter these tribes while hunting and gathering, although it's very likely that characters will stumble upon villages, settlements, cave dwellings, and even towns in their travels. There are, however, a handful of cities in the Lost World that characters may spend a significant amount of time in.

NOVA ROMA

Nova Roma is a grand, walled city built and expanded over more than a thousand years. It was founded when General Viridius Sophus and his legion found a passage into the Lost World and claimed the strange new land in the name of Emperor Marcus Aurelius. General Sophus and his men set to work on building a defensible encampment and reporting back to his commanders. Unfortunately all of the messengers either never came back or returned to report they couldn't find the path. Regardless, Sophus continued to make the attempt for years, as did the Generals who replaced him after he died. Finally, after nearly 100 years they stopped sending messengers and decided to give up on ever seeing Rome again.

After this decision was made, the men of the Legion began expanding the city. This had already been necessary, as some of the men had taken local tribeswomen as brides, but now the command to establish a city had been given and they attacked the problem with precision. In short order they'd cleared some of the surrounding land, expanded the walls, and built more buildings using traditional Roman building techniques as well as new tricks learned from locals. Thanks to the influx of Lost World natives as well as the ever-expanding families of Roman stock, the city has continued to grow. Thousands of people now populate Nova Roma, all of them living in a city that resembles Rome at the height of the Roman Empire. They are ruled by Praetor-Governor Antoninus Augustus.

Relations between Nova Roma and the surrounding territories are good. The city provides a place for the tribespeople to trade and has even supplied aid to some of the tribes when needed. The Nova Romans' relationship with Viracochasuyu is uneasy at best. Soon after the Incans' arrival to the Lost World, the Nova Romans tried to conquer them, but the power of Viracocha drove them back. Since then the two city-states have treated each other diplomatically and trade between them has grown to be quite significant. Even so, Praetor-Governor Augustus dislikes the fact that there's a power his Legionnaires can't overcome and he's actively searching for a way to overthrow the Incan "god."

VIRACOCHASUYU

Viracochasuyu is a city, but a city in the Incan concept of such things. It has buildings, dwellings, streets, and people, but considering the population of Incans in the area, very few of them actually call Viracochasuyu home. To the Incans, a city is mostly a place of

I WANT MORE CITIES!

In the background of the Lost World only Nova Roma and Viracochasuyu are named as being of any significance. That doesn't mean you have to keep it that way. The information in this sidebar includes suggested names for other cities and empires you may want to add to the setting. If you add these cities to your campaign, create backgrounds for them based on unique cultures. Suggestions are given below.

Agharta: A metropolitan city made up of tribespeople who have left their towns and villages to create a city all their own. This would make an excellent "capital city" for the Lost World as it incorporates all the various factions found here.

Aryayarsha: A city originally founded by Hindu mystics. Unfortunately their association with the Aryan concept brought them to the attention of Nazi occultists who found their way here and wiped out the founders. Now this small Nazi outpost struggles to survive by using tribeswomen as breeding stock while searching for Atlantean artifacts they're certain will give them the power to return home and rejoin the Third Reich.

Belovodye: Founded by a nineteenth-century Christian sect from Russia. This is a peaceful city of quiet contemplation. More than a few citizens of Belovodye take it upon themselves to wander the Lost World and spread the Good Word.

Hsi Tien: A Chinese city of artists and warriors who still believe strongly in traditional hierarchy and manners.

Janaidar: So named by the Kirghiz people who settled here around 1000 A.D. after finding a path to the Lost World in the Tian Shian Mountains. The original settlers were one of the fabled forty tribes of the Kirghiz. They live a somewhat nomadic life, but built the permanent city of Janaidar for protection. It sits empty much of the time, but during times of trouble it overflows with people.

Kalapa: A Tibetan city settled by monks and servants. They think of the Lost World as the Pure Land of their teachings and call the entire area Olmolungring. Kalapa is an incredibly impressive mountain city with well-guarded paths and buildings that hang off the sides of the mountain. It is a beautiful place almost always shrouded in clouds or covered in snow.

business, trade, and government, so during the days Viracochasuyu is lively and packed with people, but at night its streets are nearly empty, as almost everyone goes home to the villages and townships in the surrounding hills and mountains. Some of these villages and terraced farms are miles from the heart of Viracochasuyu, but even so they're considered part of the city simply because they're within the sphere of influence of their god-king Viracocha.

The Incan Empire was drawn here centuries ago by the power of Viracocha who'd foreseen the end of the Incan Empire on Earth at the hands of outsiders. Viracocha found the Lost World and thanks to his power and the weakened dimensional barriers was able to transplant his mountain empire here. Since then he's stayed with his people and defended them against invaders, natural disasters, and otherworldly threats. The Incan people are thankful for Viracocha's presence and regularly sacrifice people (both Incans and outsiders) to a live volcano in his honor.

The citizens of Viracochasuyu show little fear while within the boundaries of their city, but are cautious when outside their god's domain. Their reliance on Viracocha has made the Incans somewhat overconfident, but they still know they have to take care of themselves and most of them are competent warriors, some of whom are trained pterodactyl riders. Their terrestrial leader holds the title of Willaq Umu, or High Priest. He runs the day-to-day workings of the Empire and often confers with Viracocha on important matters.

Like the Nova Romans, the Incans have good relations with surrounding tribes, although their penchant for human sacrifice keeps most people away. In general the Incans regard the Nova Romans with distrust, but they know they won't do anything while Viracocha lives—and he is as eternal as the sun.

ROMAN LEGIONNAIRE

PL 3

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

SKILLS

Handle Animal 8 (+8), Intimidate 4 (+4), Notice 2 (+3), Ride 4 (+5), Search 4 (+4), Sense Motive 4 (+5), Stealth 4 (+5), Survival 4 (+5), Swim 2 (+3)

Equipment: sword (+3, crit. 19-20), spear (+3, 20-ft. range increment), armor (+2 Toughness)

COMBAT

Attack +2, Damage +2 (unarmed), +4 (sword or spear), Defense +2, Initiative +1

SAVING THROWS

Toughness +4, Fortitude +4, Reflex +2, Will +1

Abilities 10 + Skills 9 (36 ranks) + Combat 8 + Saves 3 = Total 30

UTAHRAPTOR MOUNTS

PL 8/MINION RANK 6

Str 24 **Dex 16** **Con 18** **Int 2** **Wis 16** **Cha 10**

SKILLS

Notice 8 (+8), Stealth 4 (+3, includes size modifier)

FEATS

Improved Grab, Improved Initiative

POWERS

Growth 4 (Flaw: Permanent, Power Feat: Innate), Leaping 1 (x2; 34 ft.)

Protection 4

Speed 1 (10 MPH)

Strike 1 (Power Feat: Mighty)

Super-Senses 3 (lowlight vision, scent, track, ultra-hearing)

COMBAT

Attack +8 (melee, includes size modifier), Grapple +15 (includes size modifier), Damage +8 (claw or bite), Defense +8 (includes size modifier), Knockback -4, Initiative +7

SAVING THROWS

Toughness +8, Fortitude +7, Reflex +9, Will +6

DRAWBACKS

Disability (mute, very common, moderate, -4 points), Disability (no hands, very common, moderate, -4 points)

Abilities 14 + Skills 3 (12 ranks) + Feats 2 + Powers 21 + Combat 36 + Saves 12 - Drawbacks 8 = Total 80

THE SHADOW SEA

Since the Lost World is made up of basically one single landmass that stretches across one side of the globe, there's really only one body of water, at least from the Lost World's inhabitants' perspective. They call this body of water the Shadow Sea. The reason they call it that isn't because it's dark, it's because they can see the shadows of all the creatures swimming in it—and given how varied and abundant life is in the Lost World, that's a lot of shadows. The sea teems with life, from the smallest fish to whales, kraken, and even aquatic dinosaurs like the plesiosaur.

The sea itself doesn't have a single personality; depending on the day, time, location, and weather, it is calm, choppy, threatening, or downright dangerous. Most of the coast-dwelling people of the Lost World know how to read the sea thanks to a lifetime of exposure to it while fishing, both from the shore and from handmade boats. Only the major civilizations sail the high seas for purposes of trade, but their ships are becoming a common enough sight in some parts of the world that some of the tribes are starting to do the same, albeit on a smaller scale.

NOTABLE PERSONAGES

The Lost World is sparsely populated, with only a few million people. Most of them are organized into tribes, whereas only a relative handful have built and occupy cities. While in the Lost World, characters may encounter anything from Neanderthals, dinosaurs, and saber-toothed cats to Serpent Men, Nazis, and aliens. Feel free to add anything you like to the setting. Presented here are a few characters Gamemasters may find useful over the course of a game.

ROMAN LEGIONNAIRE

The Roman Legionnaire can be used as normal troops or as commanders that use the utahraptor as mounts. Senior members of the Nova Roman legions lead patrols on giant, domesticated utahraptors. They're also used as mounts for outriders and scouts—admittedly scouts for whom stealth is not important. The raptors can also be used riderless as wild animals. Utahraptors are ten feet tall, twenty feet long, weigh 1,500 pounds, and have fifteen-inch claws.

INCAN GUARD

Incan warriors patrol their mountain empire's borders from the backs of their domesticated pterodactyl mounts. The pterodactyls can be used to represent mounts or wild creatures that are likely to attack the wounded or anyone traveling alone (or in small groups if there are enough pterodactyls around).

WHERE TO FIND DINOSAURS

Dinosaurs are a staple of the Lost World. There are a couple of dinosaurs in the *Mutants & Masterminds* core rulebook, but you can find more dinosaurs in the *Superline #5: Dinosaurs* PDF from Ronin Arts, which you can purchase online at a number of online role-playing game sites.

INCAN GUARD PL 2

Str 14	Dex 12	Con 16	Int 10	Wis 10	Cha 8
SKILLS					
Handle Animal 8 (+7), Notice 2 (+2), Ride 4 (+5), Search 4 (+4), Stealth 4 (+5), Survival 4 (+4), Swim 2 (+4)					
FEATS					
Minion 3 <i>Equipment:</i> knife (+1), spear (+3, 20-ft. range increment)					
COMBAT					
Attack +2, Damage +2 (punch) or by weapon, Defense +2, Initiative +1					
SAVING THROWS					
Toughness +3, Fortitude +4, Reflex +1, Will +0					
Abilities 10 + Skills 7 (28 ranks) + Feats 3 + Combat 8 + Saves 2 = Total 30					

PRIMITIVE HUMAN TRIBESMEN PL 2

Str 14	Dex 12	Con 16	Int 10	Wis 10	Cha 8
SKILLS					
Craft (artistic) 4 (+4), Craft (mechanical) 4 (+4), Craft (structural) 4 (+4), Notice 2 (+2), Stealth 4 (+5), Survival 4 (+4), Swim 2 (+4)					
<i>Equipment:</i> hand axe (+2), spear (+3, 20-ft. range increment), stone knife (+1)					
COMBAT					
Attack +2, Damage +2 (punch) or by weapon, Defense +2, Initiative +1					
SAVING THROWS					
Toughness +3, Fortitude +4, Reflex +1, Will +0					
Abilities 10 + Skills 6 (24 ranks) + Combat 8 + Saves 2 = Total 26					

PRIMITIVE HUMAN TRIBESMEN

The human inhabitants of the Lost World are a hardy lot, as they must be to survive in such savage surroundings.

SERPENT PERSON

Whether they are native to the Lost World reality or descended from the Lemurian stock of Terra-Prime (or some other world) is unknown, but these barbarous reptiles are just as unfriendly as their other-worldly kin.

THE SLAYER

Professor Michael Morgan Slater is the opposite number of Zandar. Slater was born and raised on modern-day Earth where he attended West Point, served his country during wartime, and eventually went on to become a professor of military history. Slater is an unparalleled outdoorsman and daredevil, so it surprised no one when he decided to trek across the Himalayas. The trip was hard and he likely would have made it across, but unmarked helicopters attacked his team. Everyone but Slater was killed in the first pass, so he ran and was quickly pursued by armed men. After a long chase he ducked into

RIDING PTERODACTYL PL 3/MINION RANK 3

Str 14	Dex 16	Con 14	Int 2	Wis 10	Cha 10
SKILLS					
Notice 8 (+8)					
FEATS					
Attack Focus (melee) 5, Favored Environment 4 (air), Move-by Action					
POWERS					
Flight 2 (25 mph) Growth 4 (<i>Flaw:</i> Permanent, <i>Power Feat:</i> Innate) Super-Senses 3 (visual: accurate, extended 1)					
COMBAT					
Attack +5 (melee), Grapple +2, Damage +2, Defense +6, Knockback -1, Initiative +3					
SAVING THROWS					
Toughness +2, Fortitude +4, Reflex +5, Will +3					
DRAWBACKS					
Power Loss (Flight, if wings are immobilized, -2 points)					
Abilities -6 + Skills 2 (8 ranks) + Feats 10 + Powers 21 + Combat 12 + Saves 7 - Drawbacks 2 = Total 44					

SERPENT PERSON (SAVAGE) PL 2

Str 13	Dex 11	Con 13	Int 6	Wis 7	Cha 8
SKILLS					
Climb 4 (+5), Escape Artist 4 (+4), Stealth 4 (+4)					
FEATS					
Improved Initiative					
POWERS					
Drain Wisdom 5 (Linked to bite, Poison) Protection 1 Super-Senses 2 (darkvision)					
COMBAT					
Attack +2, Grapple +3, Damage +1 (bite, plus Drain), Defense +2, Knockback -1, Initiative +4					
SAVING THROWS					
Toughness +2, Fortitude +1, Reflex +2, Will +0					
Abilities -2 + Skills 3 (12 ranks) + Feats 1 + Powers 13 + Combat 8 + Saves 4 = Total 27					

a cave complex. He was lowering himself into the caverns with his climbing gear when his pursuers cut his ropes and he fell. When he woke, he was in the Lost World with no idea how he'd gotten there. Since that time, Slater has befriended the people of Viracochasuyu, where they have taken to calling him "The Slayer," a corruption of his last name. Slater has yet to return to Earth and he's not sure if he wants to. The Lost World may not be as comfortable as home, but it offers challenges unlike anywhere else.

Slater is a confident, dignified, and incredibly healthy man in his mid-40s. He's both a competent fighter and leader with a knowledge of tactics and history that he uses to good effect in both roles. He is a powerfully-built man with green eyes, a gray Van Dyke-style mustache and beard, and prematurely gray hair that he wears collar-

ZANDAR

PL 9

Str 18 | Dex 24 | Con 18 | Int 10 | Wis 16 | Cha 18

SKILLS

Acrobatics 8 (+15), Climb 10 (+14), Handle Animal 12 (+16), Intimidate 6 (+10), Language 6 (English, Latin, Quechua, plus several tribal languages), Notice 10 (+13), Sense Motive 8 (+11), Stealth 8 (+15), Survival 12 (+15), Swim 8 (+12)

FEATS

Acrobatic Bluff, Animal Empathy, Attack Focus (melee) 5, Defensive Roll 2, Dodge Focus 4, Endurance, Equipment, Evasion, Environmental Adaptation (jungle), Favored Environment (jungle), Improved Pin, Luck, Move-by Attack, Power Attack, Rage, Takedown Attack, Track
Equipment: dagger (+1 damage)

POWERS

Leaping 1

Super-Movement 3 (slow-fall, sure-footed, swinging)

COMBAT

Attack +13 (melee), +8 (ranged), Grapple +17, Damage +4 (unarmed), +5 (dagger), Defense +11 (+4 flat-footed), Knockback -3, Initiative +7

SAVING THROWS

Toughness +6 (+4 flat-footed), Fortitude +10, Reflex +10, Will +8

Abilities 44 + Skills 22 (88 ranks) + Feats 25 + Powers 7 + Combat 30 + Saves 14 = Total 142

THE SLAYER

PL 8

Str 18 | Dex 18 | Con 18 | Int 12 | Wis 16 | Cha 16

SKILLS

Acrobatics 4 (+8), Climb 2 (+6), Computers 3 (+4), Diplomacy 2 (+5), Escape Artist 4 (+6), Handle Animal 5 (+8), Intimidate 5 (+8), Knowledge: History 7 (+8), Knowledge: Tactics 7 (+8), Language 2 (English native, Latin, Quechua), Medicine 2 (+5), Notice 5 (+8), Ride 4 (+8), Search 4 (+5), Sense Motive 5 (+8), Sleight of Hand 1 (+5), Stealth 4 (+8), Survival 5 (+8), Swim 3 (+7)

FEATS

Attack Focus (ranged) 1, Attack Specialization (heavy pistol) 1, Defensive Attack, Defensive Roll 2, Dodge Focus 4, Elusive Target, Evasion 1, Improved Aim, Improved Critical (heavy pistol) 3, Improved Initiative 1, Leadership, Power Attack, Precise Shot 1, Takedown Attack 1, Track, Uncanny Dodge (hearing) 1

Equipment: heavy pistol (+4, crit. 19-20, 40-ft. range increment), sword (+3, crit. 19-20)

POWERS

Leaping 1 (x2; 28 ft.)

Super-Movement 3 (sure-footed 1, swinging, trackless)

COMBAT

Attack +9 (melee), +12 (heavy pistol), Grapple +13, Damage +4 (unarmed, heavy pistol), +7 (sword), Defense +10 (+3 flat-footed), Knockback -3, Initiative +8

SAVING THROWS

Toughness +6 (+4 flat-footed), Fortitude +6, Reflex +8, Will +5

Abilities 38 + Skills 18 (72 ranks) + Feats 22 + Powers 7 + Combat 30 + Saves 5 = Total 120

length. He stands 6'0" tall and wears ornate golden armor (which is mostly for show) gifted to him by Viracocha. He's armed with both a sword and his trusty sidearm.

VIRACOCHA

Viracocha is the avatar of the Incan sun-god who serves as the protector of the Lost World's empire of Viracochasuyu. He is a PL X character, discussed on page 211 of the *Mutants & Masterminds* core rulebook. Viracocha's power is nearly limitless within the mountains and lands surrounding Viracochasuyu and he doesn't leave the area for that reason. Because he's never left Viracochasuyu in living memory it's not clear how much power the living god loses, but it must be significant to keep him within Viracochasuyu.

ZANDAR OF THE LOST WORLD

Alexander "Zandar" Challenger is a man of two worlds, born and raised in the Lost World as royalty, descended from good English stock of Earth. Zandar has visited Earth on several occasions, but considers the Lost World his true home.

The Jungle Lord is a forceful presence, a necessary survival trait on his home world. He tends to speak to animals much as he would to anyone else, and they respond to him in kind. Zandar is 6'2", powerfully built, and perfectly proportioned. He has brown eyes and shoulder-length black hair and rarely ever wears more than a loin-cloth, hide boots, and a necklace of dinosaur teeth.



LOST WORLD SERIES FRAMEWORKS AND ADVENTURES

Here's a look at how the various sword & sorcery series frameworks discussed in **Chapter 3** can fit into the Lost World and how you can modify both them and the Lost World to suit a *Warriors & Warlocks* game.

TO SAIL THE SEAS OF BLOOD

At first glance this framework doesn't seem to fit within the Lost World very well, but the important thing to remember is that just because the Lost World is a pocket dimension doesn't mean it's a small place. It's entirely possible that the characters have their own ship and sail the waters of the Shadow Sea, preying on merchants from Nova Roma, villages near the Incan city of Viracochasuyu, and anyone else they happen to find on open waters. They might be true pirates, raiding to make themselves richer, or they may be gold-hearted rebels who only attack ships belonging to their enemies—or belonging to the enemies of whoever they've thrown their lot in with. This framework requires the pirates to have somewhere they can offload goods, but whether it's a secret cave, a small pirate haven, or one of the larger settlements is left to the players to decide. Their secret haven could even be Freeport, which they get to via a secret route out of the Lost World that only they know.

THICK AS THIEVES

There aren't many large cities in the Lost World, but those few that support a significant population could easily play host to a game focusing on a group of thieves. The characters may operate on their own or work for some form of a Thieves' Guild if the city is large enough to support such an organization. The players could also be bandits, possibly in the style of Robin Hood, who support a small town with their loot. Day by day they eke out a living, waiting for a good time to strike against their oppressors, most likely the Nova Romans. Games like this may even include the characters leaving town to find a particularly irresistible piece of treasure somewhere out in the ruins.

SWORDS FOR HIRE

Mercenaries, sell swords, heroes for hire, whatever you want to call them, that's what the characters are in this series. They're well trained, well armed, and looking to make some money. The Incans, safe under the protection of Viracocha, don't need much protection as long as they don't stray far from the city, but when they do they may need the player characters' help to keep them safe. The Nova Romans have their own military force, but they're not above hiring outsiders to go on clearly suicidal missions when needed. It's inevitable in this sort of game that the characters end up taking on a mission for someone who doesn't have their best interests at heart, or whose motivations the characters just can't go along with once they learn of them. Perhaps an Incan priest hires the PCs to guide him to some ancient ruins that hold an alien crystal that will allow him to overthrow Viracocha and allow him to establish a new, darker empire under his control.

DAY OF THE SWORD

Revenge is always a good motivation. In this case the heroes are denizens of the Lost World who have been orphaned or widowed by the actions of another. The villain could be anyone from a local warlord who's flexing his muscles, to a Nova Roman commander who's gone rogue, to even a shaman or dark mage who has overrun the town with mind-controlled dinosaurs. No matter who it is, reaching the villain should only come at the end of a long quest for revenge. If you really want to shake things up, perhaps the ultimate villain is a big name in one of the main cities. That way the characters not only have to deal with the person they're after, but they also have to deal with his friends and colleagues in the city—none of whom want to see their friend a head shorter. A storyline like this allows the characters to explore both inside and outside the city, allowing for a good mix of different styles of adventure from action and adventure to intrigue.

JEWELLED THRONES OF THE EARTH

Most of the Lost World is wild and unclaimed, so it only makes sense that someone might want to carve out a piece of it for themselves. Why not the PCs?! Whether the characters are from the Lost World or some other world, they might want to create a place where they feel more comfortable. For characters who don't originate from the Lost World it's not likely they'll feel particularly at home in an Incan or Nova Roman settlement. (Or a caveman or Serpent Person one, for that matter!) This is a great long-term framework because it starts with the characters learning about the world, making contacts and enemies, and finally setting up a "kingdom" of their own to defend and oversee.

PRODIGAL KING

This is a particularly good series framework for characters from the Lost World. They could count among their number a young noble or military leader from Nova Roma or one of the chosen of Viracocha, or even royalty from an as yet undiscovered city-state.

As a twist on this concept, perhaps they've been exiled from their place of origin and have to fight their way back to gain their birthright. The characters may instead be from elsewhere and banished to the Lost World, so that they *can't* come back and claim their rightful place. This storyline works particularly well with the Lost World's penchant for attracting people from unusual places and times. In this case the characters could have originated from a sword and sorcery world, and were sent here to die. They have to find their way back to their home world and crush those responsible. This same storyline works well for a modern day series with some changes; the characters fall prey to the machinations of an ambitious senior executive at their parents' company and find themselves kidnapped and deposited in a world they're completely unfamiliar with, while the exec uses their disappearance as an excuse to take the reigns of power at the corporation.

ROMANCING THE THRONE

This framework as it's outlined earlier in the book is perfect for a Lost World adventure. It includes a jungle princess, adventure, and potential character development hooks.

SWORDS AGAINST THE WORLD

This framework also works very well for a Lost World game, if only because the characters are likely a "ragtag" band who've banded together because of their unusual backgrounds and outsider statuses. This sort of campaign shares a number of things in common with the **Swords for Hire** framework and its episodic nature may be even more appealing to some players and Gamemasters.

STRANGERS IN A SAVAGE LAND

Again, this framework is perfect for a Lost World game. In this case the characters would likely start out in their native world, have some adventures there, then stumble into the Lost World where they have to learn about their surroundings and either quest after a way to return home (which could be the focus of an entire campaign on its own) or accept that there's no way back and find their place in the world.

CONTRIBUTORS

STEVE KENSON, DEVELOPMENT

The designer and developer of *Mutants & Masterminds*, some of Steve's favorite childhood comics including *Arak, Son of Thunder*, and *Arion, Lord of Atlantis*, so he's quite happy that his development stint on *M&M* includes this book to help round-out the game for sword & sorcery comics. Steve lives in New Hampshire and can be found online in various places, including www.stevekenson.com.

JON LEITHEUSSER, DESIGN

Jon Leitheusser works as a game designer, writer, and editor. He's had the pleasure of editing a number of *M&M* books, including the core rulebook, *Freedom City*, and *Ultimate Power*, and authored the *Iron Age* sourcebook with his friend and co-writer Seth Johnson. Jon originally hails from Burlington, Wisconsin, but now calls Seattle his home.

DALE DONOVAN, DESIGN

The year 2009 marks Dale Donovan's 20th anniversary in the hobby-game industry. He enjoyed full-time employment with TSR, Inc./Wizards of the Coast/Hasbro for over 12 of those years. Since then, he's freelanced for such companies as Green Ronin, Upper Deck, White Wolf, Privateer Press, Steve Jackson Games, Sovereign Press, and several companies that no longer exist, though he's sure that's nothing more than a lengthy series of coincidences. He's been a game designer, editor, columnist, managing editor, and magazine editor, among other things, and he's worked on or played just about every type of game the hobby produces. He still works on or plays games as often as he can, which, regrettably, is not often enough.

MATTHEW KAISER, DESIGN

Matthew E. Kaiser was hatched from a dragon egg bathed in the cosmic radiation of a falling star. He was raised by wolverines in the icy tundra of West Michigan where he would grow up to become the world's first real-life supervillain and the best last hope of the forces of evil. A man of gigantic melancholies and gigantic mirth, he cannot decide whether to tread the jeweled thrones

of the earth beneath his size-13 sandaled feet or to crush the sandaled feet of the earth beneath his jeweled throne.

When not co-opting the backstories of his favorite fictional characters or writing about himself in the third person, Matthew enjoys the great outdoors, RPGs, and relaxing in his favorite chair with a decent comic or novel. He has been a self-professed comic book addict and RPG junkie since 1991, yet still refuses to go to a twelve-step program. Matthew now enjoys a fruitful career as a mad scientist, parents his two minions, and freelances for quality RPG publishers such as Green Ronin and Highmoon Media Productions. None of this would be possible without the support and understanding of his loving wife and ruthless barbarian queen, Rebecca.

AARON SULLIVAN, DESIGN

Aaron Sullivan is a writer and general all-around gamer geek and comic book junkie living in Louisville with his incredibly understanding and long suffering wife, as well as way too many cats. He's one of the Blackwyrms Games crew and responsible for writing *The Algonon Files M&M Superlink* stuff (so don't blame the others if you didn't like it) as well as some other sundry *M&M* and *True20* madness. Yes, he is every bit as evil and demented as his work may make you think he is.

STEVEN MARSH, EDITING

From his earliest RPG experience creating background material for a long-running college superhero campaign, Steven Marsh's convergence of writing and gaming has lasted almost two decades. In addition to editing *Pyramid Magazine* since 2001, Steven has written and edited dozens of projects, winning four Origins Awards in the process.

TOM MANDRAKE, COVER ART

Tom Mandrake is a freelance artist and writer. His work in comic books includes *Batman*, *The Martian Manhunter*, *The Spectre* and *Swamp Thing* for DC Comics. *The Punisher*, *The Hulk Unchained* and various X-Men books for Marvel Comics. Tom has also worked on a variety of graphic novels ranging from Shakespeare's *Hamlet* to *Pat Novak For*

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EMPTY ROOM STUDIOS, ART

Empty Room Studios provides high quality illustration and writing services for the creative needs of companies and studios in the entertainment industry- namely comics, games and television/film. By utilizing a work system similar to those found in company art departments, we capitalize on the talents of our studio members by developing long-term relationships with each of our clients through integrity, open communication, mutual respect, and fast production time. With a combination of talent and a professional work ethic, Empty Room Studios has developed a reputation for being dependable, professional and for delivering nothing less than quality, originality and experience.

SCOTT JAMES, ART

Scott graduated from Northern Illinois University in 1995, and hasn't looked back since. He began freelancing right out of collage. He began working for Fasa's *Battletech*, *Shadowrun*, and *Earthdawn*. At this time he began to do work for White Wolf and Pinnacle Entertainment Group as well. He then began doing work for AEG, which he parlayed into a part time staff. He continues to freelance for a multitude of companies, along with teaching college art classes.

STORN COOK, ART

Freelanced through art school, Columbus College of Art and Design, due to an insane love of Role Playing Games, which I've been involved in since 1978. I strive to be a little bit better every day. I continue to freelance, wishing to get my artwork in every superhero (or villain) RPG possible.

DARREN CALVERT, ART

Raised in the foothills of the Canadian Rockies by a pack of wild squirrels, Darren Calvert rose from his humble beginnings to graduate from the University of Alberta with a degree in Industrial Design. He now works full time for Art Attack, an Edmonton company specializing in custom theming for the amusement industry. In his spare time, he spends way too much time reading comics, playing video games, watching movies, and working on freelance illustrations for the RPG industry.

TALON DUNNING, ART

Talon Dunning is a fantasy illustrator in the great Southern metropolis of Atlanta, Georgia where he was born in 1972. A survivor of both Auburn University's Fine Art school and White Wolf's intern program, he is now known as an illustrator for the *Ravenloft 3rd Edition Roleplaying Game* as well as a regular in other RPG projects. He's also done work for West End Games (*D6*, *Star Wars*, *TORG Revised*), Wizards of the Coast (*Legend of the 5 Rings* CCG), Eden Studios (*All Flesh Must Be Eaten*, *Terra Primate*), Kenzer&Co. (Kingdoms of Kalamar) and, most recently, Green Ronin (*Thieves' World*, *Mutants & Masterminds*). Talon is also an avid roleplayer, comic book collector, movie-buff and all around nice-guy. Ask anyone. They'll tell you. (And yes, that IS his real name.)

SEAN MACDONALD

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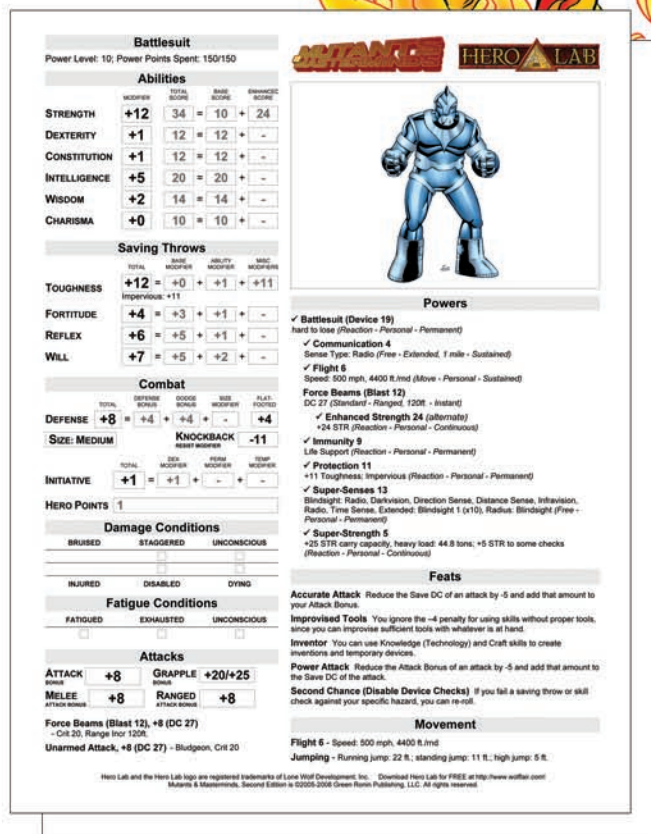
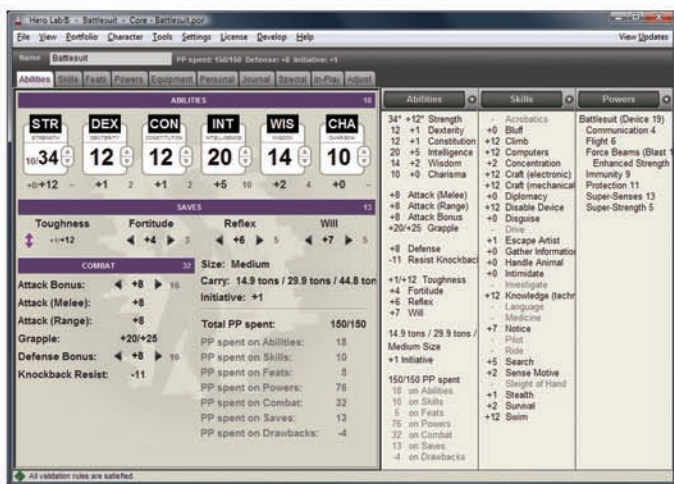
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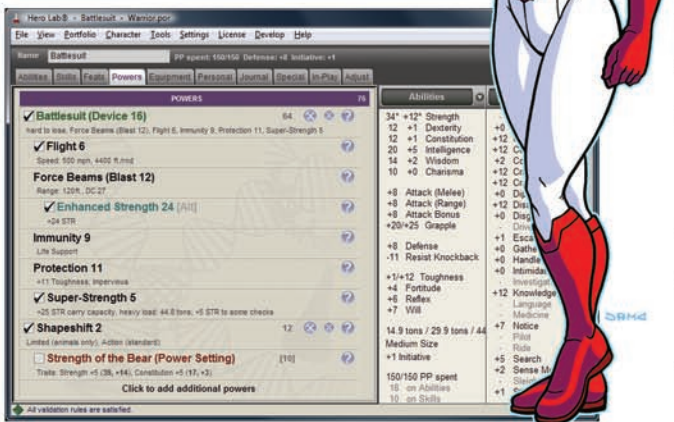
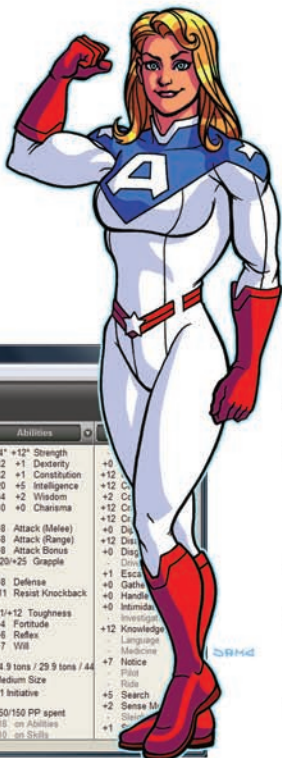
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