

FIREPORT

THE CITY OF ADVENTURE



BY CHRIS PRAMIS AND MATT FORBECK

REQUIRES THE DUNGEONS & DRAGONS® PLAYERS HANDBOOK FOR USE



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THE CITY OF ADVENTURE

~ INTRODUCTION ~

Welcome to *Freeport: The City of Adventure*. Freeport is a city of pirates and desperate characters, of violence and intrigue, of cherished hopes and broken dreams. On its streets you'll find amazing wealth and grinding poverty, benevolent priests and black-hearted cultists, and honest merchants and two-timing thieves. Called the Crossroads of the World, Freeport is a stopping point for merchant fleets, home base to squadrons of privateers, and frequent port of call to renegade pirates. It's a chaotic melting pot where gold is king and life is cheap. And for thousands of souls, it's also home!

Freeport is an exciting fantasy city that you can use in any roleplaying campaign. Since its creation, it has been designed to work equally well in published campaign settings or home brews. The book you hold in your hands gives you all the information you need to add Freeport into your game, as a home base for your adventurers or as an exotic port of call. If this is your first exposure to Freeport, you may be interested in a bit of the city's history.

DEATH GOES TO GENCON

The City of Adventure debuted at the GenCon Game Fair in August 2000 in the adventure *Death in Freeport*. One of only two d20 adventures available the same day as the new *Player's Handbook* for Dungeons & Dragons R. *Death in Freeport* was at the epicenter of the d20 explosion. At the time no one knew if d20 was going to fly. Would gamers make the connection between D&D and d20? Would they be willing to shell out hard-earned cash on third-party products? The answer to both questions was a resounding yes, as evidenced by the tidal wave of d20 products now crashing over retail shelves. By the end of GenCon, we knew Freeport was a hit commercially. The following July its critical status was also confirmed when *Death in Freeport* won the Origins Award for Best Roleplaying Adventure of 2000. In those intervening eleven months we had gone on to complete the Freeport Trilogy with *Terror in Freeport* and *Madness in Freeport*. On the one-year anniversary of Freeport's debut, we released *Hell in Freeport*, our most epic adventure yet. By then it was clear: the city was here to stay.

FREEPORT COMES ALIVE

All of which leads up to *Freeport: The City of Adventure*. We began to get requests for this book within weeks of the release of *Death in Freeport*. The end product has been a long time in coming but it is, we hope, worth the wait. Initially conceived as a 128-page softback, we upped the page count by 32 pages and went hardback to make this the definitive Freeport book. And we still had to cut out some sections in the end to make it all fit! Don't worry, though, this material will show up as web enhancements on our web site or in future Freeport books.

WHAT HAS GONE BEFORE

One important thing to note about this book is that it assumes the events of the Freeport Trilogy have already come to pass. The city is now in the grips of a succession crisis, for instance, because Sea Lord Drac is dead. If your group has not played through the trilogy, you may want start your campaign during the Milton Drac era instead and let your players have the fun of changing Freeport's destiny. Alternately, you can simply assume some other band of brave adventures brought Drac to his well-deserved end and you can use this book as written. Even so, you might want to decide who it was that foiled the Brotherhood of the Yellow Sign and what their motives may have been. Were they inquisitors of justice, rival cultists, agents of the Captains' Council, or something else entirely? You never know in Freeport and that's half the fun!

ENOUGH TALK!

Before I go, I just want to take a moment to thank all the fans that have made Freeport such a success. *Freeport: The City of Adventure* ends one chapter of the city's story, but other chapters are yet to come. As always, please feel free to drop me an e-mail or stop by our web forums if you have questions or comments on this book or any other Green Ronin release. Now I'm just going to step aside and let you dive into the rest of the book. The City of Adventure awaits!

—Chris Pramas
Seattle, WA
January 1, 2002



- CHAPTER ONE -

A HISTORY OF FREEPORT

Cities do not spring up overnight. Every place is defined and shaped by its history—and it cannot escape the legacy that past events leave it. Before we delve into the secrets of the City of Adventure, a little history lesson is in order. Read on and learn of the violent events that have made Freeport possible.

THE EMPIRE OF THE SERPENTS

While the current city of Freeport is only a few hundred years old, the site of the metropolis has been inhabited for far longer. Some two thousand years ago, the area was part of a much larger island known as Valossa. Stretching a thousand miles south to north and eight hundred east to west, Valossa was the heart of the empire of the serpent people. These sorcerous reptiles ruled vast swaths of territory when humanity was young, and pioneered magic and science when the elves still hid in their woods.

Scholars today often refer to Valossa as an evil empire. While it is true that 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. For instance, although highly civilized, the Valossans had no concept of individual rights. If a high Batterer required one hundred living test subjects to use in magical experiments, his request was fulfilled as long as the experiments were judged to be of importance to the empire as a whole.

THE ROTTING

HEART OF THE EMPIRE

No matter the moral compass used to judge the serpent people. Their achievements cannot be denied. Valossa flourished for over a millennium and its influence spread even out into the planes. The empire resisted every outside threat, from barbarian incursions to infernal plagues to older planar invaders. In the end the true threat was internal.

The serpent people had long been worshippers of Yig, the great snake god. In the latter days of the empire, a cult dedicated to the worship of the Unspeakable One, a dread alien power, sprang up in the serpent people cities. Called the Brotherhood of the Yellow Sign, the cult spurned the worship of Yig and embraced the madness of the Unspeakable One. The leaders of the serpent people, arrogant and vain in their high towers,

allowed the cult to fester amongst the discontented. By the time the priests of Yig were roused to action, it was too late. The Brotherhood of the Yellow Sign enacted a ritual to summon their dark god and the Valossan Umpire was smashed for all time.

WRATH OF THE MAD GOD

No witnesses survived to tell of the Great Old One's appearance, but evidence of his destruction abounds. The mighty island of Valossa was rent asunder, and sea water rushed in to drown the serpent people by the millions. Those serpent people who survived were driven mad, losing their civilization and magic in one terrible moment. Over 90% of Valossa slipped beneath the waves, leaving only scattered islands as a testimony to the once-great empire.

The mad serpent people fled underground, where their degenerate descendants live to this day. A small number of sorcerers and priests of Yig survived the Unspeakable One's wrath with their sanity intact. These few retreated into the shadows as the elves and men created their own kingdoms and empires. As the centuries passed, few remembered the Valossan Empire or that serpent people had once been a civilized race.

THE RISE OF FREEPORT

The largest surviving bit of Valossa is an island chain known as The Serpent's Teeth. The name may be a distant echo of the Valossan Empire, though locals ascribe it to the shape of the islands themselves. The main island of the Serpent's Teeth, A'Val, has a natural harbor that is easily defended. As humanity took to the seas, roving captains quickly found A'Val. At first, it was just a place to rest get fresh water, and refit. Before long a village sprang up, and as the years passed this village turned into a town. It was able to survive by offering services to passing ships and providing refuge to those unwelcome elsewhere. The sailors took to calling it Freeport, and the name stuck.

A GORSAIR HAVEN

With its relatively isolated location and natural attributes, Freeport quickly became a magnet for pirates and ne'er do wells of all types. It didn't take long for buccaneers to take over the town, and Freeport became perhaps the most notorious pirate haven in the world.

What made Freeport work in the early days was a simple-pirate code. Do whatever you want on the high seas, but don't

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SIGURD'S FIRST MATE

Sigurd Trolldattir came to Freeporte from afar northern kind. It was said that she was so ugly that even wolves would not let her suckle at their teats. At the age of 14 she broke the neck of a boy who had been taunting her. Alas, the lad was the son of the heal jar! And so Sigurd was driven from her birthplace. She traveled alone for years on end, unwelcome even amongst the monsters of the wilds.

At last she boarded a ship to Freeporte. As fate would have it, this ship was stopped by pirates and looted thoroughly. Sigurd stood by while jewels were ripped from the throats of noblewomen and gold pried out the hands of dead merchants. When the pirate Captain came to Sigurd, she said, "You can take everything onboard, but you cannot take my treasure." The captain and his swabbies laughed at her, thinking her mad Sigurd smashed her head into his and the captain slumped to the deck. He awoke in his own cabin, tied to his bed.

"Woman, what have ye done?" he cried.

"You may call me captain," says she, "Your ship and your life are now mine."

The captain turned whiter than a yeti. "What do ye plan for me?"

In response Sigurd took off her clothes and smiled, exposing her pointy teeth. The captain shut his eyes. "I canna stand to look at ye," he shouted, "If ye have any mercy, make it quick."

The swabbies heard their captain howl all night long. None dared enter Trolldottir's cabin. Thus did Sigurd choose her first mate.

—Excerpted from *The Life of Captain Sigurd Trolldottir: A True History of Freeporte Pirates*
Captain Johannsen, Author
Black Sails, Publisher

go against your brothers in port. That meant no stealing, no killing, and no kidnapping. Duels did occur on occasion, but they were formal affairs done outside the walls. Most of the crew confined themselves to drunken brawls, and of them there were plenty. By and large, though, the peace in Freeport was kept.

This era is often referred to as the Golden Age in Freeport. Pirates ruled the waves decade after decade. Although individual captains and crews suffered setbacks, piracy as a whole flourished. This was a time of legendary deeds, when brave buccaneers seemed larger than life.

Tales of captains like Bedwyr the Black, Sigurd Trolldottir, and Three-hands Chan have passed into maritime mythology. They may never have been more than local folklore if not for the efforts of one man, though. Captain Johannsen was a second-rate pirate but a first-rate writer. After retiring from the high seas, he

penned an outlandish history of Freeport's finest buccaneers. Titled *A True History of Freeporte Pirates*, his volume more than anything established the romantic pirate in the public imagination. The book went through six printings in less than two years and gained Captain Johannsen more fame than his years at sea ever had.

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. Lone ships faced increasing threats from organized navies. Where once a single ship could hunt merchantmen with impunity, now that same ship was a fox to the hounds of the naval squadrons. As crew after crew was hunted down and neutralized, the pirates of Freeport knew they had to change their ways.

The men of Freeport realized that it would take a navy to right a navy, so the pirate captains decided to form a force of their own and then go raiding en masse. But who should lead this great raid? After much bickering, the pirates settled on two captains for the fleet. Captains Drac and Francisco were fierce rivals, and the assembled captains believed that anything the two could agree on would be a good decision. It was not an ideal situation, but the pirates had surprise and numbers on their side. The combined fleet went on a three-month raid that netted more money, valuables, foodstuffs, and booze than Freeport had ever seen. The Great Raid, as it was called, was a spectacular success, still remembered in the yearly celebration of Swagfest, and neither Drac nor Francisco was slow in claiming credit. Before long, each had declared himself a Sea Lord of Freeport.

WAR IN FREEPORT

The next ten years were tense ones in Freeport. The Great Raid set off a panic amongst the maritime nations. They spent huge amounts of money and resources building up larger navies, and the Sea Lords were forced to fight battle after battle against determined foes. Freeport itself was assaulted on three separate occasions, but its defenses proved too strong for the attacking ships.

This undeclared war had no clear victor. Freeport defended itself and inflicted several stinging defeats on its enemies, but attrition was high on both sides, in the end the conflict petered out as the warring navies ran out of ships and men to hurl into battle. After ten long years of fighting, there was a lull, during which each side licked its wounds.

During the war, adversity had kept the pirates united, but when the pressure eased, trouble was not slow in coming. The Sea Lords had long hated each other, and this proved to have deadly consequences. After a series of provocations, fighting broke out in Freeport for the first time in its history. The men of Drac and Francisco killed one another in the streets, shattering the pirate code that had bound Freeport together.

Neither Sea Lord gained an upper hand during the fighting. Before it could be resolved, word came of yet another fleet bound for the

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city. The pirates called a truce to defend the city and the fleet sailed out, united once again. Or so it seemed.

THE BIG SELLOUT

Captain Drac had realized that this was a war they could not win. The only chance for him and his men was to become a part of the system that was trying to destroy them. Drac entered secret negotiations with the nations set to destroy Freeport. He agreed to betray Francisco in exchange for a truce and recognition of Freeport as a sovereign city-state. The enemy leaders were only too happy to sign such an agreement, so they could end the ruinously expensive war.

With no knowledge of his comrade's duplicity, Captain Francisco led his fleet to the attack. Once he was engaged, the ships of Captain Drac simply sailed away. Caught exposed and without support, Francisco's fleet was surrounded and destroyed. In the meantime, Drac sailed back to Freeport to announce the new city-state and his new regime.

FREEPORT GOES LEGIT

Captain Drac quickly consolidated his power over the city. He declared himself the only Sea Lord of Freeport, and moved against his remaining enemies before they could organize against him. Some of the remaining pirate captains left Freeport rather than serve Drac. They blamed him for the ruination of the pirate code and for the betrayal of Francisco. The majority of the captains, however, seeing which way the salty wind was blowing, chose to remain in Freeport and ride out the storm.

As it turned out, Captain Drac's rule was considerably less bloody than anyone had believed remotely possible. Drac was not joking about going legit; he set up trade routes with former enemies, cracked down on rogue pirates, and organized a Captains' Council for the governance of the city. Drac's word was still law, but the Captains' Council was in charge of the day-to-day affairs of the city, and also advised Drac on matters of import.

Captain Drac ruled Freeport with a firm hand for the next thirty years. In that time he succeeded in turning a pirate haven into a trading hub of substantial importance. Freeport had always enjoyed a fortuitous position, and Drac was not slow in making the most of it. Merchants used Freeport as a base for trade with the distant islands and brave captains explored savage coasts. Gold, spices, and exotica flowed through Freeport and Drac made sure the city got its cut.

A QUESTION OF SUCCESSION

One question above all others haunted Drac throughout his reign. Could Freeport carry on after his death, or would civil war tear the city apart? Freeport meant money and money made people crazy. Drac knew he had to take steps to safeguard the city's future.

While Drac fancied himself a king, he resisted the urge to take the title. He knew that the people of Freeport would not submit to a king. It was too contrary to what they were. Similarly, he knew that he could not found a dynasty. The rough and ready men of the Captains' Council would not submit to Drac's son. The boy simply lacked the experience of the salty dogs of the council.

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CITIZENS OF FREEPORT AWAKEN!

Fellow citizens, can you not see that a tyrant has seized control of our beloved city? The so-called Sea Lord Drac claims he is doing what is best for our fair city, but the truth is plain to see. He says he brought us peace but he never mentions the price of that peace: the death of my father and hundreds of other stout hearts of Freeport. He says he brought us prosperity but all I see are continental swindlers taking coin from our purses. He says his Captains' Council gives a voice to the common man but that is the blackest lie of all. All true Freeport buccaneers know how it used to be. Every captain in port had a vote and that vote counted! Now Drac has hand picked six captains to make up his council. Six captains certain to do whatever Drac asks of them.

Have you had enough of the lies? Do you want to taste real freedom once again? If pirate blood runs in your veins, follow me to Libertyville! We will found a new town to continue our great traditions and all true sons and daughters of the waves are welcome. Down with Drac and up with Liberty!

Captain Jacque Francisco

So Captain Drac chose another old hand, Captain Cromey, to be his successor. He even set into law that the Sea Lord's successor had to be approved by the Captains' Council. He did this to ensure the survival of Freeport as an independent city-state. At the end of his life, he chose the interests of the city over his own glory and for this he is remembered as a great man in Freeport.

GROWTH AND CRISIS

The next hundred years were profitable ones for Freeport. The city continued to grow, which necessitated the building of a newer and larger city wall. Merchants opened trade routes to the east. Making Freeport even more important in the maritime world. When wars broke out on the continent, Freeport was largely able to stay out of them, although it did cement alliances with several 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 32 two years after Drac's death. The city which had almost doubled in size—was in danger. A war raged on the continent, disrupting trade and drawing away much of the city's navy. Freeport was in turmoil as food and other essential supplies became scarce. Angry riots were common. The Sea Lord Corliss, Cromey's successor, could barely keep order in the streets, even with the complete cooperation of the Captains' Council. An ambitious and popular councilor named Antonio Grossette saw this as an opportunity to increase the power and influence of the council.

Grossette proposed a plan to the Sea Lord to help him restore order. He asked for Corliss to declare martial law in the city. Since most of the military was off honoring treaties on the continent, private forces would have to be used. To keep peace on the streets, the size of the council would have to be temporarily increased to 12, Grossette argued. Each of the councilors would then be given an area of the city to control and to keep order in by means of their own forces. Once order was restored, martial law would be lifted and the council would return to its former size.

THE COST OF PUBLIC ORDER

At first Sea Lord Corliss resisted Grossette's arguments. He knew that the council would be a threat to his power if it grew too large. More important, endorsing private armies to roam the streets could become a problem itself if they were not watched carefully. But the situation in the city was worsening. (Many believe that Grossette and his fellow councilors intentionally allowed things to deteriorate to force the Sea Lord's hand.) In the end, Corliss finally agreed to Grossette's plan, but he insisted on personally choosing the men who would be added to the council.

Grossette's plan worked. Order was restored in the city within a few weeks. Food and supplies were rationed, and the forces of

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the council kept the peace. When the war ended six months later, the city was already on the road to recovering nicely. It was then that Grossette made his final gambit

GROSSETTE'S GAMBIT

Sea Lord Corliss wanted to restore the council to its former size, per the original agreement with Grossette. The councilors had other ideas. Grossette had convinced the councilors they did not have to give up their newfound power. Corliss was outraged and threatened to use the military to remove the councilors. The standoff was tense, and civil war seemed only a heartbeat away.

Into this impasse stepped Antonio Grossette. He offered Corliss a choice. He could wage a civil war to remove the councilors, or if he left them in power they would put their private military forces under the Sea Lord's control.

With his military tired from a bitter war on the continent, Corliss agreed to this compromise and enacted a law that henceforth the council would consist of 12 members. The councilors then surrendered control of their forces to the Sea Lord, and a new era in Freeport began. Grossette had increased the size of the council and at the same time diminished some of the Sea Lord's powers.

THE BACK ALLEY WAR

Once Freeport turned from pirate haven into city-state, changes in its population and make-up were quick in coming. The number of pirates decreased, while the number of merchants and tradesmen increased. Many of these now citizens brought their institutions with them. Primary among them were the guilds. These trade and craft groups were new to Freeport and the Captains' Council was initially suspicious of them. The council was won over in time, though, once they saw the benefits the guilds brought to the city.

There was never a problem with a guild until the reign of the fourth Sea Lord, Marquetta. The only woman to become Sea Lord, Marquetta had made her name as a privateer. She was known as a tough combatant but an honorable one. Her honor was to be sorely tested during the first years of her reign by a new force in Freeport: the Thieves' Guild.

NO HONOR AMONG THIEVES

Thieves were certainly nothing new to Freeport but in the early days the pirate code had kept crime within the city to a minimum. Larceny was practiced largely at sea. When a gang of continental thieves established a true guild in Freeport it was a new experience. The city had known gangs before, but not very organized ones. This group was experienced, professional, and ruthless. Inside of ten years they had gained complete control of Freeport's underworld.

At first the Captains' Council was unconcerned. The Thieves' Guild was paying off most of the councilors and the guildsmen kept their activities in the shadows. Soon after Marquetta's rise to power, she uncovered an operation run by the Thieves' Guild: They had established a slave ring in conjunction with a gang of orc pirates.



Sea Lord Marquetta attempted to deal with the problem diplomatically at first. She sent word through discrete channels that slavery was forbidden in Freeport and that the Guild had best cease its activities. They supposedly assented to the request but several months later Marquetta learned the slave ring was still quite active. In fact, its scope seemed to have expanded even further than before. Again Marquetta sent word to the Guild. This time the Guild openly defied Marquetta, almost daring her to take action. With the Captains' Council in their pocket, the Guild thought themselves immune to the Sea Lord's meddling.

They were quite wrong.

A WAR ON CRIME

Marquetta quickly began an undeclared war. Her guard began arresting known 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. Three councilors on their payroll were assassinated for their failure to stop Marquetta. Several attempts also were made on the Sea Lord's life, all of which she survived with the aid of her body guards.

The conflict, soon known as the Back Alley War, raged for three years. Marquetta proved herself an implacable foe. She attacked and attacked until she 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.

- CHAPTER ONE: A HISTORY OF FREEPORT -

A NEW DRAC FOR A NEW ERA

Fifty years ago a descendent of Captain Drac succeeded the outgoing Sea Lord. Captain Marten Drac is rumored to have used blackmail and assassination in his rise to power, and he most certainly used them to maintain his position once he had it, Marten ruled for only fourteen years, but the damage he did to the city was substantial. A series of duties and taxes fattened his coffers, but drove away many merchants. More ominously, he drove a new law through the Captains' Council that required the Sea Lord of Freeport to be a descendant of the original Captain Drac.

Marten's youngest brother, Anton, who became the next Sea Lord, saved the city from complete disaster. Captain Anton Drac proved to be cut from the same cloth as his illustrious ancestor and 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. He also provided limited military aid to several important nations, earning their thanks and their business.

Anton's one failing was that he did not abolish Marten's succession law. He was regularly urged to do so by the Captains* Council, but Anton could never quite bring himself to do it. When the councilors realized that Anton would not budge on the succession issue, they changed tactics. Since the reign of the original Drac, the Sea Lord had the power to nominate new members to the council. Although the council voted to confirm these nominees, they were never able to put up their own candidates. This was a power they desperately wanted and they put the question to Anton.



The Sea Lord was initially against the idea. He knew that this would further diminish the powers of his office. He also knew that the sting of Marten's hideous regime was still in everyone's mind, so he proposed a compromise solution. The council would gain the ability to nominate councilors. In return for this power, the Sea Lord would be allowed to cast two votes for his nominee and break all ties. To elect their own nominee, at least seven councilors would thus have to vote against the Sea Lord.

The councilors were not pleased with Anton's suggestion, and held out against it for many years. They kept hoping Anton would have a change of heart. Despite his enlightened rule, however, Anton considered Freeport to belong to his family. This was to prove to be his undoing.

DECADE OF DECEIT

Eleven 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 had made the announcement so preparations could be made throughout the winter. The unfortunate side effect of this was that it gave his enemies several months to plot a course of action. They used the time wisely, concocting an ambitious plan. In fact, it was so ambitious that rumors continue to circulate that they had outside help from the agents of governments who wanted Freeport to stay neutral.

The Captains' Council also decided to use the time granted them. They feared that Anton might die in this war and they would never gain the power to nominate new councilors. After years of impasse, the Captains' Council finally accepted Anton's offer and gained the power they craved. This has come to be known as "Anton's Gift." As matters transpired, the gift was given just in time.

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 death 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.

The assassin was cornered and killed before he could talk. The body was then stolen before priests could try to speak with the dead man. The assassin was dismissed as a lone renegade, and the magical nature of the attack was hushed up. The Captains' Council had more pressing business to attend to, after all: Who would succeed Anton?

- CHAPTER ONE: A HISTORY OF FREEPORT -

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 an action. In a matter of weeks, this unknown Drac has 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 to guarding merchantmen, and that was all. As war raged on the continent, Freeport stood neutral. The nations counting on Freeport's navy were gravely disappointed, and branded Milton a traitor. He was accused of being the puppet of foreign agents or a religious cult. Captain Milton ignored these accusations and continued his rule of Freeport with little opposition.

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 specially constructed to channel the energy of the Unspeakable One. The terrible power worshipped by the Brotherhood of the Yellow Sign. 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, it was foiled by a small group of heroes (see the Freeport Trilogy of adventures to play through these exciting events yourself). Milton Drac was slain and the Brotherhood thwarted. Heroism, it seems, was a match for the madness of the Unspeakable One.

THE CITY TODAY

Now Freeport has entered a new era. With Milton Drac dead, succession has once again become the burning issue of the day. The streets are alive with talk of what lies ahead. As of yet no new Sea Lord has taken power. In the new Freeport, anything is possible.

A FREEPORT TIMELINE

Time Before Present	Notable Events
2,000 years	The serpent man Empire of Valossa destroyed in cataclysm; Serpent's Teeth formed.
800 years	The future city of Freeport is founded on island of A'Val.
370 years	The Golden Age of Piracy begins.
200 years	Drac and Francisco lead the Great Raid.
190 years	Civil War in Freeport: Drac betrays Captain Francisco and becomes sole ruler of the city.
160 years	Drac dies and is succeeded by Captain Cromey.
128 years	Manipulated by Antonio Grossette. Sea Lord Corliss increases the Captains' Council to 12 members.
105 years	Marquetta becomes fourth Sea Lord and first woman to hold the post.
104 years	The Back Alley War begins.
101 years	Sea Lord Marquette wins the Back Alley War and the Thieves' Guild is wiped out.
50 years	Marten Drac becomes Sea Lord, nearly bankrupting Freeport; institutes Drac succession law.
36 years	Anton Drac succeeds Marten and repairs much of the damage. Crucially, he does not repeal succession law.
11 years	Anton Drac assassinated by unknown forces; Milton Drac becomes Sea Lord of Freeport.
10 years	Construction begins on Lighthouse of Drac.
This year	Lighthouse completed; Milton Drac killed; succession crisis begins.



- CHAPTER TWO -

THE SERPENT'S TEETH

Freeport does not exist in a vacuum. Life and death in the City of Adventure is defined in large part by its location. Perched on the shattered remains of ancient Valossa, the citizens of Freeport contend not only with each other for survival, but with the natural (and unnatural) hazards of life on the tips of the Serpent's Teeth.

SHARDS OF VALOSSA

The Serpent's Teeth are a small group of four islands located some distance off the coast of the mainland in your campaign world. The largest of these is known as A'Val, which—roughly translated from the ancient serpent person tongue—means "Home." The city of Freeport sits huddled around a natural harbor on the southwestern end of the island.

The island directly to the west is known as Windward, while the one to the east is Leeward. These are both so named due to their relative location to A'Val. The smallest island lays to the south, and it's known as T'Wik. This means "little one."

The four islands of the Serpent's Teeth have a lot in common, being grouped so closely together. However, each of them is a distinct place in and of itself. First, we'll cover the details about the region that apply to the islands as a whole, and then we'll move on to talking about each of them individually.

PLACING THE TEETH

Before describing the details of the islands and environs, a few notes on placing the Serpent's Teeth might be useful.

Legend has it that the islands are actually the teeth of the Lost Serpent God. According to the myth, the Serpent God was killed during the Battle of the Gods that brought the last world to an end and gave this new one a fresh start, its dismembered corpse was hurled across the newly made sea, its flesh creating new lands upon which the people would live.

In the Battle of the Gods, the Serpent God's fangs had been knocked loose, all four of them (two upper and two lower) falling in a clump not far from the rest of the fallen god's body. These were so large that they alone stuck straight out of the sea. Today, these form the Serpent's Teeth.

THE SERPENT WILL RETURN

The legend goes on to say that the Serpent God is in fact only sleeping. There will come a day at the twilight of the world in which the Serpent God will answer the clarion call to battle and meet with his mortal enemies once again. The loser of that battle shall have his corpse form the basis of the lands of the next world.

This never-ending cycle of birth and rebirth is said to have gone on since the beginning of time, it will continue on until the end of time.

Of course, few in Freeport are even aware of this apocalyptic prophecy. Among the priests in the city, a few believe they can predict when this doom will befall the world: few listen to them, and fewer still believe them.

The serpent people know that the legend is all bunk—at least the select few of them with the sanity to recall the truth about Valossa's downfall. The Serpent's Teeth are really just the remnants of the magnificent land of their ancestors, a realm now buried beneath the silt of the surrounding seabed.

WHERE ARE THE ISLANDS??

The islands are anywhere the GM wants them to be. As an independently developed region of the world, Freeport and the Serpent's Teeth are designed to be easily placed just about anywhere in your campaign world. That said, there are some few assumptions about the location of the islands that the GM should know about.

First, it is assumed that the islands are in fact, islands. This doesn't necessarily have to be the case. Freeport could easily be stuck in a landlocked area, but it would make a lot of the information on boats and pirates seem a bit strange. But it is up to the GM's tastes.

Second, it is assumed that the islands are somewhere off the coast of a major continent, in a large body of saltwater, likely an ocean. Freeport could, of course, be put in a smaller sea or even a freshwater lake with a minimum of trouble. Another possibility, suggested by a creative Freeport GM is to make Freeport and its environs into a demi-plane.

Third, it is assumed the weather is semi-tropical. Freeport could easily be placed in extreme northerly or southerly climes—in other words, colder latitudes—but then you might have to close the port down for up to several months out of the year.

THE WEATHER

The climate of the Serpent's Teeth area is almost perfect. The temperatures usually range from the 70° F in the heart of winter to 80° F in the dead of summer. Nighttime temperatures drop an average of about 10° F, although the warm trade winds blowing through the region always keep things balmy.

The real troubles for the area come not from the heat or the cold but the rain. As in most tropical areas, there is no real equivalent of the traditional four seasons. Instead, there are two: the dry season, and the hurricane season.

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The dry season begins during what would be the middle of fall and extends into what would be the middle of spring. During the dry season, there are still rains, but they tend to be gentle and easy. The weather is a bit cooler during this period of time, relatively speaking, but it's still pleasant.

STORMY WEATHER

The weather may be pleasant for a good part of the year, but the rest of the time sure makes up for it. Hurricane season lasts the other half of the year. During a standard hurricane season, up to ten major storms might lash the region. The chance of any single hurricane actually tearing through Freeport itself, much less the Serpent's Teeth is fairly small, but it happens from time to time.

The old-timers around the place always talk about how one storm or another ripped through so many years past. Just fifteen years back, Freeport got hit hard enough that the streets of Scurvytown were under three feet of water for more than a week, and waves smashed a good portion of the piers on the waterfront to waterlogged kindling. However, no storm has ever irreparably damaged Freeport. It's certainly a looming possibility every storm season—one that the sailors moving in and out of town are very conscious of -but so far the residents of the Serpent's Teeth have been lucky.

Superstitious people claim that the Clod of Storms does not wish to awaken the slumbering Serpent God. It's more likely, though, that the area has simply been fortunate thus far. Every hurricane season finds the places of worship in the Temple District packed with citizens and sailors praying that Freeport's luck holds out.

THE SEA

The sea around the Serpent's Teeth is generally pretty calm, with an occasional bit of rough surf. The barrier reef that surrounds a good portion of the area, with the notable exception of the western coast of Windward and the area leading into Freeport's harbor, provides a measure of protection from the wildness of the open sea,

The reef actually grew up around the nibble left over from the destruction of Valossa over 2,000 years ago. Underneath the living coral, there may still be bits and pieces of that ancient civilization just waiting to be discovered by some brave (and water-breathing) adventurers.

GETTING STARTED

The main barrier reef around itself may be static, but a shifting network of sandbars and smaller reefs also exists around the shores of the islands, making navigation problematic for inexperienced sailors. The currents swirling around the Serpent's Teeth keep these submerged hazards moving like the proverbial snakes that used to be so venerated in Valossa. The problem is bad enough around A'Val that a society of professional navigators does a brisk business in Freeport keeping ships from running aground. (More information on the Freeport Pilot's Guild can be found on page 103 in Chapter Four.)

NO MONSTERS BELOW

The sea near to Freeport is notoriously free of huge monster*, like kraken, willing to pull any unwary ships down into the briny deep. This is one of the reasons for the place's popularity over the centuries. For some reason, the monstrous beasts give the place a wide berth, preferring to stick to deeper waters, despite the steady supply of food offered by Freeport's status as a trade hub.

There are many theories about this. Perhaps over the years the creatures have learned that the ships entering Freeport are not to be trifled with, for historically, several tremendous battles between ships and monsters occurred within a day's sail of Freeport. In nearly every documented case, the creatures were killed or severely mauled, discouraging future attacks. It is reasonable to believe that surviving sea creatures sought more pleasant lairs.

Others argue that these creatures remember the might of the serpent people or they sense the old power that still lies beneath the waves. So they stay away from the Serpent's Teeth, lest they awaken that sleeping might.

Of course, the coral reef itself is a significant obstacle to any of the larger creatures anyhow. They could manage to get through the reef by following a ship in, but risk being trapped in shallow waters. Easy prey for hunters.

WATERY NEIGHBORS

Just because the bigger monsters tend to leave the Serpent's Teeth alone doesn't mean that there aren't creatures that live beneath the waves. In addition to the native sea life, there are several different intelligent, aquatic races that live nearby.

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THE FISH MEN

A nomadic tribe of locathah (fish men), for instance, can often be found hunting off the edge of the north reef during the dry season. Once the rains come, though, they seek less hazardous dimes. While in the area, the locathah are fairly aloof, preferring to be left alone, particularly by the surface dwellers.

THE SEA DEVILS

A small village of sahuagin (sea devils) is situated about a mile off the northwest coast of Windward. Every now and then, these creatures launch an attack against an ailing ship as it makes its way into port, but this is rare enough that Freeport's Captains' Council has yet to take any action on the matter. In any case, the sahuagin spend most of their energy squabbling with the local merfolk over choice fishing and hunting areas.

THE MERFOLK

The merfolk village sits just within the barrier reef, right to the southeast of Leeward. There, they work the schools of fish, taking the best of their catches for themselves and sometimes selling the rest in Freeport at the Seaside Market.

The merfolk have a chosen representative they collectively use to sell their goods and to purchase any items the villagers might feel they need from above. This position has changed hands many times over the years, but these days it's held by a young and beautiful merfolk couple known as Ichibando [male merfolk Exp6, hp30] and Maralei [female merfolk Exp6, hp26].

HAUNTED WATERS

All the malevolence of the seas around the Serpent's Teeth does not lie beneath the surface of the blue waters. Given the bloody history of the islands, it's somewhat surprising that only a single ghost ship sails the waters around Freeport: the flaming ship of Kothar the Accursed.

THE GRIMES OF CAPTAIN KOTHAR

Captain Kothar was a Freeport-based pirate active in the area over 100 years ago. His ship was called the *Wind of Hell*, and he and his crew were famous both for the savagery they showed their victims and the arrogance they showed their colleagues. After being insulted during a pirate conclave, Kothar and his crew attacked and pillaged the *Burning Tide*, the ship of the pirate captain that had affronted him. Kothar and his crew tried to ensure their treachery would never be discovered by killing everyone on board the vessel and setting it adrift, but a single surviving cabin boy implicated the *Wind of Hell* and her crew. Captain Kothar and his men were detained when next they sailed into port, tried and found guilty.

FIERY DEATH

Kothar's sentence was, as was always the case with pirate justice in those days, death. But it was a very special death that the Sea Lord decreed for Kothar. The pirate captain was securely tied to the mast of the ship he had attacked, and his crew bound and tossed in the hold. The *Burning Tide* was then piloted a few miles off the coast of the Serpent's Teeth. There the entire craft was soaked in pitch and set alight. Kothar and his cutthroats were left to burn to death.

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NEW TEMPLATE: FIRE SPECTRE

Fire spectres are undead creatures created when black-hearted villains are burned alive. Their hatred burns so strong that the fires transform them into supernatural terrors. Unless they are laid to rest, they roam the earth bringing fire and death to all that cross their path. Unlike many forms of undead, fire specters retain their intelligence and personality, though their painful deaths often drive them beyond sanity.

CREATING A FIRE SPECTRE

Fire spectre is a template that can be added to any corporeal giant, humanoid, or monstrous humanoid of evil alignment (hereafter referred to as the "base creature"). The creature must die by fire to be reborn as a fire spectre. Its type then changes to "undead." It otherwise uses all the base creature's statistics and abilities except as noted here.

Hit Dice: Increase to d12

SPECIAL ATTACKS:

Flaming Death (Su): Three times per day. A fire spectre can wreath its body in flame. This is equivalent to a fire shield spell (warm shield version) as cast by an 8th level sorcerer, except the damage is 1d6+1 for the fire spectre.

SPECIAL QUALITIES:

Fire Immunity (Ex): Fire is now part of its nature.

Skeletal Immunities (Ex): Like a skeleton, which it closely resembles, a fire spectre has cold immunity and takes only half-damage from piercing and slashing weapons.

Turn Resistance (Ex): A fire spectre has t-2 turn resistance (see MM).

Abilities: Same as the base creature, except the fire spectre has no Constitution score.

Skills: A fire spectre receives a +4 to Intimidate checks

Feats: A fire spectre gains Blind-Fight and Improved Initiative if it doesn't have them

Climate/Terrain: Any land and underground

Organization: Solitary, pair, gang (2-5) crew (6-20)

Challenge Rating: As base creature +1

Treasure: Standard

HAUNTED WATERS

KOTHAR THE CURSED

Male Fire Spectre Rog10: CR 11; Medium-sized undead; HD 10d12; hp 75; Init +7 (+3 Dex,+4 Improved Initiative); Spd 30 ft; AC 18 (+3 Dex, +5 +3 leather armor); Atk +12/+7 melee (1d6+5, +3 *unholy* cutlass) or +11/+6 ranged (1d4+3, +1 dagger); SA Flaming Death (1d6+10), sneak attack +5d6; SQ Crippling Strike, Evasion, Fire Immunity, Skeletal Immunities, Turn Resistance +2, Uncanny Dodge; AL CE; SV Fort +3, Ref +10, Will +8; Str 14, Dex 16, Con -, Int 14, Wis 17, Cha 15.

Skills and Feats: Appraise +5, Balance +10, Bluff +7, Climb +6, Disable Device +8, Disguise +6, Escape Artist +7, Forgery +8, Gather Information +7, Hide +8, Innuendo +10, Intimidate +16, Intuit Direction +8, Jump +8, Knowledge (local) +7, Listen +8, Move Silently +8, Profession (sailor) +11, Search +7, Sense Motive +8, Spot +8, Tumble +8, Use Magic device +8, Blind Fight, Improved Initiative, Iron Will, Leadership, Point Blank Shot, Press Ganger

Possessions: +3 *unholy* cutlass, +3 leather armor, 4 +1 daggers, *orb of storms*

SHIP OF THE DAMNED GREGMAN (17)

Male Fire Spectre Ftr2: CR 3; Medium-sized undead; HD 2d12; hp 13; Init +6 (+2 Dex,+4 Improved Initiative); Spd 30 ft; AC 16 (+2 Dex, +4 chain shirt); Atk +5 melee (1d6+2, cutlass) or +4 ranged (1d8, light crossbow); SA Flaming Death (1d6+2); SQ Fire Immunity, Skeletal Immunities, Turn Resistance +2; AL NE; SV Fort +3, Ref +2, Will +1; Str 15, Dex 14, Con -, Int 10, Wis 13, Cha 11.

Skills and Feats: Climb +3, Intimidate +7, Jump +3, Listen +4, Search +1, Spot +5, Swim +3, Alertness, Blind Fight, Dodge, Improved Initiative, Power Attack, Weapon Focus (cutlass).

Possessions: 3d6 bolts.

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among the timbers of the ship that they had murdered so many to possess. They say there was a huge party along the Freeport docks that night, with hundreds of pirates and landlubbers out to watch the death ship of "Kothar the Accursed" make its final voyage.

THE VENGEANCE OF KOTHAR THE ACCURSED

That should have been the end of Kothar and his crew— but it wasn't. It was just the beginning. A single month had gone by when a burning ship was spotted on the night horizon off the costs of A'Val. Since that day, the ship of Kothar the Accursed has appeared sporadically, a blackened sloop, its deck, sails and rigging ablaze, yet still bizarrely intact. Even in a dead calm, the *Winds of Hell* moves with sails full of the unholy gale it was named for. The appearance of the ship in die distance in considered a bad omen, and no one has encountered the burning ghost ship up close and lived to tell the tale. Fortunately, the ship keeps to the deep waters beyond the barrier reef.

Kothar the Accursed and his crew have returned as fire spectres (see the sidebar). As one might expect, Kothar is totally mad-completely unencumbered by anything even remotely resembling a rational thought. The spectre's only goal is the total annihilation of all he comes in contact with, but he reserves a special hatred for the pirates that sentenced him to death. Any ship (lying the colors of Freeport, or known buccaneer colors. can expect a "warm" reception from Kothar and company.

THE LANDS

The Serpent's Teeth arc basically the remnants of the volcanic rocks that once made up the much larger island of Valossa. The bits that still stand above the waves are the hardest kind of rock, mixed in with soil topsoil mostly composed of sand.

The shores of the Serpent's Teeth are generally wide and sandy beaches, although there are notable exceptions. The northern side of A'Val is composed of rocky cliffs that tumble straight into the sea. Also, Freeport Harbor has been built up enough over the years that the beach has been obliterated by the docks that hang out far into the waters.

The interiors of the islands of the Serpent's Teeth are largely undeveloped jungle, and the people of Freeport have left these wild, more from lack of ambition than from any sense of preserving the habitat. The jungle has been clear-cut around the edges of the city, though, leaving a swath 100 yards wide across which the people of Freeport can spot any trouble coming out of the undergrowth.

The region of the Serpent's Teeth is just over five miles across (oat the westernmost point of Windward to the easternmost side of Leeward. Similarly, it's about five miles from the northernmost tip of A'Val to the southernmost bit of Windward, which juts out just a bit lower than the lowest part of T'Wik. The airier reef stands roughly a mile off of the coasts of the islands.

Southern A'Val is regularly cleared of dangerous creatures during a triennial event known as the Great Hunt. The Captains' Council



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places a bounty on the head of any such beast found within this area and brought into town, preferably dead. The hunter who bags the most prey wins the Hunter's Cup, a great trophy that travels from winner to winner every three years.

Windward and Leeward are pretty much left alone by the residents of Freeport. T'Wik, on the other hand, was cleared of all dangerous creatures during the last few Great Hunts. It was during this time that Milton Drac—the former Sea Lord whose evil plans were put to an end in *Madness in Freeport*—expanded the scope of the hunt to include T'Wik so that it would be safe for him to begin the building of the Lighthouse of Drac, the massive building that came to be known as Milton's Folly.

A'VAL

The largest of the four islands of the Serpent's Teeth, A'Val is roughly shaped like a figure 8. The place is about four miles across from north to south. It's about two miles across at its widest point and barely a single mile at its narrowest.

The most prominent feature of A'Val is far and away the City of Freeport. This, of course, is what the bulk of this hook is concerned with, and we'll go into it in some detail in the following chapters.

THE BURROWERS BENEATH

The rest of the island has its own secrets as well. The entire place is riddled with labyrinthine tunnels that the serpent people have carved out of the rock over the years since the fall of Valossa.



There are also some naturally occurring caves on the coast that various pirates have used as hideouts and treasure troves. Black Dog's Caves (see *Madness in Freeport*) is an excellent example of this type of location.

The bottom half of the island is mostly like a giant sandbar covered by a wide swath of jungle. In contrast, the northern section is actually the top of an undersea mountain stabbing out of the water and high into the sky. The elevation at the top of this mountain—known as Mount A'Val—is just over 3,000 feet, making for a steep climb up from the shore.

Much of the northern half of A'Val doesn't actually have a shore. The sides of the mountain are like cliffs here, tumbling almost straight down into the water. Boats can anchor themselves off the point here, but there is no place to land a ship of any size. Even rowboats are hard-pressed to find a hospitable place to moor.

LEEWARD

The island of Leeward is the second largest of the four. It's three miles from top to bottom and about a mile and a half wide at its broadest point. The island has been the location of a couple of competing ports that have been put up in the Serpent's Teeth over the years. These have each been placed on the southeastern coast of the island, nestled into the natural harbor created by the curve of the land there. These rival ports never managed to last for more than a year or two at a time, for a variety of reasons.

LIBERTYVILLE

Jacque Francisco, the son of the Sea Lord that the first Drac betrayed, made the original attempt. The entire place was mysteriously burned to the ground within six months of its founding, and the younger Francisco disappeared in the conflagration. His body was never found, and the perpetrators of the arson were never caught. It seems clear that Drac himself was behind the destruction of what was then known as Libertyville, but since he pretty much had Freeport under his thumb at the time, there was no one to investigate the incident or to avenge the young Francisco's death.

In later years, others tried to found their own ports on the ashes of Libertyville, but each and every such settlement failed. Some of them met with the same fate as the original. Others were destroyed by invasions of monsters from the deep. This included a particularly nasty strike by a group of sahuagin warriors who had been attacked by a ship moored in Leeward's harbor. The sahuagin saw no difference between the crew of the ship that attacked them and the settlement as a whole. They attacked at night and from all sides. By dawn™ no one was left alive.

LIBERTYVILLE RE DUX

Today, there are few who venture over to Leeward, except perhaps to hunt or to get some distance, but not too much, between themselves and Freeport. Every now and then, someone talks about setting up another port atop the wreckage of the previous settle-

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ments. In fact, the current turmoil in the Captains' Council seems like the perfect time for such a plan to work. After all, if—as is often suggested—it was the Freeport government that was behind the failure of every rival port on Leeward to date, then setting up such a port while the government is in chaos might succeed.

One influential person from Drac's End—a woman by the name of Petra Fricke, the leader of the Guild of Craftsmen—has decided that the time is ripe for Freeport to have itself a rival. A staunch defender of the people of Freeport, Fricke is disgusted with the way the Captains' Council was manipulated by Milton Drac for over a decade. She figures that the only way to really break the stranglehold the apparently corrupt Council has over the city is to start up a separate operation on Leeward.

Even if the new Libertyville fails in the end, Fricke believes the competition will cause enough of a furor in Freeport to ease the costs of doing business there. In her cause, Fricke has the full support of the Guild of Craftsmen as well as several wealthy backers who prefer to remain anonymous. These investors fear the backlash that could result if their names were to get out. They are happy to contribute their gold to the cause in the hope that they could draw a good return from their investment, but they are reluctant to risk their good names in town.

So for, Libertyville is really just a dream in Fricke's head, but it's starting to come together. She's had an architect draw up plans, and members of the Guild of Craftsmen are already spending some of their spare time out on Leeward, cleaning up the island and preparing the site for the new buildings to come.

WINDWARD

The third-largest island of the Serpent's Teeth, Windward is only slightly smaller than Leeward. It is three miles long from north to south, and roughly a mile across.

Of all the islands, Windward is far and away the wildest. Much of this has to do with the gap in the barrier reef that provides the island no protection against the roaring surf that comes rolling in off the ocean. The western shore of the island is comprised of high cliffs that are interminably battered by the sea. There are some who say that the island will eventually give up the ghost and slide back under the sea, leaving A'Val defenseless against the waves.

The east coast of Windward, in stark contrast to the west, is actually made up of wide sandy beaches. This is a favorite spot for picnickers and tourists—or even sailors on leave—to come and enjoy the beaming sun and gentle waves. Being up current from Freeport means that the place is almost entirely pristine too.

A LOVELY VACATION SPOT?

An enterprising man by the name of Felix Oliver [male human Ftr3, hp 25] has set up a resort on one section of the beach. He has an inn and a tavern there—known collectively as Felix's—that let right out onto one of the best stretches of sand.

There's also a dock where smaller boats can be tied up—larger

ships would run aground on the long, shallow waters. Oliver has fenced off a portion of the beach and surrounded the waters up to 50 yards out with netting, keeping his paying customers safe from most attacks from below.

Oliver regularly has the area around his place inspected by adventurers for dangerous beasts, both in the water and the surrounding jungle. In exchange, he offers them a few days at the resort for free. He's looking for an individual or group to take on the security duties on a permanent basis though. He realizes that his business is predicated upon his customers feeling safe, and if he can't provide that for them, they may stop coming around.

Felix's is just down the beach from a similar operation that was destroyed over 50 years ago. Apparently the tourists back then had annoyed the sahuagin on the other side of the island. The subsequent attack turned into a massacre, leaving over a dozen visitors dead.

The Sea Lord back then contracted with the merfolk to retaliate. Unfortunately, this only exacerbated the ongoing feud between the two aquatic peoples, and a full-scale war between the two almost broke out over the incident. This was quelled, but the relations between the local merfolk and sahuagin have been truly strained ever since.

T'WIK

The island known as T'Wik—"the little one"—is by far the smallest of the four islands. It's only a mile long north to south, and no more than half that east to west at its widest point.

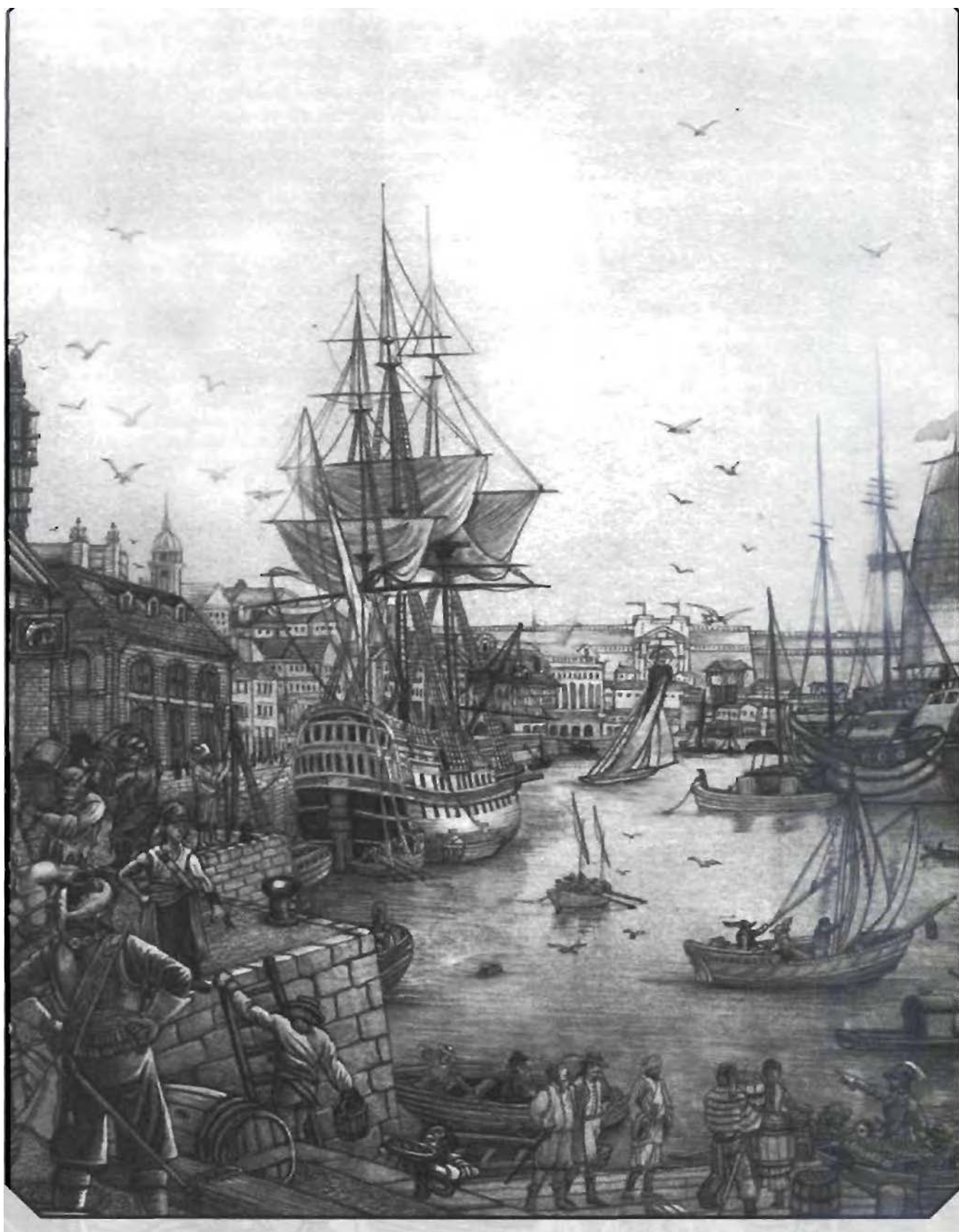
For generations, ever since Freeport was founded, T'Wik has stood as the gateway to the city. Almost all of the traffic into Freeport passes right by T'Wik, which is only about a half a mile south of the city, directly across from the harbor.

T'Wik has been the site of a number of signal lights for ships trying to navigate into Freeport harbor. The first of these was merely a bonfire raised on the tiny island's highest point, an outcropping of rock at the top of a gentle slope up from the rocky shore. In later years small shelters were built for the fire, and finally a lighthouse, just down from the spot of the original bonfires.

MILTON'S FOLLY

In recent times, the island has been a hotbed of controversy. Milton Drac, the recently deceased Sea Lord (see *Madness in Freeport*), had attempted to erect a 200-foot-tall building on the very spot where the original bonfires were lit, purportedly to honor the original Sealord Drac, as mentioned in **Chapter One**, "Milton's Folly" was part of a sinister plan to spread madness throughout the world. In the aftermath of the lighthouse's unveiling, it has actually become operational. Now its powerful lamp helps guide ships into Freeport Harbor and it has already become known as a marvel of the world. Milton Drac, despite his best efforts, may have given Freeport a true gift after all.

- CHAPTER THREE: THE CITY OF FREEPORT -



~ CHAPTER THREE ~

THE CITY OF FREEPORT

Freeport is a city bursting at the seams. It's full of thousands of people—a number almost literally uncountable by the means at the Captains' Council's disposal, especially considering the number of people that enter and exit the busy port on a daily basis. PCs arriving in town become part of the throng that pulses through the streets of the city like blood through the veins of some sleeping giant. They'll find that life in the city can be challenging, frustrating, and dangerous—but it is certainly never boring.

THE CITY LAYOUT

One thing about Freeport that can be frustrating to visitors to the city is that not all of the streets have names. As some of the so-called "streets" are little more than alleyways between buildings smashed closely together, this makes some sense.

The main streets are, in fact, named, but they're not always clearly labeled. Anyone who lives on a street can tell you the name of it, as can most longtime residents of the city, but if you're just wandering around on your own, you're likely going to have a hard time of it.

The only real exceptions to this rule are the streets upon which the wealthy or the powerful dwell. Wave Avenue, for example, which runs through the swankiest part of the Merchant District, by far the best-off section of town—is clearly labeled up and down its entire length. Wouldn't want the rich folks getting lost now, would we?

Once you've been in town for a while, though, you get the hang of it quickly enough. Instead of talking about street names, the majority of the times, Freeporters refer to various landmarks. For instance, "It's three blocks past the Temple of the Pirate God, then right for two more blocks. It's up on your left. You can't miss it"

THE DISTRICTS

Freeport is clearly broken down into eight different districts, each of which has its own character. These are described in depth in **Chapter Four: A Freeport Gazetteer**, but they deserve a quick overview here.

THE DOCKS

This is the first part of the city that most people see, starting with the numerous wharves at which their ships can dock. One of the roughest parts of town, the Docks are mostly filled with the kinds of taverns and inns of the type that would give your mother a heart attack were she to hear you might be frequenting them.

DRAC'S END

This is the most poverty-stricken part of town. People here try to scrape out an honest living, far from the chaos of the waterfront districts, but it's not always an easy thing to do in a city like Freeport.

Drac's End is so named because the original Drac had once envisioned carving much deeper into the surrounding jungle, but it was here that his ex-pirate workers were stopped dead in their tracks—sometimes literally—by the creatures then living in the jungle. Drac's plans for expansion came to an end here, and thus the name.

THE EASTERN DISTRICT

The Eastern District is the home of Freeport's middle class. The residents here have clawed their way out of Scurvytown or Drac's End, but haven't quite made it to the luxury of the Merchant District. The Eastern District is the unofficial fief of crime lord Finn.

THE MERCHANT DISTRICT

This is where the wealthiest people in Freeport live and sometimes even work. The shops here cater only to the highest class of customer, and the streets are lined with well-maintained stones and trimmed with handsome lights and well-kept greenery. Wave Avenue, the top address in town, runs right through the center of the district, like the spine that holds the city's economy together. It's said that more deals are done on Wave Street than in the entirety of the Eastern District.

THE OLD CITY

This is where it all began under the original Sea Lord Drac. The massive wall that surrounded the city in its earliest days still stands, although Freeport has long since sprawled far outside those confines. While the five gates that control traffic in and out of the Old City are still in working order, ready to be slammed shut and barricaded against riot or invasion, they haven't been used in years.

In places, the old brickwork in this district is falling down, but this is still the seat of rule in the city. The Courts are here, as well as the Sea Lord's Palace.

SCURVYTOWN

This is far and away the meanest part of town. The area is filled with flophouses, weapon shops, and taverns catering to the lowest class of clientele. Crime runs rampant here, and the Sea Lord's Guard has only recently attempted to check the criminals' worst excesses.

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THE TEMPLE DISTRICT

Sailors founded Freeport and people who live on the sea have always been a superstitious lot. No matter the year or season, the people of Freeport have a lot to pray about. When you're facing down a hurricane sweeping through the area or far from home fighting a kraken that's taken a liking to your ship, after all, it's clear that your fate is in the hands of the gods.

There is no official religion in Freeport, although the Pirate God has far more worshippers here than in any other place in the world. Other deities are well represented, too, corresponding with the great diversity of peoples strolling the streets of town.

THE WAREHOUSE DISTRICT

As the center of trade for the entire region, Freeport needs to have a place for the easy storage of goods of all kinds. Unlike the wharves down in the Docks or Scurvytown, the piers of the Warehouse District are all well guarded and in good shape. The business done here involves serious money, and the docking fees are commensurately higher to cover the cost of the increased security.

It's no coincidence that this area borders directly on the Merchant District. The powerful and wealthy prefer not to have to walk far to keep watch over their goods.

SOCIETY

Freeport is about as varied and diverse a society as you're ever going to run across. Although certainly to metropolis, the city has a population that tops ten thousand, and it features people of all of the major humanoid races and quite a few of the others

Unlike in other cities, there are no real ghettos arranged along the lines of race. In Freeport, gold is king, and how much you have of it determines both your address and the amount of respect with which you can expect to be treated. In that sense, Freeport is an amazingly capitalistic society, something which may seem extremely refreshing in many campaign worlds. That said, there is definitely a class structure at work in Freeport

Those with money—particularly old money—are at the top. These are the people who chart the destiny of Freeport. Traditionally, these were wealthy ship's captains, but these days well-heeled people of any calling can fall into this class. These are the people nominated to serve on the Captains' Council and who may even aspire to one day become the Sea Lord, especially now that it seems that the bloodline of Drac has finally—and most spectacularly—died out.

Directly below the wealthy are the servants of the gods. The priests and acolytes who tend to the temples may not hold much political sway in the city, but they are respected by all whose paths they cross. Some of these holy folk have taken vows of poverty, severely curtailing their individual means, but as a whole the churches are wealthy and have plenty of influence over the city's happenings.

Next in line is the struggling middle class. This is filled with people who have clawed and scratched their way out of the gutter hut haven't quite made it onto wave Avenue.

Many ship's captains are included in this class, as are most of the minor merchants and shopkeepers in town. These are usually ambitious people who dream of more for themselves and their families and are willing to work hard to get it. There are a few who have fallen from greater heights, but they too are most often looking to return to their once-favored status.

Below all of this are the working poor. This includes most of the sailors who live in Scurvytown or even just below decks on their ships. These are the people who never seem to be able to get ahead no matter what they do. Many have actually given up hope of such a thing ever happening, short of being struck by sudden fortune.

The classic example is the sailor who works like a dog at sea for weeks or even months on end, then when he finally makes shore and collects his earnings, he spends every last copper on ale and whores. By the time the ship is ready to pull out again, he's flat broke.

This is a longstanding tradition among sailors, many of whom don't expect to survive their next voyage. The mortality rate among sailors is almost as high as it is among adventurers, and so the entire culture of Freeport has been infused with a "live for today" attitude that pervades from the lowest to the highest levels.

THE CITY AND THIS BOOK

We can't possibly cover the details about each individual in Freeport in the space of this book. Most people's tales could fill a set of books this size all by themselves. As it is, we're going to do our best to hit the highlights and let you fill in the rest.

This has two direct benefits.

First, it leaves us room for expansion in future hooks about Freeport. After all, you never know when we're going to come up with something truly cool for the city, and we'd like to have the space to slip it someplace where it seems natural.

Second, it gives you those same options. If you've been running your campaign in Freeport—there have been four adventures set in this city already, after all—then you've probably already developed a number of characters and places with which your heroes have interacted. Now that you have this book in your hands, it's not like those places suddenly disappear to be replaced by a whole new set of NPCs and locations, right?

The places that are described in this book do have locations that they're supposed to be in, but it's a simple matter to bump them across the street or next door if they conflict with anything that you've developed on your own. This way, you can have your cake and eat it too.

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GOVERNMENT

Freeport is governed by the Sea Lord and the Captains' Council in what is purportedly a meritocracy, although in practice it's mostly about popularity and money,

The original Sea Lord Drac named a council of his fellow captains to advise him on matters of governing the city. This prudent slurring of power he I pal to consolidate Drac's control over the city by lining up the most influential people in the city behind him.

Today, law dictates a council is made up of twelve members who will advise the Sea Lord in all matters. The Sea Lord is the one who actually makes up and implements Freeport's laws, but he must acquire the council's approval in four vital areas before proceeding: declaring war, entering into treaties with foreign powers, allocating city funds, and levying taxes.

These last two are the ones that come up most often and which supply the greatest amount of tension on the council and between the council and the Sea Lord. Since the members of the Captains' Council are usually the citizens who end up paying the most in taxes, they often feel strongly about incurring any new ones and about what's done with the money that is raised. This is one reason why the streets in the Merchant District—where the vast majority of the councilors live— are well cared for while those in Scurvytown are failing to pieces.

The Sea Lord sits on the council as well, voting right alongside the councilors in all matters. His votes count double, though. Additionally, he is the one who

breaks all ties, giving him a grant deal of power on the council. Essentially, the Sea Lord needs to have only five of the councilors vote with hint consistently for him to be able to rule the roost.

BECOMING A COUNCILOR

Nowadays, the Sea Lord and the Captains' Council can both nominate new members, and the council itself must approve the nomination with a vote. As usual the Sea Lord's vote counts double and breaks all ties.

Positions on the Captains' Council are theoretically for life. The only exception to this is the Privateer Seat. This special position was created to ensure that there would always be an actual ship's captain on the council and also to give a voice to the privateers of Freeport, who spend much of the year at sea. Only working captains—(hose who regularly sail their own ships—are permitted to hold this position, which lasts for a term of three years, after which the captain cannot serve in that position again for at least another three years. During this time, the captain is required to remain in Freeport to sit on the council, effectively removing him from his ship. Traditionally, those in the Privateer Seat turn over the day-to-day operations of their ship to their first mate until they can return to their duties.

There are only a few ways that a councilor can leave the council other than feet first. They can resign if they like, although this is rare. It's usually done for reasons of poor health, but most councilors enjoy the power and hang on until the bitter end—unless they can arrange for a protégé to be nominated to take their spot.

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Councilors can also be impeached and removed from the council, but only for the most heinous offenses. Bribery,

nepotism and extortion are all considered part life in Freeport. To rise to the level of an impeachable offense, the crime needs to include either murder or outright treason. Any member of the Captains' Council can call for impeachment and it must be approved by a two-thirds majority. Only two councilors have ever been impeached,

If a councilor is found murdered, the spot can be claimed by a member of his direct family. This can be done without the approval of the Sea Lord or the council, but the family must agree on its nominee.

Freeport is not a democracy, but the Captains' Council has traditionally recognized the value of having the populace feel like it has a voice of some sort in the city's destiny. For this reason, many of the past nominees to the council have been people who hold sway over some faction of the people or who are held to be widely popular among the citizenry.

TURMOIL IN THE COUNCIL

In contrast with the other seats on the council, the position of the Sea Lord is unassailable by any legal means. The only way that a Sea Lord has ever left his position is on his way to his grave. Most of the time, the Sea Lord has died in his own bed, having clearly named a successor before shuffling off this mortal coil.

Currently the Sea Lord's position is open, the most recent occupant having turned up dead, along with two other councilors. {See *Madness in Freeport* for all the gory details. Unfortunately, he did so without leaving behind a clear successor or a single heir.



The current laws on the books state that the Sea Lord must be chosen from the descendants of the original Captain Drac, but the fact that the direct bloodline has recently terminated has made this point open for debate. In response, just about every member of the Captains' Council is jockeying for position, hoping to be named the next Sea Lord. Additionally, there was already an open spot on the council waiting to be filled, and the term of the Privateer Seat is due to expire soon,

In essence, the city was short three councilors and a Sea Lord in the aftermath of Milton's demise. This created a power vacuum the likes of which Freeport hadn't seen since the original Drac betrayed Francisco for sole control of the city. The impending turnover of the Privateer Seat only made it worse.

People claiming to be distant relatives of the original Drac started coming out of the woodwork, hoping to be named the new Sea Lord. Many of these avowed descendants of Drac have turned out to be false, of course, but each claim must be investigated properly, and this takes time.

Some members of the council are in favor of throwing out the law of succession entirely and simply choosing a new Sea Lord from their own ranks. This idea, of course, is most popular among those who believe they have a shot at sleeping in the Sea Lord's Palace. Those who don't have a realistic shot at resting their heads in such a bed are insisting that the law be followed instead.

THE COUNCIL TODAY

The remaining councilors are each struggling with the others for power. Coalitions among them are constantly being formed and broken, seemingly overnight. At the moment it's anyone's guess as to what's going to happen and the entire city seems to be holding its breath, waiting to find out. Here's a brief summary of the remaining councilors and where they stand in the conflict

ARIAS SODERHEIM

This half-elven shipping magnate has been on the council for 24 years. He aspires to become the first nonhuman Sea Lord, a feat that would seal power in his hands for centuries due to his natural longevity. He was allied with Milton Drac.

CAPTAIN GARTH DARELLION

This sharp-dressed human is captain of the Christina. He would like to be the Sea Lord, and he conceitedly feels that there are no better choices. His fellow councilors, though, know that this man hasn't the depth to do more than drive the city straight into the ground. He was allied with Milton Drac and is likely to back Soderheim's bid for power.

LADY ELISE GROSSETTE

This older woman is the clear favorite to become the next Sea Lord—in fact, only the second Sea Lady that Freeport has ever seen. An expert politician from a long-influential family, she led the opposition on the council to Milton Drac's regime. She is fighting to get the other councilors to overturn the law of succession so that she can finalize her bid for power and start moving into the palace.

- CHAPTER THREE: THE CITY OF FREEPORT -

THE CAPTAINS' COUNCIL

DIRWIN "NIMBLEFINGERS" ARNIG

Male gnome Expert Gemcutter 10: CR9; Small-sized Humanoid; HD 10d6; hp 50; Init +4 (+4 Dex); Speed 20 ft; AC 15 (+4 Dex), +1 size); Atk +8/+3 melee (1d4, masterwork dagger); AL NG; SV Fort +7, Ref +9, Will +11; Str 10, Dex 18, Con 14, Int 13, Wis 15, Cha 15.

Skills: Appraise +11, Bluff +7, Craft (gemcutting) +17, Diplomacy +12, Gather Information +9, Innuendo +7, Knowledge (history) +5, Perform +10, read Lips +4, Sense Motive +7; Dodge, Endurance, Great Fortitude, Skill Focus (craft).

Possessions: +2 *cloak of resistance*, *ring of mind shielding*, masterwork dagger.

LÍAM BLACKHAMMER

Male human Expert Blacksmith 9: CR8; Medium-sized Humanoid; HD 9d6+18; hp 56; Init -2 (-2 Dex); Speed 30 ft; AC 10 (-2 Dex, +2 masterwork leather); Atk +10/+5 melee (1d8+3, masterwork warhammer); AL NG; SV Fort +7, Ref +1, Will +8; Str 16, Dex 6, Con 15, Int 13, Wis 15, Cha 15.

Skills: Alchemy +6, Appraise +7, Craft (blacksmithing) +14, Diplomacy +8, Gather Information +10, Intimidate +7, Sense Motive +11, Endurance, Great Fortitude, Martial Weapon Proficiency (warhammer), Skill Focus (craft), Armor proficiency (medium).

Possessions: Masterwork leather armor, ornamental chainmail (+3 AC) for special occasions, masterwork tools, masterwork warhammer.

CAPTAIN XAVIER GORDON

Male human Expert Sea Captain 6: CR5; Medium-sized humanoid; HD 6d6+12; hp 38; Init +7 (+3 Dex, +4 improved initiative); Speed 30 ft; AC 16 (+3Dex, +1 leather armor); Atk +8 melee (1d6+3, +1 scimitar of speed); +7 ranged (1d8, light crossbow); AL CG; SV Fort +3, Ref +4, Will +5; Str 14, Dex 17, Con 14, Int 16, Wis 12, Cha 11.

Skills: Balance +4, Bluff +3, Climb +5, Diplomacy +5, Gather Information +10, Intuit Direction +5, Knowledge (geography) +4, Knowledge (sea lore) +5, Profession (sailor) +12, Sense Motive +4, Spot +4, improved Initiative, Skill Focus (gather information), Skill Focus (profession), Weapon Focus (scimitar).

Possessions: +1 leather armor, +1 *scimitar of speed*, light crossbow.

LADY ELISE GROSSETTE

Female human Arit11: CR10; Medium-sized humanoid; HD 11d8; hp 65; Init +0; Spd 30 ft; AC 10; Atk +7/+2 melee (1d4+1, dagger); AL LG; SV Fort +3, Ref +3, Will +11; Str 9, Dex 11, Con 10, Int 13, Wis 14, Cha 18.

Skills: Bluff +10, Diplomacy +21, Gather Information +21, Innuendo +10, Knowledge (nobility) +6; Listen +9, Read Lips +8, Sense Motive +13, Spot +7, Swim +0; Alertness, Iron Will, Skill Focus (diplomacy), Skill Focus (gather information), Skill Focus (sense motive).

Possessions: *Scarab of protection*, pearl necklace (1000 gp), concealed dagger.

SISTER GWENDOLYN

Female human Clr8: CR8; Medium-sized humanoid; HD 8d8+8; hp 51; Init +1 (+1 Dex); Spd 30 ft; AC 17 (+1 Dex, +6 +1 breastplate of blinding); Atk +8/+3 melee (1d6+2, +2 light mace), +7/+2 ranged (1d8, light crossbow); AL NG; SV Fort +7, Ref +5, Will +10; Str 10, Dex 13, Con 12, Int 12, Wis 18, Cha 18.

Skills: Bluff +8, Concentration +3, Diplomacy +11, innuendo +8, Knowledge (religion) +4, Scribe +2, Sense motive +8, Spellcraft +4; Extra Turning, Lightning Reflexes, Weapon Focus (light mace).

Spells prepared (6/6/5/5/4): 0 - *create water*, *cure minor wounds*, *detect magic*, *light*, *purify food and magic virtue*; 1- *bless water*, *endure elements*, *entropic shield**, *obscuring mist**, *sanctuary*, *shield of faith*; 2 - *aid*, *consecrate*, *delay poison*, *fog cloud**, *zone of truth*; 3 - *continual flame*, *create food and water*, *cure serious wounds*, *water breathing**, *water walk*; 4 - *control water **, *cure critical wounds*, *death ward*, *tongues*.

(*Domain spell.)

Domains: Luck and Water

Possessions: +1 *breastplate of blinding*, +2 light mace, *gem of brightness*, light crossbow.

CAPTAIN MARCUS ROBERTS

Male human Rog: CR 9; Medium-sized humanoid; HD 9d6+9; hp 47; Init +3 (+3 Dex); Spd 30 ft; AC 18 (+3 Dex, +5 amulet of natural armor); Atk +8/+3 melee (1d6+2, short sword of subtlety); +9/+4 ranged; SA Sneak attack +5d6; SQ Evasion, traps, uncanny dodge; AL CG; SV Fort +4, ref +9, Will +5; Str 12, Dex 16, Con 13, Int 16, Wis 14, Cha 16.

Skills and Feats: Bluff +14, Decipher Script +13, Diplomacy +11, Disguise +11, Escape artist +14, Forgery +14, Gather Information +15, Innuendo +12, Listen +11, Move Silently +13, Open Locks +8, Read Lips +8, Search +9, Sense Motive +12, Spot +9, Swim +4, Use Magic Device +8; Dodge, Expertise, Mobility, Spring Attack, Whirlwind Attack.

Possessions: +5 *amulet of natural armor*, *sword of subtlety*, *battle scrimshaw relic*

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THE CAPTAINS' COUNCIL (CONTINUED)

ARIAS SODERHEIM

Male half-elf merchant Brd10: CR10; Medium-sized Humanoid; HD 10d6; hp 50; Init +8 (+4 Dex, +4 Improved Initiative); Speed 30 ft; AC 18 (+4 Dex, +2 leather armor, +2 ring of protection); Atk +13/+8 melee (1d6+2, rapier of puncturing), +11/+6 ranged (1d4, throwing dagger); SQ Bardic music, bardic knowledge; AL LN; SV Fort +3, Ref +11, Will +8; Str 10, Dex 18, Con 11, Int 11, Wis 18, Cha 12,

Skills: Appraise +7, Bluff +9, Concentration +4, Decipher Script +7, Diplomacy +14, Disguise +7, Escape Artist +7, Gather Information +7, Innuendo +5, Jump +4, Listen +8, Move Silently +7, Perform +14, Profession (sailor) +6, Search +9, Swim +3, Tumble +6, Use magic Device +6, Use Rope +6; Alertness, Combat Casting, Improved Initiative, Weapon Finesse (rapier).

Spells Prepared (6/4/4/4/2): 0 - *dancing lights, daze, detect magic, ghost sound, prestidigitation, read magic*; 1 - *charm person, hypnotism, mage armor, sleep*; 2 - *detect thoughts, enthrall, misdirection, suggestion*; 3 - *charm monster, dispel magic, emotion, lesser geas*; 4 - *dominate person, modify memory*,

Possessions: +2 ring of protection, rapier of puncturing, bos'ns' whistle of piping, dagger.

CAPTAIN HECTOR TORIAN

Male human Rog8: CR8; Medium-sized humanoid; HD 8d6; hp36; Init +7(+3 Dex, +4 Improved Initiative); Spd 30 ft; AC 13 (+3 Dex, +5 +3 leather armor of tumbling); Atk +7/+2 melee (1d6+1, +1 cutlass); +10+5 ranged (1d4, masterwork dagger); SA Sneak attack +4d6; SQ Evasion, traps, uncanny dodge; AL Cg; SV Fort +2, Ref +9, Will 3; Str 11, Dex 16, Con 10, Int 13, Wis 12, Cha 15,

Skills and Feats: Balance +9, Bluff +9, Climb +6, Diplomacy +12, Gather Information +12, Innuendo +7, Intuit Direction +9, Listen +9, Profession (Sailor) +11, Search+5, Sense Motive +8, Spot +10, Swim +9; Tumble +10, Use Rope +9; Alertness, Dodge, Expertise, Improved Initiative.

Possessions: +3 leather armor of tumbling, +1 cutlass, 4 masterwork daggers.

CAPTAIN GARTH DARELLION

Male human Rog4/Ftr4: CR8; Medium-sized Humanoid; HD 4d6/4d 10; hp 42; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft; AC 19 (+3 Dex, +6 +2 glamered chain shirt); Atk +9 melee (1d6+2, +2 saber*), +10 ranged (1d4, throwing dagger); SA Sneak attack +2d6; SQ Evasion, traps, uncanny dodge; AL LN; SV Fort +5, Ref +8, Will +4; Str 14, Dex 17, Con 11, Int 11, Wis 10, Cha 16.

**use scimitar stats*

Skills and Feats: Balance +6, Bluff +8, Climb +3, Diplomacy +10 Gather Information +8, Handle Animal +5, Innuendo +5, jump +8, Knowledge (nobility) +4, Knowledge (sea lore) +4, Listen +7, Profession (sailor) +5, sense Motive +5, Swim +5, Use Rope +8; Alertness, Blind Fight, Combat Reflexes, Improved Initiative, Iron Will, leadership, Quick Draw.

Possessions: +2 glamered chain shirt, +2 saber, amulet of proof against detection and location, dagger.

MARILISE MAEORGAN

Female human Ari5: CR4; Medium-sized humanoid; HD 5d8+5; hp29; Init +3 (+3 Dex), Spd 30 ft; AC 13 (+3Dex); Atk +6 (1d4+7, +1 adamantite dagger); +6 ranged (1d4+7, +1 adamantite dagger); AL NE; SV Fort +2, Ref +4, Will +6; Str 11, Dex 16, Con 13, Int 16, Wis 15, Cha 17.

Skills and Feats: Bluff +13, Diplomacy +10, Forgery +8, Gather Information +10, Innuendo +7, Intimidate +10, Listen +9, Ride +8, Sense Motive +7, Spot +10, Swim +8; Alertness, Skill Focus (bluff), Weapon Finesse (dagger).

Possessions: +1 adamantite dagger, *circlet of persuasion*.

BUSTER WALLAGE

Male human Expert Sea Captain 4: CR3; Medium-sized humanoid; HD 4d6+8; hp 26; Init +4(+4 Improved Initiative); Spd 30 ft; AC 15 (+5 chain mail); Atk +6 melee (1d6+2, masterwork scimitar); +3 ranged (1d8, light crossbow); AL NG; SV Fort +3, Ref +1, Will +6; Str 14, Dex 11, Con 14, Int 11, Wis 15, Cha 16.

Skills and Feats: Balance +5, Bluff +8, Climb +5, Diplomacy +5, Gather Information +7, Intuit Direction +7, Knowledge (geography) +4, Profession (sailor) +7, Sense Motive +5, Spot +6, Swim +4; Improved Initiative, Iron Will.

Possessions: *Potion of cure light wounds*, masterwork scimitar, light crossbow, 20 bolts.

CAPTAIN HECTOR TORIAN

Captain of the Silver Ghost, Torian is a good-hearted, boisterous fellow, popular with his fellow sea dogs. He was allied with Milton Drac, but he distrusts Soderheim's intentions. He has no real aspirations to be the Sea Lord, despite the fact that he may be the best choice. Instead, Torian is pushing strongly for finding a new Sea Lord from the ranks of those claiming to be Drac's kin.

DIRWIN "NIMBLEFINGERS" ARNIG

This wizened gnome, head of the Jewelers and Gemcutters Guild (see page 71 in **Chapter Four**), has been on the council for longer than anyone else: 50 years. Arnig is a stickler for guidelines, tradition and protocol, and finds himself pushing for a search for an heir of Drac's line to rule the city, despite his belief that Lady Elise would do a better job than any of the potential candidates.

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CAPTAIN XAVIER GORDON

Captain of the Bloody Sea, Gordon holds the privateer's seat on the council. He knows that his term is coming to an end soon, so he's pushing for someone to be named Sea Lord quickly, before he technically has to leave. He's suggested that he should remain in his seat until a Sea Lord is put in place, but those allied against Lady Elise—whom Gordon supports—are against this.

SISTER GWENDOLYN

This attractive human priestess of the God of the Sea inherited her position from the Sea God's representative before her. A cleric of the Sea God has sat on every Captains' Council almost since its beginning, as a sign of respect to the deity whose whims control so much of Freeport's fate. Sister Gwendolyn has no aspirations to become the Sea Lord (or Lady) herself. Instead, she is backing Lady Elise's play for power.

LIAM BLACKHAMMER

This middle-aged human blacksmith has been on the council for 14 years, and he's been a staunch supporter of Lady Elise the entire time. He would be the choice of most citizens to become the new Sea Lord, as it's clear that of all the councilors Blackhammer cares for Freeport's people the most. He is wise enough, however, to recognize his lack of political savvy, so he has thrown his support behind Lady Elise.

CAPTAIN MARCUS ROBERTS

The human captain of the Black Dragon is essentially the face of Freeport to the world. He believes he would be a fine choice for Sea Lord, although he realistically knows that he does not have the support. Still Captain Roberts heads a network of Freeporter spies, and he knows enough about the various members of the council to blackmail many of them into voting for him. While he decides how much pressure he wants to put on the others, he is pushing for a full investigation into the numerous claimants to Drac's position, an investigation of which he is in charge.

HEIRS APPARENT

In essence there are three factions struggling for political power Freeport: those who are pushing to uphold the law of succession, those who back Soderheim, and those who back Lady Elise. However, there are also two unknowns who have recently entered the fray: Marilise Maeorgan and Buster Wallace.

MARILISE MAEORGAN

Marilise, the younger sister of the recently deceased Melkior Maeorgan, the Captains' Councilor who was killed during the christening of the Lighthouse of Drac. Standing six feet tall, with long, curly black hair, pouty red lips, and piercing grey eyes, she looks a great deal like her brother. Some say they were cast from twin molds.

The younger Maeorgan—only 28 years old—was selected by her father, Marshal, to take over her brother's seat on the Council. This is



the second time that the Maeorgan patriarch has had to replace one of his dead sons on the Captains' Council—the first time being 11 years ago at the death of Armin, his eldest son—and he's a bit worried about it. Still, Marshal saw how his two sons prospered in the position, and he's hoping that the experience will help to mature his remaining child, who has always been a bit too wild for his tastes.

Marilise has initially thrown her support behind Soderheim, mostly because she knows that her brother favored him. She is a treacherous soul, however, ready to switch her allegiance at a moment's notice. She's just waiting for the right offer.

BUSTER WALLACE

The other new addition to the equation, Buster Wallace, is the eldest son and heir to Captain Brock Wallace. As the heir to the Wallace fortune—built mostly on trading goods back and forth from Freeport to the mainland—Buster is not as pretentious as his father was, and he has declined to attach the honorific of "captain" to his name. Buster now owns many boats, but he hates riding on them and thus rarely leaves the island.

Buster is a bit overwhelmed by having the family business entirely thrust into his hands at the tender age of 24, but he's rising to meet the task. To him, the Wallace business definitely comes first, with city politics trailing a distant second. As such, Wallace has insisted that the investigation of the supposed Drac relatives be completed before the council makes any movement against the law of succession. Until then, he's not willing to commit himself in any direction.

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OTHER COUNCIL CONTENDERS

CAPTAIN LYDON

Male human Rog5/Ftr3: CR8; Medium-sized humanoid; HD 5d6/3d10+5; hp 48; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft; AC 11 (+1 Dex, +2 masterwork leather, +2 *ring of protection*); Atk +11/+6 melee (1d6+4, +1 *rummer* saber*); +7/+2 ranged (dagger, 1d4+3); SA Sneak Attack +2d6; SQ Evasion, Traps, Uncanny Dodge; AL CG; SV Fort +5, Ref +6, Will +4; Str 17, Dex 13, Con 12, Int 12, Wis 14, Cha 12.

*use scimitar stats

Skills and Feats: Appraise +4, Bluff +4, Climb +7, Decipher Script +4, Diplomacy +4, Disguise +4, Escape Artist +3, Forgery +5, Gather Information +7, Innuendo +6, Intimidate +5, Intuit Direction +10, Listen +10, Perform +6, Profession (sailor) +8, Profession (gambler) +6, Ride +4, Search +9, Sense Motive +10, Swim +6; Far Shot, Leadership, Point Blank Shot, Precise Shot, Rapid Shot, Run.

Possessions: +2 *ring of protection*, +1 *rummer* saber, *potion of invisibility* (in saber), *potion of salt draughts*, masterwork leather armor, 2 daggers.

PETRA FRICKE

Female human Expert Sculptor9: CR8; Medium-sized humanoid; HD 9d6; hp 43; Init +2 (+2 Dex); Spd 30 ft; AC 14 (+2 Dex, +2 *amulet of natural armor*); Atk +6/+1 melee (1d6, +2 *defending* quarterstaff); +8/+2 ranged (1d4, dagger); AL NG; SV Fort +5, Ref +5, Will +7; Str 10, Dex 15, Con 11, Int 14, Wis 12, Cha 16.

Skills and Feats: Appraise +14, Craft (sculptor) +14, Diplomacy +9, Gather Information +13, Innuendo +10, Listen +8, Perform +11, Read Lips +9, Search +11, Sense Motive +9, Spot +9; Expertise, Great Fortitude, Endurance, Skill Focus (craft), Skill Focus (diplomacy).

Possessions: +2 *defending* quarterstaff, +2 *amulet of natural armor*.

ANDREA BLAX

Female human Expert Sea captain8/Fpp2: CR9; Medium-sized humanoid; HD 8d6+2d10; hp 53; Init +3 (+3 Dex); Spd 30 ft; AC 19 (+3 Dex, +3 Cha, +3 *amulet of natural armor*); Atk +13/+8 melee (1d6+1d4+4, +3 *thirsting* cutlass); +9/+4 ranged (1d8, longbow); SQ Reckless Abandon, Rope Monkey, Sea Legs; AL N; SV Fort +3, Ref +8, Will +6; Str 13, Dex 17, Con 13, Int 14, Wis 13, Cha 16.

Skills and Feats: Appraise +7, Balance +9, Bluff +9, Climb +7, Diplomacy +7, Gather Information +9, Intuit Direction +11, Knowledge (geography) +10, Knowledge (sea lore) +10, Profession (sailor) +13, Sense Motive +7, Spot +9, Swim +8; Dodge, Expertise, Mobility, Spring Attack, Weapon Focus (cutlass).

Possessions: +3 *amulet of natural armor*, +3 *thirsting* cutlass, *clock of the manta ray*.

YET MORE TROUBLE

Maeorgan and Wallace aren't the only aspiring newcomers to the Captain's Council. There are also two people vying for the open space on the council that isn't about to be filled by an inheritor.

CAPTAIN LYDON

Captain Lydon, a tall, fat human and the owner of *The Gambit*, is deep in debt from a failing shipping business and a bad gambling habit. Originally, Milton Drac was going to install Captain Lydon as a puppet in exchange for paying off the sailor's debts. Now that Milton is gone, the deal is off, of course.

Lydon is still angling for the seat, though, mostly because he doesn't know what else to do. He has hopes that a position on the council will be worth enough to those to whom he owes money that they'll forgo breaking his legs a while longer. Those creditors seem willing to hold off on making a decision about Captain Lydon's fate until the council does first.

PETRA FRICKE

The other rival for the open seat is Petra Fricke, the leader of the Guild of Craftsman. Now that Milton Drac and two of his cronies have been killed, Fricke is more eager than ever to be on the council. She feels that no matter who ends up being the new Sea Lord, she should have a chance to do some real good with the council for a change. In her spare time she continues to develop plans for a renewed Libertyville (see **Chapter Two**), in case her Captains' Council bid ends in failure.

The council had decided not to induct any new members until it settled the issue of the Sea Lord. Until then, the two nominees are welcome to most of the meetings of the council. After all, if one of the councilors somehow becomes the new Sea Lord, there will be two openings on the council, and both nominees would then get in.

ENTER DRAC?

Over two dozen people have stepped forward to claim kinship with Drac. Most of them are scam artists trying to con their way into the position of Sea Lord. Barring that, they'd happily accept a small cash settlement to forget about any claims they might have had. Captain Roberts is thoroughly investigating all claims, but there are only one or two that seem like they might pan out.

The first of these is the family of Drago Quallson [human Expert Sea Captain 7, 35 hp], purportedly descended directly from the original Drac. As it turns out this claim is correct despite the fact that Drago has done his best to hide it ever since he first learned of it. A simple sea captain, Drago has no ambition to become the Sea Lord. It's a position that is clearly over his head. His son Nack [human Expert Sea Captain 1, 6 hp], though, is far more ambitious. It is he who put forward his father's claim, while Nack hardly dares hope for the Sea Lord position himself right now- he's only 16- he wants his father to take up the mantle, making Nack next in line.

The other real possibility is Andrea Blax, a notorious pirate who

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usually plies the shipping lanes around Freeport. She claims that she's also descended from the great Drac —on her mother's side.

However, this is a pack of lies. Blax has bribed a clerk at the Office of Public Record to help her forge the documents necessary to "prove" her noble lineage. So far, the forgeries have stood up to scrutiny, although Captain Roberts is attempting to corroborate this so-called "evidence" by other means, magical and otherwise.

If either or both of the two candidates are put forward as honest descendants of Drac, they're in for a world of trouble. Already, Soderheim has spies updating him on Captain Roberts's progress. As soon as any candidates are confirmed, Soderheim is planning to evaluate their chances—and then have anyone who looks like he or she might have a chance assassinated. This is something that Blax is counting on and is ready to defeat, but the Quallsons are unfortunately clueless.

THE ADMIRALTY

Freeport has not been in a formal war for well over a hundred years, but as a major port it must of course maintain a fleet. Sea Lord Cromey established the Admiralty to oversee all aspects of Freeport's naval defenses. In the ensuing years the Admiralty has pursued a three-part strategy to safeguard free port.

First, it maintains the fleet proper. The official Freeport navy is small, consisting of only a dozen ships of various sizes. Its main job is to patrol the waters around A'Val and keep the sea lanes safe. This duty is rather ironic considering the city's past, but it's in Freeport's best interest to keep trade flowing through the city. Considering the advantages Freeport offers pirates, it isn't too much to ask that they do their hunting elsewhere. Still, buccaneers are a hotheaded bunch, and sometimes they just can't resist a juicy target. This rogue activity is the fleet's greatest concern, followed by monster attacks and the like.

Second, the Admiralty maintains Freeport's unofficial fleet of privateers. Early Sea Lords realized that no law could take the pirate spirit out of Freeport's sailors. With typical pragmatism, that spirit was turned into a moneymaking scheme. For nearly two hundred years Freeport has hired out its freebooters to other nations as "privateers" (a fancy name for legalized pirates). The Admiralty sells Letters of Marque to ship captains, which allow them to fly Freeport's flag while attacking the shipping of designated nations. This makes them "combatants" and protects them from charges of piracy.

The city makes money in two different ways under this scheme: selling Letters of Marque and selling the privateers' services to foreign nations. This has become a huge business for Freeport, so much so that privateers have their own representative on the Captains' Council (currently Xavier Gordon). When wars get hot the privateers may switch sides several times, as the various combatants offer increasingly huge amounts of gold for their aid. Due to limits of communication, the Admiralty has formalized the bidding process. One week every three months the Admiralty opens its doors to foreign dignitaries, each of whom tries to outbid the others and secure the Freeport ships for his own government. Active privateers make a point of being in port at this time, so they can get up-to-date info on the next season's enemies. Once a deal has been struck and money changes hands, new Letters of Marque are purchased and the privateers put to sea.



Lastly, there is the Admiralty's secret weapon, the Office of Dredging. This small and unassuming branch of the Admiralty purports to busy itself with the improvement of Freeport's harbor and the clearing of underwater hazards, but its real function is spying. The Office of Dredging maintains a spy ring in the navy of every major continental power. These men and women pass on all sorts of information, although technically they are supposed

THE ADMIRALTY

ADMIRAL THUROG RANKIN

Male human Exp 6/Rgr 2; CR 7; Medium-size humanoid; HD 2d8+6d6; hp 34; Init +3; Spd 30 ft; AC 17 (+4 amulet of natural armor); Atk +12/+6 melee (1d6+2, +2 radiant rapier); SA Favored enemy (aquatic humanoids), Track; SQ Darkvision; AL N; SV Fort +5, Ref +5, Will +6; Str 10, Dex 16, Con 11, Int 14, Wis 12, Cha 16.

Skills and Feats: Balance +6, Bluff +6, Climb +3, Diplomacy +9, Gather Information +9, Intuit Direction +5, Jump +3, Knowledge (geography) +8, Knowledge (nature) +7, Knowledge (local) +8, Listen +5, Profession (sailor) +12, Search +3, Spot +4, Swim +6, Use Rope +6, Wilderness Lore +4; Expertise, Improved Disarm, Weapon Finesse (rapier), Weapon Focus (rapier).

Possessions: +4 amulet of natural armor, +2 radiant rapier, captain's chest, ship's clock of navigation.

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to concentrate on threats to Freeport's security. The members of the Office of Dredging are fierce rivals of Captain Roberts's spy network. They consider Robots and his ilk rank amateurs, while Roberts maintains that the "Dredgers" (as he calls them) are stolid functionaries afraid to take risks.

ADMIRAL THURLOW RANKIN

The man in charge of the Admiralty for the past twenty-five years has been Thurlow Rankin. He is a professional's professional. He strives to serve Freeport and always carries out his orders to the letter. Sea Lords come and go, he feels, so it's best to respect the office and not the man. His stance has made the Admiralty a strangely apolitical place. His captains follow his lead, concentrating on the job and leaving the infighting to the Captains' Council.

THE LAW

"There's more law in the end of a Guardsman's smash-stick than in any decision of the Courts."

—Xander Williams, Commissioner of the Sea Lord's Guard

The Sea Lord's Guard in Freeport used to be an organization more despised than respected. Under the leadership of their former Commissioner, "Boss" Dutch Tillinghast, the Sea Lord's Guard had fallen into a state of slovenly corruption, barely enforcing the law and making a fortune in an assortment of nefarious and illegal activities.

In the days of Boss Tillinghast, corruption was commonplace. Merchants who wanted protection from the gangs were extorted large amounts of money, and those who refused to cooperate were beaten and had their businesses destroyed.

Criminals ran rampant. Citizens were robbed in broad daylight. Many reported crimes went unsolved. Crooks who were arrested would often disappear before their trial, only to turn up later back on the streets. In Scurvytown and Drac's End, gangs fought epic street battles for days on end, looting, maiming, and killing everyone in sight.

Those whom the Sea Lord's Guard deemed as not having any rights, like foreign laborers or the poor, were handled brutally. There were allegations that the Sea Lord's Guard was involved in the slave trade—selling prisoners to the salt mines of other nations. During the reign of the Sea Lord Milton Drac, the gold allocated for the Sea Lord's Guard was plundered and used for building his lighthouse, "Milton's Folly."

The law-abiding citizens of Freeport complained vehemently, but nothing was ever done. Private protection became more and more common, and the size of the Sea Lord's Guard shrank over the years. Not that Boss Tillinghast ever complained. He was lodged firmly in Milton's pocket, and earned plenty of gold through his many crooked schemes.

After Milton Drac was killed, all that changed, the Captains' Council moved quickly to sack Boss Tillinghast, and he left Freeport under a cloud of scandal. Lady Elise Grossette led the effort to find a new replacement, finally luring an old friend of hers to take the job.

A NEW BEGINNING

"Men, when you get your smash-sticks, they are intended to be used on thieves and crooks. Don't use them on inoffensive citizens. By no means strike a man on the head. Strike them over the arms and legs, unless you're dealing with real bad crooks. Then it doesn't matter if they go to jail or the graveyard. They're the enemies of society and our common foe."

—Xander Williams, Commissioner of the Sea Lord's Guard

Xander Williams made his name as the Watch Commander of Nuvo Jorea, a large and prosperous town on the continent. A zealous crusader against crime, Williams' methods were considered extreme, but always effective. When Lady Elise Grossette offered him the job in Freeport, he couldn't resist the chance to test his mettle against the most notorious seaport in the world.

As soon as Williams took office, the changes came quickly. First there were massive internal shake-ups. All of those who could be connected to Boss Tillinghast were dismissed and, in some cases, arrested or driven out of town. Williams had brought a cadre of tough law enforcers with him from the Continent and he relied on them to purge the guard of "bad elements."

Next the City Council turned over 5,000 gold pieces of emergency funds to the Sea Lord's Guard to hire and equip new recruits. Construction of Precinct Houses was begun every neighborhood, including Scurvytown and Drac's End. Once completed, these Precinct Houses will give the Sea Lord's Guard a real presence in every neighborhood.

After sizing up the situation, the new commissioner realized that the criminals had no reason to fear or respect the Sea Lord's Guard. He concluded that violence—ruthless and indiscriminate violence—was going to be needed to bring the gangs into line.

Commissioner Williams outfitted each member of the Sea Lord's Guard with what he called a "smash-stick"—a short mace with a heavy, iron-studded ball on top. He personally led the new recruits in smash-stick drills, teaching them a variety of street-fighting techniques.

At last, the Sea Lord's Guard was ready to make arrests and enforce the law properly once again. Commissioner Williams, always a boisterous showman, personally led the first raid of his new force against the denizens of the underworld. He chose a large warehouse known to be the headquarters of a dangerous gang, and attacked at daybreak.

The gang was completely unprepared for the assault and dozens were arrested, including the infamous Kid Squinty, Karl the Kraken, and Boiled Oysters Malloy. Thousands of gold pieces* worth of stolen goods were recovered, and the law-abiding citizens of Freeport instantly fell in love with their audacious new commissioner.

In the following months, crime plummeted. The prisons were stuffed full of prisoners. The courts were kept constantly busy. And for the first time in years, gangsters were afraid of the law.

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Internal corruption in the Sea Lord's Guard is still being ruthlessly investigated and punished. Although it hasn't been completely eliminated, it's nowhere near the level it was under Boss Tillinghast. Some Guardsmen are still crooked, but not as blatantly as in the old days.

Commissioner Williams would like to throw a few more laws on the books. Some are minor, and likely to be passed, like making it a crime to sell oranges from a cart parked in the wrong part of town. Others are far more radical for a town like Freeport. The Commissioner wants to make gambling, prostitution, and bribing government officials illegal.

There are many citizens, including prominent council members, who frown on his ideas and think Williams no more than a gussied-up thug. Political rabble-rousers have staged protests against the Commissioner in front of the Fortress of Justice and other municipal locations. These demonstrations have always ended in violent confrontations between the protesters and the Sea Lord's Guard.

It's rumored that certain members of the council mistrust the Commissioner and worry about the concentration of so much power in one office. His newly reorganized Sea Lord's Guard strikes them as nothing less than an occupational army, and his designs on the law books of Freeport seem tyrannical. Only time will tell if these concerned parties can muster the political power to dislodge the popular commissioner from his seat.

COMMISSIONER XANDER WILLIAMS

Commissioner Xander Williams is a former mercenary turned law enforcer. During one of his many military campaigns, he had a religious epiphany and converted to worshipping the God of mice. He gave up army life, and turned to public service.

Being Watch Commander for Nuvo Jorea kept Williams busy, but he still had time to indulge his other new found passion, amateur theatricals. He met his future wife, Isabella, while performing in "The Purple Pyrate of Pompadoo," and the two were quickly married.

The couple remains mysteriously childless. It's rumored they have consulted with sorcerers to solve the problem, with little success. Every summer they still perform together in comic plays, Isabella Williams also hosts charity halls to raise money for little widows and orphans of guardsmen killed in the line of duty.

ORGANIZATION

The Sea Lord's Guard currently has two hundred members are actively searching for new recruits, and those who are interested must apply in person at the Fortress of Justice. Potential candidates must not have a criminal past, be in good physical shape, and possess a reasonable amount of intelligence.

Once hired, new recruits go through two weeks of intensive training. Then they're assigned to a city district and placed under the command of the district's Captain. Once the Precinct Houses are complete, the captains and their guardsmen will B9VCin (something they are eager to do). Until then, all the Guards operate out of the main headquarters of the Sea Lord's Guard, the Fortress of Justice in the Old City (see Chapter Four).

There are four ranks in the Sea Lord's Guard—Guardsman, Sergeant, Captain and Commissioner. Promotions can no longer be achieved the old-fashioned way, through bribery. A Guardsman works long hours for little pay. His orders are to be good to the citizens, and rough on the crooks. Many Guardsmen want to be good officers of the law, but the seductive lure of corruption is always a danger.

THE LAW

COMMISSIONER XANDER WILLIAMS

Male human Ftr7: CR 7; Medium-size humanoid; HD 7d10+7; hp 56; Init +1 (+1 Dex); Spd 20 ft; AC 20 (+1 Dex, +7 +2 *chainmail of authority*, +2 *ring of protection*); Atk +13 melee (1d8+6, +3 *thundering heavy mace*); +8 ranged (1d4+3, dagger); AL LG; SV Fort +8, Ref +3, Will +5; Str 17, Dex 12, Int 15, Wis 13, Cha 12.

Skills and Feats: Bluff +4, Climb +4, Diplomacy +4, gather Information +3, Innuendo +4, Intimidate +4, jump +4, Listen +4, Perform +3, Ride +4, Sense Motive +5, Spot +4, Swim +4; Alertness, Great Fortitude, Iron Will, Leadership.

Possessions: +2 *ring of protection*, +2 *chainmail of authority*, +3 *thundering heavy mace*, *broach of shielding* (81 points left), rope of climbing, dagger.

TYPICAL GUARDSMAN

Male human War1: CR 1/2; Medium-sized humanoid; HD 1d8+1; hp 5; Init +1 (+1 Dex); Spd 30 ft; AC 15 (+1 Dex, +4 chain shirt); Atk +2 melee (1d8+1, smash stick) or +2 ranged (1d8, light crossbow); AL LN; SV Fort +3, Ref +1, Will +0; Str 13, Dex 12, Con 12, Int 8, Wis 10, Cha 10.

Skills and Feats: Intimidate +2, Listen +3, Search +0, Spot +3; Alertness, Weapon Focus (heavy mace).

Possessions: Pouch with 2 gp, smash-stick (heavy mace), light crossbow, 20 bolts.

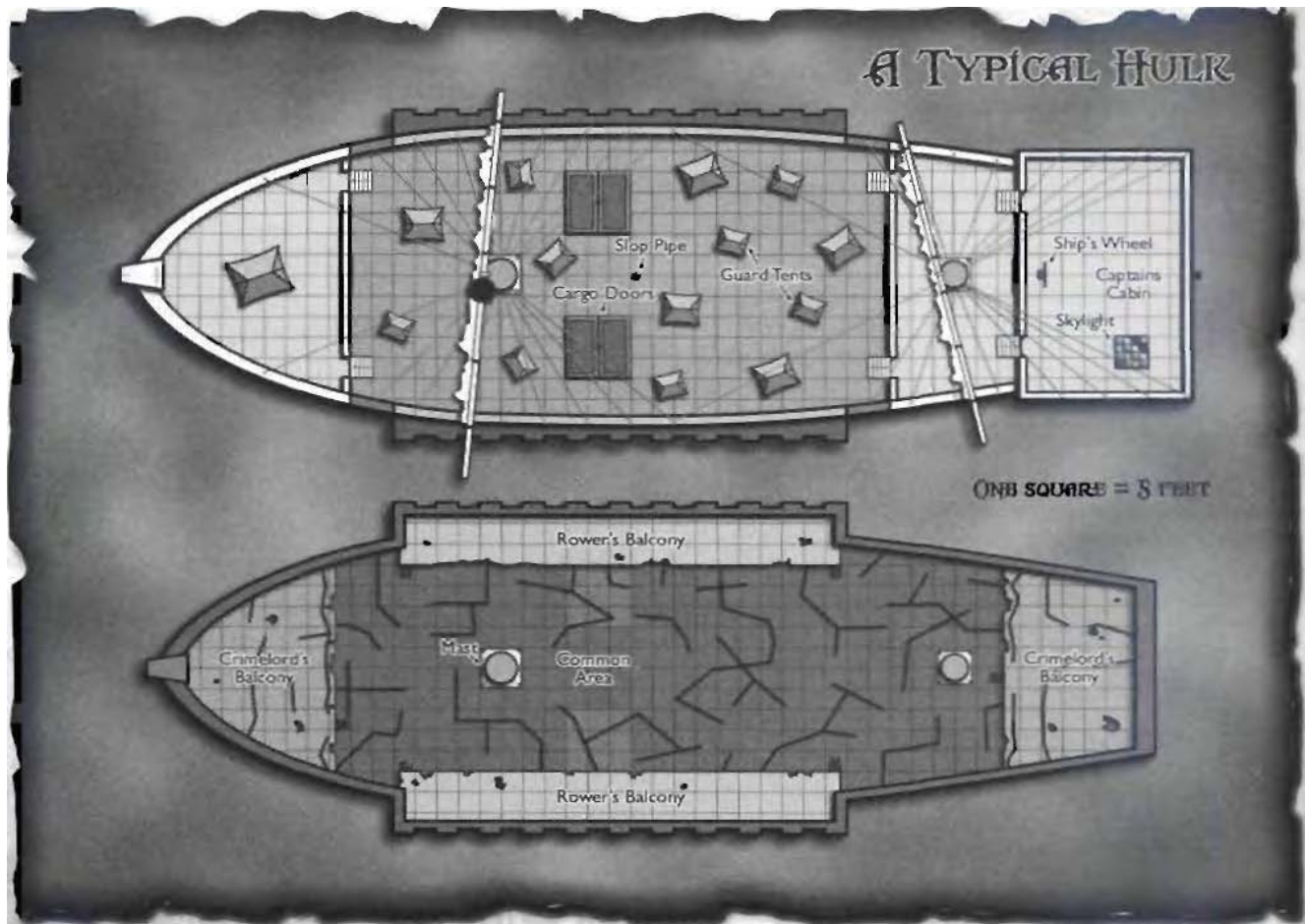
SERGEANT

Male human Ftr2: CR 2; Medium-sized humanoid; HD 2d10; hp17; Init +2 (+2 Dex); Spd 30 ft; AC 17 (+2 Dex, +5 chain mail); Atk +5 melee (1d8+2, heavy mace) or +4 ranged (1d8, repeating crossbow); AL LG; SV Fort +4, Ref +2, Will +1; Str 15, Dex 14, Con 12, Int 10, Wis 13, Cha 11.

Skills and Feats: Climb +3, Intimidate +3, Jump +3, Listen +4, Search +1, Spot +5, Swim +3; Alertness, Dodge, Exotic Weapon Proficiency (repeating crossbow), Weapon Focus (heavy mace).

Possessions: Pouch with 10 gp, smash-stick (heavy mace), repeating crossbow, 20 bolts.

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All members of the Sea Lord's Guard are men, almost all of them humans. Occasionally a dwarf or half-ore will be found in the service. But never an elf, halfling, or gnome. These races are not recruited, or even welcome to join. The Sea Lord's Guard is the last conspicuously human and the most conspicuously male organization in Freeport.

Guardsmen regularly patrol the streets in groups of two or more. They're supposed to be on the lookout for suspicious characters, but sometimes they can be found in the local bar. When a guardsman finds trouble, he responds first with his smash-stick. If he needs extra guardsmen to keep the peace, he blows on a signal whistle worn around his neck. What follows after is often a grand beating.

If a citizen wants to report a crime, he or she must speak to a sergeant at the Fortress of Justice (or the leader of a patrol, if one is on the scene). The details of the incident are then passed along to the men under his command, often with instructions like "Look out for a man selling gold candlesticks" or "If you spot a woman with green trousers, arrest her at once!"

Captains investigate major crimes in their districts. An example of a major crime might be the murder of a prominent merchant or the burglary of a citizen's home. Some captains are brilliant detectives, others just suspicious brutes. During the investigation, evidence is gathered, questions are asked, and the usual suspects are murdered up and leaned on. In the end, not all crimes are solved, and frame-ups are not uncommon if justice must be served.

Those who have committed minor offenses, such as drunk-and-disorderly conduct are sent home after sobering up. Major offenders are taken daily by wagon to the courts to stand trial. Locals call the wagon the "The Dead Man's Barge," which suggests the fate of many passengers on board.

Citizens are encouraged to jeer and throw small objects at these rogues as the wagon makes its way through the streets of Freeport. Particularly notorious offenders must make the trip while wearing a black hood tied around their neck, lest someone recognize them and attempt to rescue or kill them. Freeport's main jail, known as the Tombs (see **Chapter Four**) is located right inside the Fortress the Justice. It is thus only a short walk from sentencing to prison. That is, unless the criminals are repeat offenders or particularly vile specimens. Then their fate is far, far worse. They are sentenced to the Hulks.

THE HULKS

With all the back alleys, basements and side streets in Freeport, the casual wanderer might forget a simple fact: the city is an island, and space is at a premium. That's why even the wealthiest merchants and politicians make do with townhouses instead of castles; that's why the average citizen ends up living in a two-room flat above a tailor shop or groghouse. And that's why the city's worst criminals end up in the Hulks.

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Essentially huge, decommissioned freighters, the Hulks sit just outside the harbor, ballasted with the vilest collection of reprobates, recidivists and deviants Freeport can muster. While the city jail is formidable, there just isn't enough room to house all these blackguards.

When the crime is bad enough—when blades are blooded, when deadly magic gets used, when a house that's a little too fancy gets broken into—the offender ends up manacled hand and foot and must row his own launch out to the floating prisons. Watching over him is a stern guardsman, who's immune to bribes and indisposed to speech except to tell the prisoner, as he's hauled up on deck, to get a good look. He won't be seeing the sun for a while.

Indeed, the life of the Hulks is concentrated in its holds—a teeming cockroach-hive of rapine and larceny. Fresh fish sleep on the floor: older, tougher cons take the moldering hammocks that cobweb the crossbeams. If you weren't a ruthless criminal when you went into the hoosegow, you'll become one fast- or end up in a terrible state. There are never enough supplies to go around, and the guards aren't exactly aggressive about making sure everyone gets his fair share. If you're not willing to fight or steal, you'll never get bowl for the chow line, or a decent spot on the floor, or a chunk of the eel somebody fished out of the bilge. And if you do assert yourself, you don't want to let your guard down, not for a moment: show some toughness and somebody will want to bust you down to size real soon.

It's a vile life, and that's exactly the way Commissioner Williams wants it. He can't take credit for the creation of the Hulks (they were installed by his predecessor as a place to lock away trouble-makers and political enemies of the Sea Lord), but they are tools he intends to use to their utmost. The Hulks, as he sees it, are a great defense against rampant lawlessness. Who in their right mind would want to go on the kind of crime spree that would get them sent out there?

So the guards take a laissez-faire approach to policing. They mainly stay above decks in quasi-permanent shantytowns; at meal time, they pour a cauldron of slop down a central shaft for the prisoners to grab at. Occasionally, just to remind the inmates who's in charge, they'll send down a heavily armed squadron to do a random bed check or consult with snitches. Otherwise, the incarcerated are on their own—to go unwashed, to catch and spread disease, to be snapped at by vermin, to prey on each other or be preyed upon, to forget even the most cursory morals of the world they've left.

New power structures emerge and topple seemingly by the hour as inmates arrive, get killed off— or, in rare cases, are removed for appeal trials. Whoever can claw his way to the top of the dung heap and stay there is in charge (and indeed several incarcerated crime bosses have set up small fiefs in the rotting hellholes of the Hulks). A small victory, to be sure.

THE GOD SQUAD

At times the city of Freeport seems to be swarming with sinister cults, barbaric serpent men, and other hideous, evil creatures. Malevolent powers from all over the world find Freeport a convenient place to conduct their diabolical rituals. After Sea Lord Drac was exposed as a cultist, Elise Grossette and Commissioner Williams agreed that something needed to be done to combat the monstrous tide of perversion and evil that is threatening to drown Freeport.



The Commissioner's secret weapon in the war against supernatural evil is a cleric of the God of Justice named Asha Sante. Asha has dedicated her life to the destruction of all evil cults, and has spent many dangerous years doing battle with their minions. Now she works for Commissioner Williams in a special department of the Sea Lord's Guard nicknamed "The God Squad."

Asha Sante is the leader of the God Squad, which has only two other members, Oscar Ionesco, a reformed thief turned cleric, and Salvadora Beckett—a former bandit also turned cleric. Every member of the squad worships the God of Justice. The location of their headquarters is kept secret, and is protected by magical spells. Officially, the God Squad doesn't even exist. There are members of the Captains' Council who still have no idea they're funding a covert war against diabolical cults.

The God Squad operates secretly and cautiously, careful not to draw attention to themselves. They use magic to ensure their work goes undetected by the general public. Much of their time is spent doing research and investigation. They spend much of their time in the Temple of the God of Knowledge, whose excellent library is a great boon to their research.

When it's time to confront cultists in battle, the God Squad's methods are extreme and sometimes unorthodox. They strike quickly and ferociously. Cultists are not thrown in jail; they're eliminated. Strongholds of evil are cleansed with holy fire. Occult paraphernalia is confiscated or destroyed outright.

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THE GOD SQUAD

ASHA SANTE, GOD SQUAD LEADER

Female human Clr6: Medium-sized humanoid; HD 6d8+14; hp 38; Init +5 (+1 Dex, +4 Improved Initiative); Spd 20 ft; AC 18 (+1 Dex, +5 chainmail, +2 *ring of protection*); Atk +5 melee (1d8+1, heavy mace) or +5 ranged (11d6+1, javelin); AL LG; SV Fort +7, Ref +3, Will +8; Str 13, Dex 13, Con 14, Int 12, Wis 16, Cha 12.

Skills and Feats: Alchemy +2, Concentration +5, Gather Information +2, Heal +5, Intimidate +2, Knowledge (Arcana) +4, Knowledge (History) +2, Knowledge (Religion) +5, Listen +5, Scribe +2, Search +3, Sense Motive +4; Combat Casting, Extra Turning, Improved Initiative, Spell Penetration.

Spells Prepared (6/5/5/4): 0 - *cure minor wounds, detect magic, detect poison, guidance, light, virtue*; 1 - *bles, cure light wounds, detect evil, divine favor, shield of faith*; 2 - *aid, consecrate, cure moderate wounds, hold person, zone of truth*; 3 - *cure serious wounds, dispel magic, magic circle against evil, searing light*.

Domains: Protection, Destruction.

Possessions: +2 *ring of protection, ring of the osprey*, holy symbol of God of Justice, javelin, chainmail.

OSCAR IONESCO

Male human Rog3/Clr2: Medium-sized humanoid; HD 3d6+2d8+10; hp30; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft; AC 17 (+2 Leather, +3 Dex, +2 *ring of protection*); Atk +6 melee (1d4+3, +2 *holy dagger*) or +7 ranged (1d8, +1 light crossbow); SA Sneak Attack +2d6; SQ Evasion, Uncanny Dodge; AL LG; SV Fort +6, Ref +6, Will +4; Str 13, Dex 17, Con 14, Int 14, Wis 11, Cha 10.

Skills and Feats: Appraise +4, Balance +6, Climb +3, Concentration +4, Decipher Script +4, Disable Device +5, Disguise +4, Escape Artist +6, Gather Information +4, Hide +7, Jump +3, Knowledge (Arcana) +3, Knowledge (religion) +4, Listen +6, Move Silently +7, Open

Lock +6, Pick Pocket +5, Read Lips +5, Search +5, Spot +5, Tumble +6, Use Magic Device +2; Alertness, Combat Casting, Improved Initiative.

Spells Prepared (5/3): 0 - *cure minor wounds, detect magic, detect poison, guidance, resistance*; 1 - *cure light wounds, detect evil, protection from evil*.

Domains: Destruction, Protection,

Possessions: +2 *ring of protection, +2 holy dagger, +1 light crossbow, boots of tremorsense, holy symbol of God of Justice, manacles, smokestick, spyglass, sunrod*.

SALVADORA BECKETT

Female human Ftr3/Clr2: Medium-sized humanoid; HD 3d10+3d8+10; hp43; Init +2(+2 Dex); Spd 20 ft; AC 20 (+5 chainmail, +2 Dex, +1 shield sm steel, +1 *ring of protection*); Atk +8 melee (1d8+4, +1 *heavy mace of disruption*) +6 ranged 1d4+3, dagger); AL LG; SV Fort +8, Ref+3, Will +5; Str 16, Dex 14, Con 15, Int 10, Wis 12, Cha 10.

Skills and Feats: Climb +5, Concentration +5, Gather Information +2, Heal +2, intimidate +1, Jump -1 (+5 without armor), Knowledge (Arcana) +1, Knowledge (religion) +1, Ride +3, Sense Motive +2, Swim +4, Wilderness Lore +3; Alertness, Dodge Combat Casting.

Spells Prepared (5/4): 0 - *cure minor wounds, detect magic, detect poison, guidance, resistance*; 1 - *bane, cure light wounds, detect evil, protection from evil*.

Domains: Destruction, Strength.

Possessions: +1 *ring of protection, +1 heavy mace of disruption, cloak of the manta ray, holy symbol of God of Justice, manacles*.

Anyone even remotely associated with cult activity could come under the squad's suspicion. Adventurers could find themselves under investigation for all sorts of reasons. Individual PCs could be spirited off for midnight interrogations. Life could be made very rough for them indeed.

On the other hand, if a group of adventurers prove themselves trustworthy, the God Squad may contract them for special assignments. However, no one can seriously be considered for admission into the Squad unless he or she becomes a cleric of the God of Justice.

Asha Sante would like to recruit additional members to the God Squad. She fears the day that some eldritch horror is released on Freeport, knowing that the God Squad does not currently have the strength to deal with such a threat. She can request backup from the Sea Lord's Guard, but her foes are often beyond the abilities of simple city guardsmen.

PRIVATE GUARDS

It's said that you can get the measure of a person by the quality of her enemies. In Freeport, the same comparison can be made to the quality of her guards. The wealthy of Freeport long ago decided that good security was worth paying for. During the era of Boss Tillinghast, private guard units multiplied, as the Sea Lord's Guard could riot be counted on despite all the bribes they received.

Nowadays, private guards are a pervasive presence in the Merchant District and the Warehouse District. Besides the guards needed for the household, there are also the guards needed to watch over the various shops, inns, and warehouses, as well as to escort their employers as they move about the city.

In a town as dangerous as Freeport, clashes between guards and criminals are common, as the thieves and killers seem to

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constantly be testing the strength and skill of the various guard units. On a rare occasion, two or more guard units have been known to clash with each other. Most times this is due to flaring tempers and not any kind of overt skirmishes planned between these private almost-armies. Aggressive use of a private guard it attracts the immediate attention of the Sea Lord's Guard.

THE UNDERWORLD

As a city that was founded by pirates and thieves, Freeport has a strong criminal tradition that goes all the way back to Drac and Francisco themselves. This tradition is alive and well today in the black hearts of cutthroats and burglars who call the city their home

For this reason, just about everyone in the city goes around armed to the teeth. Unless you're wealthy enough to hire your own bodyguards or important enough to warrant the constant attention of the Sea Lord's Guard, you'd best be prepared to take care of yourself. Besides your friends—and maybe not even them either, there's no one who's going to be looking out for you but you.

There are two major gangs in the city- the Cutthroats and the Buccaneers, both named in honor of the longstanding tradition of piracy in the city -and they have carved out territories that are pretty complementary to each other. Still, there are clashes between the two groups from time to time, especially on the waterfront, most of which are deadly. There's also a never-ending array of smaller gangs, which are often short-lived. These gangs either align themselves with the Cutthroats or Buccaneers or meet a bloody end in a nameless alley.

THE CUTTHROATS

The Cutthroats claim Scurvy-town as their home turf. It may be a dreadful slum, but these gangers know how to make it pay. They handle protection rackets, numbers running prostitution, drugs, and smuggling, among other things. They also front a number of brawlers for the regular bouts held on the Docks.

The leader of the Cutthroats is a dwarf known as Moody Jack. He rose to his position of prominence in the gang by crawling over the broken bodies of those over him. Bloody Jack is the most ruthless dwarf that you ever saw, and one of the ugliest. His face bears the scars of many back-alley battles from his younger days and several assassination attempts in his later years.

THE BUCCANEERS

The Buccaneers, the Cutthroats' rivals, control the Docks. They specialize in extortion, protection, smuggling, gambling, and fencing stolen goods.

The head of the Buccaneers is known as the Bo' sun and has been throughout the entire long and storied past of the gang. The current Bo' sun is a man by the name of Patch Carty, a former first mate sharper than the finest cutlass. Rumor has it that Patch carries a crystal ball behind the black bit of cloth that covers his empty right eye socket, but that's just a testament to the man's incredible ability to predict exactly what his enemies are going to do. It's this prescience that catapulted Patch into the Bo' sun's job, and it's what keeps him there.

GANGLAND

BLOODY JACK

Leader of the Cutthroats, Male dwarf Ftr8: Medium-sized humanoid; HD 8d10+24; hp 75; Init +6 (+2 Dex, +4 Improved Initiative); Spd 15 ft; AC 17 (+2 Dex, +8 +3 chainmail); Atk +14/+9 melee (1d8+7, +2 crippling longsword), +10/+5 ranged (1d8+2, light crossbow); AL NE; SV Fort +10, Ref +5, Will +5; Str 16, Dex 14, Con 16, Int 11, Wis 14, Cha 14.

Skills and Feats: Climb +6, Intimidate+6, Jump +6, Ride +3, Spot +4, Swim +6; Cleave, Combat Reflexes, Improved Initiative, Leadership, Point Blank Shot, Power Attack, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +3 chainmail, +2 *crippling* longsword, +1 *cloak of resistance*, *ring of swimming*.

THE BO'SUN, PATCH GARTY

Leader of the Buccaneers, Mule human Rog10: Medium-sized humanoid; HD 10d6+10; hp 52; Init +6 (+2 Dex, +4 Improved Initiative); Speed 30 ft; AC 19 (+2 Dex, +7 +2 *leather armor of tumbling**); Atk +12/+7 melee (1d6+3, crit 15-20, +3 *adroit*, *keen cutlass*); +10/+5 ranged (1d4 *masterwork dagger*); SA Sneak attack +5d6; SQ Evasion, Slippery Mind, Uncanny Dodge; AI N; SV Fort +4, Ref +9, Will +8; Str 11, Dex 14, Con 13, Int 14, Wis 17, Cha 15.

Skills and Feats: Appraise +10, Balance +7, Bluff +7, Climb +4, Diplomacy +8, Disable Device +7, Disguise +6, Escape Artist +6, Forgery +7, Gather Information +7, Hide +7, Innuendo +10, Intimidate +12, Intuit Direction +8, Knowledge (local) +7, Listen +8, Move Silently +7, Pick Pocket +7, Search +7, Sense Motive +8, Spot +8, Tumble +12, Use Magic Device +8; Blind-Fight, Improved Initiative, Iron Will, Leadership.

Possessions: +5 *leather armor of tumbling*, +3 *adroit*, *keen cutlass*, *cloak of displacement* (minor), *goggles of night*, *masterwork dagger*.

OTHER CRIMINALS

Two other criminal organizations are worth mentioning. First, there are the Joy Boys, a gang of upper-class hoods from the Merchant District Mendor Maeorgan, cousin to new Captains' Councilor Marilise Maeorgan, leads these bored children of Freeport's wealthiest citizens. While Mendor has grand plans (see page 67 in **Chapter Four**), most members of his gang are thrill-seeking aristocrats. Second, and more important, there is Finn's Syndicate the most powerful underworld organization in Freeport The Syndicate is so powerful, in fact that it virtually controls the Eastern District. See page 52 for more information on Crime Lord Finn and his Syndicate.

RELIGION

Just about every good or neutral god you can imagine has a house of worship in the Temple District All kinds of people pass through Freeport on a regular basis, of course, and this diversity is represented in the styles of the houses of worship found within the city's borders.

The gods are listed in this book generically so that you can replace them with whomever you like from your own campaign. If you haven't settled on a pantheon quite yet, then you can simply give each god a more appropriate name and go from there.

The four most popular gods in the city are the God of Knowledge, the God of the Sea, the God of Warriors and the God of Pirates. Each weekend, their temples are packed with supplicants eager to make sure they're on the good side of their chosen deity. Some people make it a point to worship all four of these gods regularly, just to make sure they're covering all of their bases.

More details on some of these gods and their temples can be found in **Chapter Four: A Freeport Gazetteer**.

THE YELLOW SIGN

There is one prominent religion in town, though, that you're not going to find openly worshipped in the Temple District: the Brotherhood of the Yellow Sign. The people involved in this cult worship a horrifying creature that goes by the name of the Unspeakable One. They perform terrible rites for him in exchange for promises of the power and glory that will one day be theirs when the day comes that the Unspeakable One returns.

The symbol of the Unspeakable One is the madness-inducing symbol known as the Yellow Sign. Those who look upon such a symbol fall into a contagious madness that can rapidly spread if not treated immediately.

The members of the cult often meet in secret locations throughout and even underneath the city to perform their awful rituals. They know each other by the brand of the Yellow Sign that is placed on their inner thigh during their induction into the cult.

The Brotherhood of the Yellow Sign has had better days. Up until the events in *Madness in Freeport*, they counted the Sea Lord as one of their number, and he held several of the councilors under his sway. This most directly included Melkior Maeorgan and a Valossan (serpent person) by the name of Gorn, who had killed Captain Brock Wallace and taken over his identity.

The cultists had a plot to use the Lighthouse of Drac to drive everyone in Freeport mad and then export that madness throughout the world. They were foiled at the last minute, however, and Milton Drac, Melkior Maeorgan, and Gorn were all killed in the process.

The cult has nearly been shattered by this horrendous setback. However, those who are left have gone underground to lick their wounds until they can start to craft a new plan to carry out the Unspeakable One's will. After all, while the crystal that was to power their plan has been destroyed, the lighthouse is still intact, so all is not lost.

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THE CHURCH OF YIG

K'Stallo, the Valossan priest who featured strongly in *Terror in Freeport* and *Madness in Freeport*, has decided to take the word of the Valossan god Yig to his long-lost brethren, the degenerate serpent people living beneath Freeport. While many of these creatures have been helping out the Brotherhood of the Yellow Sign, K'Stallo is convinced that the time is right to lead his long-lost siblings back on the true path of their people.

So far, the going has been slow, as many of the serpent people are suspicious of this stranger from the north who looks like them but talks so differently. They have lived so long like animals, the trappings of their once-proud civilization so long gone, that many of them have forgotten what it's like to think like people at all.

The serpent people's involvement with the Brotherhood of the Yellow Sign was their first step on their long road back. Milton Drac and his underlings may have ruthlessly exploited the serpent people, but this was far better than the "shoot first then hack it to death" reception these underground dwellers usually received. To have someone like K'Stallo tell them of their truly amazing heritage is almost too much for many of them to swallow.

Given time, K'Stallo plans to take a small group of his new converts and found a new Temple of Yig. See **Chapter Four** for more information.

HOLIDAYS

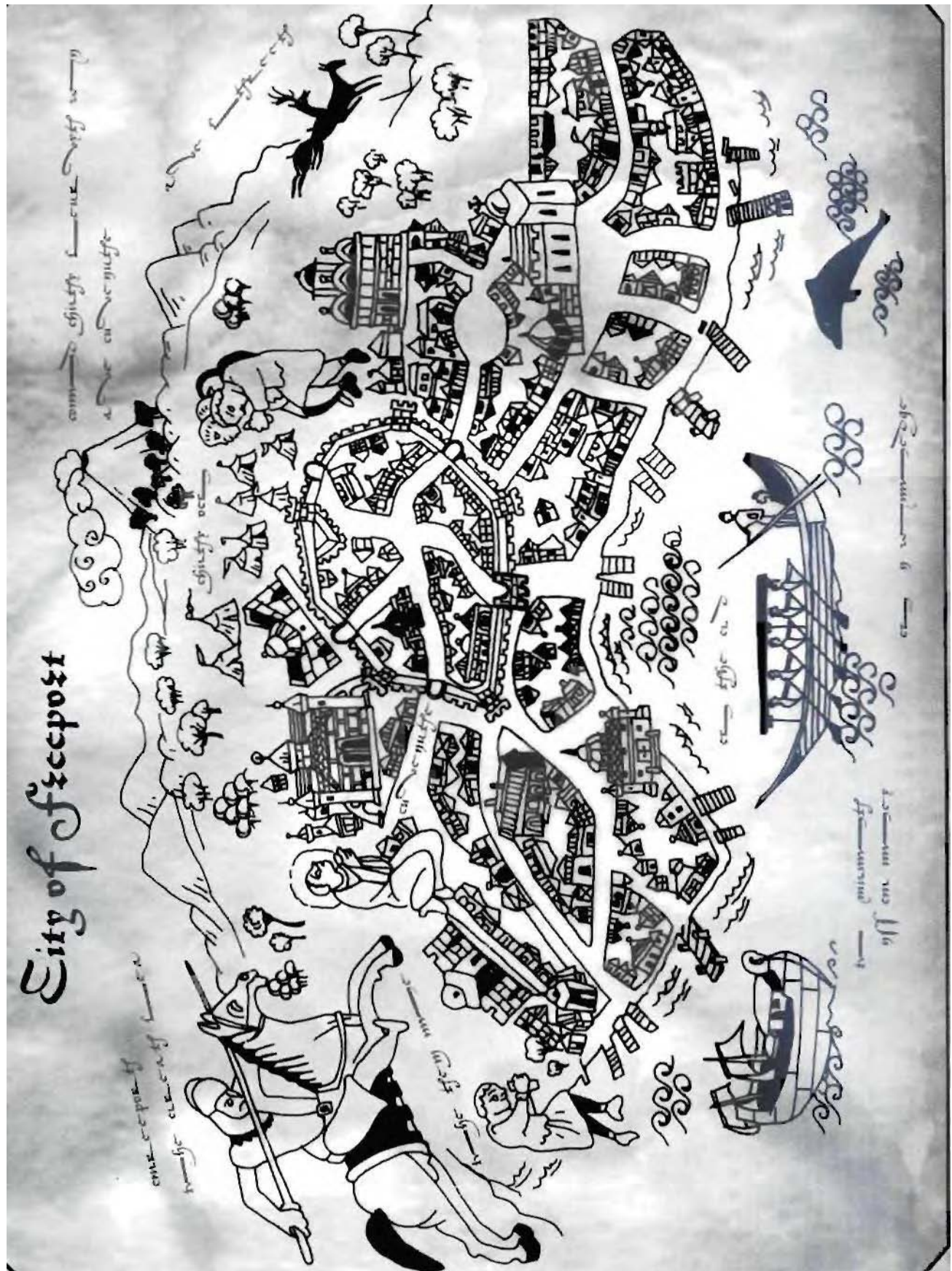
Just about every one of the religions in town has several holidays of its own, and these are haphazardly observed by those who wish to court the favor of the associated gods. Freeport itself has a few holidays of its own, too, and these are generally respected by everyone in the city. The three biggest holidays are Swagfest, Captain's Day, and Raidfest.

Swagfest is by far the most exciting of the three holidays. Over 200 years ago, the first Sea Lords of Freeport -Captains Drac and Francisco— took their fleets on a three-month plunder spree that came to be known as the Great Raid. The anniversary of the day that the fleet returned to Freeport Harbor to share the booty the pirates had claimed is the biggest celebration the city sees. Although Swagfest is only one day long, just about everyone in town takes the next day off as well, recovering from the revelry of the day before. It takes place in mid-spring, just before the Hurricane season, and it marks the end of the easy days of the dry season as the storm clouds gather on the horizon.

Captain's Day celebrates the day that the original Captain Drac was born. While Drac was alive, his birthday celebrations were something to be seen, an event that the entire city shared in. That tradition continues to this day, although Drac himself is long gone. Captain's Day is in the middle of the winter, right around the solstice.

Raidfest is pretty much the opposite of Swagfest. It was started as a means of bidding the pirate fleet farewell as it went off to start another reign of terror across the seas. This happens right around the end of the hurricane season, when it's clearly safe for the ships to sail off into the deep blue ocean without fear of a savage storm. Although much of Freeport's open support of piracy is in the past, the maritime traditions hold a great deal of weight here, and the popularity of this holiday continues on.





- CHAPTER FOUR -

A FREEPORT GAZETTEER

Now that you know about Freeport in general, allow us to take you on a tour of the area, highlighting each district in turn, as well as the most notorious of the people who populate it. Important NPCs are given full stat blocks, while others a short parenthetical treatment. Each location also includes adventure hooks; Freeport is the City of Adventure after all!

- THE DOCKS -

The Docks are where most of the ships that pull into Freeport end up. Freighters often load and unload in the Warehouse District, but when slots there are tight, they move over to the wharves in the Docks. Scurvytown, on the other hand, generally only gets in ships when both the Docks and the Warehouse District are full. This also happens when the captain of the ship doesn't feel like paying the higher fees in the Docks, usually around 1 gp per day for every 25 feet of the boat.

The Docks thrive with activity at just about any time of day. Mornings are busy with ships getting ready to leave the harbor. Afternoons are packed with ships entering the port. By night, the piers themselves quiet down, but the many rough inns and taverns scattered throughout the area truly come alive.

Life on the sea is filled with danger, and those who make their living on the waves are often hard-bitten people with large appetites. Sailors who yet their pay at the end of a trip blow the entire amount during their shore leave. After all, there's nothing to spend it on while aboard the ship, and they never know whether their next trip out might be their last. Better to make use of all that gold rather than having it weigh you down if you're tossed into the sea.

Even the toughest characters wander around the Docks alone at night at their own peril. The place is filled with roving bands of thieves looking for an easy mark and groups of drunken sailors spoiling for a fight.

The situation inside most taverns isn't much better. The only rule in these places is "You break it, you bought it," and they make a lot of money on broken mugs, tables, and chairs. Some have bouncers, but they're mostly there to protect the owners and the staff. The customers are on their own.

THE CROSSROADS OF THE WORLD

The Docks are sometimes called "the Crossroads of the World" because people of just about any seafaring race pass through here from time to time. The people of the docks are tolerant to outsiders, almost to the point of being blasé. Over the past 200 years they have seen it all, and it takes a lot to shock them

All are welcome in the Docks, no matter their alignment. This is a long-standing tradition going back to Freeport's days as a pirate hideaway. People here are judged by their actions, not what's in their heart. This includes people of all sorts of races, humanoid and otherwise: orcs, goblins, and so on.

Of course, as soon as someone from off-island does something nasty, it's only a matter of moments before the locals band together and smack the upstart down. Even the toughest creatures often think twice before taking on an entire mob of disapproving Freeporters.

This is only the case during the day though. At night people pretty much keep to themselves. All sorts of mayhem happens in the Docks after sundown, and it's not uncommon for the Sea Lord's Guard to find a body or two--or more--floating in the harbor in the morning. Unless the victim is somebody of note, though, it's unlikely that any repercussions ever come from the authorities. It's usually up to the poor soul's friend's to avenge him, assuming he had any.

DEATH ON THE DOCKS

There are rumors that a serial killer stalks the Docks at night, picking off unwary travelers at his leisure. The only problem is that there are so many other deaths in the area on a regular basis that it's almost impossible to pick out the link between the relevant deaths. The last time a murderer stalked the Docks, the notorious Firebrand Killer (see *Hell in Freeport*) the charred corpses of the victims were only too obvious. This new predator, if he exists at all, is an altogether subtler killer. In the brutal atmosphere of the Docks, it may take months for anyone to take notice.

The serial killer isn't the only problem the docks have. They're also by it: upon the back of a giant sea turtle. It has slumbered in the harbor, buried under tons of rock and mud, since Valossa's fall. If and when this creature ever decides to move, it's going to take most of the docks with it.

The Sea Lord has made a sacrifice to this beast once every 10 years to keep it in place. Unfortunately, with no Sea Lord around at the moment to perform the sacrifice, there's a very real chance the beast could wake up.

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THE HARBORMASTER

Freeport Harbor is the greatest source of taxes in the entire city. The Sea Lord's tax collectors do their best to collect fees from the various property owners in the city, but in a town as corrupt as Freeport, this is often difficult to do in a fair and timely manner.

The people who would pay the most property taxes are, of course, the most powerful souls in town, so collecting anything from them can be difficult. The ships that sail in and out of town are another matter entirely.

In fact, the city doesn't collect taxes directly from the captains of the ships in the harbor at all. Instead, they get their cut from the fees that the owners of the various piers charge the ships that make use of their services. If the taxes aren't paid, the piers are closed down, and the owners don't make a dime.

This is clearly extortion, but it's also a long-established tradition, so the pier owners of Freeport generally handover their taxes with more-often-than-not forced cheer. It's not so bad for them, after all. They just pass the costs on to their customers—and then use the taxes as an excuse to jack up the prices even further.

The person in charge of collecting all of this money is Kaddaceous "Kad" Serlin [Male Sea Elf, Exp13, hp65], an elf who has had the job since the founding of the city. (His favorite saying: "You might compare yourself to Sea Lord Drac. I knew Drac. Believe me, you're no Drac.")

Scrim is a well-known fop about town, rumored to have been cheating on his wife Darlanian [Female Sea Elf, Ari8, hp 28] for

over 100 years. Even though his office overlooks Port Square, he makes his home in a fine house in the Merchant District. It's commonly believed that Serlin is skimming a hefty bit off the top of the taxes he brings in, but he's so good at getting the city the money that it needs that no Sea Lord has ever formally complained.

Serlin can be seen striding along the Docks at just about any time of day, usually accompanied by his personal unit of the Sea Lord's Guards. He has the power collect city taxes from the pier-owners. Since it's in his best interest to make sure the docking fees are properly collected, he and his guardsmen can be called in when stubborn ship captains won't pay the proper fees.

ADVENTURE HOOKS

Serlin has been cheating on his wife with an aquatic elf named Marlienne. The affair has been going on for a century already, and Darlanian is finally fed up with it. She's prepared to pay for proof of her husband's infidelity. When she gets that, of course, she's ready to take matters into her own hands, so incautious players may quickly find themselves unwilling accessories to the murder of one of the most prominent people in town.

Of course, an elf doesn't get to be as powerful as Serlin without making some enemies. There are plenty of other viable suspects to go around, including other members of the Captains' Council. An investigation from the outside of this case is sure to turn over all kinds of rocks that the wealthy and powerful of the city would rather leave unturned.

LOCATIONS OF INTEREST

I. THE LONGSHOREMEN'S UNION

Freeport, as we all know, is a wild town. Serpent men, buried temples, gates to Hell—you can't walk into somebody's basement without uncovering a Truth That We Were Not Meant to Know. But, for all that eldritch excitement, Freeport is still a port— which means somebody's got to do the loading and unloading—, and make sure the city's main industry keeps chugging along. These days nothing happens on the Docks without the Longshoremen.

Usually, these bruisers are locals with a reason to stay on dry land—strong family ties, a surreptitious weak stomach or just a desire to live a halfway normal life. They're big and burly, but while they blow off some steam now and again, they don't raise the same kind of ruckus that visiting sailors do. Freeport is their home, after all, not some way station. They want it kept nice and quiet.

They also want to make sure they stay employed. What if some wizard cooks up a bunch of magic gorillas and tries to get them hauling crates? What if some shipper brings in a boatload of orcs who'll work for pig ears and donkey blood? Or what if the Captains' Council just decides the year's been a little lean, and they're going to cut dockworkers' pay?

Enter the Union. If you work on the docks, you've got to join. If you work on the docks and you don't join, you'll be getting a swift, cordial visit from the welcoming committee. If you try



- CHAPTER FOUR: A FREEPORT GAZETTEER -

to break the union with scabs, or try to cut their wages, you're in for a full-scale strike—one that effectively shuts down the town.

If you listen to the mutterings of the Captains' Council, or the local merchants, the Union's a bunch of damned thieves and extortionists, worse than any of the cutpurses who haunt the docks. But don't believe the slander. The Longshoremen may be tough, but they're one of the few honest organizations in town.

Thank Poppy Bragg for that. For thirty years, he worked the docks, unloading cargo and living the life—and reaping the benefits of its generally corrupt, complacent union. The leaders signed deals that looked good on the surface but short-changed their workers in the long haul, leaving them without pensions or other provisions for old age. Bragg, like everybody else, knew deep down things couldn't last, but who wanted to go up against entrenched lenders? Life's too short to make waves.

Then he met Emaya Passos [female human Com5, hp 18], a sailor's daughter and a bit of a militant. She was just as tough and plain spoken as any of the dockworkers Bragg had known, and she had seen a lot in her time. Freeport was an embarrassment, she believed; the upper classes were decadent, and that base behavior had wormed its way down to the docks. It was the moral compass Bragg had been waiting for his whole life. They married, and within five years he'd fought his way to the top of the Union. Through sheer force of will, and the occasional judicious use of force, he built a network of allies and gave the deadwood their walking papers.

He soon built an organization to be feared and respected. He met with merchants and ship owners and laid down the law, tearing up the old sweetheart contracts and hammering through tough new ones. At the same time, he insisted that his members pull their weight—he'd make sure everyone could eat, he was if of saying, but he'd be damned if he'd let anybody get fat. Least of all him: He and Emaya live in a simple apartment in Scurvytown and the union operates out of a storefront on the docks.

ADVENTURE HOOKS

Bragg walks a fine line. The powers that be know that if he were out of the picture, union management would be much more amenable to their terms. And while most of the workers like the honest work, there's always a large minority that grumble about how things were better when there was more fat to go around. Bragg and Emaya, through sheer force of will, know how to play all the competing interests against each other, keeping a strong base of support that keeps them safe from foul play. But, sooner or later, something's bound to give. Somebody's going to make an attempt on Bragg's life, or try to kidnap him or Emaya. Or perhaps some young firebrand with a shady past will try to grab control of the Union.

2. THE SEASIDE MARKET

Down in Port Square, located just north of the two northernmost piers on the Docks, sits the Seaside Market, stretching all the way to the front gates of the Old City. This is a large, vibrant, open-air bazaar at which shoppers can find just about anything they might want—for a price.

THE LONGSHOREMAN'S UNION

POPPY BRAGG

Male human Com8: CR 7; medium-sized humanoid; HD 8d4+27; hp 43; Initiative +0; Spd 30 ft; AC 12 (+2 leather); Atk +7 melee (1d6+3, club); AL NG; SV Fort +7, Ref +2, Will +3; Str 17, Dex 10, Con 17, Int 12, Wis 13, Cha 15.

Skills and Feats: Climb +8, Intimidate +4, Jump +7, Listen +8*, Profession (longshoreman) +12, Spot 8*, Swim +8, Use Rope +5, Alertness*; Great Fortitude, Leadership, Toughness.

Possessions: Club, ledger, pamphlets, purse with 30 gp.

TYPICAL LONGSHOREMAN

Male human Com1: CR 1/2; medium-sized humanoid; HD 1d4+4; hp 6; Initiative +0; Spd 30 ft; AC 10; Atk +2 melee (1d3+2, unarmed or 1d6+2, club); AL N; SV Fort +1, Ref +0, Will -1; Str 15, Dex 11, Con 13, Int 8, Wis 8, Cha 9.

Skills and Feats: Climb +3, Profession (longshoreman) +3, Swim +3, Use Rope +2; Endurance, Toughness.

Possessions: Sack lunch, 3 sp.

The entire area is crammed full of tents, tables, and stalls, all filled to overflowing with all sorts of merchandise ranging from fresh fish and shipped-in vegetables to live cattle to books both new and old to weaponry of all kinds. Most spell components can be found here, at a not so unreasonable price, and even some low-level magic items might occasionally be for sale. (Higher-powered stuff is usually sold only in the well-guarded shops of The Merchant District.)

Of course, wherever there's such a large amount of unbridled commerce, there are also thieves and con men of all stripes. The Seaside Market is not the safest place in the city, even in broad daylight, and the Sea Lord's Guard is notorious for ignoring anything short of an outright brawl in the narrow aisles between the merchants.

Still, the prices here are generally much cheaper than can be found elsewhere in the city, so many people make regular pilgrimages down to Port Square to pick up the things they need. It's said that if you're looking for someone in Freeport, you really just need to set up a chair in the center of the square. Sooner or later, everybody in town walks by.

The place is full of all sorts of people, including traveling merchants in town for just a few weeks or even a few days. The sellers come from all over the place, even under the sea.

Case in point: Ichibando [male merfolk Exp6, hp 30] and Maralei [female merfolk Exp6, hp 26] are a merfolk couple who offer up the goods of their undersea village for the pleasure of the people of Freeport. Maralei most often works their large stand, occasionally assisted by visitors from the deep, fellow merfolk up to see what life is like above land.

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The merfolk stand is unique, as it actually sits half in the water, just between the two piers at the south end of Port Square. People climb down a short ladder to stand on a floating platform and examine the merfolk merchandise.

Although he keeps it well hidden, Ichibando has a wand that allows him to shapeshift [wand of polymorph self] that's he's ready to use any time things get nasty. From time to time, he's been known to use it to give himself legs so that he can make his way around Freeport more easily than he could with his tail.

ADVENTURE HOOKS

Ichibando and Maralei are actually spies for the merfolk people. The merfolk don't generally trust the Freeporters, especially with the pirate past its people have. They may need the heroes' help to uncover a plot being hatched by some pirates to raid the merfolk village with the aid of some magical depth charges designed to destroy it,

The market is a common place to buy and sell illicit goods. The heroes might be able to find items or information they need here, but! sometimes the sellers have agendas of their own. This would also be an excellent place for a gang war to break out, as it's one of the most valuable pieces of territory for shakedowns and the like.

3. THE BLACK GULL

The Black Gull got its name from a huge raven that frequented the place when it first opened. The creature flew in the door one day and refused to leave. The owner of the place, Dill Mackey [male human Com6, hp 20], started feeding the bird. One night, a sailor who was three sheets to the wind looked up from his spot on the floor and said, "That's the blackest gull I've ever seen."

Within days, Mackey had renamed the bar and replaced the sign out front with a painting of his favorite pet. Of course, that was years ago, and the sign now shows some wear, but the bird is still there. When it's not sitting perched on Mackey's broad shoulder, the raven rests in a wrought-iron cage up behind the bar, relatively safe from the raucous crowd.

Fights happen like clockwork in the Black Gull. You can almost set your watch by them. Mackey tolerates them pretty well, but whenever anyone comes over the bar or threatens him or any of his staff (which includes three waitresses and a busboy or two) he lets loose Buster on them. Buster [male half-orc Ftr5, hp 40] is a bruiser who likes to carry around a club with a nail driven through it with which he threatens unruly customers.

Busier doesn't believe in warnings. That's Mackey's apartment. He's just there to bust heads.

The Black Gull has prices that range from reasonable to downright cheap—about half normal). The quality is in the lower range too, but for people looking for a place to have a drink, it's a place to have a drink.

Mackey doesn't serve any food in the place—"Gets in the way of the ale," he complains—but people are welcome to bring it in from someplace else. They'd better have enough to share though; ! A lack of such manners has sparked off more than one fight in the place,

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ADVENTURE HOOKS

Mackey wasn't always a bartender. It's possible that one of the names he made during his pirate days could come back to haunt him. Perhaps it turns out that the Black Gull is actually a symbol of some ancient cult, and its members now believe Mackey is secretly the reincarnation of their leader— whether he knows it or not.

Perhaps it turns out that Buster has designs on owning the Blind Gull himself. Or maybe the heroes stumble upon a plot to murder the bouncer for throwing important or vicious people out of the place. This is a rough tavern, and there are plenty of dates for mayhem here.

4. THE RUSTY HOOK

The Rusty Hook was actually once a warehouse, but the previous owner lost it to Karl Wine [male human Exp4, hp 18], an ex-pirate who lost his hand in what he claims was a glorious battle. Wine took one look at the warehouse and realized that he knew absolutely nothing about running a place like that. The only things he had any experience with were pirating and drinking. Since the building wasn't a boat, Wine opted to set up a tavern, which he named after his poorly tended prosthesis.

Of course, the warehouse was much too big for a simple room for drinks; the ceiling was 40 feet high. So Wine got the bright idea of splitting the place horizontally with a new, lower ceiling for the main room, leaving plenty of space for bunkrooms above.

Wine takes his own home in one corner of the upper room, and another is kept for his barmaids. The rest, however, is open for rent. Some of the places are lent out seasonally or by the week, depending on what time of year it is. A few are kept aside for less regular guests, along with a small, bare room where the unconscious drunks are tossed for the night to sleep off their benders—once their purses have been lightened to cover the cost of the floor space, naturally.

Wine converted the back half of the warehouse into a kitchen, so the place serves food. The seafood is always fresh, if often overcooked, just the way Wine likes it. The rest of the food is actually not all that bad, but any effort that might be made to make the jump to good would likely be wasted on the rough-and-tumble clientele. Most of the people who patronize the Rusty Hook are sailors, people used to living on the substandard gruel commonly prepared by the underpaid cooks that live on the ships.

ADVENTURE HOOKS

Someone has located Wine's missing hand and is offering him the chance to be reunited with it. He's willing to pay just about anything for it, but the current holder of the hand wants everything, plus more. Wine figures he can pay a party of heroes several thousand gold pieces for the recovery of the hand and come out ahead.

Of course, the person who originally cost Wine his hand—a woman the innkeeper once wronged—isn't so thrilled about having lost it. She's also hunting for it, and she's willing to double whatever Wine might have promised the heroes.

BRING OUT YOUR DEAD

Burial plots are hard to come by in Freeport, land being at such a premium. Only the very rich can afford the cost of a grave on dry land and a funeral. All the other bodies that turn up in Freeport have to go somewhere, and that somewhere is almost always the Crematorium. Perched on a rocky atoll about half a mile to the west of the city, the Crematorium's purpose is simple: make sure the dead of Freeport are disposed of in an effective and sanitary manner. Actual burning of corpses is done only once a day, and the furnaces can handle up to 20 corpses at a time.

The Crematorium has a permanent staff of 15 men that rotate between duty on the rocky island and a depot located onshore on the piers of Scurvytown. A boat from the Crematorium visits Scurvytown every day noon to pick up the newly dead, as well as fuel for the furnaces. Most residents of the city avoid the Crematorium workers, and the entry of one of them into any bar in town usually ratchets the jocularity level down a few notches.

For the most part, the grim dedication of the Crematorium staff keeps the dead of Freeport out of sight and out of mind. The winds still occasionally shift badly, though, sending the faint smell of burning flesh wafting from the furnaces through the streets of Scurvytown.

In addition to the Crematorium itself and the living quarters for the workers, the island also houses a small temple to the God of Death, tended by a single priest name Golmon [male elf Clr5, hp 25]. He ensures the proper transition of the once-living into the realm of the dead—and ensures that none of those corpses that make it out to the Crematorium get back up to trouble the living.

5. SOCIETY OF LOBSTERMEN

Seafood, as you can imagine, is a staple in Freeport—and lobster is the priciest delicacy on the market. Very few average folks in town can afford it, but the dinner tables and restaurants of the Merchant District have it in good rotation (along with oddities like imported beef and chicken) The dish comes dear for a simple reason: there aren't a lot of lobsters in Freeport's waters, and those that are there are tough to catch. Like the people of Freeport itself, they've become adept at surviving by any means necessary, clinging to rocks, hiding in eaves and even snipping open haps. It takes a special kind of fisherman to bring them to the surface—it's more of an art than a job. Really.

So why do the lobstermen have a fleet of three well-appointed ships? Why do they have a fancy "guild headquarters" on the border of the Merchant District? Why do they never seem to want more money or goods? Why do they get all those fancy, peculiar visitor from out of town? And why do they go so

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damned far off the coast to do their fishing? The simple truth is: the Lobstermen do catch the creatures, all right, and they're regular pros at the job. But that's not all they go scrounging for down there.

Balboa Cockle, a tinkerer of no small intelligence, founded their society decades ago. He hit upon the idea that so many ships had been sunk in the waters around Freeport that the sea floor must be overflowing with gold. He knew if he got wizards involved they'd either steal his idea or take the lion's share of the profits in exchange for their magic. Locking himself in his laboratory for weeks, he devised a suit of brass and glass and canvas designed to let the wearer explore the floor of the ocean. The only problem was. Cockle's contraption required somebody on the surface of the water to work an air pump and he was at a loss for friends. So he formed an alliance with the only group of people in Freeport who were bigger loners than he was: the handful of misanthropic fishermen who hunted lobsters.

They succeeded beyond their wildest dreams. They found wreck after wreck beneath the waves, each loaded with more booty than the last. Cockle and his allies were smart: they didn't spend their wealth showily, but they did invest in prudent improvements to their boats and equipment. Over the decades, the crew grew into a full-fledged society: codes of secrecy were established, initiation rites created, a headquarters acquired. The moves were undertaken to expand, streamline and, most importantly, protect their business. The society has sent discreet emissaries around the shipping lanes, letting it be known that anyone who wants something retrieved from the depths can have it for the right price, hence the visitors at all hours, from all corners of the world, human and otherwise, seeking some heirloom or other priceless

gewgaw that's now gathering coral. The Lobstermen will fetch anything, no questions asked. They are a tight-lipped, adamantly neutral, crew.

They vigorously monitor the shipping lanes, as well as patrolling their undersea haunts in Cockle Shells (as they call their diving suits). Anyone who ventures below the waves, snooping around for lost treasure, soon finds himself attacked by mysterious figures with flashing tridents, weighted nets and air-powered crossbows. The Lobstermen have also acquired some arcane means to render water breathing magics useless (*wands of dispel magic*), which are devastatingly effective underwater. The sea has closed over more than one party of reckless adventurers who thought that magic was all they needed for protection down below...

ADVENTURE HOOKS

Obviously, the Lobstermen's covert activities aren't common knowledge. Players could easily stumble over them while investigating a mysterious wreck or searching for sunken treasure. Then there's always the possibility that the laconic divers might pull something out of the depths that's far too powerful for them to handle....

6. THE SHIPPING NEWS

Read all about it! Two coppers 'll get you the whole story! Lizard Man Spotted in Sewers! Sea Lord in League With Gibbering Cosmic Horror! Gate to Hell in Center of Town! All this plus arrivals and departures, sunrise and sunset, high tide and low, and the continuing adventures of Commander Cody, in serial form! Plus our award-winning political column-"One Freeporter's Opinion"-the column that brought down Sea Lord Drac! For the ladies we have "Freeport After Dark"-all the society gossip you can swallow! All of it for the same two pennies! Thank, you, sir! Bless you, ma'am!

What? You want to know more about our little paper? Why, that's a two-penny story in itself! Here's the scene: Freeport! Four generations ago! A starry-eyed kid named T.K. Calame hits the streets with a pocketfull of nothing and a head full of dreams! He always loved the sea, but his inner ear had other ideas! So, he said to himself, "T.K., what can you do better than anybody else?" And the answer comes back, "Spelling!" That's right—he was All-Freeport in his last year of school! Before you can say, "Drac's your uncle," our boy takes a job at a printing house and spends his off-hours putting out a sheet to record the comings and goings on the docks! The result: bombshell biz! The locals ate it up! T.K.'s broadsheet kept growing, and never looked back!

All right, skip to the last chapter! Calame's grandson, C.Q. [male human Exp4, hp 14], inherits the editor job and decides he wants to do more than announce water traffic! C.Q.'s platinum plan: Turn The Shipping News into a real newspaper! Tell what's really going on in town-dish dirt! Rake muck! Comfort the afflicted and afflict the comfortable! Give people something juicy, not just the dry bones!

If T.K. knocked 'em off their feet, C.Q. sent them through the roof! Some people say that C.Q.'s the most powerful man on the island -- he can move public opinion, spread the word on just

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SOCIETY OF LOBSTERMEN

NEW ARMOR: COCKLE SHELL SUIT

The suit is the Lobsterman's secret weapon. Attached to an air pump, it allows a diver to stay underwater for hours. Proper use requires the Armor Proficiency (cockleshell suit) feat. The biggest liability of the cockleshell suit is the exposed air hose, which can be severed. Use the normal rules for Attacking an Object. The air hose counts as a tiny (+2 AC) held, carried, or worn object, with Hardness 1 and 4 hit points. Bludgeoning weapons are ineffective.

COCKLE SHELL SUIT

Armor	Cost	Armor Bonus	Maximum Armor Dex Bonus	Arcane Check Penalty	Spell Failure	Speed (30 ft.)	(20 ft.)	Weight
CSS	800gp	-4	+1	-6	35%	20 ft.	15 ft.	40 lbs

TYPICAL LOBSTERMAN

Male human Exp1/War1: CR 1; Medium-sized humanoid: HD 1d6+1d8+6; hp 14; initiative +1; Spd 20 ft; AC 15 (+1 Dex, +4 cockle shell suit); Atk +3 melee (1d8+3, trident or +2 ranged (1d8, light crossbow); AL N; SV Fort +5, Ref +1, Will +3; Str 14, Dex 12, Con 16, Int 10, Wis 12, Cha7.

Skills and Feats: Climb +4, Hide +3, Intuit Direction +3, Knowledge (geography) +2, Listen +4, Move Silently +3, Profession (fisherman) +6, Search +4, Spot +4, Swim +7, Use Rope +3; Armor Proficiency (cockle shell suit), Endurance.

Possessions: Maps of wreck sites, net.

about anything, and there's nobody in town he doesn't know. Sure, he's made a lot of enemies with all the juicy stories he's ran, but there's nobody in town that'll dare lift a finger against him. And nobody can buy him off, either—that's C.Q. for you! Honest as the day is long! All of it printed in the busiest offices in town, right in the middle of the Docks!

ADVENTURE HOOKS

Sheesh! How much you want for two pennies? All right, here's a few. Let's say C.Q. or one of his reporters gets wind of a huge story—and the guy on the receiving end decides to forget how many friends C.Q. has. Seems C.Q. might need some protection, in a case like that! Or if one of the boss's reporters up dead-perish the thought! - with some scribbles in his notebook - well, C.Q. might consider taking on some help to investigate! Or what if some unscrupulous character feeds C.Q. a fake story about how you adventurers are a bunch of crooks and thieves out to do harm to the city? You'd be in quite a pickle there! But I'm sure C.Q. would ask you for quotes before he printed anything!

7. THE ONE RING

The One Ring is a stone-lined fighting ring situated just off the southeast end of Port Square. Every Friday night, just as the merchants in the Seaside Market are securing their goods and packing up their tents for the night, the One Ring plays host to some of the most brutal conflicts ever seen outside of a dungeon floor or an actual battlefield. The crowds come from all over the city to watch the fights and place bets on the contestants

The promoter of the fights—one Dahn Rey [male dwarf Ftr7, hp 61], a middle-aged dwarf with a beard down to his toes—has been running this gig since the days of Sea Lord Marquette. Each and every Friday night he has a packed house.

The ring itself is a circular platform made of stones stacked and mortared about three feet high. It's been repaired several times over the years, but it's essentially remained unchanged for over a century. Spectators stand packed tightly around the ring, looking up at the battlers. Those who are too close are often spattered with blood and sometimes even crushed under contestants who have been knocked from the ring. Boxed seats have been affixed to the walls of the nearby buildings, giving those with enough pull or cash an opportunity to see the fights from an unobstructed and generally safe vantage point.

Most fights are bare-knuckled boxing matches, although there are some sword and knife fights usually slated each week. Nothing brings in the crowds like the sight of blood, and it flows freely in the ring during such matches. It's not uncommon to see a loser or two at death's door in the course of an evening.

A cleric from the Temple of the God of Warriors is always on hand to offer relief: to the grievously injured. Those who pay regular tribute at the Warrior God's Temple get 50% discount on the standard price. Those who can't pay—for whatever reason—aren't turned away, but they must be truly destitute. Otherwise, they can depend on being quickly reinjured by the Warrior God's priests. The honest poor have the option of working their debts off by performing tasks on behalf of the Warrior God at the temple's behest.

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While there are few rules for the fights, the ones that are in place are strictly enforced. These are honest fights, so there's to be no magic—of any kind. The One Ring has been permanently enchanted with a detect magic spell, so any magic items brought into the ring glow brightly, as does anyone either using or affected by a spell. If anyone or anything in the ring glows at any time, the fight is suspended, and the perpetrator grabbed and summarily tossed directly into the harbor.

Rey makes his money by charging for the good seats and by making book on the bets that fly fast and furious before every fight. Besides the regular Friday night fights, he also hosts special events on many holidays, including Swagfest, Raidfest, and even Captain's Day. The Sea Lords have generally been fans of the fights, attending often. Even those who have not cared much for the fights have acknowledged their usefulness in keeping Freeport's populace from attacking one another in the alleys instead.

ADVENTURE HOOKS

The fights here in the One Ring are often fixed, sometimes on both sides. There are ways to ensure that one side or another takes a dive that have nothing to do with magic. The only trick is that the dive must be convincing. Otherwise, people have a funny habit of asking for their money back. The Joy Buys have made a lot of money fixing the fights, but so has the Bo'sun. When the two end up on opposite sides of each other, the sparks can really fly. The heroes might be hired by a sore loser to figure out if the fights are fixed. Or they might find that they need to silence someone who's squawking too much about the situation. Either way, there's sure to be a fight outside the ring.

8. THE BROKEN MUG

This run-down inn is actually perched on the end of the last pier in the Docks, right on the edge of Scurvytown. The pier itself has seen better days, and all but the most desperate captains generally refuse to dock there. There's just no place to load or unload things, since the inn takes up most of the space.

The owner of the Broken Mug, a lady by the name of Dakartua Gringsson [female dwarf Exp7, hp 35], is as tough as they come. Having overcome the dwarven aversions to water and foreigners, she decided to open an inn. It being constructed of wood—and being situated over water—is truly the icing on that cake.

The Broken Mug gets its name from the long-standing tradition in the place of brawlers using broken mugs as weapons (1d4 damage) Gringsson has taken to selling the mugs with the drinks so as to recoup her costs from the nightly conflicts.

If anyone really annoys Gringsson, however, whether by hurting her or any of her staff, she has a rather unique punishment for them: dunking. The offender is bound hand and foot with the help of all those present and then placed upon a hinged platform to the south side of the main room. The stays are then kicked out, the trapdoor drop opens, and the offender plunges into the murky deep. Most folks are hauled out spluttering within seconds. Dangerous as it sounds, there's only been one death from this tradition in the past 15 years.

There are rooms to let on the second floor of the Broken Mug. These are cheap rooms, but most have a wonderful view of the harbor. However, once the workday begins in the predawn J hours, the noise can be awful.

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Food is served here as well. It's actually pretty good, and it's not unusual to see the seagoing members of the Captains' Council lunching or dining here together.

ADVENTURE HOOKS

A band of pirates that were dunked the last time they were in town are out for revenge. They are planning to cut through the pier's pilings and dump the Broken Mug right into the harbor.

Worse yet, a sahuigan warband are hoping to burst into the place through the hatch during the next dunking. If they manage to pull this off, they plan on killing everyone in the place as a warning to the people of Freeport. To them, land is for air brothers, water is for water breathers, end of story.

9. THE DIVING FIN

Ask any mainlander to think of a single word that describes Freeport, and you're liable to hear some pretty standard answers: pirates, terror, thieves, madness, hell, and death. One word that won't be uttered a single time is "cuisine." With the Diving Fin gaining in popularity, that may well change.

Situated in the corner of the Docks adjacent to both the Warehouse and Merchant districts, the Diving Fin has slowly been making the transition from local secret to citywide hotspot. The reasons for this subtle shift are the inn's proprietors—a halfling man and a half-orc woman.

Dreiden Simmerswell settled in Freeport many years ago to seek as an adventurer, but was disappointed that the city had no restaurants that served food as tasty as what he enjoyed at home. He noticed a warehouse lying abandoned in an area that should have been prime real estate. Simmerswell decided to use his nest egg to create the best restaurant Freeport had ever known.

It was rough going at first, especially considering the fact that Simmerswell had no practical cooking skills when he began. But he concentrated on a cuisine to which Freeport had abundant access; seafood. Through practice and experimentation, Simmerswell's skills as a chef increased and the Diving Fin began to enjoy a favorable buzz.

Besides the general excellence of the food, the sheer variety of dishes makes the place that much more intriguing. A typical evening will have such delights as soft-shelled crab kabobs, shark sandwiches, kraken steaks, and the occasional appearance of the fabled "Sea God's Delight," which is the rather large tail of some sea creature smothered in a tangy whiskey sauce. Specials change nightly.

One item that's never on the menu, however, is fighting. Gringa, the half-orc bartender and bouncer, strictly enforces this policy. Patrons are requested to deposit their weapons at the door, and at the first hint of unrest, Gringa will calmly make her way to the boisterous party and slowly raise them up to the ceiling. This is usually all that is required to keep the peace, but Gringa is not above retrieving her greataxe from above the bar.

Gringa actually knows Simmerswell back from his abortive adventuring days, and enjoyed the halfling's carefree personality so much that she decided to join him in his restaurant venture. Rumors have circulated among the gossips on the Docks that her

relationship with Simmerswell goes beyond simple business dealings, although no one but a suicidal fool would ever say as much in the half-orc's presence. In truth, neither of them has even remotely considered moving beyond the easy friendship they enjoy—why mess with success?

The layout of the Diving Fin is rather sparse, as the focus is more on the food than the atmosphere. A single door opens onto the main room, which seats about 100. The bar is in the rear of the room, directly adjacent to the kitchen entrance. Most times Gringa can be found here, ponderously mixing drinks in glasses that are almost completely engulfed by her hands. Patrons who aren't half-orcs themselves find her concoctions to be rather strong.

Lighting is provided by candelabras dangling from the ceiling and torches at varying intervals along the walls. There are a few stabs at a nautical theme, namely some paintings and the occasional stuffed sea creature, but for the most part the place simply settles for clean and neat.

Those people hoping to catch a glimpse of the Diving Fin's halfling proprietor will probably leave disappointed. Simmerswell is busy preparing all of the night's delicacies in the kitchen, and only toward the end of the evening does he come out to mingle with his customers. Most of the evening, waiters will simply inform diners to direct chef compliments to Gringa, who will acknowledge them with a single curt nod.

THE DIVING FIN

DREIDEN SIMMERSWELL

Male halfling Exp7: CR 6; small humanoid (3 ft. 3 in. tall); HD 7d6; hp20; Init +3 (Dex); Spd 20 ft; AC 14 (+1 Size, +3 Dex); Atk +6 melee, +9 ranged (1d4+1/19-20/x2, throwing dagger); SV Fort +3 (+2 base, +1 racial), Ref+6 (+2 base, +1 racial, +3 Dex); Will +7 (+5 base, +1 racial, +1 Wis); AL NG; Str 12, Dex 16, Con 11, Int 13, Wis 12, Cha 9.

Skills and Feats: Diplomacy +9, Gather Information +4, Knowledge (Freeport) +6, Knowledge (Seafood) +11, Listen +8, Move Silently+10, Profession (Cook) + 11, Profession (Innkeeper) + 6, Search +9, Use Rope +10; Dodge, Endurance, Leadership.

Possessions: Throwing dagger, pouch with 12 gp.

GRINGA

Female half-orc Bbn8: CR 8; medium-size humanoid (6ft. 6 in. tall); HD 8d12+16; hp68; Init +1 (Dex); Spd 40 ft; AC 15 (+4 Chain Shirt, +1 Dex); Atk +12/+7 melee (1d12+4/x3, greataxe or 1d3+4/x2, fist); SV Fort +8, Ref+3, Will +3; AL CG; Str 18, Dex 13, Con 15, Int 10, Wis 12, Cha 8.

Skills and Feats: Intimidate + 10, Jump -12, Listen +11, Literacy, Profession (Bartending) +4, Ride +6; Improved Unarmed Strike, Power Attack, Cleave.

Possessions: Greataxe, chain shirt, pouch with 4 gp.

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The Diving Fin also has a limited number of rooms for rent above the bar (where both Simmerswell and Gringa live), but one night in the spartan accommodations will make clear why the place is earning its reputation as a restaurant.

Amazingly, the Diving Fin is just what it seems to be— a good restaurant owned by two good-hearted non-humans.

ADVENTURE HOOKS

After years on the job, Gringa has finally decided to take a vacation. Simmerswell needs a replacement, but getting a literate, bartending half-orc on short notice is a tough trick. So he decides to hire a bunch of upstarts who can keep the peace and mix a halfway decent "Freeport Sunset."

Owning a restaurant can be a competitive business, and when the Diving Fin starts to overshadow its competitors, a desperate owner decides that it's time to close down the inn once and for all. So when people begin complaining of food poisoning, and several small mysterious fires are lit after closing time, it's clear that someone is up to no good. Simmerswell is a cook, not a detective, and Gringa's method of questioning leans toward the crippling. This is a situation that requires subtlety, intelligence, and patience. But maybe the adventurers will want to look into it anyway.

10. THE STAR OF THE SEA

One of the unfortunate truths of seaport life is that sailors go off and sometimes don't return. Often, they leave a family behind: a wife working in one of Freeport's shops or inns, and a handful of children dozing through school until they, too, can follow their father onto the water—and perhaps their own graves. Fortunately, the Star of the Sea is there to help.

Conceived as a "Widows and Orphans" fund for relatives of sailors lost on the ocean, the group has grown into one of the most powerful activist organizations in Freeport. Its members can be found at every council meeting where important policy is debated, dressed in traditional black dresses and veils; the women serve on the boards of many charities, and volunteer in many of the city's shelters and hospitals. Some of them even volunteer for hours on the Hulks—and agitate for abolishing the crafts.

Meredian Clozet [female human Con3, hp 8], whose husband, Tropak, was lost in a storm, founded the group. She considered her three children, and the grim life they were facing and decided to fight fate with all her strength. She appealed to the city council for funds, pestering them with petitions and candlelight vigils until they assented. From there, she secured contributions from noted merchants and ship owners—even the occasional soft-hearted pirate. She took other widows and orphans out of Scurvytown and into her own home to build the organization. Within a few years the Star of the Sea had outgrown Clozet's home and moved into its own headquarters on the docks. They eagerly adopted a mourning uniform of all black and absorbed Clozet's speeches about social welfare and self-sufficiency. Quite the creative army: an endorsement by the Star of the Sea amounts to a universally acknowledged seal of approval in Freeport, from the city council on down to the blackest rogue.

Clozet shares duties with her deputies, but she is responsible for coordinating most of the big decisions. Not to mention keeping the group's biggest secret. She's on a mission from God.

The night her husband vanished, she had a vision of a woman walking through storm-crested waves and settling them as she went. When Clozet heard the news about her husband, she knew that he had been judged unworthy of salvation—as, indeed, Freeport must be. The water-woman has appeared to Clozet numerous other times over the years, haunting her dreams and mutely guiding her actions. But she's never told a soul about her divine companion—she's waiting until the time is just right.

ADVENTURE HOOKS

The Star of the Sea is universally loved in Freeport, but what happens if Clozet's guiding genius decides to tell her to go on a crusade in this hive of thievery and corruption? The powers that be might start to look askance at her work. Or what if the spirit guide tells her to leave town—perhaps her husband is still alive, somewhere over the waves, on an uncharted island, just waiting for a team of hardy adventurers to rescue him.



- DRAC'S END -

Freeport sits nestled right up against the wild jungle of A'Val. Drac's End is where the pressing mass of the city starts to peter out against the lush greenery that covers the rest of the island. Although the area between the city and the jungle is regularly clear-cut and patrolled by the Sea Lord's Guard. The threat of danger from A' Val's interior keeps most of the people who can afford better housing away from this part of town.

Of course, the number of people in Freeport who can't afford better housing is considerable. Drac's End is the very definition of a working class neighborhood, housing the raw labor force that keeps the industry and trade infrastructure of Freeport trundling along. Sailors and longshoremen keep shabby rooms in run-down rooming houses. Families live in crowded and noisy tenements, and the smell of humanity (and demi-humanity) is a palpable thing to one walking through the streets.

This doesn't mean that Drac's End is a terribly dangerous place, of course. Compared to Scurvytown, the streets here are a haven of safety and civility as long as a traveler stays out of the morass of canvas called Tent Town (see below). The people here may be poor, but they are in large measure honest folk, just trying to get by in the shadows of both the Old City, and the jungles of A' Val.

THE MELTING POT OF FREEPORT

The district also features an amazing variety of cultures and races, a cross section of the known world, all packed into crowded dwellings. Foreigners fresh off the boat often gravitate to Drac's End— those with the sense or morals to avoid Scurvytown, that is. The cheap rents and the presence of the Freeport Institute, the lone bastion of higher learning in town, is also an attraction to many, and the students of the school serve only to increase the district's diversity.

So the diverse people of Drac's End live packed together here slipshod buildings, fully realizing that they are literally the human shields between Freeport and the rest of A' Val. Still, life is not all bad in Drac's End, and most people here have hopes for a better future for themselves, whether they're realistic or not.

TENT TOWN

There are large stretches of open places in Drac's End where there aren't any buildings at all. For the most part, squatters claimed these areas over the years. They camp out there under the stars, right in the shadow of the walls of the Old City but afforded none of its protections. This constantly shifting and changing area, known as Tent Town, is mostly unpatrolled by the Sea Lord's Guard. They have long since

given up trying to impose order in a place where the tenants change monthly, weekly, or sometimes even daily!

The population of Tent Town varies radically with the seasons. During the dry months, when the weather is pleasant, the place is packed to the gills. It's difficult enough to find a clear patch of ground to lay down, on much less pitch a tent. The only areas that are regularly clear are the roads. The horses and carts that roll through them do a pretty good job of keeping people from hanging out there for too long.

Fights over territory are not at all uncommon. The losers of such conflicts might have to pitch their tents in some of the least desirable places, located around the common privies that the town has set up to keep the Tent Towners from dumping their waste wherever they like. These areas get pretty ripe during the crowded months and only barely more tolerable during the rest of the year.

During the rainy season, many Tent Towners pack up and leave. No one likes getting caught out of doors during a monsoon, but every year that's what happens to those who stay out in the open in Drac's End. During the worst of it, most people can find some shelter in the kinder parts of the temple District, but even these places get quickly packed to overflowing.

Many of the residents of Tent Town are sailors that got off their boats for shore leave and decided not to report back for duty when the ships pulled out of port. The rest are those who either decided to move to Freeport or were passing through and ran out of money. Their circumstances left them here, where they are unlikely to be missed by any but the few friends they can make in such a place.

LOCATIONS OF INTEREST

II. THE PAWN'S SHOP

It's a hustler's life in a place like Drac's End. It seems like everyone's got something to sell, even if it's the shirt off his back. After all, people have to eat somehow, and commerce is the way this gets done.

For this reason Drac's End has several secondhand shops at which people can buy and sell whatever goods they can get their hands on. The owner of the Pawn's Shop, Egil Horne [male human Rog8, hp 35], is a bit less curious than others about where his goods might have originally come from. In blunt terms, he's a fence.

The Sea Lord's Guards know that Horne's a fence, but he makes enough money at what he does to pay them to leave him alone. They see him as more of a service to the city than a threat, so they only hassle him if something important turns up missing. The bribe money is just icing on the top of the

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cake. At least this way they know who to go to if they're looking for information on a specific stolen item.

Horne is a businessman, pure and simple. He's happy to buy just about anything from anyone at a below-market price, as long as he's reasonably confident that he can turn it around later—and that the real owners aren't going to come around to give him any grief. If he gets hassled by the law or anyone else over anything, he's usually more than happy to hang the people who sold him the goods in question out to dry. After all, it should be their problem, not his.

If the heroes are looking for just about anything, from a magic item to a set of masterwork lock picks, the Pawn's Shop is the place to go. The security on the building is incredibly tight for a place in Drac's End; mostly to keep the clientele Home normally deals with from getting any bright ideas about knocking over his store. Still, troubles happen from time to time, and the heroes might have a chance to lend Horne a hand when he needs it most.

ADVENTURE HOOKS

Horne is constantly having problems with thieves, so heroes looking to do him a favor in exchange for something they want from him might have some luck here. He occasionally comes into possession of reputed treasure maps or rumors about places that heroes might be interested in. Knowing the nature of such things, he sells them as is. Taking only a little money up front but expecting a share in the take.

Horne sometimes purchases items he doesn't know enough about. Perhaps they are cursed. Or maybe they were simply stolen from someone who is prepared to kill to get them back. The potential for trouble is nearly endless.

12. THE FREEPORT INSTITUTE

While Freeport is hardly the first place people might think of when discussing seats of higher learning, the fact is that there's a Temple so the God of Knowledge in town. Wherever you find such a place, you can generally bet on being able to find a school as well, and Freeport is no exception to that rule.

Of course, Drac's End wouldn't be the first place in Freeport that most people would think of building a school either. But the dean of the school—Professor Mandarus Whitmire [**male elf Exp 14 hp 45**], has dedicated his life to shining a bit of light into the dark ignorance of many Freeporters. He is the very elf who founded the place 150 years ago, and he still heads up the school today. Whitmire has been around long enough that he knows most of the rich and powerful in town—after all, he educated many of them. However, the studious elf has absolutely no interest in politics, and no agenda beyond spreading knowledge as far and wide as possible.

Whitmire's school educates people from elementary ages all the way up through to post-graduate collegiate work. Many of the teachers at the school are also acolytes at the Temple of the God of Knowledge, doing their part by spreading around every-thing that they've learned. Particularly well educated folk might be able to get steady work teaching at the Institute if they can impress Whitmire with their competence.

FI is located in the large building in the western-most end of Drac's End. In fact, it cuts off most of the rest of Drac's End from the Merchant District, with the exception of the houses in the Cluster (see below). This is just the way the powerful in Freeport like it, and they have long subsidized the institute for this very reason—as well as the fact that it gives them a decent place to send their children to school. Regardless of the reasons, the monies from the wealthy have allowed FI to blossom into an extensive and well appointed educational institution.

It does cost money to attend the Freeport institute, but the priests of the Knowledge God have set up scholarship funds for poor children and young adults to be able to attend, no matter what their economic status. As long as they were born in Freeport, they are guaranteed admission. Proving this, of course, can be a difficult process, but since the Knowledge God's priests are extremely familiar with how to find things in the civil records files, it usually doesn't take them long to spot a fake.

ADVENTURE HOOKS

Despite its lofty ambitions, the Freeport Institute is filled with all sorts of troublemakers. Some of the teachers are well-educated people on the run from their past lives, come here to Freeport to make a whole new start.

It could be that some of these teachers are also working forbidden experiments in the bowels of the place. They might be creating uncontrollable monsters or even making deals with demons or devils. Some people just don't see that there should be any limits in their pursuit of knowledge.

It's also possible that the institute's library contains some secret manuscripts that could hold sway over powerful people in town, and not just due to magical powers. Blackmail often works as well or better than any magical charm.

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Students riot in the Cluster! Say Half Orcs Must Bathe!

Recent headline, *The Shipping News*

13. THE CLUSTER

The series of small buildings gathered together at the far west end of Drac's End is filled mostly with dormitories for the Freeport Institute, as well as the vast array of shops that tend to gather around such an area. Calling the passageways between the buildings here streets would be laughable. It's a stretch to even refer to them as alleys. Still, they are well patrolled by units from the Temple of the Knowledge God, making this one of the safest parts of town, really behind only the Merchant District itself.

The Cluster is a haven for alternative kinds of folks. People from the nonhuman races tend to make their home here, especially the dwarves, gnomes, and halflings, all of who know what it's like be crammed together in small places. Some of them have been heard to say that the alleys here make the tunnels in their underground homelands look roomy. In fact, if the alleys were roofed you'd be hard pressed to tell the difference.

ADVENTURE HOOKS

The Cluster is a hotbed of activity. All sorts of expatriates from demihuman lands around Freeport hole up here. This is bound to cause all sorts of problems, as many of these peoples don't get along well even when separated by many leagues. Although the place is usually quiet, riots break out here from time to time, especially when there's an influx of strangers that don't fit in well with those already there. Say, for instance, that a group of orcs found their way here. They'd be sure to run afoul of the elves in the neighborhood, despite Freeport's longstanding reputation for tolerance.

Besides all this, it's likely that someone has started tunneling beneath the Merchant District. While the project may have begun innocently enough as a simple expansion of living more larcenous souls are sure to see the possibilities for sneaking into the wealthiest homes in town and picking them clean.

14. THE INDECIPHERABLE SCROLL

One of the most notable places in the Cluster is the Indecipherable Scroll, a small tavern that specializes in poetry readings, bardic performances of epic tales, and the like. This is considered to be the seat of cutting-edge culture in town, which says a lot about Freeport.

The notorious Professor Wilmina Gertz [female human 10, hp 30], a Bohemian sort, even for a wizard, runs the place. Unlike those who spend their days crouched over hooks, trying to decipher ancient text, Professor Gertz decided that she would like to run a wizards' school within the domain of the Freeport Institute. Once she got this up and running, she realized that she was going to have a lot of spare time on her

hands. To keep her spirits up and her mind sharp, Professor Gertz opened the Indecipherable Scroll.

Since then the place has become a Mecca for the students of Freeport. They see the Scroll as a place for the free exchange of ideas, a place to escape the boorish thugs that inhabit the rest of Freeport. The Scroll might seem like easy pickings for thugs, but they generally avoid the place. Even the roughest goons aren't dumb enough to mess with a wizard of the Professor's caliber.

ADVENTURE HOOKS

This is perfect setting for bards to try out new material, learn details about the region, or simply enjoy the atmosphere. It's also a great place for wizards to find others with similar interests and perhaps trade new spells.

Since Gertz is one of the most powerful wizards in town, her talents are in high demand. She might be kidnapped or blackmailed by those who wish to force her to work her magic for them. Such evil souls might attack her through her family or loved ones instead. Gertz would be happy to find a group of adventurers who could help her out of such a situation.



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- THE EASTERN DISTRICT -

The Eastern District is the bastion of the middle class. In Freeport, however, middle class is not synonymous with comfort and stability. Only the wealthy can really be sure of their future. For most of the scrabbling middle class (known colloquially as Easterners) in Freeport, financial ruin is only one bad business deal away. A decade of hard work can be washed away in a matter of days. Disasters such as this are known as the "Scurvytown Express," since newly impoverished Easterners quickly migrate to the cheap flophouses of Freeport's seediest district or Drac's End, if they are lucky.

Easterners are always looking to make some quick cash, and looking to better their position. This gives the district an exciting, dynamic feel. The streets here are full of hustle and bustle and wheel and deal.

While many folk still live in multifamily tenements, they are generally much better kept than those of either Drac's End, or the festering hives of Scurvytown. Easterners are far more likely to have a row house of their own, and perhaps even a small yard, the God of Luck willing.

The district is home to many small specialty shops, and businesses, as well as up and coming sea captains and merchants. Craftsmen like blacksmiths, carpenters, coopers and the like all also make the Eastern District their home—although those that have a bit more "olfactory impact" (tanners, etc..) are "encouraged" to keep their businesses over in the Freebooter's Quarter – Scurvytown.



FINN'S SYNDICATE

The Eastern District, it would seem, is in a difficult position. It is sandwiched between the two poorest parts of Freeport. Scurvytown to its southeast and Drac's End to its northwest. The Docks, to its south, are overrun with thieves, drunks, and criminals. Although the Sea Lord's Guard does its best to keep down crime levels these days, highest priority is given to the wealthier parts of town. Who then can the Eastern District turn to protect its citizens and businesses?

The answer is a diminutive hauling named Finn. Despite his stature, he is the most respected and feared citizen in the Eastern District. Officially he is the president of the Halfling Benevolent Association. Unofficially, he is the leader of a criminal organization that controls the Eastern District. Known as Finn's Syndicate or simply the Syndicate, this group is the real power in this part of Freeport.

While Finn is certainly on the wrong side of a law, he's not evil. He sees himself as a pragmatic businessman. He offers services to the good citizens of the Eastern District and they of course must pay for said services. Finn makes most of his money in two ways: protection and money lending. Interestingly enough, while protection in most places is indeed a racket, Finn's Syndicate actually does keep thieves and criminals out of the Eastern District. After all, if Finn let other thieves take the money of his clientele, how would the Syndicate get paid?

Money lending is big business in a place like the Eastern District. Hungry young entrepreneurs have more ideas than cash, so Finn provides them with "venture capital" for their businesses. Struggling merchants use his money to bankroll trips in search of exotic trade goods. Existing businesses get loans to help them through the lean times. All of these ventures are risky, so Finn charges premium rates. When they are successful, Finn benefits. When unsuccessful, Finn's enforcers always find a way to recoup the losses. Always.

To a surprising degree, Easterners are loyal to Finn and the Syndicate. They know he's a criminal, but they also feel he's on their side. He keeps away unwanted elements, he protects their businesses, and he sponsors several street festivals each year that bring in a lot of money to the Eastern District.

LORD OF THE EASTERN DISTRICT

When Finn was younger, he had the good humor and devil-may-care attitude common to his people. Though a rogue to be sure, Finn joined an adventuring band and distinguished himself repeatedly over the course of several years. Indeed, half a world away from Freeport, Finn is still known as a hero. Such heroism, however, had its price. Finn watched his best friends die in the defense of a small town called Garrison, during which he had nearly every bone in his body broken when a demon threw him through a wall. Thanks to

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divine magic. Finn recovered physically, but no spell could regenerate his spirit after that day.

Twenty years ago Finn came to Freeport. He felt he had given enough of himself to the world and that it was time for him to take care of himself. At that time a crime wave was crippling the Eastern District. Seeing opportunity, he used the loot from his adventuring days to take over the halfling Benevolent Association and then build up a group of followers. He went toe to toe with the gangs of thieves terrorizing the Eastern District and bloodied them to such a degree that they left the district and never returned.

Now Finn is unchallenged in the Eastern District. The Buccaneers and the Cutthroats steer clear of his territory, and the revitalized Sea Lord's Guard have more violent criminals to worry about. Finn's only real concern is drawing unwanted attention from whoever the new Sea Lord turns out to be. In this he is taking no is offering discreet aid to all the candidates, so that whoever wins will be favorably disposed toward him.

LOCATIONS OF INTEREST

15. FIELD OF HONOR

In the early days of Freeport, the pirates lived by a code of brotherhood. Disputes that simply could not be settled in any other way were decided by formal duels outside of the city walls. For hundreds of years those duels were fought at a location known as the Field of Honor. When the city expanded over this area, it was preserved as a spacious plaza in memory of Freeport past.

Nowadays, the Field of Honor is the hub of the Eastern District. Important businesses of the city section are located on the plaza and nearly all transport through the district moves through it.

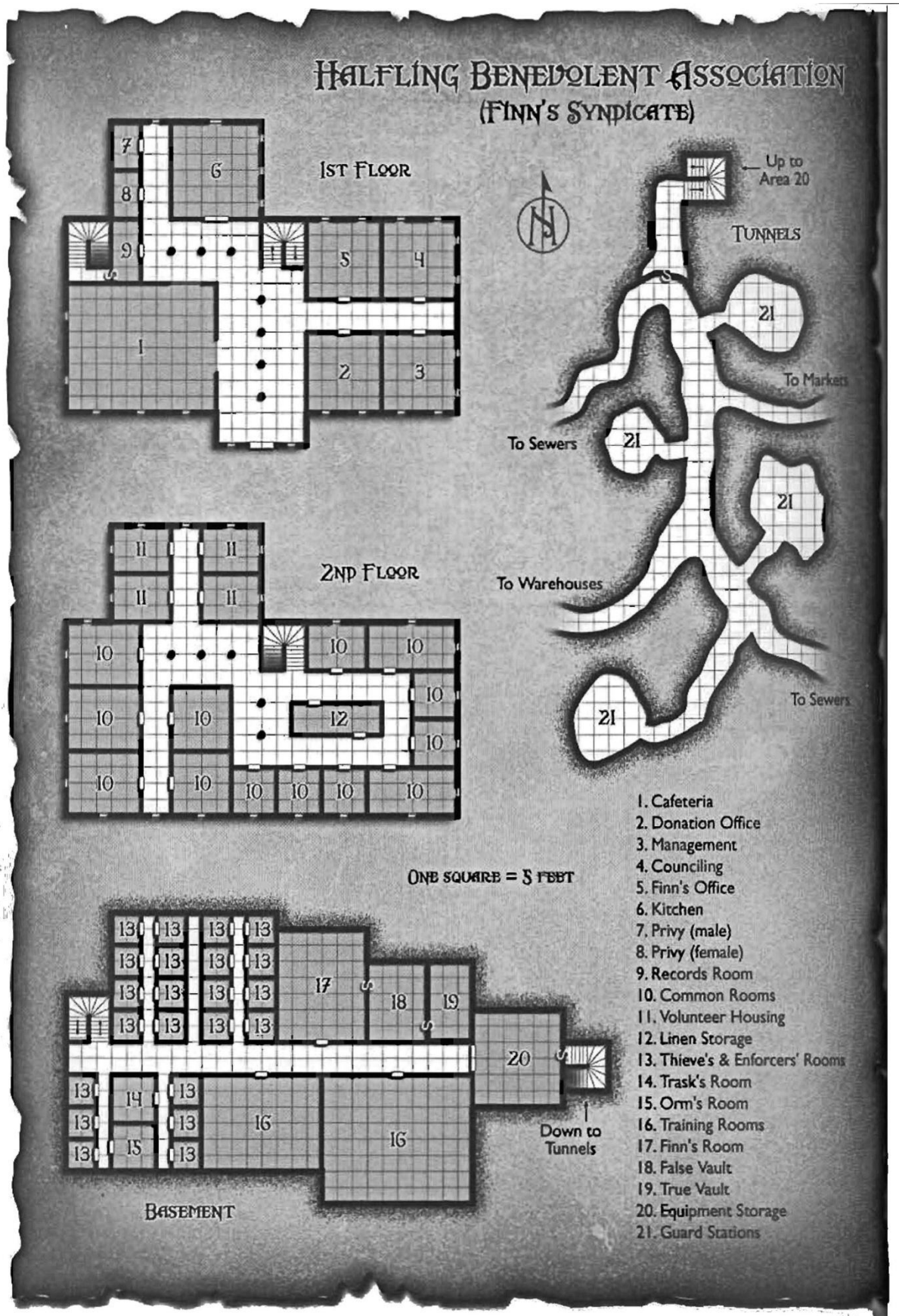
Recently, a group of young bored Freeporters, attracted by legends of the old pirate code, have revived the practice of dueling at the Field of Honor. Their duels are tame compared to the fights to the death that used to occur on this spot (or to those that happen at the One Ring down by the Docks, for that matter), but the activities have agitated the businessmen of the area. In response, the duelists have changed the fight times to the deep of the night, when the businesses in the area are closed. Finn's Syndicate, never an organization to pass up an opportunity to make more money, had begun placing odds on the fighters.

ADVENTURE HOOKS

PCs could get involved in the goings on at the Field of Honor in several ways. First, one or more of them might be challenged to a duel, especially if they have a tough guy reputation in Freeport.

Second, the local merchants could lure the PCs to shut the duelists down. They simply don't want their neighborhood to become associated with this kind of activity.

Lastly, the duelists could approach the PC's with a problem of their own: the Finn's Syndicate and has started bringing in some ringers of its own, and they are heating everyone down. Several duelists might even have been killed. Will the PCs come in and even the odds? If so, there are sure to be repercussions.



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HALFLING BENEVOLENT ASSOCIATION

FINN

Crime Lord, Halfling male Rog8/Crb10: CR 18; Small humanoid (halfling); 8d6+10d8+36; hp 121; Init +5 (Dex); Spd 20 ft; AC 26 (+5 *ring of protection*, +3 *amulet of natural armor*, +5 Dex, +2 Intimidating Aura Small); Atk +24/+19/+14 melee or ranged (1d4+1d6 shock, +5 *returning shock dagger*); SA Evasion, Larcenous Followers, Sneak Attack +6d6, Uncanny Dodge (can't be flanked); SQ Killer Rep +6, Strong Minded, Untouchable; AL Neutral; SV Fort +8, Ref +19, Will +10; Str 10, Dex 20, Con 15, Int 13, Wis 10, Cha 14.

Skills and Feats: Appraise +9, Balance +15, Bluff +10, Climb +8, Decipher Script +4, Diplomacy +15, Disable Device +14, Disguise +11, Escape Artist +12, Gather Information +11, Hide +16, Innuendo +4, Intimidate +10, Jump +12, Knowledge (local) +13, Listen +11, Move silently +15, Open Lock +12, Profession (bookkeeper) +4, Read Lips +5, Search +10, Sense Motive +8, Spot +8, Tumble +14, Use Magical Device +10, Use Rope +9; Dodge, Exotic Weapon (hand crossbow), Expertise, Leadership (score 26), Mobility, Spring Attack, Weapon Finesse (dagger), Whirlwind Attack.

Possessions: +3 *amulet of natural armor*, *boots of speed*, *cloak of displacement* (major), *gem of seeing*, *ring of freedom of movement*, +5 *ring of protection*, +5 *returning shock dagger*.

TRASK

Enforcer Leader and Syndicate Lieutenant, Gnome male Wiz4/Rog5: CR 9; Small humanoid (gnome); HD 5d6+4d4+18; hp 45; Init +4 (Dex); Spd 20 ft; AC 17 (+4 Dex, +2 *ring of protection*, +1 size); Atk +1 melee (1d6+1, *short sword of subtlety*) or +10 ranged (1d4, dagger); SA

Evasion, Sneak Attack +3d6, Uncanny Dodge; SQ Spell-like abilities (*dancing lights*, *ghost sound*, *prestidigitation 1/day*); AL Neutral; SV Fort +4, Ref +9, Will +5; Str 10, Dex 18, Con 14, Int 15, Wis 10, Cha 12.

Skills and Feats: Alchemy +8, Appraise +4, Balance +8, Bluff +6, Climb +2, Concentration +9, Diplomacy +9, Disguise +5, Escape Artist +8, Gather Information +5, Hide +12, Innuendo +4, Intimidate +11, Jump +4, Knowledge (arcane) +5, Knowledge (local) +6, Listen +8, Move Silently +8, Scry +6, Search +6, Sense Motive +5, Spellcraft +8, Spot +6, Tumble +11; Alertness, Dodge, Silent Spell, Spell Focus (Illusion).

Spells Prepared (4/4/3): 0-*detect magic*, *mage hand*, *open/close, read magic*; 1-*change self*, *color spray*, *mage armor*, *silent image*; 2-*hypnotic pattern*, *invisibility*, *Melf's acid arrow*.

Possessions: *cloak of the arachnida*, *shortsword of subtlety*, *wand of ghoul touch* (42 charges).

TYPICAL SYNDICATE ENFORCER

Human male Ftr 2/Rog1: CR 3; Medium-size humanoid (human); HD 2d10+1d6+6; hp 21; Init +1 (Dex); Spd 20 ft; AC 17 (+5 chainmail, Dex. +1, buckler); Atk +7 melee (1d8+3, longsword) or +3 ranged (1d8, light crossbow); SA Sneak Attack +1d6; AL Neutral; SV Fort +5, Ref +3, Will +2; Str 16, Dex 13, Con 14, Int 8, Wis 10, Cha 12.

Skills and Feats: Bluff +4, Climb +6, Intimidate +5, Jump +6, Spot +3, Swim +5; Blind Fight, iron Will, Power Attack, Sunder, Weapon Focus (longsword).

Possessions: masterwork longsword, light crossbow, quiver (20 bolts).

16. HALFLING BENEVOLENT ASSOCIATION

Founded over a hundred years ago to represent Freeport's halfling citizens, the Halfling Benevolent Association is now the heart of Finn's Syndicate. The HBA headquarters is a large room the center of the Eastern District, right on the Field of Honor. Made of brick and spurning ostentation, the building, like is all business. Visitors come and go all hours of the day and night, on business legitimate and otherwise.

The visible staff of the HBA is indeed halflings, but men and women of all races work in the Syndicate. Finn has three principal lieutenants, each of whom head, up a different part of Syndicate. Dunbar (see the sidebar on page 56) is in charge of Protection. Trask (see the sidebar above) Enforcement, and Orm Redleaf [**male halfling Rog5, hp 22**] Money Lending. Trask and Orm are based in the HBA, while Dunbar operates out of the Hellhound Social Club.

Trask's enforcers provide security for the HBA and bodyguards for Finn, Trask, and Orm. The building is also protected by an array of traps and Trask's illusions. Finn doesn't skimp on security because he keeps a veritable hoard in the vault of the HBA.

ADVENTURE HOOKS

Any rogue character that operates in the Eastern District is going to attract Syndicate attention. They'll be recruited or smacked down, depending on their altitude and skills. A loyal rogue can rise far in Finn's Syndicate, but cheaters and traitors are dealt with harshly.

The Syndicate could also be used as a long running foe for an adventuring party. With connections, money, and muscle, Finn makes a great villain. Perhaps he plans in extend his criminal empire to other parts of Freeport. effectively creating a shadow government. Maybe he starts blackmailing members of the Captains' Council, who turn to the PCs for help. Or maybe the PCs want to start their own thieves' guild in Freeport and they engage Finn in a fight to the finish.

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17. HELLHOUND SOCIAL CLUB

The Hellhound Social Club is the nexus of Finn's protection business. Run by Syndicate lieutenant Dunbar, the club is a members-only institution located just off the Field of Honor. The place has no windows, so what goes on inside is a mystery to passersby. Thai is just how Dunbar likes it.

There are three elements of Dunbar's operation. First, there are the collectors, who are responsible for rounding up the protection money itself. There are currently twelve collectors, each of whom is responsible for a neighborhood in the Eastern District. Second, there are the stoolies. These are the neighborhood busybodies who act as informers in exchange for a bit of coin. They keep an eye on their areas and semi runners to the club in case of trouble. Lastly, there are the Hellhounds proper. These are the toughs that keep Finn's peace. Unlike the watch, they do not have regular patrols. However, at least a *dozen* of them are always on call at the club in case a runner comes in, and more can be gathered in short order. Dunbar, an ex-mercenary who's professional to the core, has trained the Hellhounds to a high standard. New recruits are carefully screened and only the best may join Dunbar's ranks. Life as a Hellhound is good, so open spots are hotly contested.

THE HELLHOUND SOCIAL CLUB

DUNBAR

Human male Ftr7: CR 7; Medium-size humanoid (human); HD 7d10+7; hp 55; Init -2 (Dex); Spd 30 ft; AC 18* (+ 4 mithral shirt, +2 *ring of protection*, +2 Dex); Atk +11/+6 melee (1d6+7, +1 *chaotic rapier*) and +9 melee (1d4+4, +2 *defending dagger**); AL Neutral; SV Fort +6, Ref +4, Will +2; Str 18, Dex 15, Con 12, Int 13, Wis 10, Cha 16.

Skills and Feats: Climb 16, Jump +10, Intimidate +8, Knowledge (local) +4, Ride +4, Spot +5, Swim +8; Ambidexterity, Dodge, Leadership, Mobility, Spring Attack, Two Weapon Fighting, Weapon Focus (rapier), Weapon Specialization (rapier).

Possessions: +1 *chaotic rapier*, +2 *defending dagger*, mithral shirt, +2 *ring of protection*, Hellhound membership ring.

TYPICAL HELLHOUND

Human male Ftr 2: CR 2; Medium-size humanoid (human); HD 2d10+2; hp 17; Init +3 (Dex); Spd 30 ft; AC 16 (+3 studded leather, +3 Dex), Atk +4 melee (1d6+1, rapier*) and +1 melee (1d4+1, dagger*), AL Neutral; SV Fort +4, Ref +3, Will +0; Str 13, Dex 16, Con 12, Int 10, Wis 11, Cha 8.

Skills and Feats: Climb +4, Intimidate +1, Jump +4, Knowledge (local) +1, Spot +1; Ambidexterity, Two Weapon Fighting, Weapon Finesse (rapier), Weapon Focus (rapier).

Possessions: Hellhound membership ring.

* assumes two-weapon fighting

Dunbar trains the Hellhounds to fight with rapier and dagger. He has found that these weapons are far better suited to street fighting than cumbersome axes and greatswords. Combined with leather armor, this makes the Hellhounds extremely mobile and quick. They also learn every street and back alley in the Frasier District to give them yet another advantage in the street fights that are their trademark.

ADVENTURE HOOKS

The Hellhounds are very proud of their martial abilities. Should the PCs get a reputation as a master swordsman or the like, chances are one of the Hellhounds will pick a fight with him. If one Hellhound is defeated, another will try to avenge the group's honor. This can go on for quite some time and may eventually attract the attention of Dunbar. He won't take kindly to PCs embarrassing his men.

While most merchants in the Eastern District have come to terms with the Syndicate, there are always a few that crave real justice. They don't want to pay protection money to criminals to ensure the safety of their business. A group of such businessmen may approach the PCs (especially if they are the "heroes of Freeport) and ask them to protect their businesses from the Syndicate. The PCs could also get involved after they find a sympathetic NPC (one they did business with previously, for instance) murdered.

18. BLINK DOG RICKSHAW COMPANY

Reinhelm [male human War2/Exp 3, hp 21] the founder of the Blink Dog Rickshaw Company, is a Freeport native who left his home city for adventure in exotic ports. On one of his voyages, he was a bodyguard on an exploratory expedition. The trip lasted for two years and Reinhelm visited many cities in the lands far east of Freeport. Though he saw many strange and wondrous things on his trip, he was most impressed with the rickshaw. Reinhelm thought it perfect for city travel, since it was much smaller than a coach and didn't require expensive and difficult-to-maintain draft animals.

When Reinhelm returned home for good, he was determined to introduce the rickshaw to Freeport. Trouble was that he didn't have enough money to launch the business himself, so he turned to Finn. Reinhelm used a rickshaw he brought back with him to demonstrate the advantages of the vehicle to Finn. The crime lord was impressed and immediately agreed to back Reinhelm venture. That was twelve years ago. Now the Blink Dog Rickshaw Company has a virtual monopoly on personal transport in Freeport.

The company is based in the Eastern District and that is still the center of the business. However, rickshaws have also proved popular on the Docks, in the Old City, and the Warehouse District. The wealthy of the Merchant District prefer coaches for their travel, so rickshaws are rarely seen there. Similar, folks in Scurvytown and Drae's End tend to be too poor to afford the luxury of transport (and Reinhelm also doesn't want to put his men in danger by sending them into rough neighborhoods with any frequency).

The Blink Dog Rickshaw Company is one of the best investments Finn ever made. Fully one third of the profits go into the coffers of the Syndicate. Such exorbitant rates don't bother Reinhelm though. Not only has he gotten rich from the company, but the Syndicate has also shut down several other rickshaw companies that tried to copy his idea.

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RICKSHAW FARES PER PASSENGER

Trip within the same district	5 cp
Trip one district over	1 sp
Trip three or more districts away	2 sp
Passes through Scurvytown	extra 5 cp
Portage fee	extra 1 cp per bag

The company is located right on the Field of Honor, which is a very convenient pick up and drop off point. The plaza is usually crammed with rickshaws of all shape and sizes. The one-man rickshaw is the most common due to Freeport's cramped streets. Two-man rickshaws are more rare, though they are increasing in popularity with passengers on the docks.

ADVENTURE HOOKS

Rickshaw drivers start showing up dead with alarming regularity. Reinhelm offers a reward to the person that catches that the murderer. Is the murderer a maniac acting alone, a cultist enacting an elaborate ritual, a renegade member of the Sea Lord's Guard, or a competitor trying to bring Reinhelm down?

19. THE GOLDEN PILLAR SOCIETY

Not everyone in Freeport earns a living from larceny. There are plenty of respectable burghers who own shops, keep scrupulous records, and take pride in the merchandise they sell. These are the folk who inhabit the Eastern District. While many Easterners are young and hungry, there is an "upper crust" of the middle class who have managed to hang onto their wealth over several generations, while never quite making it to the Merchant District. They live in tasteful townhouses - not fancy by any means, but comfortable enough to afford a lifestyle worlds away from the average adventurer. A closetful of clothes, a gaggle of children in fine schools, handcrafted furniture, a cellar for wine and awkward heirlooms and an attic for mad aunts.

Among this enlightened bourgeoisie, wealth has bred a strong sensed social responsibility. They may have money now, but not many branches down the family tree you can find tradespeople and servants. Go a bit further and you may find beggars or - heavens forbid - adventurers. So the upper middle class of Freeport are especially generous to people needing a hand up. Anyone who's anyone in the Eastern District is a member of the Golden Pillar Society, a fraternal organization that specializes in dainty work. The society, out of its well-appointed headquarters near the walls of the Old City, runs fund-raisers for orphanages and hospices: creates jobs for criminals trying to go straight; and hosts summits on any number of cultural flashpoint issues, inviting speakers to opine on The Hal f-Orc Question or the city's Serpent Menace, as it relates to the question of a value-added tax.

Ask around Freeport for opinions on this group, and you'll get the same answer: compulsive do-gooders, perhaps a bit of middle class guilt, but generally upstanding, square, whitebread folks.

If only they knew.

Among this enlightened bourgeoisie, wealth has acted as a spur to charity; it also has become an ever-tightening steam valve. The



burghers see the extravagant life of the Merchant District rich, of the Captains' Council, and of the famous pirates who make the town their home—and they quietly lick their lips. They want the license that goes with excessive wealth, but wild living would cost them the stat inn they've carved out for themselves. Generations' worth of *crawling* up from the gutter—blown to bits with one indiscreet night in a brothel.

Most Golden Pillar membership just swallow hard and dream big. But an inner core of the society has found a way to indulge itself. One evening a month, a dozen members of the society gather in the heavily soundproofed basement of their headquarters and indulge in a wild bacchanal that would shame the coarsest corsair in the port. The basest carnal depravity, gluttony, drunkenness, experiments with unnamable potions, clarion calls to vile sex demons...all smothered by five feet of brickwork and carefully chosen retainers.

To each his own, one might say—but the burghers have a nasty habit of bringing outsiders into their affairs. Usually their riot of Saturnalia culminates in the death of a poor unfortunate—or several—from a society-run orphanage or halfway house. The young men and women who sacrifice themselves to the members' transgressive lusts are not missed. The only ones who cared about them in the first place were the "bleeding hearts" of the Golden Pillar Society.

ADVENTURE HOOKS

The Golden Pillar Society has been very careful so far. But sooner or later they're going to kidnap the wrong person to abuse at their functions—maybe the rebellious son or daughter of a city councilor, who ran off to go slumming in Scurvytown.

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THE SEWER RATS

Freeport is not bereft of law and order in—it's finding both simultaneously that's difficult. If you happen to be a member of the city's ruling class, this is hardly a problem. Chances are you can afford to hire your own protection; if not, the proper "dues" paid to a member of the Sea Lord's Guard is usually enough to keep yourself away from harm.

True justice, however, is a commodity more precious than coin: even more so because owning the latter generally grants you the former. Anyone who has lived in Freeport for any significant amount of time recognizes this as the way of things. Anyone, that is, except for the Sewer Rats.

A MAN ON A MISSION

The Sewer Rats were founded by Patren Tonnelle, a man who arrived in Freeport only around a year ago. Not being rich enough to settle in the Old City or the Merchant District, the Tonnelle family had to make do in the Eastern District. They soon found their new home to be the worst of both worlds. They were far enough from the Old City so as not to be a concern for the Sea Lord's Guard, yet entirely too close to the undesirables of Scurvytown and Drac's End. Unable to afford Finn's protection, the Tonnelles placed their faith in the God of Luck. Unfortunately for them, the God of Luck was otherwise occupied.

Patren was returning with his first week's wages in his pocket when he was held up at knifepoint a mere two blocks from his house. After handing over his pouch without protest, the footpad gave him a cut anyway—to remember him by, he said.

It was while fingering the scabbed cut at a local tavern that Patren first conceived the idea of starting a patrol by some of citizens of the Eastern District. Over the next several months, and several dozen round, of drinks, he convinced enough of his neighbors that he soon had a large enough number to make the idea a reality.

BELOW THE LAW

While there was initially some talk of patrolling the streets, Patren knew that the Hellhounds would more than likely view that as a move into their "turf", and the idea was abandoned. Not long after, rumors were buzzing around the district about a group of adventurers who had discovered some kind of gigantic, killer lizards in the sewers (see *Terror in Freeport* for the real story) and Patren knew what had to be done.



Patren and four of his new compatriots first forayed into the city's underbelly on a night when clouds obscured the stars and there was a palpable threat of rain. It didn't begin well. Patren, who'd had a bit too much liquid courage before dark, nearly twisted his ankle as he dropped into the mire. There was only one torch, a club and three daggers between them. Had they climbed back out and gone back to the pub, chances are they likely would have forgotten the entire business within a week. But they had no sooner gotten adjusted to the rank depths when they heard a sound ahead of them.

Closer investigation revealed a man sprawled at a juncture of two tunnels, with traces of a fine powder beneath his nose. In one slightly slack hand was a pouch, which was slowly spilling its golden contents into the effluent.

The group moved together as one and shook the man into consciousness. The man saw that he was surrounded, panicked and reached for his weapon. There was a brief scuffle, and the man slumped back to the ground, dead.

AFTERMATH

As the five men climbed back to the surface, a light rain had begun to fall. By the time Patren arrived home, it had become a downpour. His wife took one look at him and noted "You look like a drowned rat." And the vigilantes had their name.

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Having spilled blood of someone he had decided was most certainly up to no good, Patren was convinced that he was trading the right path. He [cads the Sewer Rats, now numbering 14 members, into their nocturnal haunt once every two **three** days (with breaks during hurricane season). They are only familiar with about a quarter of the sewer system, but when they generally haven't had to go far to find trouble. And what they do know, they know well.

Once they catch someone, their methods are short, simple and brutal. Whoever is in charge (most often Patren) declares a "tribunal." The captured person, who obviously has something to hide since they are moving around the sewers after dark, must prove their innocence.

Anyone who can't prove this to the group's satisfaction is executed.

A JUST CAUSE

Both Patren and the majority of the oilier Sewer Rats believe what they are doing is right. Indeed, most of the people they have found have been thieves, cutthroats and murderers. But they have never been tested by a group larger than themselves or by the revelation that someone they've brought to justice was actually innocent.

And then there's the fact that some of the recent recruits are doing this simply to sate their own bloodlust...

ADVENTURE HOOKS

Won't of the Sewer Rats' exploits might eventually make it to a member of the Sea Lord's Guard. This will not make them very happy, but they certainly aren't going to dirty their uniforms by sloshing around in the sewers. They'll simply hire a band of expendable adventurers, tell them a tale about some underground nasties, and set them loose.

There are more nasty things living in the sewers than the Sewer Rats have even imagined. Should they ever encounter a sizable number of degenerate serpent people, for instance, chances are they would be in a lot of trouble. Since they are not likely to want to deal with the proper authorities, chances are they might seek outside help.

THE SEWER RATS

PATREN TONNELLE, SEWER RAT LEADER

Male human War4: CR3; Medium-size humanoid (5 ft 7 in tall); HD 4d8; hp 18; Init +1 (Dex); Spd 30 ft; AC 13 (+1 Dex, +2 Leather); Atk +6 melee (1d6+2/19-20/x2, short sword); SV Fort +4, Ref +2, Will +1; AL LG; Str 14, Dex 13, Con 10, Int 9, Wis 10, Cha 12.

Skills and Feats: Intimidate +7, Knowledge (sewers) +2, Swim +4; Blind-Fight, Power Attack, Quick Draw.

Possessions: Short sword, wedding band (12 gp), pouch with 8 gp and 12 sp.

TYPICAL SEWER RAT

Male human War2: CR1; Medium-size humanoid (5 ft 7 in tall); HD 2d8; hp 9; Init +0 (Dex); Spd 30 ft; AC 11 (+1 Leather); Atk +2 melee (1d6/x2, club); SV Fort +3, Ref +0, Will +0; AL LN; Str 11, Dex 10, Con 11, Int 9, Wis 9, Cha 10.

Skills and Feats: Intimidate +2, Climb +2, Intuit Direction +2; Dodge, Quick Draw.

Possessions: pouch with 3 gp.

maybe even an adventurer down on his or her luck. Or perhaps this crew will go even further than usual one night, and some watcher in the dark will step across the planes to get a taste of all the sin the guild's stewing up....

20. LEAGUE OF FREEMEN HEADQUARTERS

The outward appearance of the League of Freemen is one of a private club with membership by invitation only. Businessmen, power hungry Easterners mostly, join to gain valuable trading contacts and to make secret deals with the other members. They maintain a large and well-appointed building in the Eastern District to discuss business and political issues as well as to play cards and drink. Members of the Gilt Club have been having good laughs at the League's expense for decades now. They see the League of Freemen as a bad joke, a pale imitation of their own exclusive club. See the sidebar for the true history of the League of Freemen.

There are usually around thirty men (women are not allowed to join) that belong to the League at any given time. That does not include the live rakshasas that make up the leadership of the League. Since the pact, the members are only chosen from the merchants and tradesmen who are successful but not extremely powerful or influential. They do not look to invite members of the council, privateer captains, or members of powerful merchant families or those with ties to them. The League appeals to those who are looking to improve their station but have been thwarted in other avenues. The rakshasas play on the fears and weaknesses of these men, and they never lack for new members.

THE LEAGUE OF FREEMEN

RAJA SINGH AKA CHRISTOF MAGNUSSEN

Rakshasa male: CR 9; Medium-sized outsider; HD 14d8+21; hp 97; Init +6 (+2 Dex, +4 Improved initiative); Spd 40 ft; AC 24 (+2 Dex, +9 natural, +3 *amulet of natural armor*); Atk +15 melee (1d4+1, 2 claws) and +10 melee (1d6, bite); SA Detect Thought, spells; SQ Alternate Form, spell immunity, vulnerability to blessed crossbow bolts, damage reduction 20/+3; AL LE; SV Fort +12, Ref +11, Will +10; Str 12, Dex 14, Con 16, Int 13, Wis 13, Cha 18.

Skills and Feats: Bluff +21, Disguise +21, Knowledge (local) +15, Listen +18, Move Silently +18, Perform +18, Sense Motive +17, Spot +15; Alertness, Dodge, Improved Initiative.

Spells Known (7/6/4/3): 0-arcane magic, detect magic, detect poison, ghost sound, mage hand, open/close, read magic; 1-alarm, grease, hold portal, mage armor, magic missile, shocking grasp; 2-hypnotic pattern, invisibility, melf's acid arrow, mirror image; 3-hold person, lightning bolt, suggestion.

Possessions: +3 *amulet of natural armor*, boots of speed, potion of fire breath, ring of mind shielding, potion of cure serious wounds.

VAJPAI AKA KOPRIO

Rakshasa male: CR 9; Medium-sized outsider; HD 10d8+21; hp 68; Init + (Dex); Spd 40 ft; AC 21 (+2 Dex, +9 natural); Atk +11 melee (1d4+1, 2 claws) and +6 melee (1d6, bite); SA Detect Thought, spells; SQ Alternate Form, spell immunity, vulnerability to blessed crossbow bolts, damage reduction 20/+3; AL LE; SV Fort +10, Ref +9, Will +8; Str 12, Dex 14, Con 16, Int 13, Wis 13, Cha 17.

Skills and Feats: Bluff +16, Disguise +16, Knowledge (local) +10, Listen +14, Move Silently +14, Perform +14, Sense Motive +14, Spot +12; Alertness, Dodge.

Spells Known (7/6/4/3): 0-arcane magic, detect magic, detect poison, ghost sound, mage hand, open/close, read magic; 1-alarm, color spray, mage armor, magic missile, shocking grasp, sleep; 2-invisibility, mirror image, misdirection, scare; 3-hold person, flame arrows, suggestion.

Possessions: ring of blinking, necklace of adaptation.

The leader of the League is a rakshasa named Raja Singh. He is old—even for a rakshasa—having seen over two hundred summers, lie is entity, cruel, and utterly remorseless. He will do anything to protect the racket that he has set up here in Freeport. In whatever guise he is currently wearing he likes to don expensive and elaborate clothing. In his natural form, he is six foot four inches tall and wears a scarlet robe with gold necklaces and bracelets. He has currently assumed the form of Christof Magnussen, a minor merchant.

Raja Singh's lieutenant is named Vajpai. This rakshasa is currently impersonating, a gemcutter, Koprio, who has been on the fringe of the trade since insulting Dirwin "Nimblefingers" Arnig by not accommodating one of his patrons. Vajpai learned Koprio's personality well before killing him, and he continues the feud with Dirwin. Although his position is dangerous, there is just too much money in the business right now. "Koprio" has become well known in Scurvy town's red light district since Vajpai took over.

The League headquarters is two stories high, with two basement levels as well. Though well built, it is no I rill Club. The entrance is a double door, protected by a wrought iron gate [locked, DC 25]. Only members have the keys to the gate. The top floors are open to any member and contain various meeting rooms a dining hall, smoking room, and card room.

The basement levels are off limits to all but the rakshasas. Down there, away from prying eyes and listening ears, they can pursue their various decadent pleasures.

ADVENTURE HOOKS

Vajpai has a problem; he is bored. Sure, it's been fun taking on other personas, bilking stupid humans out of money, and blowing it on binges of whoring and torture in Dreaming Street in Scurvytown, but decades of being careful has really taken the thrill out of it. The rakshasas are slow and methodical in the way they take on new personas and Vajpai has had enough of that approach. He begins switching identities not every five to ten years, but every few weeks. Stones start to circulate about his antics. PCs may suspect serpent people but Vajpai's pattern is much different. How many will die before he is too careless and gets caught? And once his spree has been ended, will anything link him back to the League of Freeman?

Raja Singh approaches the PC's in his guise as Christof. He wants them to put an end to a reputed ring of slavers located in the outback of A'Val. He offers thousands of gold as a reward and also plays on their nature as do-gooders. The real reason he wants the slavers put out of their misery is so that he can take over the operation! Do the heroes find out his secret now or only after making the connection between Christof and the new slave lord?

Horse Head Found in Easterner's Bed! Sea Lord's Guard Baffled.

Recent headline, *The Shipping News*

- CHAPTER FOUR: A FREEPORT GAZETTEER -

LEAGUE OF FREEMEN

An ambitious rakshasa named Raja Singh formed the League of Freeman in Freeport over one hundred years ago. Posing as a merchant prince from an exotic land, he recruited members of the merchant and tradesmen classes who were not influential or powerful enough to be among the elite in the city. The envy his recruits held for the upper crust of Freeport was plain to see, so he told these men exactly what they wanted to hear. "*There is strength in numbers.*" he told them. "*If we band together we can influence others and become rich in the process.*" They believed him. Soon, Raja had a group of ten men that formed the first League of Freeman. The name, carefully chosen by Raja, was meant to demonstrate the group's freedom from the wealthy of the Merchant District.

SHAPESHIFTER CONSPIRACY

Once he established himself and the League, Raja Singh put his plan into action. He summoned four of his brethren from across the sea. Together, they used their powers to enable League members to achieve stunning successes in the business world. For a brief moment, members of the League of Freeman got exactly what they were promised. Money rolled in and Raja and his "advisors" were always on hand to offer advice and assistance. Naturally enough, the disguised rakshasas became intimately familiar with the nouveau rich of the League. One by one the advisors said they were returning to their homeland. Instead of boarding a boat, each rakshasa murdered a prominent League member and assumed his identity.

A SLOW TAKEOVER

For the first twenty years, all went well. The rakshasas took over all of the leadership positions in the League. They created a pyramid scheme within the organization. This meant that the senior members, themselves, benefited most from the deals the League brokered. Every once in a while they would replace one of (he impersonated) O with one of the junior members to make it all look good. Things were great! Women, gold, even the occasional bout of torture. What more could a Rakshasa want?

Fresh from these early successes, Raja embarked on an even more ambitious plan. He wanted to try to convince a Captains' Councilor to join the League. Raja would get to know the councilor, then publicly announce his imminent departure from Freeport. If all went well, Raja Singh would join the Captains' Council within a year. The other rakshasas were against the plan and tried to convince Raja to abandon the idea. The League of Freeman was working perfectly, they argued. Why chance mining it after all they had achieved? Raja Singh scoffed at their concerns.

A DANGEROUS MISTAKE

Raja Singh's target was Halion, a merchant captain who represented the interests of Freeport's aspiring middle class. Halion joined the League and soon became fast friends with Raja. They went everywhere together and Raja began to study Halion closely in preparation for the switch. After only three months he made the move. He and his fellow rakshasas killed the councilor in their basement and Raja took over. The League now had a member on the Captains' Council.

The situation did not last long. Raja began to make decisions that would benefit the League's leadership and not his constituents. He displayed a temper Halion's friends had never seen before. People began to sense that something was wrong, especially Halion's wife, Marian. She knew that somehow, this was not her husband. Deeply suspicious, she enlisted the services of a paladin named Chievo in an attempt to discover the truth.

THE FORCES OF GOOD

Chievo quickly saw through the guise of the rakshasa and a battle ensued in Halion's new mansion (yet more proof the councilor was straying from his roots). A fierce battle ensued and by night's end not a soul was left alive inside the mansion except for Raja Singh. He was so angered that he butchered not only the paladin but all the servants as well. For Marian he had a special treat in store. He disemboweled and decapitated her. When the watch arrived, they horrified to see Marian's head in place of the doorknocker. The murders were blamed on Halion, who was never seen again.

After this near fatal mistake the rakshasas made a pact. They would never again attempt to take political power in the city. It was simply too dangerous. Much better, they thought, to reap the benefits of what they had built. Since then, the League has prospered and truth about its leadership has never been discovered.

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- THE MERCHANT'S DISTRICT -

The Merchant District is the swankiest part of Freeport, the portion of the city in which the rich and powerful live, shop, and sometimes even work—assuming they're not simply sponging off their family's vast fortune. Many residents of Freeport never enter this part of town—and wouldn't be allowed to stay long if they did. Only the wealthy are welcome on the broad avenues of the district. The dozens of sets of private guards that regularly patrol the areas around the shops and homes make this abundantly clear to those of the lower class who might wander into the area.

Wave Street is the main drag that runs right through the center of the area. It starts up at the west gate of the Old City and goes from there to The Plaza of Gold, the highest point in the city proper. It continues on past the plaza and down to the sea to the Marina, a private pier utilized solely by the city's seafaring elite.

Despite being isolated from the rest of the community simply by its standards of wealth. One Merchant District actually shares borders with several other parts of the city. In every case, the money from the Merchant District spills over its borders and into these areas. The buildings that border the Merchant District are almost exclusively of a higher quality and level of maintenance than those found elsewhere in their neighborhood. Drac's End and the Temple District form the Merchant District's northern border. The Warehouse District and the Docks form the southern border. The Old City, with its towering curtain wall, sits to the east. Freeport harbor and the rapidly rising foothills of inner A'Val form a natural barrier to the west.

In each case, it's always obvious when you've moved from any other part of the city into the Merchant District. Suddenly the streets are well paved, the buildings are impeccably kept, and even the people seem more clean and friendly. There are no dark alleys here in which thugs can lie in wait. Every part of the district is kept spotless, and even the smallest back street is well lit throughout the night.

SAFETY FOR HIRE

The people of the Merchant District are rich. They know it, and so does everyone else in town. These people didn't become wealthy—or remain that way, at least—by being foolish or incautious. Just about every building in the Merchant District is protected by a unit of private guards employed by some rich family or other. Additionally, many of those who live here rarely, if ever, go anywhere without the accompaniment of a retinue of bodyguards. In a town of cutthroats, those who have clawed their way to the top of the heap know that they can't be too careless about their personal safety and that of the people and places that matter to them. There are simply far too many predators about the city (of the human or humanoid variety), ready to pounce on anyone happening to show any sign of weakness.

Any building in the Merchant District is sure to have at least 4 guards [War2, hp 15] plus 1 leader [War4, hp30] on patrol in and around it at any time for every 1,000 square feet of floor space. A 5,000-square-foot building, for instance, would have 54 guards and 5 leaders. These guards are well paid and often tested with magic to verify their loyalty. They are extremely difficult to bribe or intimidate. Their attitudes should always be considered unfriendly. If the heroes appeal in any unsavory sort, this attitude should start at hostile instead.

Most wealthy people wandering about the area also keep a bodyguard or three around at all times too. For every two levels the rich character has, she has a single bodyguard [War2, hp 15] with her whenever she likes. When the person is at home, these bodyguards join up with her house guard too, although their declared duty is the protection of their charge rather than of any building.

The wealthy may assign their bodyguards to others from time to time, or even send them on the occasional mission. It's not unusual, for instance, for an aristocrat to assign a bodyguard to his spouse and to each of his children, assuming he has enough to go around. In a pinch, the master of a house may assign a house guard to serve as a bodyguard instead, but this is usually only done in extreme circumstances, since this can leave the rest of the place exposed to thieves.

SECURITY MEASURES

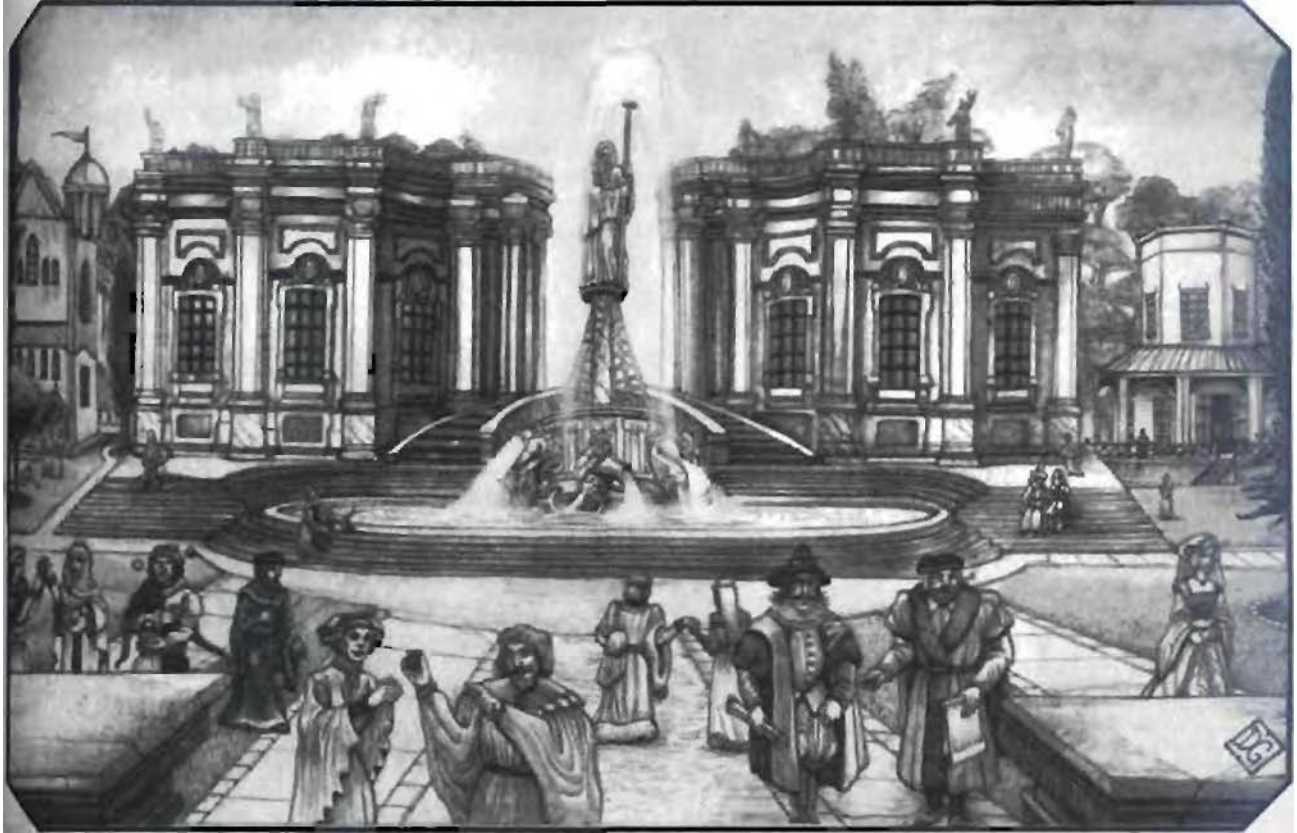
One of the other tactics used to keep threats at bay is the placement of magical streetlamps throughout the entire quarter. One of these sits about every 30 feet along every public walkway in the district. Each of these lampposts contains a small dish, upon which a continual flame spell was cast long ago. The lamplighters that come by every night don't actually light the lamps. They simply pull aside the shutter atop the lamppost, exposing the enchanted dish and never-ending flames.

Stealing these street lamps is a common dare in Freeport. More than one drunken sailor has ended his night in chains for the attempt. They are all firmly attached to their posts and are difficult to remove. [Hardness (0. 20 hp. Break DC 28; or Disable Device 20.)]

Additionally, all of the manhole covers in the Merchant District are locked [Open Lock DC 20]. Better yet, iron grates bar the spots where the sewer tunnels cross in or out of the district.

In general, every window in the Merchant District features a handsome set of elaborately decorated iron bars [Hardness 10, 20 hp. Break DC 28]. These and each and every door are locked [Open Lock DC 25]. This includes even those entries on the upper floors, as the people of Freeport are well acquainted with the threats of cat burglars and even flying thieves.

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LOCATIONS OF INTEREST

21. PLAZA OF GOLD

The Plaza of Gold is the centerpiece of the city of Freeport, an open space within the Merchant District in which the wealthy meet or simply strut about to be seen. During the day, the place is a bustle of activity as people rush back and forth on one sort of business or another. It's rare to go for long without seeing some wealthy aristocrat or merchant sweeping along Wave Street with a retinue of underlings and bodyguards.

On fine evenings, the plaza is filled with the same sorts of people now ENGAGED in not business but pleasure. They flit back and forth between lavish private dinner parties and events at the Freeport Opera House or frequent one of the many gourmet restaurants or exclusive pubs or private clubs.

Temporary stalls—often little more than wheeled merchandise carts—are scattered throughout the place. These sell foods and other goods that cater to the distinguished tastes of the area's residents. As it is in the rest of the district, the merchandise here is always of the highest quality. Unlike in other parts of Freeport, to be able to sell in the Plaza of Gold, you have to a permit from the city; and these are handed out only to those who can establish the worth of their services and their ability to cover the 100 gp cost.

The most notable feature of the Plaza of Gold is the Fountain of Fortune. This was built here on the highest knoll in the town centuries ago. The fourth Drac commissioned it when he moved his sister's family out of the Old City and into the then-new

Merchant's District. At the time, the plaza itself was little more than an architect's dream, but the Sea Lord of the day knew that the fountain would be the architectural centerpiece of the area.

The marble fountain features a wide base about 30 feet across, surrounded by a circular sealing area two feet high and three feet wide. The fountain's marble sculpture depicts the God of Luck standing on the crow's nest of a ship's rigging that seems to stab out of the center of the fountain's base. Merfolk surrounding the rigging hold gilded pitchers out of which waters stream in the four cardinal directions. The God of Luck himself holds aloft a marble staff, out of which a continuous spray is fired into the air, cascading down before him and into the fountain's base.

The fountain is enchanted so that anyone who throws a coin into it is granted a stroke of luck at some point throughout the day. See the sidebar below for details.

THE FOUNTAIN OF FORTUNE

At any point in the following 24 hours, the hero can attack roll or skill check. If the coin is a copper piece, the bonus is +1. For a silver piece, the bonus is +2. A gold piece- or anything more valuable- buys a +3 bonus. Each hero can only have one such bonus at a time. If the hero tosses in more than one coin, the most valuable one counts.

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ADVENTURE HOOKS

The Plaza of Gold is the site of more high-class con games than anywhere else in the city. One favorite goes like this. A captain approaches a wealthy mark and explains that he has a ship laden with precious cargo that he can't sell here. If he can just get someone to cover his docking fees, he would be able to leave, sell the goods, and return with double the fees for their kindness. Of course, the "captain" doesn't even have a boat or crew much less any cargo. If need be, he might be able to convince a real captain to disappear for an hour or two to allow the con artist to pose more convincingly—in exchange for a small cut.

22. THE MARINA

Situated at the watery end of Wave Street, the Marina features the best-kept docks in all of Freeport. Most of the slips here are built only for smaller boats, mostly yachts, not the cargo-carrying ships that pull in at the piers along the rest of Freeport's shoreline. However, there are two or three spots at which a bigger ship could dock.

The docking fees here are literally 10 times what they are in other parts of town. While the prices are exorbitant, the services rendered are almost worth it. The simple fact that the costs keep the riff-raff out of the area is reason enough for most of the Marina's patrons to keep their boats here.

The Marina's dock master is a half-aquatic elf by the name of Wilmario [male half-elf Exp10, hp 40]. He is a striking specimen, with long green hair and bright, green eyes. Before retiring from active sailing to take up his current position, Wilmario spent 50 years plying the trade lanes around



Freeport as the best-known first mate a captain could ever want. Everything about him speaks of the sea. There's little that he doesn't know about boats of any kind.

The Marina itself consists of several piers cut off from the mainland by a tall, wrought iron fence topped with vicious spikes. The entire length of the fence is enchanted with a series of magic mouths set to start howling the moment anyone attempts to climb a part of the fence in their area.

The Marina is guarded 24 hours a day by a team of 10 guards [War2, hp 15] led by a lieutenant [Ftr3, hp 29] and a captain [Ftr5, hp 48]. Two stand guard at the sole gate into the Marina at all times, while another two or three patrol the waterfront.

While residents of the Merchant District own most of the boats in the Marina, a few people actually live on their boats full-time. The most notorious of these is Rex Nash, a well-known womanizer who resides on a double-masted schooner called the Waveroller. A wealthy rake, Rex [male human Rog9, hp 40], made his fortune as an adventurer before deciding to retire at sea at the tender age of 30. He shares his space with a series of beautiful women of all races, plus a man servant by the name of Nang [male human Mnk3, hp 15].

ADVENTURE HOOKS

A daring pirate ship filled with cutthroats with dark vision might make a midnight raid on the Marina. Such an attack would be sure to net a great deal of plunder at the same time it incurred the wrath of many powerful and wealthy yacht owners. Those that survive the attack would be willing to pay handsomely for the return of their stolen belongings—or simply for revenge.

Also, these ships would make a great lodging for a band of monstrous humanoids that have business in Freeport hut Jon I wish to be seen. They could slip in and out of town in the middle of the night, especially if they were amphibious to begin with, or can fly.

23. THE

MERCHANT'S GUILDHOUSE

The Merchants' Guild is one of the most powerful organizations in town, rivaling even the Captains' Council. While the councilors may hold the reigns of political power in the city, the true economic might of Freeport is in the collective hands of the merchants.

The Merchants' Guildhouse is effectively a club for every merchant in town. To be able to sell anything legally from a shop or stand in town, you must be a member of the Merchants' Guild. The fees for this run on a sliding scale, usually amounting to an estimated 2% of income over the course of a year. While some of the wealthier members of the guild would like to consider the guildhouse their own private club, the building is actually open to any active members in town. Despite this, the place is richly appointed, featuring a smoking room, a well-stocked bar, and a gourmet restaurant, as well as a private bathhouse.

Members of the guild and their honored guests are welcome to avail themselves of the facilities at any time. However, those who cause a row in the place run the risk of being barred from

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the establishment and even of having their guild membership revoked. This last penalty is the harshest since it essentially robs the merchant of her ability to operate legally in Freeport.

While the Merchants' Guild has no official mechanism for enforcing their monopoly on merchant licensing in town, they do have ways of making unapproved sellers uncomfortable. Outside of calling upon the City Guard to enforce the law, there is another, more favored option; the Joy Boys.

It turns out that the Joy Boys work with the unspoken approval and secret funding of the Merchants' Guild. Those merchants that refuse to play ball with the guild normally receive a visit from the more hostile members of the Joy Boys within a few days.

This arrangement is the brainchild of Torsten Roth [**male human, Ari8, hp42**], the leader of the guild for the past eight years. Roth long ago realized that having the dominant criminal element in the district under the guild's thumb was far better than the alternative. Although the Joy Boys have occasionally skittered out of control, most of the time they listen to the elven guildmaster's hard-won wisdom.

Few outside of Roth and two or three members of the Joy Boys (see page 67) have an idea of the relationship between the two groups. If news of this arrangement were to get out, the scandal would rock the aristocracy of Freeport to its very foundation.

ADVENTURE HOOKS

Many members of the Merchants' Guild would like to break the organization's stranglehold on the city. They might be willing to side with a party of adventurers willing to help them make a stand against the guild and their unofficial enforcers: the Joy Boys.

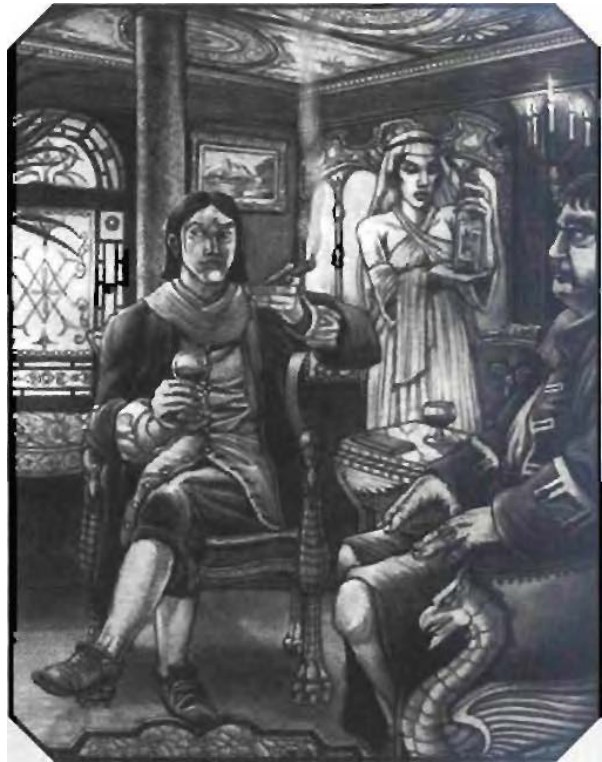
Alternatively, another gang might try moving in on the Joy Boys' turf, upsetting the guild's carefully balanced apple can. If this happens, the guild might be interested in hiring on some temporary help to take care of the situation until the encroaching gang decides that messing with the best-backed gang in town really isn't worth the hassle.

24. THE GILT CLUB

The Gilt Club is the exclusive club the Merchants' Guildhouse could never manage to be. The annual dues for the place are 1,000 gp, a cost so dear as to be far beyond the grasp of all but the wealthiest people in town. Membership is not restricted exclusively to merchants but is open to any and all, even those beyond Freeport's borders,

To become a member of the Gilt Club, however, you have to be invited. The standard procedure is for a current member to bring along a prospective member as a guest. Then, if the other members approve of the newcomer, an offer to join can be extended. Few who are afforded the opportunity—and who can afford the opportunity—turn it down.

The Gilt Club is more lavishly outfitted than the castles of all but the most powerful emperors. The place makes the Sea Lord's Palace look like a cheap shanty in Scurvytown. The floors are all polished wood or marble. The walls are paneled



with the finest woods, decorated with intricate marquetry. Every bit of metal seems to be of the finest gold too, a factor which gave the place its name. The bar here stocks only the best ales, liquors, and wines. The kitchen features dishes from the best chef in the islands. Special cigars are hand-rolled for the members of the club.

The Gilt Club is governed by the entire membership, which elects a president to serve for one year at a time. Millant Lefevre [**male high-elf, Ari8/Rog8, hp 68**] has been the president for the past 12 years. Most members feel that the extremely cultured elf lends an atmosphere of propriety, culture, and exclusivity that the club was lacking in the past. Or so they tell outsiders.

In fact, Lefevre is a skilled blackmailer who has dug up enough dirt on most of the club's members to bury the city's aristocracy alive. The least of Lefevre's demands is that he continue to be elected to office every year and paid a handsome salary to manage the place.

Lefevre has put in place safeguards that insure that the secrets he knows will be revealed in the event of his untimely death or disappearance, no matter the cause. As a result, when the elf sneezes, everyone in the place offers a handkerchief.

ADVENTURE HOOKS

A scoundrel has stumbled upon Lefevre's blackmail materials and absconded with them. Anyone who is mentioned in the files might hire on the heroes to find this person and make her go away. Alternatively, Lefevre might pay handsomely for the return of his stolen materials before anyone else learns that they are missing.

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Wealthy heroes might also find it entertaining to try to join the Gill Club. It's definitely an old boy's network, and outsiders aren't terribly welcome, no matter how much gold they flash about. Still, there are some inside the club who would like to see the leadership shaken up a bit, and the heroes might fit in perfectly with such plans.

25. THE LAST RESORT

The Last Resort is the finest hotel in town. It overlooks the Marina and one of the most scenic vistas of Freeport Harbor. The main lobby is left open to the air during the pleasant seasons, only shuttered up during the rainy season and sometimes only for actual hurricanes.

The rooms in the Last Resort are literally fit for a king, and visiting royalty of all sorts has stayed here over the centuries of Freeport's existence—although not all of their own free will. In fact, there are still at least two different monarchs residing in exile in the hotel. While none of them are currently in charge of their respective ancestral homelands, they each managed to abscond with enough of their countries' treasuries to allow themselves to live out their banishment in style.

While the Last Resort may seem open and airy, it is in fact one of the most well guarded places in the city. The hotel itself employs over 20 guards [War2, hp 15], three lieutenants [Ftr3, hp 27] and one captain [Ftr6, hp 58]. Additionally, many of the residents have their own personal bodyguards on the premises with them.

The Last Resort's lodging rates range from 5 gp per night for a lavishly appointed private room to 50 gp per night for a full suite. Each room is decorated only with items of the highest quality and the latest styles. The wealthy from all around the region literally flock to the place as one of the most exclusive



getaways around. The fact that Freeport still has a rough-and-tumble reputation only adds to the allure, especially among aristocrats who like to slum with real cutthroats while closely watched by their bodyguards, of course. In reality, few of the hotel's guests ever wander outside of the Merchant District.

The Last Resort is operated by a friendly and well-mannered family of halflings led by its patriarch: Bobbin Brandydale [male halfling Com15, hp 61]. The Brandydales have overseen the operation of this establishment since its founding shortly after the Fountain of Fortune was installed in the Plaza of Gold. They are well known not only for their legendary hospitality but also their discretion. What happens inside the walls of the Last Resort stays within those walls—at least if the Brandydales have anything to say about it.

ADVENTURE HOOKS

As a large hotel, the Last Resort has a number of wealthy, semi-permanent guests drawn from all around the region. Some of these are successful entrepreneurs. Others are wily criminals. A few banished royal family members have been known to take refuge here as well. The Last Resort's management is well known for its discretion.

The Last Resort also is home to a family of wealthy vampires, who use the place as a base of operations. The vampires stick to feeding down at the Docks or in Scurvytown or even further afield. They prefer not to make messes in their own backyard.

26. THE FREEPORT OPERA HOUSE

A consortium of aristocrats built the Freeport Opera House nearly 100 years ago in an effort to bring some semblance of culture to the cesspool known as Freeport. To commemorate the occasion, the Sea Lord at the time commissioned a brand-new opera from one of the greatest composers of that time, an elf by the name of Fiarella Donadrien. This ancient songstress poured so much of her heart and soul into the composition, it's said, that she actually expired shortly after its first performance.

The story is actually true. Every time Donadrien's masterpiece is played in the opera house, her ghost [female elf ghost Exp6, hp 25] returns to listen to the tune. While the music plays, Donadrien's ghost remains hidden backstage, swept up in the majesty of the notes. After the show is over, however, she remains around for 24 hours, during which she invariably manages to kill a person or two involved in the opera's production. The 100th anniversary of the completion of the Freeport Opera House is coming up soon, and the deaths are certain to begin again, as the plan is to ply the opera every night for a full month.

Outside of the occasional haunting, the opera house is a magnificent place for experiencing all sorts of entertainment. Besides the standard operas, the venue hosts a variety of stage shows, from concerts, to plays and everything in between. Prices for the shows range from 10 gp for the best boxes to 1 sp for a spot in the nosebleed sections. A wide cross-section of the people of Freeport attend the shows, making this one of few places where the wealthiest members of the community

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can rub shoulders with the less fortunate without fear of some kind of clash. People come here to be entertained, after all, not to rob or pick fights with each other.

The opera house's current director is Gorsky Glitterlights [**male gnome Exp8, hp 34**], a wizened gnome who has been with the place since his boyhood. Besides running the place, Glitterlights often also serves as either the conductor or the master of ceremonies. Despite his tiny stature, he is a giant in the Freeport entertainment scene. Since he operates the only real cultural venue in town, his approval—or lack thereof—can make or break a performer's career.

ADVENTURE HOOKS

Glitterlights would love to have Donadrien exorcised from the Opera House. However, even if this happens, the killings Kill continue. A disgruntled actor from a legendarily bad show is back to exact his revenge, wearing a ring of invisibility, to wreak havoc in the place. In disguise, the actor works in the Opera House as a stagehand. He delights in the fact that those who thought he was such a lousy actor can't detect him while he's right under their collective nose. The killings are bound to continue until the place either shuts down or the murderer is caught.

27. MAURICE'S

This elegant restaurant is widely regarded as the finest eating establishment in a city known for its widely varied cuisine. specializes in seafood, of course, but it's also just as well known for its thick and juicy steaks and its air-light desserts.

Maurice himself [**male human Exp10, hp 41**], a jolly yet thin man with long, just-graying hair, is a skilled and personable chef. He has turned down offers to become the personal cook for dozens of wealthy merchants, aristocrats, and royal leaders. He prefers instead to allow his creations to be sampled by a wide and varied audience, and for this, there are few places more qualified than Freeport.

Meals at Maurice's run from 1 gp up to 20 gp. For 10 gp, you can order an all-inclusive, seven-course meal that runs all the way from appetizers through dessert. This treat is the kind of splurge that most Freeporters can only afford on the most special occasions, but the wealthy residents of the Merchant District take advantage of it regularly. In fact, there is a core of customers who make it a habit to frequent the place almost every day.

Maurice takes great pride in his work, his food and establishment. The place is large, capable of seating over 200 people at a time, and it's almost always packed. Upon occasion, the place is closed for extremely exclusive—and expensive—private parties, but most days the kitchen is open all evening long.

The decor has a distinct nautical theme to it, but it's laced with class through and through. A string quartet wanders between the tables, playing favorites both old and new. A common game is to try to stump the band with a request, something that few are able to manage.

Maurice does not take reservations from anyone who is not on the Captains' Council. Those who are in charge of running the

city are always welcome here. In fact, there is a private table that is exclusively reserved for the Sea Lord. The last Sea Lord, Milton Drac, took advantage of this opportunity regularly. Only time will tell whether or not his replacement will grace Maurice's with his or her presence—although smart money is on it for sure,

ADVENTURE HOOKS

The owner of a competing restaurant is desperate to undermine Maurice's good name by poisoning his food. So far, people have only fallen ill, but this could eventually—and accidentally—become murder. Maurice is shamed by the illnesses, as they resemble food poisoning. He can't track down the source of the problem, though, and is desperate for help. Anyone who manages to clear Maurice's good name is sure to be rewarded with one of the most treasured items in the city: a permanent, private table at Maurice's.

At the same time, the Joy Boys are leaning on Maurice to sell his place. Torsten Roth himself has put in a bid on it. Maurice isn't interested in selling, but he might be intrigued by any offer of aid.

28. HOUSE OF VERLAINE

Located at 100 Wave Avenue, just off of Wave Street, the home of the late Councilor Verlaine still stands. It wasn't so long ago (see *Terror in Freeport*) that Verlaine met his untimely end at the hands of the Brotherhood of the Yellow Sign, an unholy cult dedicated to bringing about the downfall of the entire city.

While Verlaine may be gone, the place is hardly unoccupied. Realizing that it might take months or longer for a relative to come forward and claim Verlaine's estate, the Joy Boys decided to make the place their headquarters in the meantime. None of them actually live here, although several of them have spent the night here upon occasion.

Mendor Maeorgan [**male human Ari4/Rog4, hp39**], the current leader of the Joy Boys, spends a good deal of time here. He oversees the actions of his fellow spoiled, criminally inclined, young aristocrats from Verlaine's main hall. At just about any time during the day, there's a 50% chance to find Mendor—cousin to both Marilise Maeorgan and her recently deceased brother Melkior, a former member of the Captains' Council himself—here holding court.

There are almost always at least a half-dozen or more other Joy Boys here along with Mendor. In addition to them, there are often several personal bodyguards assigned to the gang members by their families. Some of these guards are unwilling witnesses to the excesses of their charges, while others actually lend a hand with The Joy Boys' activities on a regular basis.

Men do: roles over the Joy Boys with his pocketbook- Evil to the bone, he has never had a flair for physical confrontation, so he often pays others to handle his dirty work for him.

While many of the Joy Boys are simply young rebels looking to do something that makes them feel dangerous, something their families would hardly approve of, Mendor has grander plans. He doesn't want to simply hold sway over the Merchant Quarter. He wants to consolidate every criminal organization in Freeport under his control.

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Mendor has an arrogance born of a lack of failure in his life. The son of a second son in the Melkior line, he is proud of the major role his family has had in the development of the town, and he feels that this heritage grants him the right to rule. If he can't have his cousin's seat on the council, then he is ready to take power wherever he can find it.

One of Verlaine's former guards survived the slaughter depicted in *Terror in Freeport*. He knows of a secret stash of his employer's wealth in the house, but he can't figure out how to get at it without alerting the Joy Boys. He knows that they would never share any of the stash with him, so the ex-guard plans to break into the place and clear the stash out under cover of night. He's willing to take on some professional help to make sure that the job gets done right.

The stash is well protected, although the ex-guard knows how to get around the traps. Or so he thinks. Verlaine never trusted anyone else fully, and the guard is unaware of a few final—and most deadly—traps.

29. THE LAST PORT

The Last Port is without a doubt the classiest drinking establishment in town. The place takes its name from a vow that its owner, a dwarven matriarch by the name of Fraula [female dwarf Com9, hp 32], made when she decided to open shop in Freeport. "This is the last port I will ever see," she swore.

Some say that Fraula made her fateful promise because of her love for the city. Others—usually those closest to her—point out that it was more likely due to her hatred of the sea. There is little to no chance of ever getting the old dwarf onto a seagoing vessel ever again.

In keeping with the restaurant's name, Fraula has stocked her bar with the finest selection of port wines to be found within a thousand miles. The remainder of the place's liquor selection is astonishing as well, featuring a wide selection of dwarven ales not to be found anywhere else this far out to sea.

Fraula still manages the tavern's financial affairs, but she has passed down the responsibility for the place's day-to-day operations to her son Herrman [male dwarf Com6, hp 29]. The younger dwarf has actually added a small but tasty menu to the bar's fare. Fraula resisted this move for years, but she is thrilled about the fact that her son's implementation of the idea has solidly added to the place's coffers.

The Last Port has a long, narrow main hall lined with several booths. A number of private rooms are available in the back of the place as well. More than one great adventure has been launched from these isolated tables. Mementos from these great quests line the walls and ceiling of the place, lending an eclectic style to the decor.

The Last Port features live entertainment just about every day of the week. The performers are drawn from the best in the city as well as a long list of popular traveling minstrels. Bards aspiring to work the main room at the Last Port had better get in line. The schedule is set for at least two months out, and competition to play in front of such a wealthy, well-lipped crowd is fierce.

DAUGHTERS OF THE GUILD

What is the lot of the children of the upper class! Not only do they have to keep up with the latest fashions, entertain their equally wealthy peers and have to direct their servants on how in properly maintain their environs, but they also have to receive a proper education and prepare to take over their respective families' fortunes! Truly, this is a burden none should have to bear

Of course, anyone who isn't a member of the merchant class would give any appendage demanded of them to ascend to that height on the societal ladder. Yet almost all of the progeny of the richest portion of Freeport's elite class refuse to see themselves as anything other than put upon unfortunates.

A WOMAN'S PLAGE

At least the daughters of the upper crust have at least one grain of truth in their gripes—they are definitely considered the lesser sex. Despite the fact that Freeport allows women a great deal more equality than anywhere on the mainland, and in spite of the fact that there are a number of women on the Captains' Council. The 'fairer sex' must still tigh for respect at every turn. Still, these young women have the not inconsiderable advantage of money and class, advantages that almost all of them will know their entire lives.

As children, both boys and girls alike all attended the same birthday parties, tea parties, Swagfest parties and every other party in between. Once they reached puberty, however, their differing sexual roles were thrown into dramatic relief. Boys could carry weapons, curse, drink too much, and venture into Scurvytown to carouse and get into fights. The "young women" (as everyone now insisted on calling them) were expected to wear better clothes, learn to embroider and continue attending the same parties they had always attended.

A number of young women, all of whom are in their early to late teenage years, have become so fed up with this situation that they are doing something about it. They have decided that if they cannot show the same lack of decorum in broad daylight as women, then they will do so at night as men.

A LITTLE MASQUERADE

The only reason why this idea has gone beyond simple talk lies with Nifur Roberts, daughter of Captains' Council member Captain Marcus Roberts. Nifur had already been covertly training herself with the rapier when the idea for a secret society came about, and she immediately assumed a leadership role.

Because she is Captain Roberts' only child, Nifur has an entire wing of her family's palatial estate to herself. And since her father is almost always on his ship or tending to Council business and her mother is so tightly embroiled in the same gender activities that Nifur has eschewed, the house has become the de facto "hideout" for the group's activities. Nifur even gave the group its name, based on the fact that most fern ha'e parents (hat are members of the Merchant's Guild

THE IDLE PLANS OF THE IDLE RIGH

Despite their lofty purpose, the Daughters of the Guild do not actually accomplish much. About once a week they meet at the Roberts estate to discuss the male tyranny, what they thought of the latest party, and where they should patrol that month. Without fail, this turns out to be Drac's **End**, more for the fact that it's close to the Merchant District than anything else.

On a patrol night (usually the first Friday of the month), the Daughters of the Guild will meet as usual at the Roberts estate under cover of darkness. Once there, the young women will change into men's breeches and flowery shirts,



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lash on whatever weapons they were able to sneak away with, and disguise their identities by putting on half-masks. Then they will travel en masse over to Drac's End, where they walk the streets just long enough to find a "disreputable" inn (pretty many any inns in the district). They will harass the patrons for a few minutes, commandeer a table for themselves and proceed to get very, very drunk. Once dawn begins to threaten, they hobble back to where it's safe.

A WEAK DECEPTION

What neither Nifur nor any of the other Daughters realize is that Captain Roberts is quite well aware of the existence of their group. He happens to think it's a good idea for his- only heir to go out and sow her wild oats, as she will certainly not be able to do so once he begins grooming her to replace him on the Captains' Council. He has given specific instructions to his personal security for them to follow his daughter on her patrols to make certain that no harm comes to her.

Even this precaution is hardly necessary. The denizens of Drac's End may be poor, but they aren't stupid. Though they do not know who these people are, one look at their clothes reveals their wealth. And since the Daughters have kept a pretty consist* schedule, avoiding them and the trouble they could bring should one of them be injured is a relatively simple affair.

The only factor that could possibly change the Daughters of the Guild from the relatively harmless nuisance they currently are to something more actively aggressive is Vikki Tarjay. Vikki has been a relatively sedate member of the group, but she would like to eventually steer the group in an area she has more of an interest in—burglary. So far, however, she has been content to keep quiet.

ADVENTURE HOOKS

While most of the denizens of Drac's End know to steer clear of the Daughters, it's not likely that your adventurers do. If your party rarely backs down from a fight, then meeting the Daughters could lead them into more danger than they could have ever believed.

Someone has uncovered the identity of one of the Daughters, and has kidnapped her for a substantial ransom. Unwilling to let one of their number be taken from them so easily, the other members decide that it is their duty to rescue her. Unfortunately, they have no experience solving actual crimes, so they need to find a group that is willing to be paid well and not ask a lot of questions. And take a score of teenaged women with them wherever they go.

Vikki Tarjay has finally decided to begin shifting the Daughters away from drunken carousing and into the realm of actual law breaking. Unfortunately, their first break-in target just happens to be the inn where the characters are staying. Although they just manage to escape, the women leave behind a clue that they are no ordinary band of thieves.

THE DAUGHTERS OF THE GUILD

NIFUR ROBERTS

Female human, Ftr1: CR 1; Medium-size humanoid (5 ft 3 in tall); HD 1d10; hp 10; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft; AC 14 (+2 Des, +2 leather); Atk +2 melee (1d6+1, 18-20/x2, rapier); SV Fort +2, Ref +2, Will +1; Al CG; Str 12, Dex 14, Con 10, Int 13, Wis 8, Cha 15.

Skills and Feats: Climb +5, Handle Animal +6, Jump +5, Ride +6; Dodge, Improved Initiative, Weapon Finesse (rapier).

Possessions: Rapier, clothing worth 30 gp, pouch with 21 gp and 31 sp.

VIKKI TARJAY

Female human, Rog1: CR 1; Medium-size humanoid (5 ft 1 in tall); HD 1d6+2; hp 8; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft; AC 15 (+3 Dex, +2 leather); Atk +0 melee (1d4, 19-20/x2, dagger); SV Fort +2, Ref +5, Will +1; Al NE; Str 10, Dex 16, Con 14, Int 14, Wis 13, Cha 12.

Skills and Feats: Appraise +6, Balance +7, Climb +4, Disguise +3, Escape Artist +7, Listen +3, Move Silently +7, Open Lock +7, Search +6, Spot +5, Tumble +7, Use Rope +7; Dodge, Improved Initiative.

Possessions: Light crossbow, dagger, clothing worth 22 gp, masterwork thieves' tools, pouch with 17 gp and 1 sp.

TYPICAL DAUGHTER OF THE GUILD

Female human, War1: CR 1/2; Medium-size humanoid; HD 1d8+1; hp 6 (average); Init +0; Spd 30 ft; AC 12 (+2 leather); Atk +1 (base) melee (1d6, 18-20/x2, rapier); SV Fort +2, Ref +0, Will -1; Al CG; Str 11, Dex 10, Con 12, Int 11, Wis 9, Cha 13.

Skills and Feats: Climb +4, Handle Animal +5, Ride +4; Dodge, Quick Draw.

Possessions: Rapier, clothing worth 27 gp, pouch with 19 gp and 15 sp.

- CHAPTER FOUR: A FREEPORT GAZETTEER -

Gilt Club Members to Easterers: "We Don't Want You!"

Recent headline, *The Shipping News*

ADVENTURE HOOKS

Fraula is dying, and she wishes to see her ancestral home one more time before she shuffles of this mortal coil. Unfortunately, her son is dead-set against this, fearing that any such journey would spell his mother's end long before she saw the new-shore. She is willing to handsomely reward any who would be willing to help her achieve her goal of returning to her childhood home in a nearby mountain range. To do so, though, the heroes will have to essentially kidnap her from her son's care, something that is sure to do more than simply ruffle a few feathers.

Sadly, Fraula's old home was overrun several months ago. Her people scattered to the four winds. If she does make it to her home—by magic or some other means—this is just the start of a quest to find the old dwarf's family.

30. THE JEWELERS AND GEMCUTTERS GUILD

All the jewelry in Freeport isn't necessarily plundered from ships by freebooters with dubious "Letters of Marque". Freeport has its own jewel- and metal-craft industry, adept at turning out glittering creations to rival anything on the continent.

There aren't all that many jewelers or gemcutters in Freeport—25, to be exact—but they are among the wealthiest people in the city. Their guildhouse is located here in the Merchant District, and this is where many of them do their actual work and store the vast bulk of their raw metals and jewels.

The guildhouse features a large, common workshop in which the Guild members can work. In the center of the workshop there stands a massive, heavy vault that holds 1d10x 1,000 gp worth of raw materials and finished goods at any given time. The vault is triple locked [**Open Open Lock DC30 for each**], and it features a rather nasty magical trap (see below). The place is also under the constant protection of 10 guards [**War2, hp 15**], one lieutenant [**Ftr4, hp 36**], and a single captain [**Ftr7, hp 63**].

The leader of the guild is Dirwin "Nimblefingers" Arnig, an elderly gnome who has overseen the Guild for the past 50 years. As befits a man in his position, he is painstakingly honest, even past the point at which it might hurt himself or his business. The other members of the Guild know of this trait and respect Arnig immensely for it.

The guildhouse is also a safehouse for members who may need it. If any of them are in trouble at any time, they can call on the Guild's guards for an escort from their place of business to the guildhouse. Every window in the place is barred, as is every door [**Open Lock DC30 here**]. The guards are each outlined with magical stones that were originally crafted from gems cut by the Guild's members [dusty rose and dark blue *ioun* stones].

Most guild members spend only a day or two here each week. They prefer to be in their shops, selling their goods and making that cold hard cash, whenever possible. Arnig is the only exception, having handed off the day-to-day handling his shop to his daughter Winnia a decade ago. He can be found here nearly every day.

[*Cloudkill* trap: CR 6; *cloudkill* spell; creatures with 3 or less HD die, 4 to 6 HD make Fortitude save (DC 18) or die. Those who make save or have more than 6 HD take 1d10 points of damage each round; Search (DC 30); Disable Device (DC 30)]

ADVENTURE HOOKS

For a team of thieves, the guildhouse is one of the juiciest targets in the entire city. Finn's Syndicate is paid off to make sure that its members don't succumb to the temptation of accepting the place's silent challenge, but some characters from out of town might not feel obliged to listen to the leaders of the syndicate.

If something is stolen, Arnig immediately hires a team to get it back—quietly if possible. He doesn't want it to get out that his vaunted security can be breached. Otherwise, this is sure to only be the first of many such attacks.



~ THE OLD CITY ~

At the very heart of Freeport lies the Old City. Within these walls is where it all began, where a small village, a haven for buccaneers grew into today's sprawling boil on the skin of A'Val. The massive walls of the Old City stand as an impressive monument to the power of the Sea Lords of the past. Freeport has never been conquered. As long as the walls of the Old City stand, it never will be.

Unlike the other quarters of the city, the boundaries of the Old City are immediately visible to all, denned as they are by the massive stone walls that surround it. Even today many folk are attracted to the safety of the Old City. If there is one part of Freeport that actually is protected by the Sea Lord's Guard, it is here. The Fortress of Justice, home to the Guard, is a highly visible symbol of order in a disorderly city.

Running through the center of the Old City is the Street of Dreams, where you can find about every type of luxury good and artisan. Jewelers, woodcarvers, furniture makers, painters, tailors, purveyors of gourmet meats and cheeses, wine merchants, and more are all found clustered in a relatively small area. The Street of Dreams is the rare thing in Freeport, and oasis of culture and refinement. Of course, many visitors to the street wouldn't know true culture if it walked up and sat on them, but even a newly rich freebooter freshly retired from the sea wants to have the appearance of distinction and good taste. The craftsmen of the Street of Dreams are as happy to take the money of the gauche as anyone else.

The name similarity between the Street of Dreams and Dreaming Street—the main drag of the red light district in Scurvytown—is a constant irritant to the upscale merchants and artisans. Getting the name of the street wrong is a famously foolish thing to do, and many a city newcomer making the error has found the prices of an offended shopkeeper suddenly raised.

The Old Oily, however, is not the choice spot for gracious living among the upper crust what passes for Freeport society. The stone walls that define and protect the area also shade the place from the rays of the sun for much of the day. While this is a boon in summertime, in winter it makes the Old City often seem particularly grim and oppressive. The walls also give the whole area a claustrophobic feel to many. It's all too easy to see the looming walls and heavy gates of the Old City as a prison rather than a fortress.

The residential areas of the Old City mostly lie around its perimeter. Housing types vary greatly, from a very few freestanding single-family dwellings to row houses to three story apartment buildings. Many of the prosperous but not wealthy merchants and tradesmen make their homes in the district—with a very few of the wealthy willing to abandon the sunny streets of the Merchant Quarter to be closer to the seat of power. Many of the tradesmen and artisans in places like Street of Dreams live above or in their places of business.

Still, a fair population makes its home inside the imposing walls. The place is bustling from sunup to sundown—and on most nights for some time after the light of day has faded from the sky. It's the seat of government, a refuge in times of trouble, and an imposing symbol of the power of the Sea Lord. The Old City is in truth the heart of the city, and the beating of this heart keeps Freeport alive.

THE WALLS AND GATES OF THE OLD CITY

The early cutthroats that made Freeport what it is today did not believe in messing around when it came to personal protection. The most immediately noticeable feature of the Old City is that it is fully surrounded by a massive stone wall, 20 feet thick and over 100 feet high. A wide walkway tops the wall, connecting the five towers (see below). Crenellations and arrow slits are set all around the outside rim. The walls also extend around 20 feet below ground, to foil sappers. Over the years, the walls have been reinforced by repealed magical rituals (part of the price Wizard's Guild pays for the freedom it has), and are completely immune to spells that would allow magical entry or weakening of the walls. Direct magical attacks affect the walls normally [spells such as *fire ball* or *lightning bolt*].

Five tall towers are set at intervals along the Old City's wall. They are pretty standard affairs from which the Sea Lord's Guard keeps a careful (if weary) eye on the streets that lie outside it. Each tower features four interior floors of wooden planks, with a center hold 2(1 foot square in the center of each one. This allows supplies to be easily winched up from the lower levels to the tops of the walls in time of crisis. These platforms are also used to move the five magical cannons that are stored in bunkers in each tower's base. These cannons are guarded around the clock, as they represent one of the Sea Lord's methods of keeping Freeport free. See the sidebar on this page for more information on these weapons of arcane mass destruction.

Five gates pierce the Old City's walls, each named for the quarter of the city that it opens into. The gate that leads into the Temple District is the Temple Gate. Drac's Gate leads Drac's End, and so on. Creative certainly, but the early denizens of Freeport were more concerned with survival than pretty names—and with the confusing layout and street-naming conventions of the city, some find such consistency comforting.

Each of these portals can be sealed at each end by both a heavy iron portcullis and a fool-thick wooden gate, both set on counterweights for quick closure. The Guardsmen are drilled on the gate closures monthly, and can have the entire Old City sealed up inside three minutes if called upon to do so. Aside from these drills, there has been no reason to close the gates in many years.

- CHAPTER FOUR: A FREEPORT GAZETTEER -

LOCATIONS OF INTEREST

31. THE SEA LORD'S PALACE

The Sea Lord's Palace is located in the center of the Old City. At five stories high, it is by far the tallest building in the area. A 15-foot-high stone wall encloses the grounds of the palace. Twin large, black, cast-iron gates face the street and allow access to the courtyard. Four guards stand watch over the entrance at all times and another half dozen roam the grounds at night. The landscaping within is well tended, with tall trees and numerous gardens of flowers. A while stone path leads from the gates to the palace beyond.

The palace has been nearly abandoned since the fall of Milton Drac. The Captains' Council doesn't want anyone getting too comfortable there until the succession crisis is resolved. As a result, the Guardsmen and household staff have had the run of the place of late.

For a more detailed description of the Sea Lord's Palace, see *Madness in Freeport*.

ADVENTURE HOOKS

One of the Sea Lord's guards is smuggling valuables from the palace and selling them through a middleman. When one of these items is found on a PC (planted by a foe or innocently purchased as a spell component perhaps), quick action must be taken before the frame up Takes the character to the Courts.

Strange lights are seen at the Sea Lord's Palace several nights in a row. Should the PCs investigate, they find that a faerie lord has taken to throwing parties there. The fey are light-hearted people but dangerous when their anger is roused. How can they be evicted without wrecking the palace?

32. THE FORTRESS OF JUSTICE

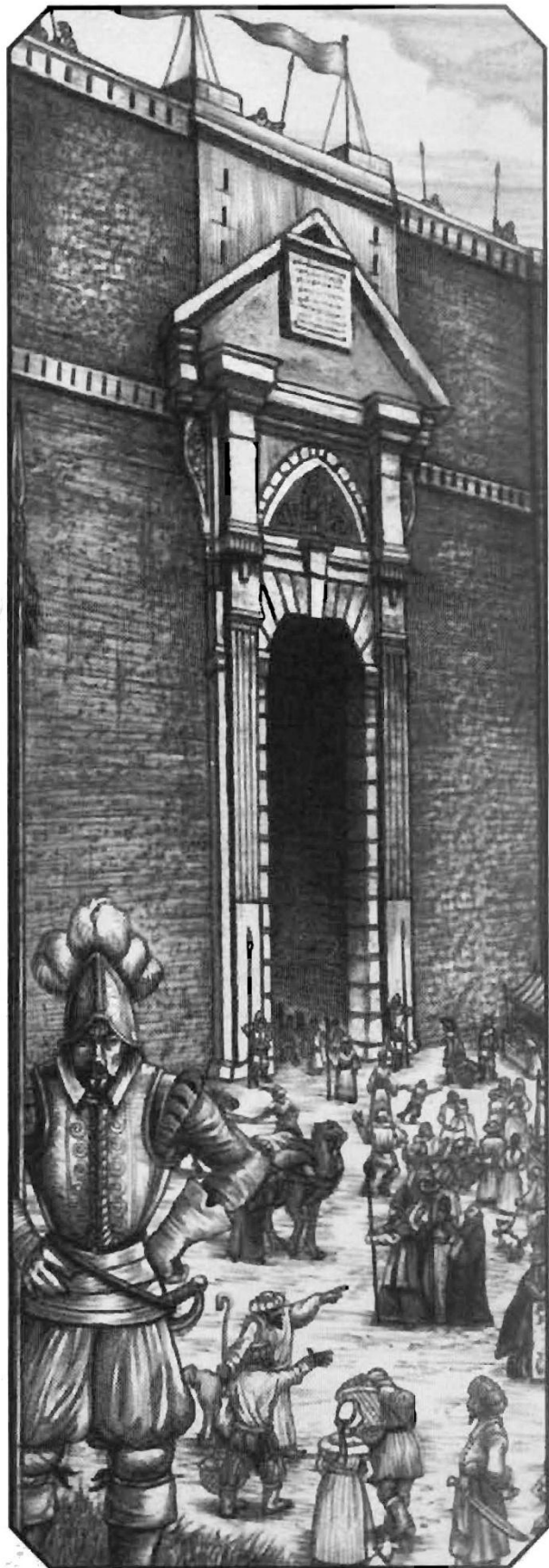
The Fortress of Justice is the main headquarters for the Sea Lord's Guard, located in the Old City. The Fortress consists of three separate buildings surrounded by a tall stone wall. The top of the wall is tipped with spikes, covered with pointed barb.

The first building holds facilities for the Guardsmen. Located in the second building nearby are the Courts. At the back of the compound is the third building, the largest prison in Freeport, known as the Tombs,

Entrance into the Fortress of Justice is through the main gate. Located on Mollusk Street, this gate is the only entrance and exit to the compound. There is a portcullis installed in the gate, which is raised only during daylight hours.

The main gate is guarded twenty-four hours a day by battle-seasoned veterans of the Sea Lord's Guard, who are particularly fond of hurting people. They're also pretty sharp, and constantly on alert for trouble. Should trouble appear, they can summon additional Guardsmen by blowing on a signal whistle, worn around their necks.

Two thirty-foot tall towers flank the gate. Inside each tower are Guardsmen armed with repealing crossbows. These men



THE SIEGE CANNONS (MINOR ARTIFACTS)

The most impressive aspect of the Old City's defenses are the five arcane fire cannons that can be winched to the top of each of one of the towers. These massive brass and iron armaments were salvaged from a mysterious hulk found beached on the windward side of A'Val after a savage storm over 200 years ago. The ship was impossibly large by Freeport standards, and seemed designed for extraplanar entities. Once everyone overcame their initial superstitious awe (a process that only took a month or two for the pragmatic Freeport population), the ship was stripped down to its keel, the wood utilized, to build many of Freeport's buildings at the time. To this day the keel of the hulk juts out of the sand on that beach like the horn of a narwhal. Rumors persist of gold and mysterious artifacts being found at the site of the wreck, and the place is a popular destination for adventures and treasure hunters.

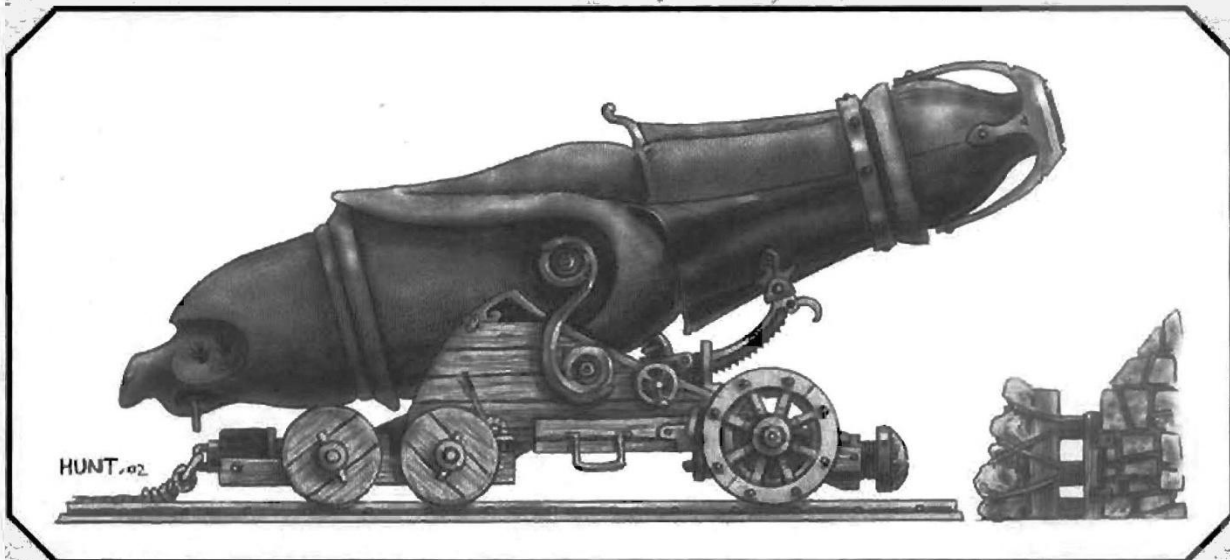
Sea Lord Francisco paid what was an exorbitant amount of money to acquire what were at first regarded as expensive curiosities by most. However, the next marauding fleet that cruised into Freeport Harbor bent on stemming the tide of piracy received a surprising reception. The Sea Lord had emplaced the cannon on top of the Old City's towers. Once the fleet's flagship was reduced to a floating bonfire by one shot from the top of the Freeport battlements", the rest of the invaders quickly moved on.

It was a good thing that captains of the invading fleet were so impressed, because that shot that destroyed their ship was a fluke. It took another year or so afterward before the Sea Lord's Guard actually learned how to fire the fire cannons reliably—as well as determining the high price for using them. The cannons themselves are twelve foot long and 2 foot thick tubes of iron with brass fittings, and each weighs roughly 1000 pounds. There is no firing mechanism per se, only a set of humanoid handprints on each side of the cannon, and a third set placed at the butt of the massive gun. Each cannon is mounted on a wooden cart that allows them to be moved with relative ease.

Firing the cannon is a simple but costly matter, requiring that a two people place their hands in the handprints on either side of the cannon, and a third put their hands in the rear set. The person at the rear set is the actual firer of the gun. The other two people simply provide power --soul power! The firer verbally designates a visible target, and concentrates for a brief moment. Within seconds, a massive ball of fire erupts from the muzzle, of the thing, speeding unerringly to the target. In game terms, each of the cannons unleashes a huge ball of fire [a *fireball* as if cast by a 20th level wizard]. The price for firing the canon is paid by the people touching the side handprints. [Each person in this position immediately takes 4d6 damage. This damage heals at the rate of 1 point per day of rest and cannot be healed by any magical means].

Needless to say, it's not easy getting people to step up to the task of sacrificing themselves on the altar of Freeport's defense. "The cost of firing the canons is a highly protected secret. Freeport's enemies would be a lot less reluctant to try assaulting the city if they knew the true toll firing the cannons takes.

Originally there were five of the cannons, but one has been rendered inoperable over the years. The Guard keeps it around anyway as a decoy. Hits decoy is still guarded, but not quite as securely as the four others. The Guard hopes being that someone actually managing to somehow steal such a heavy item might accidentally take the easy—and wrong—one.



~ CHAPTER FOUR: A FREEPORT GAZETTEER ~

are crack shots and shoot to kill. They're responsible for guarding the gate and the wall that surrounds the Fortress of Justice.

During the day, the gate is swarmed with relatives of the prisoners, as well as curiosity seekers, preachers, petitioners and protesters. Each and every one of these people is screaming to get inside. Citizens are not permitted to carry a weapon into the compound. Persons trying to do so are not permitted to enter. Should they persist, they are given a sound beating.

ARE YOUR PAPERS IN ORDER?

Admission is granted into the Fortress of Justice only to those with the proper paperwork. Examples of the proper paperwork include:

A Court Summons: These are delivered by members of the Sea Lord's Guard. A citizen is expected to obey the summons and appear in Court to testify. Should the citizen fail to appear, they will be arrested.

An Invitation from the Commissioner: For example, an invitation to a member of the City Council to tour the facilities, or for a private meeting with the Commissioner.

Permits: A permit to work on the premises (for example, as a lawyer). These permits are issued by the Commissioner.

Execution Tickets: A ticket for a public beheading. Only twenty tickets are sold to any execution. Tickets are sold through a lottery system, where names are drawn out of a container. Requests for tickets must be in writing and sent to the Fortress of Justice. When your name is drawn, you are notified by messenger of the date and time of the execution you are to enjoy, and presented with your ticket. Payment for the ticket is collected at the main gate. Anyone who refuses to pay (the going rate is 5 gp) is not admitted, and given a sound beating. That individual's ticket is then passed on to the next name drawn from the container. There are always scalpers lurking about the main gate, eager to sell their tickets. Sometimes the price is much higher than 5 gp, depending on who's being executed.

THE SEA LORD'S GUARD

Citizens who appear at the gate asking to enlist in the Sea Lord's Guard are told to return the following morning at precisely 9 o'clock. Every morning at that hour, potential recruits are marched into the Fortress of Justice for consideration. Many are marched back out at the end of the day.

Inside the headquarters for the Sea Lord's Guard are the barracks, dining hall, kitchens, infirmary, and training facilities. There are usually ten new recruits being trained at any given time. Recruits are responsible for all of the cooking and cleaning in the building. There are also twenty members of the Sea Lord's Guard stationed here, plus a sergeant, captain, and the Commissioner.

An armory located on the first floor holds weapons and armor for 250 men. In addition to the standard-issue smash sticks, there are swords, spears, shields, bows and crossbows here as

well. Two Guardsmen are on hand at all times to manage the inventory and dispense weapons and armor to those members of the Sea Lord's Guard who need them.

The second floor holds all the men, with private, single-room quarters for the sergeant and the captain. The Commissioner has a separate wing, where there is an office, dining room, library, and bedroom. He lives here with his wife, Isabella, who is never without an armed escort.

ADVENTURE HOOKS

The Commissioner's wife has been abducted. The Sea Lord's Guard has been searching Freeport for weeks and she hasn't turned up anywhere. Commissioner Williams is frantic. There's been no word from the kidnappers, no demands or ransom notes. Even the secretive God Squad has been unable to locate her. So who did it? Gangsters? Cultists? Were rats? And what do they want with her? Finally, the Commissioner approaches the PCs with a request—find his wife before it's too late...

32A. THE COURTS

The second building in the compound is home to the Courts. Justice is dispensed here daily, 5 days a week from 9 o'clock in the morning to 6 o'clock at night. There are four courtrooms in the building, two for civil cases and two for criminal cases. There are Guardsmen guarding the entrance, and each court room has additional Guardsmen to ensure that justice is delivered without any violent interruptions.

There are four Judges in the city of Freeport. These individuals are former lawyers who have been elevated to their current positions by the City Council. Each judge has his own philosophies about justice, from the draconian to the reformist. The Judges are:

JUDGE HORATIO JONES – CIVIL COURT

Judge Jones [male human Exp3, hp 10] believes that strong punishments deter future crimes. Many of his cases end with the guilty party being ordered to make outrageous reparations to the victims. If they are unable to do so, the guilty party is thrown into jail.

JUDGE ALISTAIR STRUMMER – CIVIL COURT

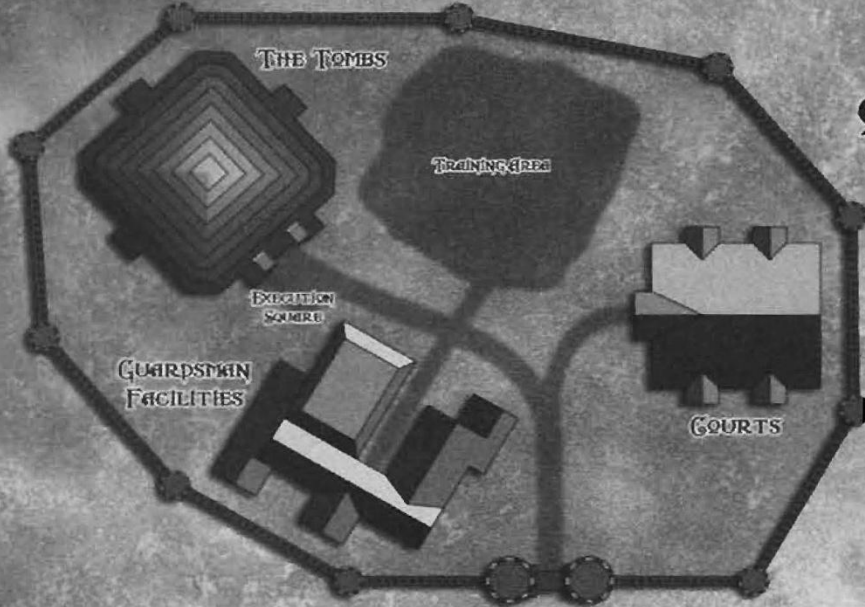
Judge Strummer [male human Exp5, hp 17] is something of a radical. Instead of giving out the usual sentences (i.e. fines, incarceration, death), those who are found guilty in his courtroom are ordered to perform tasks of back-breaking manual labor for the betterment of Freeport. Examples include painting warehouses, draining swamps, or scraping barnacles off the docks.

JUDGE SHAMUS MCGOWAN – CRIMINAL COURT

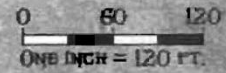
Judge McGowan [male human Exp2, hp 7] is alarmed by the terrible overcrowding of Freeport's prison and is attempting to find other ways to keep violent criminals away from society. Those found guilty in Judge McGowan's courtroom will find themselves forcibly deported, sent to the Hulks, or marooned on one of the many tiny islands around Freeport.

- CHAPTER FOUR: A FREEPORT GAZETTEER -

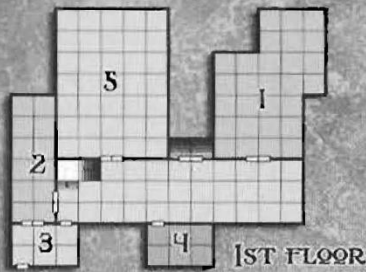
FORTRESS OF JUSTICE



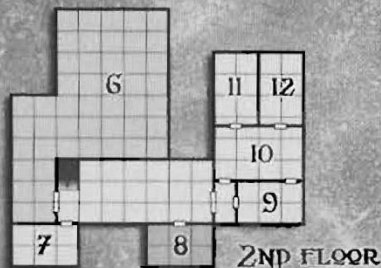
FORTRESS OVERVIEW



GUARDSMAN FACILITIES



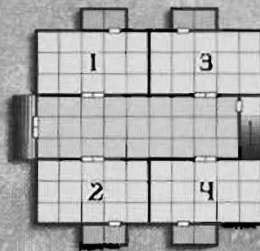
1ST FLOOR



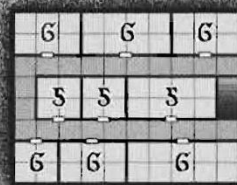
2ND FLOOR

- | | |
|------------------------|---------------------|
| 1. Armory | Commissioner's Wing |
| 2. Dining Hall | 9. Office |
| 3. Kitchen | 10. Dining Room |
| 4. Infirmary | 11. Library |
| 5. Training Hall | 12. Bedroom |
| 6. Barracks | |
| 7. Sergeant's Quarters | |
| 8. Captain's Quarters | |

COURTS



1ST FLOOR

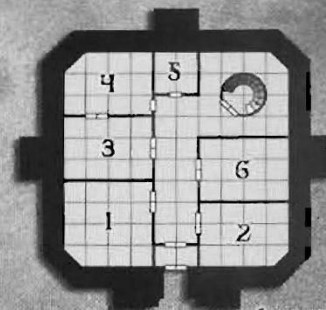


BASEMENT

1. Judge Jone's Courtroom
2. Judge Strummer's Courtroom
3. Judge McGowan's Courtroom
4. Judge Ubu's Courtroom
5. Council Rooms
6. Records Storage

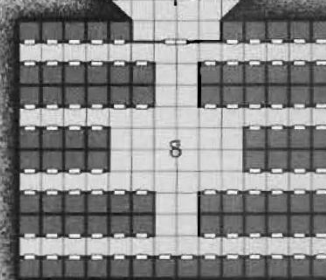
ONE SQUARE = 10 FEET

THE TOMBS



1ST FLOOR

Down to 2nd Dungeon Level



DUNGEON LEVELS

1. Barracks
2. Jailor's Quarters
3. Mess Hall
4. Kitchen
5. Larder
6. Chapel
7. Guard Post
8. Prisoner Commons

- CHAPTER FOUR: A FREEPORT GAZETTEER -

JUDGE ALFRED UBU - CRIMINAL COURT

Also known as "Bloody" Judge Ubu. Judge Ubu [male human Exp7, hp 25] is a spectacularly flamboyant psychopath and sadist. He's particularly fond, of sentencing criminals to death in horrible, although very creative ways. There are the standard beheadings and hangings, as well as drowning, immolations, and dismemberments. Judge Ubu was one of the many corrupt officials to flourish under Sea Lord Drac. Commissioner Williams is looking to remove Judge Ubu from office, but the Judge has some very powerful friends on the City Council. Perhaps if a few adventurers (bund some incriminating evidence...

CRIME AND PUNISHMENT

In Freeport, a trial is a quick and dirty affair. There are no juries. The prosecution presents their case first, then the defense. Witnesses may be called to testify. Each side is then allowed a brief final statement before the Judge issues his verdict. Once a verdict has been reached, the Judge's word is final. There are no appeals.

Occasionally, a wealthy member of society who has been found guilty of a crime may beat his sentence by talking to the right people. Although the system is not totally corrupt, strings can be pulled if the price is right.

The accused may hire their own lawyer, but if they're unable to, they're provided with one by the city of Freeport. These public defenders are a lazy, incompetent and apathetic lot, collecting their fees and not sticking their necks out too far. A handful of public defenders still care, and doggedly provide their clients with the best defense they are able to muster.

Independent lawyers are a slick and dangerous bunch, well versed in the many loopholes of Freeport's legal system. They'll represent anybody who can cough up the gold, no matter how reprehensible. Their fees are exorbitantly high, and whether their client is acquitted or thrown in jail, they always collect (sometimes with the help of armed men).

The most infamous duo of crooked lawyers in Freeport is Wag Howe and Finito Hummel. They represent many of the most notorious gangsters in Freeport--including the minions of Finn, when necessary. They can be found at the Halls of Justice almost every day--coaching witnesses, bullying public defenders and springing their clients on dubious technicalities. Rumors swirl that Howe and Hummel are actually criminal masterminds, secretly behind some of the most audacious, unsolved crimes in all of Freeport.

ADVENTURE HOOK

One of the PCs has just watched a gang assassin rub out a prominent merchant. The killer can't afford to be identified--at any cost! Life for the PC and his group of adventurers becomes difficult when various thugs try to take them out. Then the real assassin steps in to finish the job. The Commissioner sends a court summons to the PC to testify against the crime lord who ordered the merchant killed in the first place. Will the PC go to court and send the crook to jail? What happens if the gangsters try to use magic to bump off the PC?



- CHAPTER FOUR: A FREEPORT GAZETTEER -

32B. THE TOMBS

Sometimes even the most brilliant lawyer can't keep a crook from going to jail. The main prison in Freeport is located inside the compound, and is known throughout the city as The Tombs. They'll tell you the building got its nickname because it was based on an elaborate mausoleum from the Jungle Lands, but the denizens of the underworld know differently. Many criminals who end up in the Tombs are never heard from again.

The building is made from solid brick. There's a main floor above ground, with bars on all the windows, and reinforced walls that are three feet thick. The roof of the building is shaped like a ziggurat. It has no real functional purpose, except to look massive and foreboding.

The first floor is headquarters for the Jailer and guards. There's also a mess hall, kitchen, larder and chapel to the God of Penitence. Small groups of prisoners are taken here daily to hear sermons, sing hymns, and pray for forgiveness.

The prison cells are all located on 2 floors underground. There are 60 cells on each floor, approximately 8' x 6', built to hold 3 prisoners. Most hold several more. The walls of the cells are constructed of large, stone blocks. With a lot of hard work, persistence, and some sort of digging tool, these heavy blocks can be loosened.

There are rumors of secret escape tunnels leading out of the Tombs to the sewers, and points beyond. Some also say that since the degenerate Serpent people have been burrowing under Freeport for years, and it's only a matter of time before they find the Tombs and devour everyone trapped inside.



Prisoners are fed twice a day. Meals are slipped through a small slot at the bottom of the cell door. Some popular menu items are gruel, boiled bones, stale bread crusts, and fish head soup. Meals are served with a small cup of dirty water. Many prisoners go hungry, and some have even died of starvation.

Other ways to die inside the Tombs include death by venomous vermin bite (or sting), food poisoning, succumbing to disease, and the ever popular being murdered by your fellow cellmates. Prisoners kill each other over food, scraps of clothing, insults, vendettas and grudges. Sometimes there is no reason.

Executions are held in a small courtyard in front of the Tombs. Rescuing someone from being executed here would be a legendary achievement. Some have tried, but no one's been able to pull it off, so far...

Public executions happen every morning at 10 o'clock. All ticket holders must watch from a safe distance. Before the prisoner has his head chopped off, he's allowed to make one final statement. Eloquence at this tragic time is always applauded. The prisoner is then beheaded on a stone chopping block by the Jailer.

Carrying out some court ordered executions involves transporting the convict to another location. For the public these are raucous occasions, as almost anyone can watch the execution without buying a ticket. For example, notorious pirates are often keelhaunched at the docks.

Bodies are buried in a pauper's graveyard outside Drac's End. The Jailer has been known to sell a specimen or two to interested parties, for the right price. There are packs of Ghouls that roam near the graveyard at night, and sometimes bodies have been dug up there for reasons no one knows.

ADVENTURE HOOKS

The PCs have been thrown into The Tombs. Were they framed? Or just unlucky? Now they've got to bust out before The Tombs kill them for good. But how? Are they all in the same cell? Who else is locked up with them? And is that the hissing of a serpent man I hear? After the PCs escape, they may attempt a desperate flight from Freeport or clash with a gang of bounty hunters. What if they must prove their innocence by catching the real criminals?

33. THE MARQUIS MOON

The Marquis Moon is a run down inn made of brick. There are better places to stay in the city, but the Marquis Moon still does a brisk business because the Old City is safer than other parts of town. Being able to take an evening stroll without worrying about ending up floating in the harbor is worth a lot to most people.

More information on the Marquis Moon can be found in *Terror in Freeport*.

34. THE BATHS

The baths have been around since the days of Drac and Francisco, but it is only in the last 30 years that their popularity has blossomed into full flower. A dwarven engineer name Krovz [female dwarf Exp3; hp 14] purchased the baths at that time,

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and set about refurbishing and renovating the by-now dilapidated facility. Krovz put her engineering training to work, coming up a system of coal-fired boilers and steam pipes that allowed her to offer hot baths for the first time. The luxury of a hoi soak in the waters at the baths was a novelty to the cutthroats and freebooters of the port, but one that they took (o with great pleasure. Kirov's coffers filled, enabling her to upgrade and expand her facilities.

There are two separate public baths and about a dozen private baths (reservations required). The East Bath is 2 sp per hour and it provides no-frills soaking for the tradesmen and members of the lower middle class. The West Bath is a step up. It costs 5 sp an hour, and has drinks and massages available for additional fees. The private baths start at 1 gp an hour and go up from there. For the right price, a private bath can turn into a catered parry with attendants, musicians, and discrete companionship.

The system that creates the hot water and steam baths is still maintained by Krovz herself, and she jealously guards the secret of its construction.

ADVENTURE HOOK

The PCs blunder into the wrong private bath and see something they shouldn't; maybe a member of the Captains' Council in a compromising position or the crime lord Finn making a back room deal. That information could be worth money to the right people. The PCs may also have stumbled into a whole lot of trouble they didn't expect.

35. ARGYLE

MCGILL'S CURIO SHOP

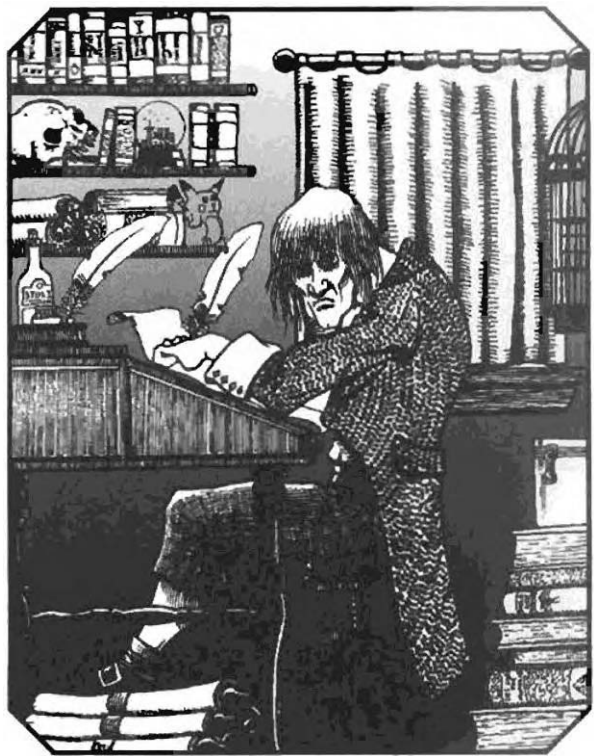
Ever heard of a left-handed smoke sifter? Know where to go to find a glass ore eye in a hurry? Is there any place that still has copies of the first printing of Marten Drac's Who's That Behind You? The answer to these and many other odd questions can be found within Argyle McGill's Curio Shop.

The two-story shop, located in a section of the Old City that few people would want to visit on purpose, is banished to perpetual darkness by the two larger buildings on either side and the imposing city wall behind it. There is a sign hung out front painted with a single, enigmatic word; "Shop."

The darkness inside the shop makes the exterior look bright and sunny by comparison. Judging by the dust, the thick curtains that are drawn over the lone window haven't been moved in years. Much could probably be said of the majority of the room's contents. But then, looks can be deceiving.

It is difficult to know where to look first, as there appears to be absolutely no rhyme or reason to the manner in which the items are placed—or thrown, in some cases. There is a small stuffed animal that looks like a horse crossed with a rat hanging from the ceiling, a glass cube with the word "cube" suspended inside if on a shelf, some kind of playing cards covered with painted pictures and incomprehensible instructions littering the floor, and a desk that is covered with scrolls, all of which are tied with what appears to be a single red ribbon.

Sitting behind the desk, almost completely obscured by piles of scrolls, is Argyle himself. It's clear from looking at him that he



was a man of the sea at one time, most likely many years ago. The portion of his face that isn't covered by his hanging hair is deeply lined, and his eyes are perpetually narrowed from decades of squinting at something far off in the distance. His natural hair color may have been black, but there's too much gray shot through it now to be completely sure. His hands are as weather-beaten as his face, yet they show absolutely no signs of shaking, and his grip is quite firm.

If this is the first time a 'guest' has entered the shop (and Argyle will remember if someone has been in before, even if it was many years ago), the proprietor will get out of his chair once they've had a chance to acclimate to the gloom. He'll introduce himself, make a bit of small talk, and ask if they're looking for something in particular. If they hadn't guessed it already, newcomers to the shop will recognize Argyle as a former seaman by his tendency to begin every few sentences with a drawling 'Yarr.'

Argyle does not deal in every day pedestrian items such as weapons or armor, but the more esoteric the item in question, the more likely it is that Argyle either has it or knows where to get it. While he may not have a magic ring or wand, chances are there is an item that serves the same purpose; the shop contains an enchanted belt buckle, a charmed ship in a bottle, even a pair of magical socks. The price Argyle charges for his Curios is rather extravagant (usually starting at 15 gp and going up from there), but as there is nowhere else in Freeport that sells anything like them, he is free to charge what he likes.

For the majority of both his steady and new customers, the main floor is usually the only one they ever see. What his clientele do not know is that there aren't two floors to the

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THE CURIO SHOP

ARGYLE MCGILL

Male human War3/Exp2: CR 4; Medium-sized humanoid (5 ft 10 in tall); HP 3d8+2d6+5; hp 26; init + 5 (+1 Dex, +4 Improved Initiative); Spd 30 ft.; AC 11 (+1 Dex) Atk+7 melee (1d4+3/x3, punching dagger); SV Fort +4, Ref +2, Will +6; AI NG; Str 16, Dex 13, Con 13, Int 15, Wis 15, Cha 11.

Skills and Feats: Appraise +5, Climb +11, Gather Information +7, Intimidate +4, Jump +9, Knowledge (literature) +10, Ride +7, Sense Motive +4, Swim +9; Dodge, Improved Initiative, Quick Draw.

Possessions: Punching Dagger.

curio shop, but three. Underneath the chair that he occupies whenever he is not showing someone around the premises is a latch that opens a hidden stairwell (Search DC 25) into the basement. This is the real treasure-trove.

In stark contrast to the chaos above, the basement is neatly organized and moisture-free, each wall stacked from floor to ceiling with books; histories, biographies, journals, occult explorations, even erotic literature. While spellcasters will be disappointed that there are no spell books, they are certain to discover works about famous members of their craft, and may even allow them to create new spells of their own.

All of the books in the basement share three characteristics: they are all rare, they are all exceedingly expensive (200 gp and up) and they are all for sale. Because many of the pieces here have been banned outright by the Freeport's temple of the God of Knowledge, Argyle only allows those he trusts to peruse his collection, and gaining that trust is an art endeavor that can easily take years.

Oddly, Argyle does not appear to take any extraordinary security precautions to protect his collection. Upon closing his shop each day, he simply locks the front door and climbs up to the second floor by a ladder directly behind his desk. Perhaps his relative obscurity has managed to keep his shop safe, or maybe Argyle is such a good judge of character that extra measures haven't been necessary. Or maybe there is still more to this shop than meets the eye.

ADVENTURE HOOKS

For the first time in his life, Argyle has misjudged one of his customers and one of his precious books has been stolen as a result. In order to keep his shop below the notice of the temple of the God of Knowledge, Argyle has circulated word that he is looking for someone who would be willing to retrieve an artifact on his behalf.

A number of merchants have been having an odd run of bad luck lately -small, seemingly insignificant items have been taken from their houses. None of these merchants realize that they have all recently paid a visit to the curio shop. Unbeknownst to them all,

Argyle has been murdered by a doppelganger! The new "Argyle" is stealing items from his clientele in order to build a magical device that will transport more of his people into Freeport.

36. THE WIZARD'S GUILD

The Wizard's Guild is headquartered in a large marble building in the Old City. Its walls are always spotlessly white, no matter the weather or season. Two grand, bronze doors—carved with arcane symbols of course—open into an airy atrium, which is the only room in the building open to outsiders. Non-members are not allowed deeper inside the guildhouse without specific permission from High Wizard Tarmon or Thorgrim, the Lord Defender of the guild. This means everyone—up to and including the Sea Lord himself.

And just how does the Wizard's Guild get away with such independence and lack of supervision by the Captains' Council? Mostly due to the fact that the guild has agreed to provide enchantment services to the city when necessary for either free or at least a vastly reduced cost. For instance, the wooden warehouse that houses the Office of Public Records in the Warehouse District is a total firetrap, filled to the rafters with nothing but piles of extremely flammable paper. The Wizard's Guild maintains a very special fire suppression spell on the building to prevent it from going up like a tinderbox the first time some drops their torch inside. Additionally, the guild has agreed to participate fully in any defense of the city from outside invaders. For more on this special relationship and the secret origin of the Wizard's Guild, see the Esoteric Order of Starry Wisdom sidebar.

Most of the guildhouse is given over to laboratories and apartments for wizard members and apprentices. The guild also maintains an impressive arcane library, and several extra-dimensional spaces that store important artifacts. The years of searching the surrounding seas were not without reward and the guild has perhaps the most comprehensive collection of Valossan artifacts in the world.

Tarmon is often busy with Captains' Council matters, so the day to day business of the guild is handled by Thorgrim [human male Ftr4/Wiz10, hp 56], whose position as Lord Defender makes him second only to Tarmon. Thorgrim comes from the wild north, where he spent his youth as a berserker. This road from frenzied warrior to respected wizard was a long and strange one. Wizards from more civilized nations sometimes mock Thorgrim (though never to his face!) but no one in the guild would ever cross him. They have heard too many stories of Thorgrim's fury unleashed.

ADVENTURE HOOKS

Tarmon decides that the danger posed by the succession crisis is too great. If Freeport needs a Sea Lord, he has a terrific candidate: himself. The idea of a wizard Sea Lord makes many powerful people in the city uncomfortable. Unnamed patrons require a group of specialists to dig up some dirt on Tarmon. The more the PCs investigate, the more their efforts are stymied. It seems Tarmon has something big to hide. If they only knew...

After fifty years under the waves, two of the missing Starry Wisdom wizards reappear in Freeport. They are most distressed to find out that Tarmon has gone public. Further, this so-called "wizard's guild" is singularly lacking in devotion to

THE ESOTERIC ORDER OF STARRY WISDOM

The citizens of Freeport remember the founding of the Wizards Guild vividly. Pyrotechnics filled the sky, immaculately clad djinn flew through the streets waving shimmering banners, and dozens of water spouts exploded in the harbor in tribute to the power of wizardry. Although that day was some 28 years ago, stories of its marvels are still recounted in taverns across Freeport. Too bad it was all a lie.

The Wizard's Guild's official existence dates to 28 years ago, but it has been a part of Freeport for over 150 years. During the reign of Sea Lord Cromey, a small group of wizards quietly set up shop in the city. They were members of an organization—or cult, as some on the continent branded it—called the Esoteric Order of Starry Wisdom. The wizards of this order were devoted to a power, proscribed in some nations, known as the Crawling Chaos. In addition to being a patron of sorcerers, the Crawling Chaos was associated with the underworld and the power of the night. In other words, the Starry Wisdom initiates were not eager to make their presence or adulations well known and they kept a strict regimen of secrecy.

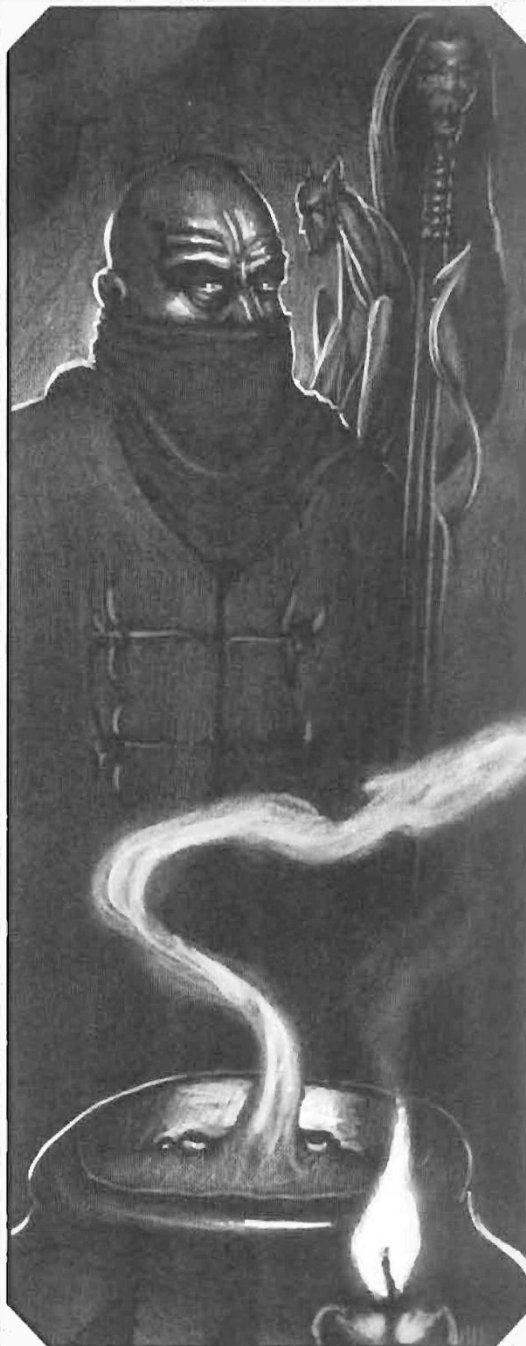
This group had come to Freeport seeking an artifact known as the Azoth Stone. Last seen in ancient Valossa, the Azoth Stone was said to allow followers of the Crawling Chaos to scry through all of time and space. The members of order hoped to find the Azoth Stone under A'Val or the nearby seas and over the decades that followed they mounted an exhaustive search of the area.

A century of fruitless searching taxed the wizards of the order. Some died, some left Freeport for other locales, and some turned inward in the pursuit of ever more arcane avenues of research. The half-dozen remaining wizards still dedicated to the Crawling Chaos realized the order was in danger of complete dissolution. When an underwater cave was discovered several leagues from Freeport, they decided to descend into the depths en masse in a final attempt to find the Azoth Stone. None ever returned.

The remaining members of the Esoteric Order of Starry Wisdom carried on for several years, but the end was dearly in sight. At this point a young wizard named Tarmon took over the leadership of the order. He decided that there was only one way to keep the order alive: go public. It was his plan to create a "Wizard's Guild" in front of all of Freeport and bring new blood into the organization. He also courted civic leaders, trading logical favors for special treatment.

Tarmon's plan worked spectacularly. The Wizard's Guild quickly assumed a prominent place in Freeport. The Captains' Council enjoyed the prestige such an organization brought the city, and Anton Drac was pleased to have powerful wizards ready to defend the city. These relationships were solidified ten years after the guild's public debut when Tarmon became an official advisor to the Captains' Council and the Sea Lord himself.

The Esoteric Order of Starry Wisdom thus survived into Freeport's new age. It forms a secret inner circle of the Wizard's Guild and only the most trusted members of the guild are initiated into the order proper. To all outward appearances, Tarmon is a kindly old wizard and the guild is a powerful but benevolent organization. The wizards of the Esoteric Order of Starry Wisdom have not completely forgotten their ancient allegiance to the Crawling Chaos, however. Nor has the Crawling Chaos forgotten about them...



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THE WIZARD'S GUILD

TARMON, HIGH WIZARD

Male human Wiz12: CR12; Medium-sized humanoid; HD 12d4+12; hp 48; Init +7 (+3 Dex, Improved Initiative); Spd 30 ft; AC 16 (+3 Dex, +3 *Ring of Protection*); Atk +7/+2 (1d6+1, *staff of fire*), +9/+4 ranged (1d4+1, dagger); AL CG; SV Fort +5, Ref +7, Will +11; Str 13, Dex 16, Con 12, Int 19, Wis 17, Cha 13.

Skills and Feats: Alchemy +10, Concentration +16, Diplomacy +4, Knowledge (history) +14, Knowledge (the planes) +15, Knowledge (arcana) +19, Scry +13, Search +7, Sense Motive +6, Spellcraft +10, Spot +6; Combat Casting, Craft Staff, Improved Initiative, Spell Focus (evocation), Spell Focus (conjuration), Spell Penetration, Scribe Scroll, Leadership, Spell Mastery*.

Prepared Spells (4/5/5/5/4/3/2): 0—*detect magic, ghost sounds, mage hand, read magic*; 1—*charm person, hypnotism, mage armor, shield, unseen servant*; 2—*daylight, detect thoughts, resist elements, saltburst*, whispering wind*; 3—*dispel magic*, fireball*, fly, nondetection, tongues*; 4—*arcane eye, detect scrying, shout, dimension door*; 5—*firebird, teleport*, prying eyes*; 6—*disintegrate, true seeing*.

Possessions: toad familiar (named Burkhard), *potion of cure serious wounds* (x2), +3 *ring of protection, robe of scintillating colors, staff of fire*.

Apprentice: Glenfield [male gnome Wiz1, hp4]

the Crawling Chaos. What will happen when Freeport is caught in the middle of an arcane civil war?

37. THE HOUSE OF SERENITY

Nothing from the outside distinguish this unassuming three story building in the western end of the Old City as a bordello, but the House of Serenity is just that, providing for the carnal pleasures of Freeport's wealthy and privileged—at least for those that don't want to make the rather dangerous journey down to Scurvytown.

Sylvia Rathrow [female human Com3, hp 8], the Madame of the house, runs a tight ship, employing fifteen women and two men, all of at least some physical beauty. Sylvia's origins are unknown to almost everyone, and she tries to keep it that way. She began as a common whore on Dreaming Street almost 25 years ago. Not a woman of dramatic beauty, Sylvia's wit, intelligence and great carnal skills gained her a few wealthy repeat customers. She parlayed these patronages into her own establishment over the years, and has established herself quite nicely as far from Scurvytown and her past as she can get without leaving Freeport.

A night in the House of Serenity cost around 25 gp. The prices of the House or Serenity place it well out of the range of most sea dogs, and the majority of the House's clientele are drawn from the many wealthy men from the Merchant District too timid to venture into the flesh-pits of Scurvytown. Members of the merchant's guards save up several weeks of pay for a night of pleasure in the House of Serenity. The House of Serenity is substantially safer and cleaner than Freeport's other bordellos, as well as a cultural cut above. The ladies and men that dwell within could more accurately be termed courtesans than prostitutes.

The pleasures offered by the House of Serenity are of a fairly standard nature. Companionship, conversation, a pleasant meal, some light entertainment (singing or dancing), and some physical intimacy with the woman (or man) of one's choice is the House's fare. Activities beyond those are heavily disapproved of by House management. Those seeking more outré physical pleasures are advised to take their perversions to Dreaming Street in Scurvytown.

ADVENTURE HOOKS

Someone is blackmailing Sylvia and it's ruining her business. A mysterious man who knows far too much about Sylvia's past has threatened to expose her less than illustrious origins to her clientele. He demands not only money, but details on Sylvia's patrons. Who is behind this and to what end? Is this a simple extortion racket, or something more sinister? Perhaps a candidate for the office of Sea Lord is looking for secrets to use against his/her rivals.



~ SCURVYTOWN ~

To believe the stories told about Freeport in far flung ports, a casual listener would think himself likely to be gutted like a fish the moment he strode down the gangplank of an arriving ship. While any visitor to the city quickly learns that Freeport is far more than a collection of bloodthirsty pirates, one part of the city fits the city's image like a glove: Scurvytown.

Scurvytown is legally named the Freebooter's Quarter, and all official documents relating to it call it that, but no one off the boat for more than a week uses that name. The decrepit condition, huge transient population and grinding poverty of the place earned it the nickname Scurvytown far enough back that not even the Harbormaster can quite remember when it started. The name has stuck like a bloodstain to fine linen.

Not surprisingly, crime is higher in Scurvytown than anywhere else in Freeport—especially violent crime. Seldom does a morning go by without at least a couple of corpses found face down in the gutter, or bobbing in the waters of the harbor. Unless the victim is particularly rich or influential, the Sea Lord's Guard usually makes a token effort to identify the body then ships it off to the Crematorium. No one in the (inure! likes to brave Scurvy town, and criminals on the run regularly use the cheap flophouses and decaying apartment buildings of the district as hideouts.

Regardless of the season, there is something to hate about Scurvytown. In the rainy season, water runs down the hill from the Old City and the Eastern District, turning the unpaved streets of the district to mud. Mosquitoes breed in the pools of standing water, and grow to considerable size. In the dry season, the heat beats down like the eye of an angry god, drying and cracking the muddy streets, then crumbing them to dust that rises in choking clouds when carts and wagons go by. The stench from the fishery and the other already-aromatic industries of the place rises to positively unholy levels.

Drac's End is a poor district, but at least the people there are trying. Scurvytown is for those that have given up, or have no other place to go. Only those with a taste for crime, violence or perversion—or with little regard for their own personal safety—voluntarily make their home among the human scum that settles in Scurvytown.

THE BEGGAR'S MARKET

If any part of Freeport can rightly be called a ghetto, it's Scurvytown. Folks from other pails of town usually only go there for two reasons. "The first is for the bargains to lie had at the Beggars Market, a small warren of stalls and tents on the border of the Eastern District. The Beggar's Market is often a sad spectacle, as starving transients sell off their family heirlooms for coppers or the gold piece in a desperate attempt to slave off destitution. But it also a place where less-than-legal items and substances can readily be found, and no questions are asked.

DREAMING STREET

Spectacles of a different kind are on display on Dreaming Street, the second destination locale of Scurvytown. While there are a wide variety of bars and taverns in the rest of the city, as well as a number of brothels, drug dens and gambling establishments discreetly scattered across the various districts. Dreaming Street takes things to a whole other level. It is the city's sin central. You name the activity, you can probably engage in it on Dreaming Street if you can meet the price.

No criminal organization dominates Dreaming Street. Ever since the Back Alley War, all of the folks there have been independent operators. Over the years the "businessmen" of Dreaming Street have become quite proud of their independent status, only pulling together for one thing: keeping any outside organization from taking over the Street. The last self styled "crimelord" who tried to make a move ended up knifed to death in the middle of a crowd right in the center of the street. When questioned by the Guard, not one of the over 200 "witnesses" saw a thing.

Outcry from the more upstanding citizens of Freeport sometimes results in a token round of arrests along the Street, Brothels are raided, gambling houses closed down for a few days, just enough to show everyone that the Sea Lord's Guard



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is putting in an effort. Bui it's never more than a charade—in part because many members of the Sea Lord's Guard spend their off hours sampling the pleasures available in Dreaming Street. Additionally, many rich men and women from the Merchant District and the Old City travel down to Scurvytown to indulge tastes for rarefied pleasure. Money often changes hands to insure that the next raid doesn't inconvenience someone important--or to insure that a crime go uninvestigated.

The simple rule of thumb is that as long as what happens in Dreaming Street stays on Dreaming Street and out of the rest of the city, the Guard is willing to look the other way. The Captains* Council sees the Street as a sort of safety valve, a place where the darker urges of the city's inhabitants can be safely exorcised, with no one really getting hurt.

That's a pipe dream, of course. The "don't ask, don't tell" policy of the Guard means that there are some truly disturbing and sick activities taking place in the back rooms and basements of the ramshackle buildings of Dreaming Street. Ritual torture, forced prostitution, drug addiction, ritual murder, the veneration of forbidden gods and forces— all are dark secrets of this avenue of pleasure. The essential truth is that if a perversion has a name, chances are it's happening on Dreaming Street.

THE PIT

Even in a violent place like Scurvytown, one section stands out above all the others. The Pit is a square block of pure urban hell, buildings that are literally falling down around the inhabitants, a variety of the least savory and acceptable humans and humanoids in the city. There is no law within the pit except that of list, tooth, and sword. So why would anyone

go there, you ask? Well, the Sea Lord's Guard, never very attentive to enforcing the law in Scurvytown to begin with, will have nothing to do with the Pit whatsoever. As long as the denizens keep to themselves, they are left alone. After all, it's easier to keep an eye on them if they are all in one spot

Freeport's small population of orcs and ogres love this wretched place, of course. Misery, squalor and a constant level of deadly violence? Sounds like home sweet home!

LOCATIONS OF INTEREST

38. KROM'S THROAT

As a harbor town, Freeport by necessity is a melting pot. The streets teem with every strain of nationality, personality and race that sets out on the ocean. Most of the people who make the voyage aren't diplomats, so there's a tacit understanding on the streets and the docks: leave your beefs at home. If everybody at home acted on their deep-seated hatreds, fears and prejudices or, indeed, their whims—the island would be knee-deep in a dozen colors of blood before you could say "Full fathom five."

So, rubbing shoulders and hauling ropes, the transients and residents of this city-state keep their bad feelings to a low grumble. But when they retreat to their own haunts, they let fly. The humans and their close kin have their dockyard haunts, their bawdy houses and gin joints, where no one challenges their nasty jokes or breaks up a fight- And the orcs have Krom's Throat.

Founded by a half-caste orc, Torco, nearly a century ago, Krom's Throat is a stern-looking structure on the edge of the city: made of cinder blocks, it's been clobbered and replastered so many times it looks something like the skull of a sacrifice: ritually clobbered, cracked and seamed, but still grinning and malicious. There are no windows who'd want to replace them every morning? —and just one door: live inches of oak with brass hinges. No need for a bouncer or secret knock: anybody who walks in there without being an orc won't last long anyhow,

Inside, Krom's Throat is an offense to human sensibilities. There are no tables, there's no barstool—there's not even a bar. Four cisterns the size of cathedral bells range along the wall opposite the door: at the bottom of these titanic vats are scores of iron nipples. A handful of silver gets you the right to tight for a spot at those teats all night. It doesn't matter much which tank you end up squeezed underneath, either— the only drink on the menu is bloodgrog, the orc fave. As for eats, the current owner, Cragwipe (see sidebar), usually sets up a trough of pig's feet, squid arms and live eels. The same handful silver gets you a chance to nose into that line, too!

As you'd expect, Krom's Throat sees much, much more than its share of violence. It wouldn't be a night without at least a half-dozen brainings, clan wars, mutilations and general bloody mayhem. The locals, not to mention the watch, have learned to give Krom's Throat a pretty wide berth. Even around daybreak, when the party breaks up, the blubbery snores of orc sailors bedding down in the ankle-deep excrescence is enough to chill even the hardest seaman. (Lodging at Krom's Throat, by the way, is also included in the handful of silver.) And heavens forbid you're around at

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KROM'S THROAT

CRAGWIPE, BAR OWNER

Male orc Ftr4: CR 4; Medium-sized humanoid (6'1"); HD 4d10+8; hp 32; Init +6 (+2 Dex, +4 Improved Initiative); Spd 30 ft; AC 16 (+2 Dex, +1 studded leather); Atk +8 melee (1d8+5, heavy mace); SV Fort +6, Ref +3, Will +1; AL CN; Str 17, Dex 14, Con 14, Int 11, wis 9, Con 10.

Skills and Feats: Climb +5, Intimidate +3, Jump+6, Swim +6; Dodge, Improved Initiative, Improved Unarmed Strike, Weapon Focus (heavy mace), Weapon Specialization (heavy mace).

Possessions: Heavy mace, +1 studded leather, spiked gauntlets, family bloodgrog recipe.

first call, when Cragwipe turns on the pumps and hoses down joint for the next night. Let's just say if you thought a dirty orc was worth avoiding, you'd probably want to leave town to steer clear of a grudgingly clean orc.

ADVENTURE HOOKS

Yes, Krom's Throat is quite the hotspot. Sane people have no reason to go there; but then again, whoever said adventurers were playing with a full kit? The bar would be an excellent spot for any party to prove their mettle. Perhaps one of the gangs that frequent the place has decided to go on a rampage in the Merchant's District, and the city wants them stopped. Perhaps a particularly malicious orc has beaten a courier to death and taken his package, intended for one of the city's sorcerers. Or maybe the neighbors are just tired of the stink, and hire the party to go in there and make Cragwipe clean the joint up.

39. THE DEAD PELICAN

The Dead Pelican is a seedy little pub, seemingly little different than dozens of other such joints in Scurvytown. A copper will get you a watered down beer, and two more some pub fare (sausages, meat pies, etc.) to go with it. The menu is limited, the decor is dreary and run down, and the locals are surly. But the price is right and the owner, Jamison (see sidebar on page 85), is friendlier than you'd expect. Jamison worked as a marine on several merchant ships over the years and he has some entertaining, if tall, tales to tell of his time at sea, roving the world wide. He even claims the gold he used to buy the Dead Pelican was given to turn by a beautiful mermaid (is there any other kind?).

Jamison, however, has a terrible secret. He brought something more than gold back with him from the south seas. On one of his voyages, Jamison was marooned on a small island with a score of other men. When supplies ran out and all hope seemed lost, Jamison made a pact with a cannibal spirit named Oona. Jamison murdered his compatriots one by one in the name of Oona and lived off their flesh until a rescue ship appeared. The crew was amazed that Jamison had survived for so long on that island all by himself.



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THE DEAD PELICAN

JAMISON

Cannibal cult leader, Male human Clt8: CR 7; Medium-sized humanoid (5'7"); HD 8d6; hp 29; Init +2 (+2 Dex); Spd 30 ft; AC 17 (+2 Dex, +3 *amulet of natural armor*, +2 leather armor); Atk +10/+5 melee (1d4+3, +2 *unholy dagger*); SA Sneak Attack +2d6; AL NE; SV Fort +2, Ref +4, Will +5; Str 13, Dex 14, Con 11, Int 10, Wis 8, Con 15.

Skills and Feats: Bluff +10, Disguise +7, Escape Artist +7, Gather Information +7, Hide +7, Innuendo +4, Knowledge (religion) +5, Listen +4, Move Silently +7, Sense Motive +4, Spot +4; Combat Casting, Dodge, leadership, Skill Focus (Bluff), Toughness, Weapon Focus (dagger).

Spells Prepared (3/4/2): *0-cure minor wounds, daze, ghost sound, light; 1-change self*, command, obscuring mist, shield of faith; 2-charm person, invisibility*.*

Domain: trickery (Bluff, Disguise, and Hide are class skills). * Domain spell.

Possessions: +3 *amulet of natural armor*, +2 *unholy dagger, goggles of night, potion of cure serious wounds.*

Once Jamison returned to Freeport, he tried to resume his normal life, but Oona had not forgotten the pact. To please his patron spirit, Jamison began a cannibal cult dedicated to Oona. The Dead Pelican is the center of the cult's operation, and they perform their grisly rituals in the spacious basement (one of the reasons Jamison bought this particular dive) after hours. The cult is small, at eight members, but Jamison frankly doesn't want many more recruits, since each new member increases the likelihood that they'll be found out. Jamison's choice of locales was canny, since life is cheap in Scurvytown and there are always transients to kill that no one will miss. Jamison presides over a full ritual (see sidebar) once a week. Only one sacrifice is made per ritual, another safety precaution on Jamison's part.

The bodies of the cult's victims don't go to waste. Since the sacrifices only require the internal organs of the victim, the remainder of the bodies is butchered by the cultists—and consumed as part of a ritual feast after each ceremony. Even more horribly, the cultists are careful to save a bit of each body for use in The Dead Pelican's very popular meat pies. Even the bloodthirsty cutthroats that populate Scurvytown would be appalled to know that they were unknowingly consuming human 8esh! Well, the orcs probably wouldn't mind...

ADVENTURE HOOKS

Oona may become tired of Jamison's play-it-safe tactics and start to demand more worshippers and more sacrifices. Jamison, sure such actions will lead to his eventual discovery and probably execution, approaches a sympathetic seeming PC cleric and confesses his heinous misdeeds. Will the cleric help him atone for his sins and break the pact to the Cannibal Spirit?

Unbeknownst to Jamison, one of his old crewmates was a nobleman in disguise. His family had deep pockets, and was not only able to find his bones but also to pay for a magic to bring him back to life. The noble shows up in Freeport, with a bag full of gold and a burning desire for vengeance on Jamison. He hires the PCs to expose Jamison and bring him to justice.

40. OTTO'S

MAGIC SWORD SHOP

Any adventuring party that has been plying its trade long enough has run smack into a common dilemma. The creatures they've been hunting up until that point are no longer a challenge, but the next level of opponents are too tough for the equipment they're now using. This dilemma is further exacerbated by the fact that getting better weapons and armor is usually a difficult and expensive proposition. Now there is a place that can help: Otto's Magic Sword Shop.

Located in one of the roughest sections of Scurvytown, Otto's Magic Sword Shop is a beacon to the party who are searching for a place where they can ditch their battered short swords for a new weapon that will never lose its sparkle - guaranteed!

Otto Parsam, the shop's eponymous owner, knows what it's like to never have access to the right weapon when you need one. Back in his wild years, when he was helping keep the world safe from evil. Otto lost count of the number of times he needed a magical weapon and couldn't get his hands on one.

THE CANNIBAL CULT

The cultist's ritual consumption of the humanoid organs imbues the cultists with divine power. For a seven day period following a ritual, any cultist that takes full part in the ceremony and least gains a +2 temporary bonus to one physical attribute (Str, Dex, or Con), chosen at the time the ritual is convened. Participants also receive a +1 profane bonus to all attack rolls and saving throws for every two levels of the victim.

These bonuses are accompanied by a sense of power, mastery and self control.

Those eating the meat pies from The Dead Pelican only really notice a tiny bit of the euphoria associated with eating the flesh of the cult's victims. Everyone who tastes them just thinks the pies are the best eats to be found in Scurvy town (not that that is saying much). However, anyone consuming one of the tainted pies is rendered more vulnerable to the cult's activities. All saving throws of any kinds made against the actions of a cultist are at -1 for a full week following the consumption of the pie.

The souls of those consumed in the cultist's rituals are utterly consumed by Oona. They may not be brought back to life by ANY means short of a *wish* or *miracle* spell. Oona, the Cannibal Spirit, is primarily worshipped in the south seas. Her domains are Destruction and Trickery and her weapon is a dagger with a serrated edge (good for cutting through those bones!)

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He was determined that those who followed in his wandering footsteps would not have to bear the same hardships if he could help it. After rescuing his last damsel in distress, Otto retired in Freeport and set up his shop.

Otto is not exactly a customer service type of person. His countenance is usually locked in a grim stare, and he tends to speak in short sentences, when he deigns to speak at all. Those who enter the shop will usually be greeted with an abrupt "What are you looking for?" before they've even had a chance to look over the wares.

If a visitor is a legitimate adventurer, it's usually pretty easy to get Otto to open up. Once anyone begins talking about what they need for an upcoming quest, they will have his complete attention. Otto loves to reminisce about his days "out in the field" and can spin a detailed narrative for hours on end. Those looking to start trouble will soon find out the error of their ways, for Otto is an accomplished fighter who is rarely in his shop without wearing his armor and weapons.

The shop itself is a single 10x30 foot room, with a small counter in one corner behind which Otto sits most of the time. The weapons and armor (more of the former than the latter) all hang from the ceiling and are arranged according to size. There are a small number of rings and amulets on display on the counter, but there are precious few of these. Be sure to ask before you touch!

Otto lives in an apartment above the shop, which is positively opulent by Scurvytown standards. Otto's reputation is such that even the greediest local thieves give his place a wide berth. The locals still talk about the day he cut a belligerent ogre down in seconds flat.

Despite Otto's good intentions, it is extraordinarily difficult to procure anything outside of a medium-size martial weapon. At any time, Otto will have 2d8 magic weapons in stock, and 1d4 enchanted suits of armor. There will be 1d3 of both rings and amulets.

OTTO'S MAGIC SWORD SHOP

OTTO PARSAM

Shopkeeper and Ex-Adventurer, Male human
Ftr12/Exp1: CR 12; Medium-sized humanoid (5'7"); HD 12d10+1d8+26; hp 97; Init +4 (Improved Initiative); Spd 30 ft; AC 20 (+8 +3 breastplate, +2 *ring of protection*) Atk +16/+11/+6 melee (1d10+7/17-20/x2, +1 *vorpal* bastard sword); AL NG; SV Fort +10, Ref +4, Will +5; Str 17, Dex 11, Con 15, Int 14, Wis 13, Con 12.

Skills and Feats: Climb +10, Gather Information +6, Handle Animal +3, Jump +2, Knowledge (Magic Items) +8, Profession (Shopkeeper) +5, Ride +6, Search +6, Spot +6, Tumble +4; Blind Fight, Cleave, Combat Reflexes, Dodge, Expertise, Improved Critical (Bastard Sword), Improved Initiative, Improved Unarmed Strike, Mobility, Point Blank Shot, Power Attack, Weapon Focus (Bastard Sword), Weapon Specialization (Bastard Sword).

Possessions: +3 breastplate, +1 *vorpal* bastard sword, +2 *ring of protection*, *boots of speed*, *scarab of protection*.

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There is only a 5% chance that the shop will have even have a single exotic weapon at any point, and a 90% chance that the weapon will be medium-sized. Armor will be medium-sized 98% of the time, with only a 1% chance each for either small or large sizes. Rings and amulets will almost always add protection from alignments (chaotic, lawful, etc) or certain elements (fire, freezing, etc.). Similarly, there is a 90% chance that a particular item is enchanted at +1, an 8% chance it is enchanted at +2, and a 2% chance of +3 or better.

What the store lacks in diversity it makes up for in price. Otto is so determined to ensure that every adventurer can get the magic weapon they so richly deserve that he sells his wares for less than their value. Anyone making a purchase at Otto's need pay only three-quarters of its actual value. GMs should ensure, however, that every trip to Otto's shop becomes an adventure in itself. This isn't particularly hard to arrange in Scurvytown.

Otto only receives 1d6 items about once every four weeks. Again, these tend to be primarily medium-sized martial weapons, but each shipment has at least one non-weapon item. Otto always picks up these shipments and takes them back to his shop himself. An acolyte from the temple of the God of Knowledge identifies the items for a small donation.

So how does Otto manage to get hold of all of these wonderful items? Well, Otto is a bit of a legend back on the mainland, and a great many of his former compatriots and those he's worked for have been more than happy to repay their debts to him by sending found items on to him. Just the mere mention of his name could open many a door for a wise band of adventurers.

It also doesn't hurt that the shop is located in the toughest district in Freeport, where accidents seem to happen all the time...



ADVENTURE HOOKS

Stock at the shop has gotten so low that Otto is forced to do something he has never done before—hire someone to bring in new inventory. Olio knows exactly where the new items can be found and can even draw a handy map for the adventurers to follow. What he doesn't mention right away is that these particular items already have powerful and quite evil owners who are very much alive and not very interested in relinquishing them.

Otto receives a message from a member of his old adventuring party. One of his friends is missing and possible dead. Ono either needs some trustworthy folk to run his shop while he's away looking into the problem, or a group to investigate the disappearance.

41. THE CHUMHOUSE

One of the roughest of the taverns in Scurvytown—in fact in Freeport as a whole—is the dilapidated structure that lies at the very end of one of the shorter wharves. Even the Broken Mug down in the Docks has a better reputation than the Chumhouse.

This disused warehouse was converted into a tavern for the pirates and traders over 50 years ago. The business started by a man named Old Enoch. Everyone thought the man was crazy starting a tavern located right at the end of a pier instead of over on Dreaming Street with the rest, but he quickly proved use naysayers wrong. Mind you, he did it through volume of customers, not quality. Still, the Chumhouse has a loyal clientele who are happy to endure the nightly fist fights, the occasional knifing, and the wretched bards that the place has playing for the low, low price of the booze.

The tavern's location also led to its sanguine name. One night, during a particularly violent dispute between the crews of rival ships, the fighting broke a hole through the wooden floor of the bar and several badly wounded pirates tumbled down into the waters below. Blood dripping through the floorboards of the bar had drawn a pack of sharks up to the wharves. After the mayhem had subsided (and wagers on the shark-pirate battle had been paid up), the bar was labeled the Chumhouse by acclamation of the patrons. To this day, sharks are sighted more often underneath the Chumhouse than in any other part of Freeport Harbor.

Old Enoch left town and sold the Chumhouse about five years ago to a taciturn pair of dwarf brothers. Garen [male dwarf Com3, hp 14] and Pulma [male dwarf War2, hp 15] Stonebrake have maintained everything just the way the Chumhouse's patrons like it—cheap booze, lousy entertainment, tolerance for fights and a reinforced floor. A portrait of Old Enoch still hangs above the bar, and it is tradition to toast to his health.

ADVENTURE HOOKS

The Chumhouse can provide steady, if low paying, work for a novice PC bard. Such a character could hear all sorts of rumors and gossip and pick up "word on the street" in record time. This can be a very handy way to feed the PCs adventures.

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The chum attracts the mother of all dire sharks. This creature attacks during the night, intent on knocking the whole pier down! As the patrons of the Chumhouse flee for their lives, the smashing of the shark knocks many into the wailing jaws of the beast. Who can save the Chumhouse before it sinks beneath the waves?

42. FLEAGLE'S

FINE WEAPON EMPORIUM

"Evil Eye" Fleagle [**male human Exp5, hp 16**] runs this narrow, musty, but well stocked weapons shop. The Emporium stocks a wide variety of implements of mayhem, from boot knives right up to the odd pole-arm. The store also stocks a limited quantity of exotic weapons from distant ports, kept safely under lock and key in a special back room. The cost of these special weapons is appropriately high (25% above market price at least), but the rest of the store's merchandise is fairly priced- if only of average quality. Fleagle sells to anyone who has cash, but stays away from direct connections to the copious criminal element of the city.

Most of the stock in Fleagle's Weapons Emporium is either imported from overseas or made by the lower-end craftsmen of Freeport. Those looking for higher quality killing implements had best take their business to the artisans of the Eastern District.

Fleagle himself is a well known figure in Scurvytown, a stooped, wiry man with greasy black hair, and huge beak of a nose and a lazy eye with a tendency to drift distractingly while customers speak with him. His lazy eye leads many to underestimate the man, but Fleagle's good eye is a dead shot, whether with bow, crossbow and firearm. The weapons dealer's shop is left totally unmolested. Fleagle keeps a small apartment above the shop.

Fleagle has some odd views about the political situation in Freeport, and spends a fair amount of his free time standing on street corners ranting at the top of his squeaky voice about the "oppressive hand of the Sea Lord" and his "corrupt cronies". Any talk of politics in his shop quickly elicits a heartfelt harangue about the machinations of the Captains' Council oppressing the masses, and how "dere's a revlooshan cummin!" Fleagle is proud to show anyone gaining his trust the heavily trapped secret bunker under his shop, well stocked with food, weapons, alchemist's fire, torches—as well as Fleagle's considerable nest egg. Fleagle isn't going to start anything, but if his "revlooshan" does come he'll be ready.

The Sea Lord's Guard dismisses Fleagle's street-corner ranting and the occasional vitriolic poster he pastes on his shop door as the actions of a harmless crank. But if the law ever finds out how much volatile, homemade alchemist's fire he has stored under his shop, he'll end up in one of the prison hulks without a doubt.

ADVENTURE HOOKS

A group of surly dwarves start hanging out a Fleagle's shop. They have strange accents and seem to be from a distant locale. Shortly after their arrival, things start to blow up. Several precinct houses are fire bombed, as is the Harbormaster's office. Are these dwarves revolutionaries from the other side of the world or even a different plane of existence? What agenda leads

them to fan the fires of insurrection in a city like Freeport? And are they a small group of bomb-throwers, or the vanguard of a larger force?

Fleagle's shop burns down in a spectacular inferno. While no remains are found in the ashes, everyone assumes that Fleagle burned up with livelihood. However, Fleagle started the fire himself so he could erase his identity and "go underground." Has Fleagle gone off his rocker or is he really up to something?

43. ZOLA THE SEER

Not all the fortune-tellers in the Beggar's Market are charlatans. Zola the Seer [**female human Adp2, hp 6**] has been operating her unassuming little stall in between a corpulent gnome selling "religious relies" and a wizened but utterly incompetent human astrologer for over two decades. She uses a combination of palm reading, phrenology and bone-casting to divine her client's future, and unlike many she is actually gifted with the power of limited divination. A reading costs a single silver piece, and Zola can correctly divine the answer to any yes or no question relating to the future of a client with unerring accuracy.

With the gift of true sight, one might wonder why Zola isn't advising the Sea Lord. There are two reasons. First, she has no desire to get involved in the morass that is Freeport's politics. Secondly, her gift may only be applied to a subject once per year. Zola is aware of her limitation, and simply refuses to see a client again until an entire year has passed.



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Such a limitation would make it hard to cultivate a reputation as a reliable seer even in the best of circumstances —and the Sea Lord's court is far from that.

Zola is a dark skinned human in her mid-sixties, with a large belly and a nature far too cheerful for the part of the city she lives in. The small sum she earns from her divination pays for a room in one of Scurvytown's tenements, and not much more. But Zola is a woman content with her lot in life, and is happy at the small difference her amazing gift makes to some people.

ADVENTURE HOOKS

Zola gives one of the PCs a reading, but the midst of her usual routine she seizes the PC's arm and starts babbling prophetically as if in a trance. Her news is grim: the PC will die within one year unless "the head of the snake is crushed." Is this prediction accurate or is it a set-up? What exactly is the head of the snake? The leader of the Brotherhood of the Yellow Sign or something more obscure?

Zola the Seer is found murdered in her stall. Her list of appointments for the day included a member of the Captains' Council and Crime Lord Finn. Who murdered Zola and why? What question did someone not want answered and how does the Captains' Council fit into the picture?

44. THE FREEPORT FISHERY & MARKET

One of the primary staples of any Freeporter's diet is fish, harvested from the fertile seas around A'Val and the other islands of the Serpent's Teeth. The harvesting and preservation of this staple food was long ago determined to be much too vital an operation to be left solely in private hands, so the Freeport Fishery is actually funded and administered by the Captains' Council. The post of Minister of Fisheries is a coveted political appointment. The current minister is Cinroce [female human Art3, hp 12], who got the job thanks to Milton Drac. She's a politician through and through, known by the workers at the Fishery as being "as oily as a sardine." Pudgy yet vain, she only comes to the Fishery when she wants to impress a crowd. She otherwise is found in her office in the Old City, watching her staff do the actual work of the ministry.

In addition to the processing operation, the Fishery also has a fresh fish market, one of the few places other than the entertainments of Dreaming Street that draws upstanding citizens into the squalid streets of Scurvytown. The lack of aquatic monstrosities in the area around the Serpent's Teeth means a rich variety of quarry for the busy fishermen. All manner of fresh seafood can be found in the market, from large tuna and swordfish caught in the deep waters, to crabs and scallops from the lagoons and coves around. Even exotic food like squid and octopus is readily available most of the year.

The Fishery pays a hefty fee to the Wizard's Guild to maintain an enchantment on the building that keeps the temperature inside around a steady 50 degrees, even in the height of summer. A staff of 65 takes care of buying, inspecting, gutting and preserving the day's catch from the many fishermen that work the waters around the islands. Another 25 men and women maintain and administer the market area.

The fishery also contains a small shrine to the God of the Sea, and most of the fishermen are avid worshippers. They know that their livelihood and safety is in the hands of that deity. A priest from the temple visits the shrine once a week, and every year at springtime there is a ceremonial blessing of the fishermen. Nearly everyone in Scurvy town tries to attend this solemn ceremony, since they know the food the fisherman catch is their best hope to eat in the coming year.

Aside from the area near the tanners in the Eastern District, the few blocks around the fishery are some of the least pleasant smelling in the entire city. On a hot summer day, the locals say the smell downwind of the place knocks seagulls out of the sky. All the fish guts dumped into the water here also attracts sharks on a fairly regular basis. When gang members decide to send someone swimming with the sharks, the piers near the fishery are popular launching points for their victims.

ADVENTURE HOOKS

So much of Freeport's food passes through the Fishery that it provides an almost irresistible target to evildoers. If even one day's catch were poisoned, the effect on Freeport would be catastrophic. Such a mass poisoning could be an end in and of itself or a prelude to an even more dastardly scheme.

Cinroce is worried that she will be swept out of office any day now. After all, friends of Milton Drac are not the most popular people in the city. She decides to pull off a stunt that will make her the most popular Minister of Fisheries Freeport has ever seen. Her plan is to make a very public trip onboard a fishing trawler to "see how the brave fishermen of Freeport keep us all fed and happy." While at sea, "pirates" she has paid off beforehand will attack the trawler and Cinroce will heroically defend the fisherman and make herself a hero. When the day arrives, Cinroce becomes a victim of her own publicity machine. A real band of pirates kidnaps her before her hired hands get the chance to attack! Cinroce goes from hero to victim and someone needs to rescue the minister. It could be great press for the adventurers forgiving enough to rescue a self-important politician from whatever fate the pirates have in store for her.

45. THE CHURCH OF RETRIBUTION

For a brief time, the Church of Retribution held the fate of Freeport in its hands. In the years before the Great Raid, the church brought an inquisition to Freeport. The pirates thought it might be the end, but the Inquisitors did turn up several diabolists and fiends. Shortly thereafter an army of devils set its sights on Freeport, but the Church of Retribution raised an army and sailed out to give battle. None of them ever returned and no one in Freeport has ever given them much thought since.

Now the Church of Retribution is a shadow of its former glory. The building is decayed and the remaining clerics are either too old or too young to do anything to reverse the entropy that has consumed the church.

For more information on the Church of Retribution, the Inquisition, and Hell's plans for Freeport, see the adventure *Hell in Freeport*.

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THE EMPEROR OSWALD, KING OF THE BEGGARS

Freeport has its share of "characters"—local merchants and ne'er-do-wells who have become more or less infamous with their antics. But none has quite the status of the Emperor Oswald—the Beggar King.

This charismatic vagabond, a tall, wiry character with a hawk's nose, fiery eyes and an imperious manner, doesn't deign to beg. Instead, he marches into any shop and restaurant in town, trailing his tattered greatcoat behind him like a king's train, and acts as if he has an unlimited line of credit. He orders delicacies off the menus, he demands heroic refills of ale—and the shopkeepers oblige him. They love the joke and the chance to share in his celebrity.

Everywhere he goes, this unfortunate is feted by barroom crowds, lionized by nobles and deferred to by beggars. The latter have even set up an imperial "throne" for Oswald—an old easy chair they found abandoned, which has since moved under the docks. There, every night, Oswald holds court, sitting in silent judgment as the beggars hold their groggy bacchanals.

From the bums to the nobles, they all see the same thing in Oswald. He may only be a pretender, but he acts like an emperor. His bearing is proud and aloof, and he strolls the streets as if every cobblestone owed him tribute. People call to him on the street, saluting the Emperor. get a frosty nod; the shopkeepers who give him food get a stiff but sincere bow. Apart from demanding things, he almost never speaks.

ADVENTURE HOOKS

Oswald's been a Freeport fixture forever, but nobody, not even the oldest, saltiest sailors, knows about his past. What if a ship pulled into harbor one day, and the crew demanded to see their king-in-exile? To tell him the rebellion's finally triumphed and it's time to come home? Or what if things start to happen in Freeport? The Emperor has never really tested the limits of his power: what if he decides to raise an army of beggars and oust the Captains' Council?



THE EMPEROR OSWALD, THE BEGGAR KING

EMPEROR OSWALD

Male human Ari10: CR 9; Medium-sized humanoid (6'3"); HD 10d8+10; hp 60; Init +0; Spd 30 ft; AC 13 (+3 *amulet of natural armor*) Atk +8/+3 melee (1d6+1, "scepter"); AL CG; SV Fort +6, Ref +3, Will +1; Str 12, Dex 10, Con 12, Int 11, Wis 14, Con 20.

Skills and Feats: Appraise +5, Bluff +16, Diplomacy +15, Gather Information +11, Innuendo +7, Intimidate +9, Knowledge (local) +9, Listen +7, Perform +10, Read Lips +6, Sense Motive +7; great Fortitude, iron Will, leadership, Skill focus (bluff), Skill focus (diplomacy).

Possessions: +3 *amulet of natural armor*, *robe of scintillating colors*, "scepter" (really a cheaply painted club).

Fishery Shocker! Mermaid Served to Unwitting Customers!

Recent headline, *The Shipping News*

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- THE TEMPLE DISTRICT -

Although Freeport is a place of many sins, even it has a place for the pious. In fact, the often-perilous nature of life in the City of Adventure leads to a great reliance on the gods in everyday life for many the higher powers no! only provide solace in times of need. but also someone to blame your troubles on.

Clerics and the faithful worship a staggering array of gods and goddesses in locales as small as a wayside shrine and as large as the largest warehouse. Amazingly, there are only eighteen buildings in the Temple District, although far more than eighteen different gods receive veneration here.

Four gods get the most play in Freeport, being closely aligned to the nature of the city and its citizens: the Gods of Knowledge, Pirates, Warriors, and the Sea. The rest are crammed in wherever they can find a spot. Some of the lesser-known gods have simply been thrown into a single temple dedicated to an entire pantheon, while the most popular gods have large buildings all their own. The bottom line is that if someone worships it—and said worship doesn't require the maiming or killing of other living beings—it's probably possible to find a representative of it in the Temple District.

It's almost inevitable that the odd "unacceptable" religion does crop up from time to time in the Temple District. The district is pretty much self-policing in this area, though. If a group of worshipers practices are merely odious or offensive I the



obnoxious midnight sex orgies of the God of Debauchery, or the violent initiation rituals of the God of Pain, the followers of such deities are "asked" politely (or sometimes not-so-politely) by some of the more powerful clerics of the other gods to kindly get the hell out

More extreme, savage or destructive religions are not permitted at all, although some occasionally cloak themselves in the trapping of other deities and "hide" in plain sight. When discovered, such cults are quickly, quietly and ruthlessly destroyed. While the priests here like to take care of their own problems, they would likely not even hesitate to call upon the God Squad (see page 330 to deal with a particularly evil threat.

The temples in this area theoretically rely on the Sea Lord's Guard for protection, but few of the high priests are so foolish as to depend exclusively on the city for security. More than a few of the priests in each temple dedicate most if not all of their time to acting as guards for their temples. The threat of a wronged god's wrath is not enough, it seems, to keep their houses of worship inviolate in a city as packed with wrongdoers as Freeport.

LOCATIONS OF INTEREST

46. TEMPLE OF

THE GOD OF KNOWLEDGE

This temple figured strong in the plot of the Freeport Trilogy of adventures. It was led by High Priest Thuron, who died unexpectedly and was surreptitiously replaced by the serpent person K'Stallo, last priest of Yig. In the aftermath of Madness in Freeport, though, K'Stallo decided to abandon his deception and bring the word of Yig to his long-lost brethren living beneath the streets of Freeport. (See page 107 for more information on K'Stallo.)

In the meantime, however, K'Stallo has not entirely abandoned his guise as Thuron. Of all of the Knowledge God clerics, however, only Brother Egil (see sidebar) is aware of Thuron's true identity. He has been promoted to become Thuron's personal assistant, a remarkable achievement for one so young. This has caused a bit of jealous talk within the ranks of the acolytes, but no one suspects the truth, as it's far too outlandish for most to even consider.

The God of Knowledge has many adherents in Freeport. As a trade hub, many sorts of people from all around the world travel through town constantly, giving the priests the chance to learn what they can from them and any documents or archaeological artifacts they might have with them. In fact, many of the priests spend their spare time down at the docks, looking for new and unusual people to interview in their endless quest to add to the massive body of knowledge their temple has accumulated.

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The most impressive part of the Temple of the God of Knowledge, outside of the hall of worship itself, is the massive library enclosed within its walls. This could literally be the largest repository of collected knowledge in the entire region if not the globe. All research done here is enhanced due to the books and scrolls that can be accessed [+3 circumstance bonus to all Knowledge skill rolls].

Those acolytes who aren't actively collecting new information spend their time inscribing new, usually illuminated copies of what is known. There is an effort to make duplicates of every tome in the library and have them sent to other various libraries faraway. This way, if something horrible were to happen to the Freeport library, the knowledge gathered there would live on.

In fact, there is a magical gate [a *ring gate*] in the center of the library that's used for just that purpose. It connects up with another library in a Temple of the God of Knowledge on the mainland. Books and scrolls are passed back and forth through the ring gate regularly, and the emergency plan is for as much as possible to be dumped through the gate if something horrible happens on either side of it.

The gate is a rather new addition to the temple, set up by the priests after a near disastrous siege of the building by worshippers of the Unspeakable One (see *Terror in Freeport* for more details). If something like that happens again, the priests of the God of Knowledge want to be prepared.

ADVENTURE HOOKS

The priests of the God of Knowledge are always on the lookout for rare and precious items, particularly books and scrolls that tell of ancient times or civilizations. If the heroes stumble across such things in their wanderings, they are sure to find ready customers here.

Conversely, the priests might wish to hire the heroes to investigate rumors they've heard or theories they've concocted from their Studies. These adventures could take a party just about anywhere, but they're always sure to involve poking around in parts of the past that are probably better off left untouched.

47. TEMPLE OF

THE GOD OF WARRIORS

The people of Freeport are nothing if not fighters. They started out as pirates, the most violent profession of the high seas, and many of them follow in this tradition of regression to this day. While it's been many a year since Freeport was actually involved in an all-out war. There is no lack of conflict in the city's streets.

In a city as violent as Freeport, in a town where life is so cheap, the people often hire on protectors to help them keep their heads on their shoulders. Those protectors look to this temple for inspiration of their Own.

The Warrior God's priests revel in the near constant violence of life in Freeport. Their dogmatic message is that only the strong—those blessed by the Warrior God, of course—survive. Freeport is a living, thriving example of that principle to the Warrior God's worshippers. Those who are weak—or who are

TEMPLE OF THE GOD OF KNOWLEDGE

BROTHER EGIL

Male human Clr2: Medium-sized humanoid; HD 2d8+2; hp 15; Init +1 (Dex); Spd 30 ft; AC 11 (+1 Dex); Atk +1 melee (1d6, club) +1 ranged; AL NG; SV Fort +4, Ref+1, Will +5; Str 11, Dex 12, Con 13, Int 11, Wis 15, Cha 13.

Skills and Feats: Concentration +2, Decipher Script +1, Heal +4, Knowledge (arcana) +5, Knowledge (religion) +5; Enlarge Spell, Maximize spell.

Spells Prepared (4/4); *0-detect magic, guidance (x2), light; 1-bless, protection from evil*, sanctuary, shield of faith.*

Domains: Good and Knowledge, *Domain spell.

Possessions: Various scrolls, club, calligraphy set, pouch with 5 gp.

weakened somehow, whether through illness or old age, are doomed to fall to the strong eventually, which is the proper way of things. The young replace the old in a never-ending cycle of renewal that ensures that only the best live on to see a bright tomorrow.

The main yard of the Temple of the God of Warriors is actually a training ground. While services are held in a generous room in the back of the building, the priests maintain that their god is made happier by the active training in the martial arts rather than time spent sitting in prayer. Those strolling by the temple are often rewarded with the music of clanging blades and the sound of voices raised in joyous war cries.

The Warrior God's Temple is the main sponsor of the fights down at the Docks (see the One Ring on page 45). For over five years now. The reigning champion of the fights has trained with the Warrior God's clerics, and that streak shows no signs of ending any time soon.

The leader of the warrior priests is a towering, barrel-chested brawler who took the name Father Mayhem [**male human Clr8/Ftr8, hp 120**] when he ascended to the ranks of the holy battlers. Father Mayhem was a bouncer at the Broken Mug (down at the Docks) as a young man, but after having his clock thoroughly cleaned, polished, and put on display in that establishment by a warrior priest, he decided he had found his new calling.

Mayhem was the undisputed champion of the fights at the Docks for three years, during which time he managed to win the position of high priest for himself by defeating the previous office holder in single combat. Mayhem retired from the fights two years ago to give others a chance at the title belt. Since then, he has faced many challenges from those of his flock aspiring to take over his position. None have managed to wrest it from his viselike fingers.

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ADVENTURE HOOKS

Someone is poisoning the priests in the Warrior God's Temple, picking them off one by one. The culprit is an assassin bent on avenging the death of her brother at the hands of his Warrior God coaches in a training accident earlier in the year. The warriors are ill equipped to defend themselves against such an underhanded and dishonorable threat and would likely handsomely reward a party of adventurers that could take care of it for them (discreetly, of course).

Or the heroes might somehow become involved in a plot to fix the fights down at the Docks. Perhaps it turns out that the priests are buying off the losers in the fights, ensuring their enduring reputation. Or maybe they are simply doing it to help raise funds for their church by covering all bets against them.

48. TEMPLE OF

THE GOD OF THE SEA

While many respectable people wouldn't be caught as a waterlogged corpse in the temple of the Pirate God, just about everyone in Freeport pays tribute in one way or another to the Sea God. This is an island city-state, after all. And every soul in the place relies on the sea in some aspect of their lives, whether through the import or export of goods or through shipping, fishing, and so on.

The acolytes of the Sea God are known to spend many long hours down in the harbor, communing with the sea and the creatures that live within it. They have good relations with the merfolk who live in the Serpent's Teeth region, and from

time to time the church leaders have even been known to pay their watery neighbors a friendly visit in their undersea homes.

The followers of the Sea God go about in flowing, aquamarine robes reminiscent of the waters of the Serpent's Teeth. They often dye their hair green and braid it with strands of seaweed, making them easy to spot in any crowd, but especially on Freeport's wharves.

On the evenings of the summer and winter solstices, the adherents of the Sea God are known to hold a procession down to the shores to the west of the Merchant District. When they arrive there, those who are willing and able take a ceremonial dip in the waters of the sea to show their respect for the God of the Sea. While the waters are a bit colder in the winter, this is still not much of a hardship. The celebratory parties held during and after the swimming are legendary in Freeport, and the city often plays host to Sea God followers from around the globe on these dates.

The Temple of the Sea God features a large courtyard in the middle that is open to the air. On days of good weather, services are held in a massive saltwater pool carved into the center of the courtyard. Worshippers and clergy alike splash about in the water until their skin is well-wrinkled, at which time the services come to an end.

The leader of the Temple of the Sea God is a priestess by the name of Mother Lorilee [female human Clr12, hp 75], a handsome woman in her late 50s who has held the post for almost 10 years. Her oneness with the Sea God is unquestioned. As an acolyte, Lorilee was once tossed overboard by pirates while traveling out from Freeport as a



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missionary. Despite being over 20 miles from the nearest patch of dry land, she not only managed to survive, but she actually beat her assailants back to Freeport. When the pirate ship arrived, the followers of the Sea God were waiting for them. The ship was sunk in the middle of Freeport Harbor, the top of its mast standing for years as a warning to those who would wrong the Sea God's chosen people.

Mother Lorilee's right-hand woman is Sister Gwendolyn, a beautiful woman who is the temple's representative on the Captains' Council (see page 27). While Gwendolyn may have more sway in the city than Lorilee, there is never any doubt as to who is in charge of the church. Gwendolyn occasionally bristles under Mother Lorilee's guiding hand, but she almost always obeys her orders with few if any questions.

ADVENTURE HOOKS

Someone or something is poisoning the waters around Freeport. Fish and sea mammals are washing up on the shore in an unnatural version of crimson tide. The priests might hire the heroes to find out what's going on.

Alternatively, the heroes might be hired to find a vast stash of potions of water breathing so that the priests can take their entire Sock out to visit with the local merfolk. Or there might be an artifact that permanently con lets a similar power. The priests would prize this ability above all others.

49. Godshop

This is the only building in the Temple District that's not actually a temple. Instead, it's an ecumenical shop in which Customers can purchase items themed to their own religions. This includes various kinds of religious symbols, numerous different styles of offerings for use at the nearby temples, and even divine focuses for divine spellcasters.

The shop is run by Brother Wilford Vinely [male human Clr6, hp38], a cleric who seemingly worships only the forces of commerce. He sees it as his role in life to bring the faithful the items that they want, usually at a fair price, but always with a hefty profit for himself.

Brother Vinely's lack of a strong direction in his faith—he worships no specific god but professes to believe in them all—makes him a friend to all and a foe to but a few. Only the most righteous are offended by his refusal to take sides in the matter of faith. Most are delighted to have someone who can converse as intelligently with them on matters of their own faith as on anyone else's.

Vinely's stock is extensive. He is likely to have items in stock for just about any of the major faiths (95% chance) and most of the minor ones (75% chance), including many different humanoid pantheons (65% chance).

FAVORED GODS OF FREEPORT

THE GOD OF KNOWLEDGE

The God of Knowledge is neutral good. He is associated with the domains of Good, Knowledge, Protection, and Travel. His favored weapon is the quarterstaff, often masquerading as a walking stick.

THE GOD OF WARRIORS

The God of Warriors is neutral. He is associated with the domains of Destruction, Protection, Strength, and War. His favored weapon is the greatsword.

THE GOD OF THE SEA

The God of the Sea is neutral. He is associated with the domains of Destruction, Luck, Travel, and Water. His favored weapon is the trident.

THE GOD OF PIRATES

The God of Pirates is chaotic neutral. He is associated with the domains of Air, War, Travel, and Water. His favored weapon is the cutlass.

Vinely's no idiot though. He does have merchandise for evil gods in stock, but he keeps it in his cellar, under lock and key. He's even sold some bits to the Brotherhood of the Yellow Sign and the Church of Yig.

The security on the store is extensive, including a full unit of private guards. This is occasionally supplemented by guards from the temples, as the leaders of these houses of the holy appreciate the service that Brother Vinely provides to both them and their followers.

ADVENTURE HOOKS

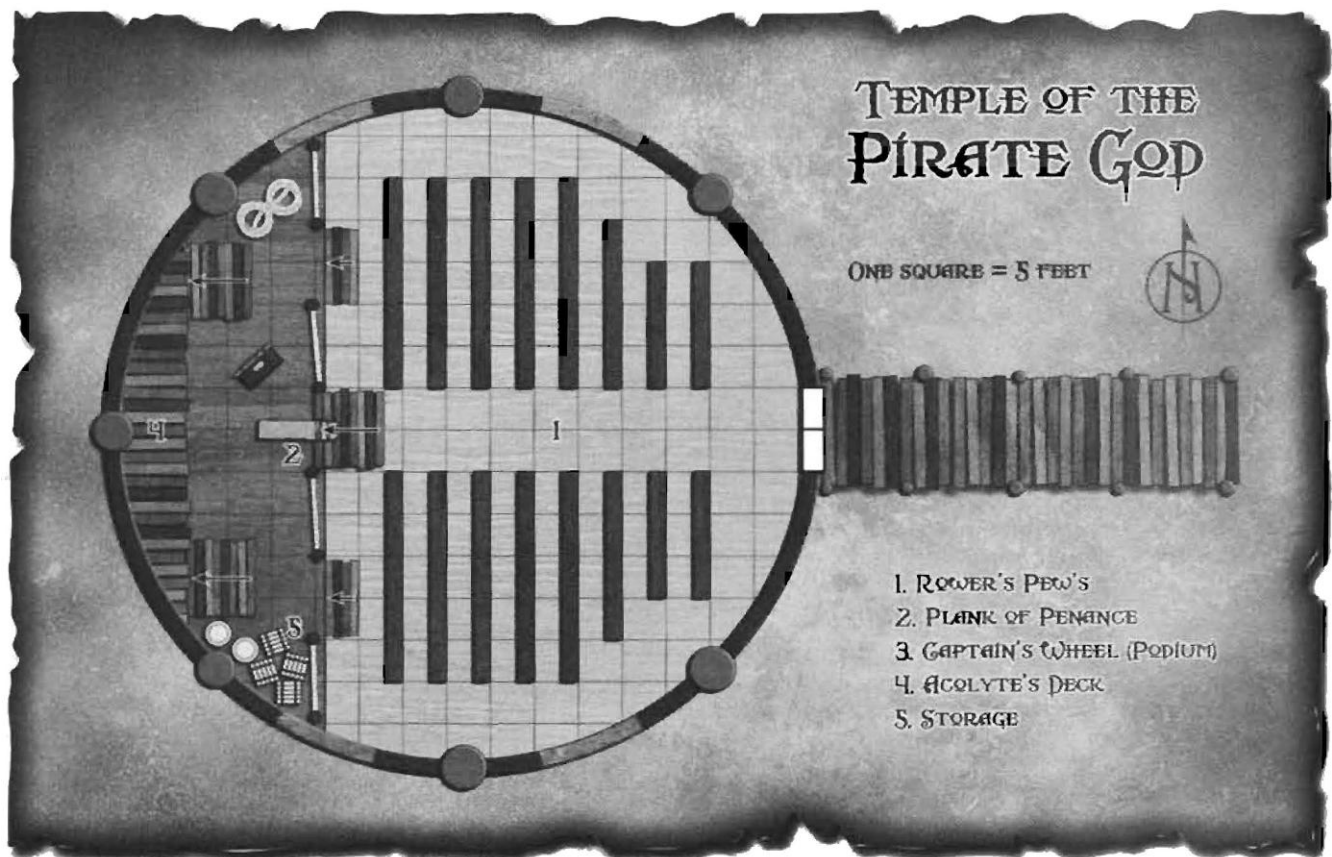
Someone has been secretly stealing from Brother Vinely's store of materials for the worship of evil gods. Vinely would happily reward anyone who could figure out who it is. It could be anyone, but the cultists of the Yellow Sign might be particularly likely, given the fact that their recent setbacks have left them in need of replenishing such supplies.

It could also be that Brother Vinely might someday end up dead at the hands of one of his evil clients. Figuring out which of the hundreds of evil people in the city might have killed him would be a true challenge. Worse yet, it might be a good character—a paladin, even—who discovered Vinely's trade with the forces of darkness and decided to put a quick end to it.

Andrea Blax to Walk Plank of Penance!

Recent headline, *The Shipping News*

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50. TEMPLE OF THE GOD OF THE PIRATES

Pirates founded Freeport, and the God of Pirates is one of the most popular in the area to this day, despite efforts over the years to clean up the city's image. While the God of Pirates hardly fits in nicely with the idea of Freeport as a modern trade hub, the reality is that many of the people who come into the Temple District to worship make a stop at this temple.

In fact, many honest sailors pay homage, to the God of Pirates for two reasons. First, they know that the god holds sway with the sea. Second, they want to be able to avoid the god's more fervent worshippers on the high seas. They figure that if the God of Pirates is going to have his followers attack anyone, chances are higher that the targets will be non-worshippers.

The high priest of the Pirate God is an ex-buccaneer by the name of Peg-Leg Peligro [male human Clr12, hp 78]. Father Peg-Leg, as he's known to most, spent his younger years sailing the high seas, plying the pirate's trade. During one battle, he was knocked overboard and attacked by a shark while being hauled out of the water. He swore to the Pirate God that he'd dedicate his life to his worship if he survived the incident, and so far Peg-Leg has kept his word.

Peg-Leg is something of an anomaly of a high priest. He presides over huge masses at each of the city holidays, but he's also been known to hold impromptu services down on

the Docks, usually in the most raucous taverns frequented by the roughest kinds of cutthroats.

The priests of the Pirate God stand out in many ways. They are almost all ex-pirates themselves, saved from the sea by some happenstance. As a part of their induction, they are each asked to come up with the gold to purchase an earring worth 50 gp. They wear this earring at all times as a symbol of respect for their god. Anyone who finds a Pirate priest's body and returns it to the temple—along with the earring—receives both the earring and the blessing of the Pirate God.

A skull-and-crossbones flag flutters from the peak of the Pirate God's temple, which has been crafted to look like a crow's nest. In fact, the entire building bears a nautical theme, right down to the fact that the pews are actually fashioned from the rowing benches of assorted pirate ships that have donated them over the years.

ADVENTURE HOOKS

Must people in town pay tribute to the God of Pirates to ward off the threat of pirate attacks. When a rogue group of pirates keeps attacking those who donate, the priests might be desperate enough to hire on some adventurers to track down these heathens and show them the light.

Alternatively, the heroes might discover that the Pirate God's priests are actually a front for a band of pirates. These old salts pick out those who donate the most to the temple in hopes of avoiding attack and then arrange for then assault. After all, the most desperate souls often bear the greatest treasures.

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- THE WAREHOUSE DISTRICT -

The Docks may serve as the primary point of entry into Freeport, but that district is only one important component of the city's trading economy. The Warehouse District plays an equal if not more important role in the commerce (and piracy) that keeps money pumping through Freeport. All that cargo and booty has to go somewhere before it's either shipped out again or sold in town. That somewhere is the Warehouse District.

The Warehouse District covers the western shore of Freeport. The streets in the area come in two varieties: well paved and cared for, and nearly impassable. The streets in the Warehouse District area good bit wider than the rest of Freeport's avenues, but the nearly constant foot and wagon traffic from the Docks has meant that a large section of the thoroughfares in the area are rutted, pitted nightmares. When the rains come, things get even worse, and some of the streets become almost impassable morasses of mud. Worker gangs are kept almost constantly busy patching holes and spreading gravel to make sure the streets remain at least basically traversable.

The main streets of the Warehouse District and those leading to the large merchant warehouses are another matter entirely. The Captains Council, under pressure from the merchants (and with their financial assistance) has seen to it that large flagstones have been imported to pave these routes. The main streets hold up much better in inclement weather, and the household guards of some of the larger merchant families have been known to force non-House traffic onto the back streets when a large or important shipment comes into port.

Most structures in the district are large storage houses, used to contain the huge amounts of cargo and purloined materials that enter the port. The standard warehouse construction material is sturdy limber, at least for the older buildings. Sixteen warehouses in the eastern half of the district were destroyed by a fire 7 years ago, and have only recently been rebuilt—this lime of mortar and stone. The Captains' Council mandated this change in building materials after the fire threatened to spread to the rest of the city. Efforts to replace the remaining wooden structures was stalled by a vocal outcry from the merchants of the town. The risk of fire amongst the remaining buildings is real, especially those warehouses that store textiles and lamp oil. Some of the more fatalistic city residents call the Warehouse District "The Sea Lord's Tinderbox."

A PLACE OF BUSINESS

The Warehouse District is the least populous of all of Freeport's neighborhoods in terms of permanent residents, but the streets there are hardly empty. During the daytime, carts and porters from the Docks scurry back and forth, retrieving and stowing cargo for their employers. It isn't easy to oversee this tangled mass of people, and more than one cargo load ends up making an unscheduled detour during which it is lightened a bit by Freeport's criminal elements.

Nighttime is a different story. The Warehouse District is of intensive interest to the merchant houses, seeing as how a great deal of their material wealth lies behind the walls of the buildings here. Patrols of private merchant house guards (read "thugs") range throughout the quarter. These bands of hired swords end up fighting with each other much more often than they ever fight the criminal element, but they do make sure that few vagrants or beggars manage to find a quiet place to sleep

Not that the criminal element isn't active in the Warehouse District—because it is. However, outright theft from any of the storage facilities is fairly rare. Even the criminal masterminds like Finn know that commerce is the lifeblood of Freeport. If word gets out that cargo shipped there isn't safe, the long freebooting party might just come to an end. Thus there exists an unspoken bargain between the merchants and organized criminals of Freeport—keep significant theft from the Warehouse District to an absolute minimum, and a certain amount of "loss" is expected and tolerated. It's not exactly a protection racket, but instead more like a mutual understanding: maintain a certain status quo, and everyone gets to keep raking in the loot.

The most prominent of the merchant families (as well as one or two of the most successful privateers) maintain private docking facilities and storage houses here in the Warehouse District; the better to ensure their cargo makes it where it is supposed to



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end up. They don't escape the long arm of the Harbormaster, however. The owners of these piers pay up just like everyone else.

Those few residents that do call the Warehouse District home usually live in one of the rooming houses or inns scattered around the area. Families dwelling in the area are rare, although a few of the innkeepers and other merchants here make a go of it.

LOCATIONS OF INTEREST

51. THE VAULT

This sprawling two-story stone building covers a full quarter of a city block, and is distinguished by the fact that it has no windows on its exterior at all. This is the Vault, the safest place in town to store just about anything—assuming you have the money to keep up your payments. The interior of the building is a maze of corridors lined with vaults ranging from tiny coffin-sized units up to rooms large enough to hold an entire mansion's worth of belongings. All the walls are constructed of sturdy stone that ranges in thickness from one foot for interior walls to a rumored three feet for exterior ones. The Vault has little to worry about should the Sea Lord's Tinderbox ever be set alight again, and some have joked that the place could withstand an assault almost as easily as the walls of the Old City.

Vault rates are standardized at 1 gold piece per month per 10x10 foot area of space. That price gets the renter a personal unit in the massive main building of the Vault, one to which only he and the management possesses the key. At the Vault, having a key to a unit is considered to imply ownership of the unit and no questions are asked as long as the proper fees are paid. Renters

are advised to keep a tight grip on their key. The only items forbidden to be stored in the Vault are items of obvious infernal or evil origin, and explosives. Anything else is permitted.

Arcane locked units are also available at ten times the standard price. Samarka Joliet [**male elf Exp4/Wiz6, hp 34**], the owner, maintains the arcane locks. Due to the nature of the spell, arrangements to access an arcane locked unit must be made a day in advance, so Joliet can be on hand personally to bypass the lock. All storage units can be accessed freely from sun-up to sundown. Getting access to the Vault's storage units after dark is impossible due to the unique safety precaution used by the Samarka. After Samarka locks the place down each evening, a wizard from the Wizard's guild casts *guards and wards* on the entire building. This procedure is expensive, but Samarka finds it money well spent.

Payment for a rented vault is due on the first day of every month. Standard Vault policy is to hold a client's belongings for one month following delinquency. After all, the transient nature of Freeport's populace makes it inevitable that people sometimes have a hard time getting back to town in a timely fashion. As long as the account is brought up to date, the management is willing to be generous. However, if even a single day more than a month passes, a delinquent client's stored goods end up at the Municipal Auction House (see page 100). None of the material itself is kept—that would be theft after all—but the Vault's coffers happily accept part of the public auction price.

Joliet, an albino elf of indeterminate age, has run this place for as long as anyone remembers—perhaps even back to the time of the first Sea Lord. The white-haired elf, who wears his long snow-white hair in a single braid down his back, has connections in all parts of the city. He doesn't flaunt them, and likes to maintain a very low profile. The Harbormaster and Samarka know each other well, for instance, and have occasionally been seen carousing together in the darker corners of Scurvytown.

Samarka employs three Jim-wilted but hulking half-ore brothers as security guards. Barca, Sim and Lug Gomark [**male half-ore Ftr4, hp 35 each**] aren't very bright, but they have a distinct talent for intimidating people—and for hurting people when intimidation fails to do the job. Samarka keeps them well paid and well fed, and they follow his orders as best as their somewhat limited minds can do.

ADVENTURE HOOKS

A son of one of the merchant families has been forced to secretly sell off some of his family's heirloom jewelry to a pawnbroker to cover his gambling debts. He knows the pawnbroker stores much of his newly acquired stock in a unit in the Vault until he has time to actually appraise it and he's willing to pay dearly to retrieve the items before his father notices.

52. WAREHOUSE 48

Warehouse 48 is a typical warehouse of one of the merchant families, in this case that of Captain Marcus Roberts. It's a two-story building of stone and wood, about 300 feet long by 20 feet wide. It's essentially two large open rooms, stacked on top of one another, with a large pulley-driven lift connecting the two. There is a set of 15-foot high double doors at the north end of the building, with a smaller heavy man-sized door to the left of the double ones.

Another man-sized door faces an alley on the south side. The

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crest of Captain Roberts is painted prominently on the front of the building, and during the daylight hours, the place is a bustling hub of activity as crates of goods are moved to and from the warehouse.

Nighttime brings some peace and quiet to Warehouse 28. Saying that Roberts' guards actually patrol the warehouse is pretty charitable. If a walk or two around each floor of the place every few hours is a patrol, then it might qualify. Being posted to warehouse guard duty is definitely considered a punishment, and the guards perform their duties pretty poorly. Additionally, a totally ridiculous rumor about the second floor of the place being haunted keeps the guards mostly on the ground floor during the wee hours.

ADVENTURE HOOKS

The ghostly legends of Warehouse 48 are used to set-up the PCs for a big fall. A man posing as an employee of Captain Roberts approaches a cleric PC and asks for party's help with a "delicate problem". Ghosts have haunted Warehouse 48 for decades, he asserts, but something has driven them into a frenzy of late. He offers a generous fee to the PCs if they'll take care of the problem. Once they get into the warehouse though, the PCs are accosted by Roberts' guards and soon after the Sea Lord's Guard. Unless they escape the trap, they'll soon find themselves in the Tombs like common criminals!

Warehouse 48 could also provide a convenient neutral ground for an important meeting between the PCs and a longtime foe. What better place for a breakdown of negotiations and climactic confrontation than an enormous warehouse?

53. THE HAMMOCKS

While there are a couple of more traditional sleeping venues available in the district, the hostel known simply as The Hammocks is probably the most unique. The place, run by an ex-freebooter simply known as Tyler [male human Com2, hp 7], yet it's named for the rather unique configuration of the sleeping arrangements. Rather than being divided up into rooms, almost the entire two stories of the place is one massive open room, with thick timbers running from floor to peaked roof. Strung between these pillars are a series of hammocks, reaching all the way up to the ceiling! While this sight may at first seem baffling, a closer inspection of the wooden pillars quickly reveals a set of pegs set in either side of all of the pillars, forming a rough ladder on each one reaching up into the heights of the rafters. Ropes also dangle from the ceilings at various points, and a series of planks set up in the rafters allow easy movement for those accustomed to maneuvering about in ship rigging.

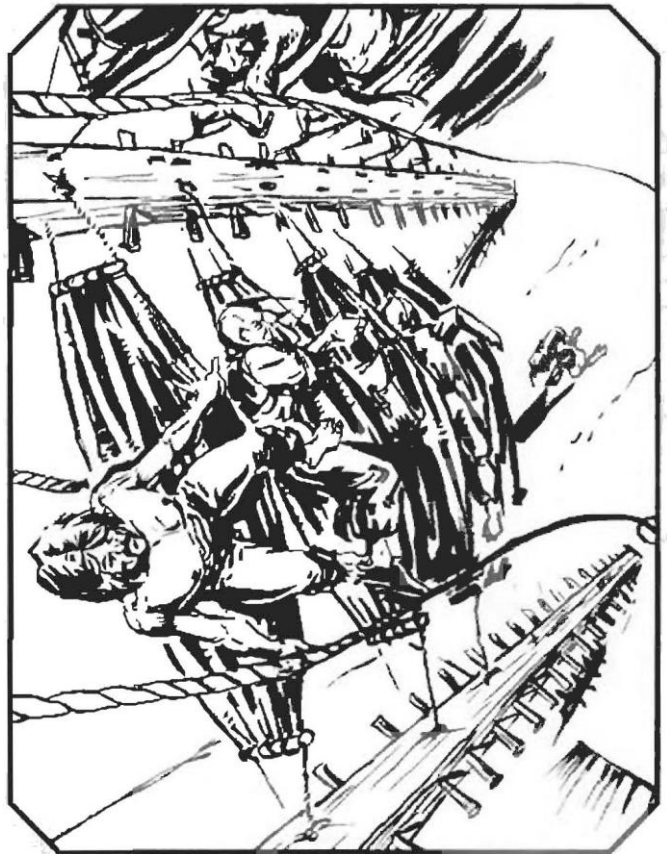
Hammock prices start at a single copper piece for a hammock around forty feet up near the roof, increasing in cost up to a full silver piece for a hammock that swings a scant foot or two from the ground. Pallets are available on the floor as well for five coppers, but these aren't all that popular. Sleepers in hammocks are somewhat shielded from anything (object, substance or body fluid) rumbling down from the rafters. Floor sleepers have no such protection. Tyler opens the doors of The Hammocks every day at sundown, and closes them an hour after sunup. Everybody has to be out by then. The building is locked and empty for the majority of the day.

A WAREHOUSE IS A WAREHOUSE

Warehouse 48 is provided as a good example of what a normal storage building of one of the merchant houses—and in fact even a normal commercial warehouse—looks like. With a tiny bit of tweaking the template provided in this location can stand for just about any other warehouse or storage facility in the district. This part of the city is not known for architectural innovation, after all.

At full capacity The Hammocks can hold around one hundred people. The place is usually around half full on any given night, but it does hit peak capacity when the port is especially busy. The place is a great favorite of sailors passing through town. In fact, it's only really popular with the seagoing set. Most land dwellers find the idea of passing a night's sleep 30 feet above the ground more than a bit off-putting. To a sailor used to swinging around in the rigging of a tall ship or passing a night's watch in the crow's nest, it just seems like home.

Tyler himself sleeps with feet firmly planted on the ground, in a small stone house out back of The Hammocks. He is most definitely nocturnal, and this has led to some strange rumors about the old bird. At the reported age of 50, he still can move about the rafters with great ease, and takes great pleasure at rousing any heavy sleepers with a boot to the posterior. A few street urchins help Tyler keep the place clean in return for a roof over their heads each night.



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ADVENTURE HOOKS

Dark rumors begin to circulate about activities at The Hammocks during the daylight hours. Several porters swear they've heard screams coming from inside the supposedly empty building around lunchtime. These rumors could be true, or they could be the work of a merchant family looking to force Tyler out of business so they can open a new warehouse.

Maybe something really is amiss with Tyler. He's up all night and is never seen during the day. PC's with stakes and holy water may want to investigate.

54. THE BLOCK AND TACKLE

It takes a lot of muscle power to ensure all the cargo that passes through the district makes it where it needs to go, and take a lot of rotgut ale to fuel that muscle. One of the most popular purveyors of such low-grade firewater is The Block and Tackle. This fetid watering hole and eatery is a favorite haunt of the longshoremen that work the docks and warehouses of Freeport. As such, it is also a hub of union activity along the waterfront. Drink prices are discounted for Longshoreman's Union members, and most nights the place is crowded with them. It's a rowdy joint, and woe to the bard who hits a sour note in front of this crowd. Fights are common and expected, and everyone takes them with good cheer as long as the only weapons involved are fists and feet.

The Block and Tackle was founded five years ago by G'narl Longtooth [**male human Bar2, hp 20**], a common thug with just enough polished social veneer to conceal his base nature. G'narl is a barbarian from the south, who came to Freeport on the run after beating a man to death in some southern

port. Finding work as a human beast of burden hauling goods between the Docks and the Warehouse District, G'narl's mind hit upon a very simple truth: carrying things from one place to another is a thankless task, and really wasn't going to lead him anywhere. With that in mind, G'narl scrounged and saved (and stole) enough cash to purchase a ramshackle building down near the waterfront of the Warehouse District and opened a tavern. He named it the Block and Tackle, and the joint quickly became a hangout for his former colleagues, the longshoremen.

G'narl's romantic companion and helpmate in running the Block and Tackle is a stocky human woman name Gizella [**female human Rog3, hp 13**]. While G'narl is certainly a cunning fellow, but he is not truly very bright. Gizella is unquestionably the brains of the pair, and is exceptionally adroit at manipulating her impulsive paramour. It was Gizella's idea to start smuggling the drug known as abyss dust into of Freeport, working with Mendor Maeorgan and the Joy Boys. If the Block and Tackle's clientele knew what the couple was doing and whom they were working with, things might get unfriendly pretty fast

For more information on abyss dust see Appendix Three.

ADVENTURE HOOKS

Mix drugs, gangsters, and money and someone always ends up dead. Maybe Mendor Maeorgan suspects Gizella of skimming off the top and she's found murdered by G'narl. Even G'narl is cunning enough to realize he can't take on the Joy Boys himself, so he turns to a fellow barbarian (one of the PC's perhaps) to help him take his vengeance on Maeorgan.

Or maybe Gizella wants the Joy Boys out of the way, so she fills the ears of the PC's with true stories of Stair deeds in hopes they'll turn vigilante and take care of the gang for her.

55. MUNICIPAL AUCTION HOUSE

A lot of goods pass through Freeport, and not all of them end up with their proper owners. When property is captured from thieves, confiscated from prisoners or remains unclaimed for too long in places like The Vault, it's remanded to the custody of the Municipal Auction House.

The Auction House squats in almost the exact center of the Warehouse district, a low bunker-like building surrounded by a 20 foot spike topped wall. It's not a prison, though it looks like one.

Auctions are held once a month, and have much the air of a flea market or estate sale. Representatives from The major merchant houses are always in attendance, as well as the general populace. In a remarkable fit of even handedness, everyone is given equal access to the auction. No earlybirds allowed, no matter their stature or influence. The Auctioneer, the man in charge of the whole shebang, is appointed by and answerable only to the Sea Lord himself. The current auctioneer is Crask Tolberg [**male dwarf Com5, hp 20**], as tightfisted and officious a dwarf as has ever walked the Serpent's Teeth. While he is incorruptible, the wizened old red headed dwarf is also an extremely unpleasant foul tempered, and parsimonious to a fault

Everything is sold at the auctions as is, and crates and packages that are not clearly labeled are sold as "grab bag" items. No pecking inside ahead of time. The list of odd items that have



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RANDOM AUCTION LOOT

PCs may find it fun to bid on unknown lots of goods at the Municipal Auction House. If they do, you can use the following chart to see if the gamble pays off.

RANDOM AUCTION LOOT TABLE

D20 Roll	Loot Result
1	I Got a Rock: Literally.
2 – 5	Just What I Always Wanted, Junk worth 3d6 sp.
6 – 13	Standard Goods: Goods worth about what was paid for them.
14-16	Know a Good Fence? Goods worth double what was paid for them.
17-18	In the Money: Worth five times the final price, but hard to unload.
19	Lucky: Contains random Minor Wondrous Item.
20	Something Odd: The sky's the limit.

been purchased in these mystery lots ranges from enchanted swords to dead bodies to dragon eggs.

Security at the Municipal Auction House is tight, and six members of the Sea Lord's Guard are stationed here around the clock. A mage from the Wizard's Guild is also on call at all times, and can be alerted to trouble via a special amulet carried by the highest ranking officer on each shift. The wizards are notoriously cranky though, so the Sea Lord's Guard troops usually try to deal with any problems on their own.

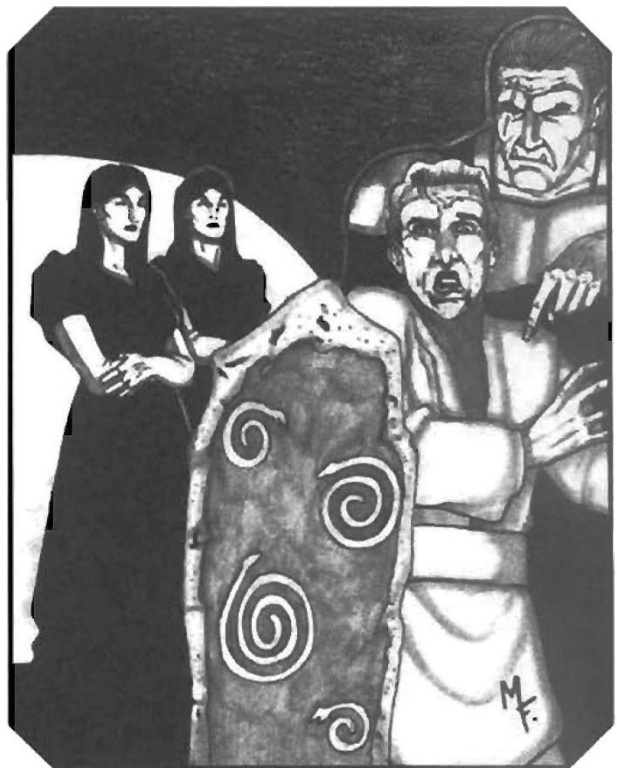
ADVENTURE HOOKS

Despite the efforts of the guard detachment, a valuable lot is stolen from the Auction House. The guardsmen are not eager to face punishment, so the theft is not reported. Instead, they start sniffing about for independent operators to find the lot and return it before its loss is detected. The thieves could be anyone from the rightful owners to one of Freeport's gangs to the Brotherhood of the Yellow Sign.

An especially important auction approaches and the PCs are hired to provide extra security. Things go wrong and the blame is pinned on the PCs. If they ask around, the PCs find out that the Auction House never hires outside security. It sure smells like a set up, but who set them up and why?

56. RHODES OF FREEPORT

With all of the valuable property that passes through Freeport -not to mention the valuable nature of the ships that carry everything—it was only natural that at some point in the city's maturation someone would come up with some way to make money off of people's fear of financial loss. That someone—or someone's— was a pair of human twin sisters. Triesta and Masenna



Rhodes. This pair Freeport natives had the idea that insuring the shipments of the merchant houses and the ships of the less savory Of Ike cities denizens could be a gold mine. They were right.

Today the simple partnership has blossomed into Rhodes of Freeport, one of the most prosperous businesses in the city. The company is now based out of an imposing stone building and employs over 30 people. Both sisters still work there most days, personally approving or turning down new policies. Triesta is the one with the business savvy, while Masenna is the "people person".

For mundane items, a standard Rhodes policy costs 1% of the replacement cost of the item per month. Enchanted and unique items are insured on a slightly different scale, usually 5% of the items value annually. The Rhodes sisters do not guarantee replacement of insured item, incidentally. They merely promise appropriate monetary compensation.

One would think that fraud would be a pretty common occurrence for Rhodes of Freeport, but this is not the case. Why? Quite simple. Seven years ago, Triesta Rhodes took a chance and purchased a mystery crate from the Municipal Auction house. The item contained within it has become the company's most important asset, a large chunk of stone about the size of a man, carved all over with an intricate bas relief of serpents.

After a few unfortunate incidents, the Rhodes sisters hired a guild wizard to unlock the stone's secret. Anyone consciously telling a lie while touching the stone suffers pain so agonizing it can lead to death. Lying while touching the stone can quite easily kill a person [Will save (DC 20) to avoid instant death. Even those making the save suffer 5d6 damage].

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The Rhodes sisters make no effort to conceal the existence of the stone, in fact quite the contrary. It's a well know fact that the stories of all Rhodes of Freeport clients regarding the loss or destruction of insured items must be verified while setting a hand upon the stone. Understandably, few are willing to take the chance of cheating the company. The Venom Stone (as the Rhodes sisters call it) is kept in the lowest basement of the Rhodes of Freeport building. Its loss would be an absolute disaster for the company, and the Rhodes sisters would go to almost any length to retrieve it.

Triesta [**human female Exp3, hp 10**] and Masenna [**human female Exp4, hp 13**] are both very beautiful women in their early thirties, tall and slim with raven-black hair and glinting blue eyes. They look so much alike even those knowing them well have a hard time telling the two apart although they seldom dress the same. The twins share a stately and elegant mansion in the Merchant District, and are well known for the parties they hold. They are both well socially connected in what passes for the upper crust in Freeport, and are active participants in the social life of the town. They also have a fair amount of influence on the Captains Council. Neither of them has yet married, as they have extraordinarily high standards for paramours

ADVENTURE HOOKS

Leon Degole [**human male Ari4, hp 16**], a corpulent but rich merchant from Freeport's upper crust, wants to marry Triesta. She however, spurns his affections. Leon, used to getting what he wants, comes up with a cunning plan. He hires the PC to steal the Venom Stone. After the Rhodes sisters spend a few days fretting and searching, he'll heroically "find" the stone in the sewers and return it to his lady love. She in turn will immediately fall for him. Right? Right.

A powerful wizard insures a minor bin valuable artifact at Rhodes of Freeport. When it is stolen, he demands the fulfillment of his policy.



The artifact was of a value that to pay out the policy would bankrupt the company. If only some brave adventuring band would recover the artifact, the Rhodes sisters would be ever so grateful!

57. OFFICE OF PUBLIC RECORDS

The pirates that originally founded Freeport would probably flip over in their watery graves if they knew the amount of paperwork that the municipal functioning of their little settlement now generates. All the shipping manifests, tax documents, city planning maps, deeds of ownership, building permits and court records have to go someplace if there is any hope of keeping track of things. The designated resting place for all such papers is the Office of Public Records, a large old two story storehouse located right on Sandbar Street in the heart of the Warehouse District.

Anyone hoping to find well organized shelves stacked with carefully filed and categorized piles of papers haven't been in Freeport very long. The only filing system that exists is in the head of the cantankerous caretaker of the office, a craggy ex-ship's cook named Reed [**male human Exp2, hp7**]. Reed seems to have an unerring sense of where things are in the massive collection of paper. At least, he seems to be the only one who can actually find anything in the place. PCs who have played through *Terror in Freeport* may remember the office and Reed from a previous visit.

The building and all its contents are protected from fire by a very effective enchantment supplied by the Wizard's Guild.

ADVENTURE HOOKS

Knowledge, as they say, is power and the Office of Public Records houses a great deal of knowledge. Characters who plan to move and shake in Freeport could learn a lot from the records here, so it'd be a wise idea to make fast friends with Reed. Winning over the old salt could involve trips into the strangest and seediest joints that Freeport has to offer...

58. FRELAND SHIPPING YARD

Other than the warehouses and storage buildings, the biggest industry in the Warehouse District is shipbuilding. Occupying a large chunk of the shoreline near the border of the Docks neighborhood, Freland Shipping employs almost 100 workmen in its twin dry-docks and other smaller workshops.

Silas Freland [**male human Exp6, hp 20**] is the proprietor of the shipyard, and has dominated the boat-building trade in town for over a decade. The only other shipyard in Freeport went out of business 20 years ago, after a tragic fire consumed three entire ships under construction in a single night. The owner of the shipyard, a man from far to the south named T'giri, had neglected to renew his fire insurance with Rhodes of Freeport, and Silas picked up the assets of the charred shipyard for a song. T'giri was ruined, and disappeared soon afterward. It's thought by most that the despondent man threw himself into Freeport Harbor and drowned.

Silas has known ties to the crime lord Finn, and persistent rumors have circulated that the fires that destroyed T'giri's livelihood were not accidental. However, no one has been able to prove anything—and anyone inquiring into the matter too deeply has been heavily discouraged by mysterious

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Dragon Egg Auction Begins Today! Tarmon Expected High Bidder.

Recent headline, The Shipping News

bands of thugs. Silas has, of course, vociferously denied any involvement, and chalks it all up to the "hands of fate."

But as shady a character as Silas is, one fact is undeniable: he makes good ships. This is extraordinarily fortunate, considering the Freland Shipyard is the only game in town. The shipyard turns out about five large sailing ships a year, and every single one is snapped up by someone almost as soon as it is out of its dry-dock and bobbing in the harbor. The shipyard also turns out a variety of smaller craft, from rowboats to small fishing vessels.

The price for any craft commissioned from the Freland Shipyard is 150% of normal price, reflecting the stranglehold that Silas has on the local market. Those ponying up the money can console themselves with the knowledge they are getting a quality product.

ADVENTURE HOOKS

Unknown to Silas, T'giri [**male human Rog5, hp 21**] has returned to Freeport, and is determined to wreak vengeance on the man who ruined him. T'giri has secured a position as a shipwright in the Freland Shipyards, the better to keep an eye on Silas. He hasn't yet decided what form of payback is necessary--but lie docs know that it will be painful and drawn out. T'giri could be an ally or an enemy to PCs, depending on the place they've carved for themselves in Freeport.

Silas starts to worry when Libertyville begins a massive expansion of its shipbuilding facilities. He needs a small group to go to Libertyville and find out who's behind this move. It might be time for another "accident."

39. FREEPORT PILOT'S GUILD

One of the few distinctive places in the seas of blocky buildings that make up the Warehouse District is the walled compound of the Pilot's Guild. The facility is easily identified by the large observatory tower jutting into Freeport's skyline. It's the tallest free-standing structure in the city, dwarfed only by the walls of the Old City on the hill above. Some ill-informed wags have posited that the Pilot's Guild was behind the problems that plagued Milton's Folly, since that edifice makes the Guild's vaunted lower look puny by comparison.

The purpose of the Pilot's Guild is quiet simple. As mentioned in Chapter Two, the sand bars and reefs in the waters off the coast of Freeport are treacherous and ever changing. Captains that are away from Freeport for any significant length of time can never be sure if the clear channel that they embarked from remains the same when they return. Approaching the port can be a slow and deliberate affair, sometimes taking an entire day from the sighting of the city to final docking.

Enter the Pilots Guild. Established 105 years ago to counteract the increasing dangers of the shifting sea topography, the Guild

monitors and charts the ever-changing sea approaches to Freeport's harbor. A fleet of 10 small ships constantly sails the waters around the city, checking for shifted reefs and sandbars and greeting any ship that approaches the city. The Pilot's Guild maintains a private pier in the Warehouse District for its survey and patrol vessels. For a 10 gp service charge, a Guild navigator will hop onboard and pilot a customer's ship quickly and safely into the docks of Freeport. The guild also offers current charts of the waters around the Serpent's Teeth for sale—but only on shore. These precious charts cost **100 gp** and remain accurate for 2d6 months.

The Pilot's Guild doesn't take any offense to those refusing their services—they don't need lo. The treacherous and subtly-changing barrier reef surrounding the Serpent's Teeth ensures that business is always brisk. Sailors making Freeport a regular port of call know better than to refuse the "reasonably priced" services of the Pilot's Guild. The best they can expect without it is a slow approach to shore. The worst is a big fat hole in their ship's hull.

The current head of the Pilot's Guild is Captain Lars Manreel [**male human Ftr5, hp 37**], a former privateer brought down by a nasty and venomous leg wound that went gangrenous. His left leg had to be amputated from the hip down. Not even magical means have been able to regenerate the lost limb. Captain Manreel will not speak of whatever it was that took his leg. Manreel has made the best of his disability, using his long sea experience, knowledge of the area and solid instincts to rise to the head of the Pilot's Guild. Manreel could easily have a seat on the Captains' Council if he wanted it. but he a great love of the seas—and no love at all for politics.

Some wonder why the Captains' Council and the Sea Lord allow the Pilot's Guild to operate what is essentially an elaborate shakedown operation, and the answer lies within the tall tower of the Guild's compound. The Pilot's Guild maintains an observatory, providing the best data on tides and weather that it's possible to get in Freeport. This information is posted and disseminated throughout the city on a daily basis. The Captains' Council also appreciates the added security the reef provides.

ADVENTURE HOOKS

Guild navigators go on strike and the whole city hold's its breath. They demand higher wages for their hazardous duty, but Captain Manreel asserts that they are already handsomely paid. Merchants, who don't want the per ship fee to rise, put pressure on Manreel to stand firm, while the Captains' Council applies their own pressure to end the strike. Investigating the root of the strike may show links to the Lobstermen (see page 43), who stand to profit from ships that go down while the pilots are off the job.

Captain Manreel catches wind of a plot to blow a hole in the barrier reef with powerful magic. This would not only ruin his business, but it would make Freeport more vulnerable to storms and foreign attackers. Someone needs to find out who's behind the plot and stop them before they can destroy the reef.

- THE UNDERSIDE -

While the above sections cover almost all of Freeport, there is one major section that is almost entirely ignored: the underbelly of the city. To those who frequent this dark and dank region, it's known as the Underside.

As the heroes may know if they've been through the events outlined in *Terror in Freeport*, earth beneath the city is riddled with a fairly extensive sewer system as well as tunnels that were not built by human hands.

THE CITY OF SEWERS

As with most major cities, Freeport's sewer system is an ongoing public works project. The first sewer system in Freeport was initiated by the original Sea Lord Drac. It's said that he had stepped in the human waste running in the streets one time too many and blew up at the architect he had hired to help design what is now the Old City. He insisted that the man tear up the streets and install a brand-new sewer system that could handle the waste that the new city would generate.

The architect quickly realized, of course, that building an underground system of sewers under every street in Freeport was next to impossible, both from a monetary and an engineering standpoint. Instead, the architect compromised; He simply built the sewer under all the buildings that the Sea Lord was most likely to be in at any time. Anyone else along the route—or with enough money to bribe the workers or the architect to extend the sewers in his house's direction—was simply lucky.

PUBLIC PRIVIES

To make this rather elitist situation a bit more palatable "to the people of the dry", public dumping spots were also created. Here citizens could empty (their chamber pots directly into the sewer system instead of tossing the contents into the street. Technically, it's illegal to dump such waste in the streets, but it still happens often enough, especially in areas into which the sewers don't stretch—like almost all of Drac's End. Enforcement of the law only occurs sporadically, when a Sea Lord's Guard or some other petty bureaucrat wants to hassle someone or when someone important happens to be offended by the smell or the mess. Since most of Freeport's upper crust rarely traverse the filthier parts of town, this last bit is not often a concern.

The common people are not stupid, however, and many are willing to make the rather odious trek to the privies just to keep the incidence of disease down. Freeporters long ago made the waste/disease connection, at least on a common knowledge level, if not a scientific one. When you have first hand experience with so much filth for so long, you learn by trial and error, if nothing else.

THE LAY UNDER THE LAND

The sewers began in the Old City, of course, where they run from The Sea Lord's Palace to the Courts to several other important locales. From there they wind through the Docks and branch out into the rest of the city.

Water and the things that it carries run downward, and so do the sewers of Freeport. The slam isn't all that steep, just enough to let the laws of gravity and hydraulics take their natural course. The end spots of the sewers are the highest, running down to the nearest junctions.

The original architects and all those who followed him and added on to his work were clever enough to place street entrances to the sewers in places where rain water could wash the street waste into the sewer system too. This means that just about the entire city gets cleaned out properly by a good, solid rain, which happens often enough during the warm, rainy season.

In general, the Merchant District is the highest, and Scurvytown is the lowest. In fact, there is only one outlet for the sewer, and this is under one of the docks in Scurvytown, where it simply spills out of a large pipe and into the sea. This lends a rank air to the place, but the transients and scum that make up the population there aren't likely to complain—and even were they to do so, the Captains' Council would hardly listen.

PIPES AND DRAINS

The sewers are generally circular tunnels about eight feet in diameter, with a wide notch, about two feet deep, carved into the floor. During most times of the year, the rain waters that run into the sewers wash through this notch, carrying the waste into the sea. At these times, medium-sized people can easily walk single-file on either side of the notch, although those walking in tandem are in danger of knocking their heads together in such tight quarters. When there's a torrential rain, though, as there often is during the rainy season, these tunnels

Three Headed Goblin Spotted In Sewers. Escapes Pursuers!

Recent headline, *The Shipping News*

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flood to a depth of three to six feet above the walkways. This is enough to wash the place clean and knock anyone caught in the wash off her feet [**Strength check, DC 20; check each round**].

The walls of the older sections of tunnel up in the Old City are often hewn out of solid rock, but as the tunnels reach into the softer ground down the hill toward the water, the walls become an amalgam of stone and brick, often smoothed over with a layer of waterproof mortar.

New work is ongoing on the sewer system, but it proceeds at a pace best described as glacial. The Captains' Council has voiced its desire to bring more of the benefits of the sewer system to the under served areas like Drac's End and Scurvytown, but so far it's mostly just talk. The workers are underpaid, and the work is hazardous. They have little incentive to hurry things along.

GETTING IN AND AROUND

C idling into the sewers is easy enough in most parts of the city. All you have to do is be willing to crawl down through one of the dumps [**Will check, DC 10**] or, better yet, pry *up* one of the manhole covers over the service entrances into the system. These are heavy, metal hatches [**Strength check, DC 10 to move**], and anyone prying them up in broad daylight, who's not obviously a member of the city maintenance team, is likely going to get some strange looks by the Sea Lord's Guard—or that of any of the Captains' Council—happens to spot such activity (30% chance during the day; 5% at night), then the heroes are going to have some quick explaining—or running—to do.

The wealthier parts of the city have security measures on the sewer entrances in their area. All of the manhole covers in the Merchant District, the Old City, and the Warehouse District are locked [**Open Lock DC 21**]. What's more, the spots where the sewer crosses into the Merchant District are actually barred by an iron grate permanently cemented into place.

However, the bars on the grate blocking off the western sewers in this area have recently been sawn through (see *Terror in Freeport* for details). A good look around [**Spot check DC 8**] reveals this to any hero looking at them. It's simple enough to remove the bars, step through, and replace them behind you.

There's a 10% chance each month that a sewer maintenance crew discovers the damage done to the bars—and actually does something about it. There's a much higher chance that someone spots the hole in the Merchant District's defenses and either ignores it (because it means more work for him) or keeps his mouth shut (because he figures he might be able to find a way to profit from such information).

It's impossible for most heroes to use the sewers to get into anyone's house. The chutes are simply too small for anyone larger than Tiny to move up them easily, even if they're able to get a grip off the waste-slicked walls. Even then, many people keep the lids of their chutes closed and even locked. There are all sorts of creatures wandering around in the sewers, after all, besides serpent people and adventurers— things like rats and other nasty vermin.



THE DWELLERS BELOW

The Underside of Freeport is riddled with all sorts of tunnels and passageways, many of which link up with the city sewers by means of concealed doors of varying quality [**Spot DCs of 15-30**]. These dark and secret places are inhabited by all sorts of creatures, mostly common vermin, but there are deadlier sorts of beasts here too.

There have been tales of all sorts of nasty monsters roaming through the city's sewers, the most common of which is the tale of the giant alligator that someone once tossed down a privy chute as a baby. While that urban legend isn't true, it does have some basis in fact. It's most likely that the story began when someone happened upon a serpent person in the tunnels and lived to tell the tale.

SNAKES IN THE BASEMENT

Serpent people are by far the most numerous intelligent creatures dwelling below Freeport. In fact, there are literally hundreds of them in the deep tunnels, far from the harsh rays of the sun and the prying eyes of the warm-bloods above. These are the descendants of the great Valossan society that once ruled the great island of which The Serpent's Teeth are the last remnant.

The past 2,000 years have not been kind to the children of Valossa. Since their homeland was destroyed by the appearance of the Great Old One, the descendants of the survivors of that cataclysm have split off into two distinct groups: the civilized serpent people and the degenerate.

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LIZARDFOLK AND YUAN-TI

One reason the existence of the serpent people is such a well-kept secret is their superficial resemblance to two other races: Lizardfolk and Yuan-ti. In truth though, the three races are quite distinct.

The serpent people, as have been noted, were once a highly civilized race. The lizard folk stand in stark contrast, having never been more than primitive savages. Interestingly enough, evidence indicates that the lizard folk were a pan of the Valossan Empire. Several centers of lizardfolk habitation fell within the empire's borders and provided troops to the Valossan military. These rough auxiliaries were used as shock troops and were considered expendable by their commanders. The Yuan-ti are another story. Several scholars knowledgeable in Valossan history have tried to link the serpent people with the later rise of the vile Yuan-ti. No convincing theories have been forthcoming. All evidence points towards a unique origin that involves the breeding of humans with serpentine blood.

One wizard, Kartou the Deep, took his research in an entirely different direction. He had studied sorcerers and their natural ability to use magic. Kartou challenged the widely held idea that sorcerers gain their abilities from draconic blood. This, he said, was purely a fantasy created and propagated by self-important sorcerers.

He asserted that the real truth was blindingly obvious. The blood running through their veins was not that of dragons, but of serpent people. Other scholars scoff at this idea, but have themselves come no closer to identifying the original

source of surcerous power. Interestingly, Kartou the Deep disappeared within one year of presenting his thesis at the College of Wizardry. His disappearance has never been explained

CIVILIZATION IN EXILE

The few serpent people who survived the apocalyptic fall of Valossa with their sanity intact headed for more pleasant areas, far from their ancient homeland. Knowing that the peoples they had one rivaled or subjugated would take advantage of their reduced status, these travelers hid themselves away—underground, usually, but also in deep swamps and other places inhospitable to most humanoid races. Safe from the aggressions of former foes, these Valossans were able to quietly lick their wounds and find some semblance of peace.

Over the years, these serpent people managed to hold on to the vestiges of their once-proud civilization. They maintained their worship of Yig, the Snake God, too. Despite the betrayal of Yig by some of their people—the original Brotherhood of the Yellow Sign from Valossa—these serpent people were eventually able to work their way back into their god's good graces, and his unblinking gaze settled upon them once again.

Still, the serpent people had been decimated, and it was literally centuries before they began to peek out of their hideaways once again. In the meantime, just about everyone else in the world had forgotten about the Valossans—including the serpent people who had been left behind.

But the civilized serpent people had not forgotten about their long-lost brethren. As the various tiny pockets of civilized serpent people began to make contact with each other and knit back together in a widely scattered net, they began to talk of going back to Valossa and possibly reclaiming what was left of their ancient homeland.

To that end, they sent out emissaries to the Serpent's Teeth to explore the area and discover what might be left of the serpent people's heritage and their long destroyed home. They were not pleased with what they found.

SLITHERING BACKWARD

The emissaries found kin under A'Val, but they did not receive a warm welcome. Living deep under the earth in filthy holes were degenerate serpent people, descendants of those driven mad by the horror of (he Unspeakable One. The emissaries were attacked and barely escaped with their lives. They did capture one prisoner and careful study of him allowed the civilized serpent people to reconstruct what had happened to their long lost kin.

The crazed survivors of Valossa's fall had been stranded on the Serpent's Teeth. Humanoid warriors sent to discover just what had happened to the once-great seat of the Valossan Empire forced these wretched serpent folk deep underground. The shattered survivors developed an almost insane fear of the surface dwellers, and so they hid themselves away for centuries.

The inbreeding this encouraged did not do the serpent people any good, and they degenerated further into creatures more like serpents and less like people. By the time Freeport was founded—around 1800 years after the fall of Valossa—the serpent people of the Serpent's Teeth had lost all of their former glory, living almost like animals beneath the surface of the island of A'Val.

The newcomers weren't aware of the history of the island, so the pirates did their best to exterminate the degenerate serpent people wherever they could be found. This drove the creatures even further underground, where they stayed, waiting for their chance to someday emerge once again.

As the city of Freeport grew, as the sewers were dug beneath it, the serpent people watched. When it was safe they extended their own tunnels into the city's sewers, concealing their presence with secret doors that were often covered by the slime and the muck that most surface dwellers found repugnant.

The grow Mi of the city brought all sorts of problems for the degenerate serpent people, but it wasn't all bad. With the warm-bloods and their waste came all sorts of vermin upon which the serpent people could feast. Many harbor towns are overrun with rats, but not Freeport. Here, the rodents breed like mad, but their population is kept in check by the serpent people who feed upon them.

THE SERPENT PEOPLE

K'STALLO

Male serpent person Clr6: CR6; Medium-sized monstrous humanoid; HD 6d8; hp 29; Init +4 (Improved Initiative); Spd 20 ft.; AC 16 (+1 natural, +5 masterwork chainmail); Atk +6 melee (1d8+1d6 electricity +1, +1 *shocking burst heavy mace*); SQ darkvision 60 ft., polymorph self (Sp); AL CG; SV Fort +5, Ref +2, Will +8; Str 12, Dex 11, Con 10, Int 14, Wis 16, Cha 13.

Skills and Feats: Concentration +5, Hide +3 (-1 in armor), Diplomacy +5, Knowledge (arcana) +9, Knowledge (local) +6, Knowledge (religion) +9, Move Silently +3 (-1 in armor); Combat Casting, Improved Initiative, Skill Focus (diplomacy), Still Spell.

Spells Prepared (5/5/5/4): 0—*cure minor wounds* (x2), *detect poison*, *guidance*, *read magic*; 1—*command*, *cure light wounds*, *detect secret doors**, *remove fear*, *sanctuary*; 2—*augury*, *cure moderate wounds*, *detect thoughts** (x2), *enthrall*; 3—*dispel magic**, *magic vestment*, *prayer*, *summon monster III*.

Domains: Knowledge and Magic. *Domain spell.

Possessions: *Minor Cloak of Displacement*, +1 *shocking burst heavy mace*, sacred book of Yig.

SERPENT PEOPLE, CIVILIZED

CR 1/2; Medium-sized monstrous humanoid; HD 1d8-1; hp 3; Init +4 (Improved Initiative); Spd 30 ft., swim 15 ft.; AC 6 (+1 natural, +5 chainmail); Atk +1 melee (2d4, falchion), +1 ranged (1d6, short bow); SQ *polymorph self* (Sp); 3x/day, as by 8th-level sorcerer), darkvision 60 ft.; AL NE; SV Fort -1, Ref +2, Will +2; Str 10, Dex 11, Con 8, Int 13, Wis 10, Cha 13.

Skills and Feats: Escape Artist +2, Hide +2, Knowledge (arcana) +5; Improved Initiative.

SERPENT PEOPLE, DEGENERATE

CR 1/2; Medium-sized monstrous humanoid; HD 1d8+1, hp 5; Init +4 (Improved Initiative); Spd 30 ft., swim 15 ft.; AC 13 (+1 natural, +2 large shield); Atk +2 melee (1d8+1, shortspear; or 1d4+1, bite and poison), +1 ranged (1d6+1, javelin); SA poison (Ex; 1d6 temporary Wis, initial and secondary; Fort save avoids, DC 15); SQ darkvision 60 ft.; AL CE; SV Fort +1, Ref +2, Will +0; Str 13, Dex 11, Con 13, Int 6, Wis 7, Cha 8.

Skills and Feats: Climb +5, Escape Artist +4, Hide +5; Improved Initiative.

THE SERPENT PEOPLE OF FREEPORT

Today, the number of degenerate serpent people living in Freeport is at an all time high. In fact, some of them have been able to make contact with the warm-bloods and even found a horrible kinship in the Brotherhood of the Yellow Sign. These degenerates somehow recall the Yellow Sign from their history, but they've either forgotten what harm it wreaked upon their ancestors, or they're simply beyond caring.

The degenerate serpent people aren't capable of properly worshipping the Unspeakable One, corrupted and spent as they are. The Brotherhood of live Yellow Sign carries on where ancient Valossa left off, however. The new brotherhood is made up of rogue civilized serpent people and warm-blooded converts. It suffered a serious blow to its efforts and organization at the end of *Madness in Freeport* but it has not entirely disappeared. Even with the warm-blooded worshippers laying low for a while, the cold-blooded kind are still at it in their underground temples.

Meanwhile, the civilized serpent people have moved in to the Underside at long last. They are attempting to rehabilitate their cousins and bring them back to the worship of Yig and the light of sanity. The civilized serpent people—far fewer in number than their cousins—have won sway over several small groups of degenerates. All these groups live near the surface. The deep dwellers still distrust anyone from the surface, even those that look like serpents.

K'Stallo, the serpent person who masquerades as High Priest Thuron, is currently leading a movement within the serpent people society to reestablish the worship of Yig, the Snake God. So far, it is slow going and there is still a great deal of resistance from those who with links to the Brotherhood of the Yellow Sign.

Time will tell if K'Stallo efforts win over the serpent people entirely, causing them to abandon the Yellow Sign for good. In the meantime, there will be battles fought between the two differing factions, especially once the Brotherhood of the Yellow Sign recovers from its setbacks. Freeport Harbor may soon run red with cold blood spilling out from the Underside.



- CHAPTER FIVE -

FREEPORT ADVENTURES

While Freeport is an excellent place for your heroes to visit, if they like it there enough, they may decide to make it their home. Freeport has a lot to offer parties of heroes—both in terms of adventure opportunities and as a place to live—as you already know if you've read the earlier portions of this book.

GETTING THE HEROES ON BOARD

With the wealth of information you have about the place at your fingertips, it can be tempting to simply tell the players that their PC's are going in set up shop in Freeport—and like it! After all, why should you have to go to the bother of buying and reading about another well-realized city or even taking the time and effort to come up with one of your own?

Of course, heroes (and their players) have minds of their own, and they're not always going to fall in line just like that. Once you've decided that Freeport is the place they should be. You can help any doubting heroes to come around to your way of thinking with just a little effort.

THE NEXT PORT OF CALL

The easiest way to do this is to have the heroes somehow end up in Freeport in the course of their adventures. At first, they may think that the city is simply yet another stop on their latest tour of the world. But as they return to the place time and time again—whether for supplies, for healing, or because their investigations have somehow led them back to the island town they should slowly come to see Freeport as the metaphorical and possibly geographical center of their lives.

Not every adventure your heroes have must take place in or around Freeport—although there's certainly enough intrigue and danger to go around for most folks. Variety is the spice of any life, in a game or otherwise. But at the end of the latest mission, when the smoke has finally cleared and the heroes are ready to go home, Freeport should be the home they're ready to go to.

TRANSPORTING FREEPORT

If the heroes are reluctant to come back to Freeport for whatever reason, there are ways around that, too. You can simply take the bulk of the information discussed earlier in this hook and pull the city straight out of the Serpent's Teeth and drop it firmly in a more likely location for your campaign. You can even change the name if you like. It's your game, after all, and there's no

reason that Freeport can't run around masquerading as some other town in your world.

The easiest way to move Freeport around is to place it near some other body of water. After all, Freeport is based around its port, and much of the city's allure comes from its being a center of commerce. Although Freeport is supposedly located on an island in the sea, it could just as easily be on the coast of a vast lake or even on the shore of a wide river.

A MORE RADICAL

CHANGE OF LOCALE

If that can't work for you for some reason, you can even drop Freeport down in the middle of a forest or even a desert, far from the nearest large body of water. Doing that is sure to cause you more obstacles as far as integrating Freeport into your campaign goes, but they are hardly insurmountable.

At its heart, Freeport is a nexus city, a place that lots of people are passing through all the time. Whether that happens by sea or by land isn't as important as the traffic itself. If you're determined to make the place landbound, you can simply turn the sailors into horsemen and make the captains into the leaders of overland caravans bringing goods from one place to the other. Instead of ships full of pirates, you have gangs of roving highway men ready to pillage and plunder unwary travelers unfortunate enough to pass their way.

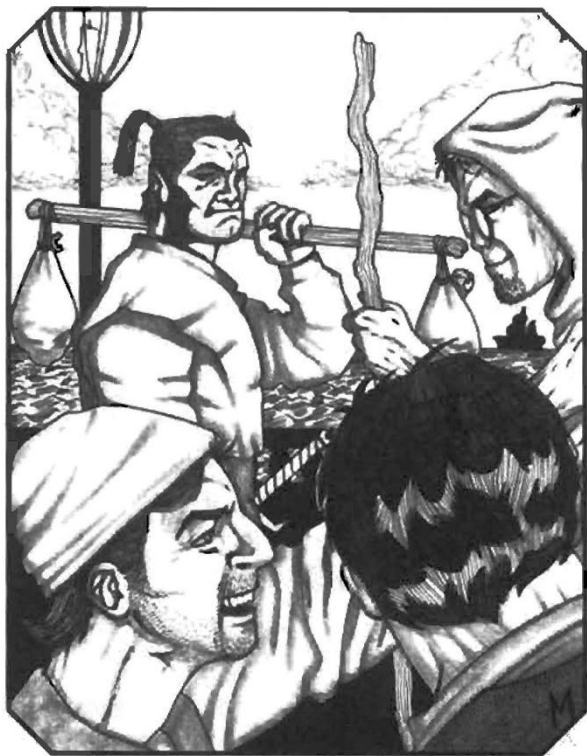
HOME, SWEET HOME

There are lots of good reasons for a band of stalwart adventurers to call Freeport home—and we're not nisi talking about the Moody Ore Ale. There are all sorts of resources here that might be hard to find elsewhere, and they're all collected into a single locale.

In Freeport, magic items are sold routinely, on markets black and white. Adventurers of all stripes can easily find wonderful places to train. Wizards can gain access to libraries full of spells ranging from the most mundane (for a spell, that is) to the exotic. Spell components can be tracked down. The finest Tools can be had.

This is all due to the fact that Freeport is one of the most successful and well-used trading ports in the world. The old saying among Freeport merchants is: "If we don't have it now, check back next week to see if it's wandered through." By the same turn, just about anything can be had by special order, as long as the customer is willing to wait. The more obscure or rare the item wanted, the longer the delays.

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TAKING CARE OF BUSINESS

If the heroes have money—if their adventures have been successful—Freeport can be their collective oyster. Just about any desire can be met—for a price. As the original Captain Drac was known to say time and time again: "The business of Freeport is business."

If the heroes are of less extravagant means, Freeport can still be their friend. With those who have gold in their pockets roaming about the place, there is always work of one sort or another to be had. This book is filled with adventure hooks with which you can snag your heroes and reel them in. Even if these fail you, there are always people in the city who are looking for brave and hardy souls to do them some service.

GOOD WORK IF YOU CAN GET IT

Many of the city's rich and powerful are in constant need of faithful bodyguards, people whose alignments and intentions can pass all manner of magical testing. Beyond that, these very same people often find themselves in demand of foolhardy adventurers to carry out certain tasks for them, of both the legal and not-so-legal variety.

If the heroes are of a more sinister bent, there are certainly sheep worthy of a good fleecing scattered throughout Freeport. However, the heroes should remember that their intended victims are hardly powerless, and those who fun e become firmly entrenched in Freeport society are sure to have friends more than willing to come to their aid- or avenge crimes against them.

A REPUTATION IS A DOUBLE-EDGED SWORD

Such heroes would also do well to remember the old admonition: "Don't make a mess in your own backyard." Those that find Freeport to their liking could find it turning into an inhospitable place should they incur the wrath of powerful people in the town.

By the same token, those heroes who gain a reputation for fearlessness and efficiency in their hometown can find themselves called on for help time and time again. While magical probing can do much to tell about a person's character, there's nothing like a real track record as proof of ability.

HUB OF THE WORLD

Captain Drac, who had a way with words as well as a way with a cutlass, liked to call Freeport, the "Hub of the World." The idea was that everything else rotated around the city of which he was so proud -whether everything else knew it or not.

Many adventurers can testify that Drac's words have proved true, for them at least. Depending on where it's located in your campaign world, of course, Freeport could be strategically placed within striking distance of all sorts of other places teeming with raw potential for adventure.

In other words, if there are two places that you feel that your heroes are going to spend a lot of time in the course of their travels, then Freeport should be roughly right between them, a natural place to stop along the way. If there are more such places, try to make Freeport as close to as many of them as possible.

FREEPORT AS A REFUGE

If your adventures are bound and determined to be concentrated in one location—other than Freeport Use—then Freeport should be positioned so that it's the most logical point of resupply outside of the main adventuring area. For instance, if the heroes are going to be spending a lot of their time moving in and out of a territory ruled by an evil king or emperor, then Freeport should be placed either just off the region's coast, or perhaps on the other side of a wide lake—just out of the steely grip of the tyrant's regime.

The idea here is that Freeport should be a safe haven for the heroes to escape to when they need a break from their regular routine on the road or in the dungeon. If the heroes need training, they should be able to get to Freeport, where they can find it readily. If they need to be healed or even just to restock their supplies, the same should be true. If they need someplace to purchase those items unobtainable elsewhere, Freeport should be their destination.

After several trips to Freeport, the heroes should start to feel familiar with the place, perhaps even a little proprietary. That's when you know that they've started to feel that the place is their new home. When that happens, you know you've got them.

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THE CITY OF ADVENTURE

The fact is that any hero who frequents Freeport doesn't have to look too far for trouble of the adventuring kind. The dark corners and sordid secrets of the City of Adventure provide a ready backdrop for drama and action of all kinds.

What kind of plots you want to enmesh your heroes in really depends on who they are and what they want to do. It's pointless to try to wrap most barbarians into an adventure brimming with political intrigue. Similarly, most wizardly types aren't going to want to get mixed up in the battle rings down by the docks. It's up to you to tailor the Freeport experience to your players' tastes.

Fortunately, Freeport is a multifaceted gem, offering up different aspects of itself to those that go looking for them. Some heroes might spend their entire lives in Freeport and never run across a member of the Captains' Council. Others might never find themselves entering a single hallowed place in the Temple District. And most of them would never even know that they were missing a thing.

FIGURING OUT YOUR HEROES

Before your heroes have spent too much time in Freeport, you should make an effort to know what they're looking for. There are two ways to do this: direct and sneaky.

THE DIRECT APPROACH

In the direct fashion, you simply take each of the players aside individually or even collectively and ask them what kinds of things they'll like their heroes to be doing. As efficient as this might be, it lacks certain artfulness, and it might also telegraph to the players some unwanted messages about what their heroes might be in for. Finding out what the world has in store for the heroes is a part of the fun, so there's no reason to spoil that unless you have to.

Most of the time, you should use the direct route only if prep time is short. When it's more important to get down to the main course of the game right away instead of building it up with an appetizer or two, sit the players down and ask the straight forward questions. Otherwise, it's usually worth your time to take it slow.

THE SNEAKY APPROACH

The sneaky method is much slower, but if you do it right, you'll end up giving the players the kinds of surprises they're looking for. No one wants to get into a game in which they know everything that's going to happen, just as no one wants to know everything about the plot of a movie they're about to go see.

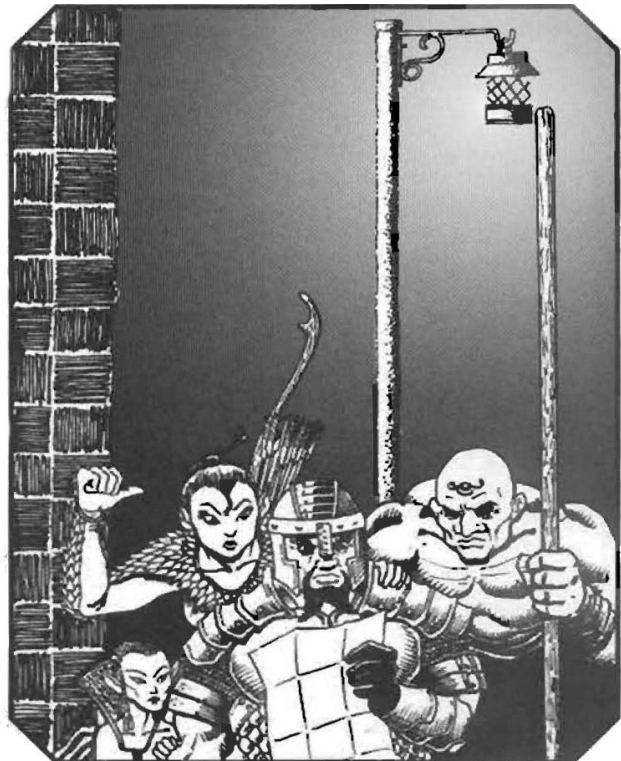
To give the players those kinds of surprises takes a bit more effort. This involves laying quite a bit of groundwork.

When the players first enter Freeport, present them with a number of different opportunities to become involved with wildly different things going on in the city. At this point, you shouldn't be so direct as to have them be approached by someone looking to employ them straight off. Instead, have them see what kind of opportunities they can find on their own.

By the very nature of the place, the heroes are going to interact with a large number of people in the city most of the time. As they do, you can drop hints into casual conversation about the different plans you might have for them in the city. Make sure you tailor these hints according to the people who are saying them, of course. A dock worker lugging crates from ship to warehouse, for instance, isn't likely to know about the inner workings of the Freeport aristocracy—while a seamstress to the wealthy or the concierge at a private club might have exactly that kind of information.

In fact, you can tell a lot about what the heroes are looking for in an adventure by the company they end up keeping—or seeking out. If they're spending their nights down at the Docks, swilling ale and keeping an ear out for news of incoming ships or roaming pirates, then an adventure at sea is likely in order. If they keep pretty much to the Merchant Quarter and the Old City, then perhaps they're ready for a lesson in the subtler points of court intrigue. If they're slumming in Scurvytown, maybe an exploit of a far less savory nature is what they have in mind.

In the end, it's all up to you- and your players. If you make the adventure engaging enough, the players should all enjoy it one way or another, no matter what they may have *thought* they were looking for.



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THE GODS

Throughout this book, we've used generic names for the various gods and many of the faiths represented in the City by the Sea. Once you get your hands on the city, though, that anonymity doesn't have to last long. After all, it's a lot more interesting to tell the heroes that they've just entered the Sacred Temple of the Blasted Lord of Light than to say that they're walking into the home of the God of Knowledge.

You have two basic options here. You can either integrate the gods you already have in your campaign into Freeport, or you can come up with a whole new set of gods that are fairly exclusive to the people of Freeport.

THE GODS ARE EVERYWHERE

It's easier, of course, to simply state that the God of the Sea in Freeport is actually the same as the God of the Sea that you're already using in the mainland portion of your campaign. This assumes that the same gods are pretty much in place all around the world—or at least in the region in which your PCs are likely to be spending much of their time.

This opens up all sorts of possibilities, too. Since the priests and worshippers of the gods in Freeport should automatically have some ties to the religious structures in place on the mainland, Freeport clerics may get their orders from a religious hierarchy a long way away, which can lead to all sorts of adventures the heroes can undertake for these distant powers.



As the leaders of the churches in Freeport, clerics there are charged with bringing the word of their chosen deities to the unconverted masses. In a port city like this, they're bound to encounter all sons of different souls passing through on a daily basis, each one a potential convert to the cause.

Additionally, some of the more aggressive religions are bound to be interested in sending out missionaries into the wilds of the region. As a center of commerce, Freeport is a natural staging area for these people. Missionaries can get their orders from the Freeport priests and also report to them whenever they return to town for rest or supplies.

THE GODS OF FREEPORT

If, on the other hand, you want to create a distinct pantheon of gods for Freeport, it's not that difficult. In essence, all you have to do is give names to the generic gods found throughout Freeport. See the section on the Temple District for more information about some of these. The details are fairly easy to work out from there.

Of course, for this to really make sense, the Serpent's Teeth should be fairly well removed from the mainland. Otherwise, it's hardly likely that the people of Freeport would have developed their own pantheon over the time since the city's founding.

If you do decide to go this route, you've set yourself up for quite a bit of drama. It's possible—likely even—that the gods of Freeport aren't terribly well respected outside of the city. These so-called "pirate gods" are relatively new to the scene, and their original followers are hardly what would be considered upstanding members of most communities.

In such cases, the heroes can become involved in a struggle between the Freeport pantheon and that of the mainland—or even those of faraway lands. This could eventually erupt into a war of the gods unlike any that the world has ever seen.

At first, of course, this conflict would be a cold war, with the various gods sending out their followers as agents to do their dirty work in the world. This could include spying on the other pantheons or even doing a bit of sabotage. As time wears on, though, this could eventually erupt into a full-scale armed battle that threatens to tear the world apart—or at least put the whole of Freeport under the sea.

DIFFERENT FACES OF THE GODS

One twist on the above options is to have the gods of Freeport simply be different aspects of the gods known on the mainland. This combines the ease of use of the first option while allowing for the intrigue of the second.

In essence, while the God of the Sea may be known by one name on the mainland and another within Freeport, he is the same deity. Only the worshippers themselves are confused about this, believing that the two gods are in fact separate people.

Whether or not the gods in question want to make this fact known to their separate groups of worshippers is entirely up to you. Some gods may like to have distinct groups of people paying homage to various aspects of their personality. Others may prefer to unite their disparate peoples under a single umbrella at some point.

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The gods work in mysterious ways, of course, and mortals are not privy to their reasoning—and perhaps wouldn't understand it if they were. This means you can pretty much set up things the way you want them. Then, if human reasoning doesn't provide any easy answers for why things are the way they are, you can simply chalk it all up to the ineffable nature of the gods.

SPECIAL GODS

Another variation on the above themes is to have most of the gods be from the mainland—or at least be simply Freeport aspects of them—while a few individual gods make Freeport their home. The most obvious candidate for such a role would be the God of Pirates. Such a figure is likely to have few followers in a landlocked part of the world, but in Freeport the buccaneers would flock to his temple, trying to curry his favor.

The same might go for the God of the Sea. In a town that sees more than its fair share of ships passing through, the God of the Sea is sure to get much more than simple lip service. If you're a sailor out on the open seas during a terrible storm, you can guess which deity you're suddenly going to find yourself praying to.

Of course, the God of the Sea might simply be a variation on the God of Water worshipped on the mainland, and in any case that god is sure to have his followers up and down the coast. The God of Pirates, too, might be merely an aspect of the God of Thieves, but it's more entertaining if he's actually his own entity.

LIFE ON THE SEA

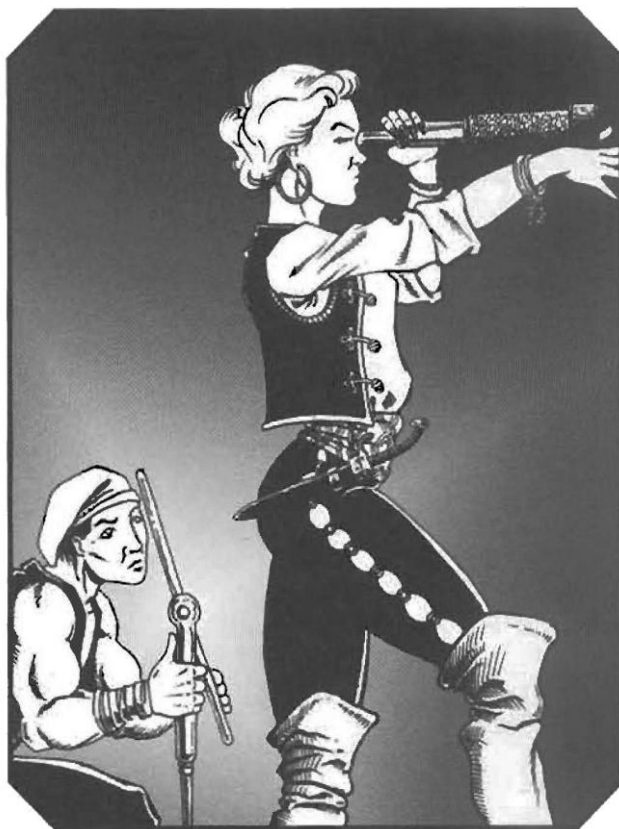
Once you've decided to base a campaign mostly in Freeport, you have two options. You can concentrate on life in the city—which we'll get to in a minute—or you can expand your horizons a bit and think about life on the sea. Either way, if the heroes ever want to get off the island, they're likely going to have to do it on a boat—flying and deportation options aside.

Life on the sea isn't for every hero, but it offers a chance for all kinds of adventure. Not only can the ships take the heroes from Freeport to faraway lands full of potential engagements, but the journeys themselves can be crammed with drama as well. You don't have to look any further than *The Odyssey* for evidence of this.

ARRANGING PASSAGE

Most starting heroes aren't going to have the finances to purchase and maintain their own ship. Rowboats and even most keel boats aren't much good for long ocean voyages. And then there's the maintenance to think about, in fact, even many longtime sea captains keep sailing for as long as they do just so that they can earn enough money to keep their larger ships in shape. Whether they do this through piracy or more legitimate means is up to them.

If the heroes want to get off the island—or to it—they're most likely going to have to make an arrangement with a sea captain going that way. The costs for passage on a ship can vary greatly depending on the accommodations and the amount of work the travelers are willing to pitch in on.



SEASICKNESS

Once on the sea, some people adjust quickly to the sea-sawing deck beneath their feet. Once they get their sea legs, they feel just as good at sea as on dry land. However, some folks just can't take the rolling of the waves, and may end up handing off their lunch to the fishes.

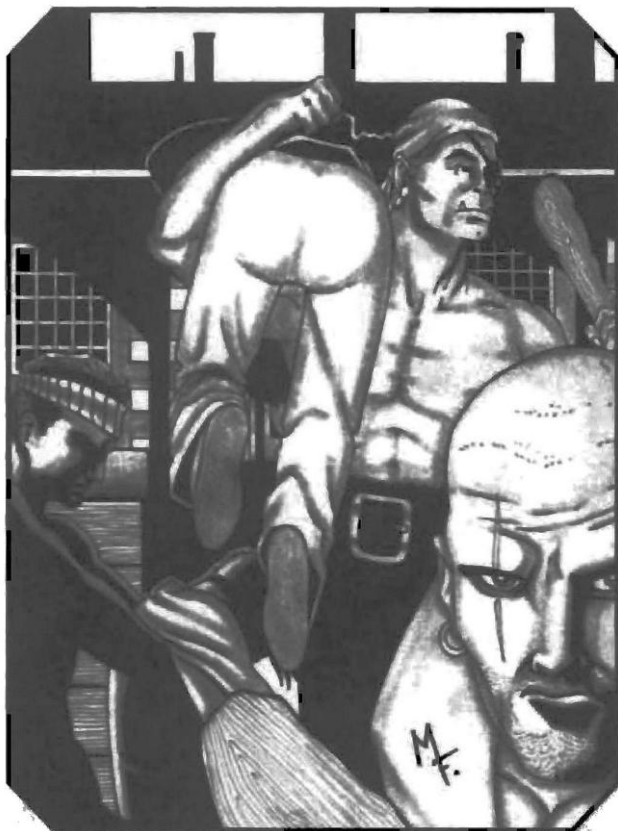
The first day a PC is at sea, have him make a Fortitude check to determine whether or not he gets seasick. Every time the weather changes, have the hero make another Fortitude check.

The DC for calm seas is usually pretty low, even as little as 5. When the seas get rougher, though, higher DCs are called for. A ship caught in a major storm with huge swells would raise the Fortitude DC to 20 or even higher.

It's possible for the heroes to do well with rough seas to suddenly become ill when becalmed. The adrenaline may have kept their lunch down during the tougher times, but once the danger is over the belly can let loose.

Each day the hero is seasick, he temporarily loses 1 point of Constitution. His can't fall below 3 due to Seasickness. On reaching 3, the hero falls unconscious and will not lose any further points. The best thing to do in such cases is put the poor victim ashore before he falls so low.

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The base cost for passage on a ship is 1 sp per mile, but that can be affected by a number of factors.

If the heroes wish to hire a private, luxury ship, complete with fine meals and flowing wine, the price can skyrocket to as high as 10 gp per mile. Their only duties on such a voyage would be to tell the captain where they'd like to go, to order their meals in time for the chef to acquire the necessary ingredients for them, and to enjoy the ride.

On the other end of the spectrum, live heroes can opt to work their way across on a ship. Their duties depend entirely on the kind of ship they lure on with. On a private cruise ship like the one mentioned above, the heroes might be taken on as bodyguards, hired wands and blades there to take care of any problems that might arise with pirates or even monsters from the deep.

On most other ships, the heroes might end up working simply as deckhands, doing what's needed to keep the ship in shape and on course. In either case, their accommodations are likely to be fairly Spartan, and they're bound to get sick of the chef's fishy gruel before too long. But the price is right.

Experienced PCs who work as bodyguards can expect up to 1 gp per day as a base wage, plus 10 gp or more for hazard pay on days in which they are endangered in the course of their duties. Deck hands can expect a base wage of 1 sp per day, plus 1 gp or more for each day of hazard pay. Of course, passage on the ship is also included free for any workers on board.

In both cases, the heroes may be eligible for a share of the ship's profit if the journey goes right. This can be as little as nothing on a bad trip to as much as 25 gp each if the captain

does well. Higher-level heroes can negotiate their own percentage if they think they deserve more but they have to be careful not to price themselves out of the market.

SHANGHAIED

Of course, not everyone on a ship is there of his own choice. There's a longstanding tradition in pirate circles—and even on some so-called "legitimate" ships—to procure workers the by kidnapping them.

Being shanghaied can be a life-altering experience for even high-level heroes. Imagine the powerful mage who falls victim to a drugged mug of ale and awakens to find herself shackled to an oar below decks in a ship already several miles out to sea. Of course, the mage and her fellows are likely candidates to lead a mutiny on the ship, but without any equipment at hand, it's certainly not going to be easy.

Workers are shanghaied in many different ways. Sometimes the perpetrators are the sailors who work the ship. Other times, they're simply thugs who are paid a set fee for each acceptable worker they "recruit" for the ship.

Cunning kidnapers are known to drug drinks or even to find a low-level spellcaster to lend a hand with a sleep spell or some other kind of magical compulsion. Some ship captains even use such means to keep their workers in line. A spell or magic item is much more expensive than the lash, but it's also much more effective.

Other kidnapers aren't so oblique in their methods. They prefer to take their victims by force. Of course, people involved in such things don't like to give their chosen targets a fighting chance, so they tend to rely on things like superior numbers and ambushes—or both. This gives the heroes a chance to actually fight back, but usually at some sort of disadvantage—at least from the attackers' point of view.

WADES OF DANGER

The sea conceals a whole other world far from the prying eyes of air-breathers, those people who can usually only dip into this mysterious place for a few scant minutes at a time. In any world that includes Freeport, this watery mask can conceal the kind of danger that strikes fear in even the bravest hearts.

Just how much the undersea world comes into play really depends on you. If the sea is just a wide-open road for the heroes to travel upon, that's fine. But it doesn't always have to be that easy. Besides the obvious hazards like terrible storms and leaky ships, there are all sorts of creatures that lurk beneath the waves, ready to wreak havoc upon a passing ship.

Smart captains prepare for these eventualities by luring on help to take care of such problems, especially if the ship is headed for dangerous territories. But not everyone has the means to protect her ship so well on each and every voyage.

Some captains have cut deals with the local undersea races, and to represent this, they have the symbols of their ships (national flags, personal heraldry, etc) painted on the underbelly of their various craft. This tells those who approach the ship from the deep that it is not to be trifled with. Of course, not all creatures feel

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obliged to read such symbols, much less pay any attention to what they might mean. More than one such "protected" ship has gone down in the middle of the night, the only excuse being that the attackers conveniently couldn't see the symbols at all.

MAN OVERBOARD!

While it seems counter intuitive, many sailors don't really know how to swim, and the heroes may not be exceptions to that rule. The rules for drowning aside, when a character gets dumped in the middle of the ocean, it's unlikely that the ship is going to be able to make it back to pick the soggy victim up.

First, there's the problem that sailing ships aren't exactly the easiest beasts to maneuver, even under the best of circumstances. If the ship is engaged in a battle, you can just about forget any thoughts of it coming back to rescue a dumped sailor—at least until the battle is over.

Second, it's a big sea out there, if there any waves at all, it can be difficult to spot a single person floating in the water.

Third, if the incident happens at night or during a storm—likely times for people to fall overboard, not too coincidentally—those factors help to keep the victim hidden from the eyes of any potential rescuers.

Of course, none of these restrictions apply to creatures who call the underwater side of the sea their home. If a hero goes overboard, her best chance for rescue is to be gathered up by an underwater native. The only question then is whether the "rescuer" is friendly or not. More than one hapless swimmer has been gathered up by a shark or other ravenous, aquatic beast for lunch.

LIFE IN THE BIG CITY

By the end of the day, Freeport is not just a launching pad for other adventures. It contains all of the features of an epic campaign right inside of its own borders. That's what this book is all about.

If the heroes are really going to settle down here, then you need to do a bit of homework about the town, really get it down so that you know it as well as any resident. Reading through this book is your first step, and if you've gotten to this portion, you're likely almost done.

Knowing all about the city doesn't mean you have to figure out the birthdays and favorite colors of every courtesan plying her trade in the Docks. But you do need to think about some of the basics of life in the city and how your heroes fit into it. With just a bit of effort you can breathe some real life into the information found in these pages and transform the Freeport from a base of operations into a true home.

A PLACE TO HANG YOUR HAT

If the heroes are setting up shop in Freeport, one of the first things they're going to want to do is find a place to call home. Staying at an inn is always an option, but the costs of doing so quickly add up. Ultimately, most PCs are going to look toward



either leasing a place from someone on a long-term basis or purchasing a home outright.

Finding a place to live in Freeport isn't all that difficult. It's a big city, so people are coming and going all the time. The easiest way to handle this is to ask the players what they're looking for in a home and where they'd like it to be. Then you can set the prices accordingly.

Be reasonable, of course. You're just not going to find a palatial mansion down in Scurvytown. Nor are you going to find a broken-down shanty in the Merchant District. Such places would generally either be robbed blind or razed to the ground within a matter of days.

A hero's home says a lot about him, but that's a larger subject than we have the space to really go into here. Some fairly wealthy heroes prefer to live simply in Freeport, so that they may simply live. Those who prefer high profiles may find that they have instead made themselves into easy targets.

In fact, some citizens of Freeport don't actually live in the city at all. Instead, they live just off its coast, on a boat that they own or rent or work. A bunk below deck may not be enough for some, but for others, it's more than plenty.

FRIENDS AND NEIGHBORS

Once a hero has managed to find a place to stay, you're ready to start integrating her into the city. Introduce her slowly but surely to the people that live near her, as well as to the people that she's bound to run into. For instance, there might be a little old lady who lives on the upper floor of a shop around the corner, and the hero might have the chance to help her across a busy street.

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Some neighbors are friendly and open. Others are tight-lipped and mysterious. Each offers his or her own kind of intrigue. What does that friendly soul want from the hero? And what is that overly private person trying to hide?

The hero is bound to meet all sorts of other people as she goes about her business, too. Perhaps she gets hassled or even helped by one of the guards who patrol her part of town. Or maybe she gets to know the grocer front whom she buys her food.

As you introduce these NPCs into the mix, be sure to take some quick notes on them. All you really need to know in most cases is the person's age, gender, and occupation. A few other quick personality notes can come in handy here, too. Then, when the hero is out and about, you can reacquaint her with these people.

Eventually the hero will start to recognize those around her, and vice versa. Sewn enough, she'll be hanging out at the local tavern -or maybe her chosen church- with her new friends. And she'll feel like she never wants to leave.

That's when you know she's home.

YOU CAN ONLY

LOOSE WHAT YOU HAVE

Once a hero is feeling at home in Freeport, you've set her up for a whole slew of adventures involving keeping herself, her friends, and her adopted town out of trouble. In a place like Freeport, there's always some kind of scheme going on, and a hero that's in the right place at the right time can help. For instance, what if the hero stumbles upon her favorite grocer



being shaken down for protection money? Or what if she discovers that the neighbor lady is in fact the mother of one of the men on the Captains' Council? Or perhaps the city is about to dig another well when the workers accidentally open up one of the main passageways through which the serpent people move around the city?

In each of the above cases, the heroes actually have some motivation to become involved other than the traditional reason: money. Instead, they feel like they must come to the aid of those around them for the good of the community,

This is an easy and obvious answer for good heroes, but even neutral and evil characters tend to step in to lend a hand when someone is hassling their friends or threatening to make a mess in their backyard. They might even go out of their way to protect someone they don't particularly like.

The reason why in each case is clear. People who live in an area together don't appreciate it when outsiders mess with their group. They're willing to band together to lend a hand for a while, even if later on they end up back at each other's throats.

Once you get the heroes to care about their fellow citizen, that's when the adventure opportunities start falling out of the sky.

WHATEVER

FLOATS YOUR BOAT

There are all sorts of different kinds of campaigns that you can run in Freeport, something for just about every style of play. Once you figure out what your players are looking for, you can set on a style and then work with it.

Of course, everyone likes a change of pace once in a while. That's what makes playing in Freeport so wonderful. If you want to tone down the politics and crank up the action for a few sessions, it's easy enough to do so. And when it's all over, you can choose another path for your campaign as well.

MONSTER BASH

The classic campaign style is kicking down the door, killing the monsters, and taking their treasure. This is alive and well in Freeport.

While kicking down the doors of citizens is frowned upon and can get you tossed into the Tombs, there are dangers that lurk beneath the city's streets and just beyond its borders. These are the kinds of dangers that live outside of the laws of the city. The guards aren't going to stop the heroes from killing these beasts. In fact, if the guardsmen have a chance and the numbers don't look too badly against them, they might even lend a hand.

The fact that Freeport is built upon an ancient Valossan (serpent person) home means that there are all sorts of evil creatures to be bashed. And if the monsters happen to have some treasure lying around afterward, no one's going to mind if the heroes scoop it up.

In fact, as word about the creatures below filters up through the ranks

- CHAPTER FIVE: ADVENTURES IN FREEPORT -

to the Captains' Council, the heroes may find that they can earn themselves a nice bounty on the head of each such creature that they help meet an untimely end.

POLITICAL INTRIGUE

As seen in *Madness in Freeport*, there is a lot going on in Freeport's political arena. This is true when there are openings on the Captains' Council, for sure, but there's also a whole other level of city bureaucracy in which the heroes may become entangled.

An entry into this kind of adventure may be as simple as the heroes' accidentally—or, even better, purposefully—annoying a petty bureaucrat who then goes out of his way to make the heroes' lives as difficult as possible. You need to have a light touch here, though, since heroes who are hounded too much by the city's various agents, whether they be guards, tax collectors, or something else, may decide that the situation is simply better avoided than confronted. In other words, if you're going to harass the heroes for living in Freeport, you'd better make sure they really want to be there first.

If the heroes really become involved in the city, they may find that one or more of them even wants to run for office—or at least help a candidate win. This is when dirty, city-level politics can really go into overdrive, and heroes who have no sense of how to play the political game may quickly find themselves in over their head. Back-room deals and treacherous infighting are problems that no sword can quickly solve—at least not without serious repercussions.

ROMANCE

One fine way to keep the heroes coming back to Freeport time and time again is to have one or more of them fall in love with someone who lives in town. These objects of affection can range from simple barmaids to snobby aristocrats and anyone in between.

This is a great means of getting the heroes involved in other kinds of adventures as well. After all, if something is threatening their lover—or even just someone whose attention a hero is dying to get—what better motivation could the heroes have for taking a hand?

Long-term romantic campaigns can even lead to marriages and families. Once a hero is actually raising children in town, he has an incredibly strong stake in making sure that Freeport is a fine, relatively safe place to live. There are few bonds as strong as that of family.

MYSTERY

With so many different people all thrown together in one place, there are bound to be some who wish to do others wrong.

Burglary, murder, kidnapping—all of them are possible lead-ins to adventure. Once the crime goes down, it may be up to the heroes to figure out exactly what happened, who did it, and why. After that,

it's a matter of tracking the transgressor down and bringing him



to justice.

The best mysteries are woven into the tapestry of the town itself. They involve uncovering histories between people that may have lay hidden for years or even generations. By digging around, the heroes are sure to turn over stones that some people—perhaps not even involved with the original crime—would prefer to be left undisturbed.

Investigating a good sordid mystery gives the heroes a good chance to become known in the town for more than simply being good at killing monsters—and to know others. It's also as good a chance to make powerful friends—as well as frightful enemies.

Some mysteries may lead the heroes into other campaign styles. If it turns out that the murder-theft was committed by serpent people that the butler let into the mansion, then the heroes might have to venture down into the labyrinth beneath the city to recover the lost item. If a love triangle was involved, the heroes may find one of their number becoming more entangled in the romantic possibilities of the situation than would be prudent. If the victim or the perpetrator of the crime is a powerful person in the city, the adventure may suddenly become all about politics.

VARIETY IS THE SPICE OF DEATH

In the end, mixing and matching styles may be your best bet. It offers both you and your players variety in the game experience and keeps your Freeport adventures from having that sense of sameness that can make any campaign stale.



- CHAPTER SIX -

RULES YOU CAN USE

While Freeport fits right into nearly any fantasy campaign world. It has a unique flavor. The core rules do a fine job establishing the basics. This chapter is full of "add-ons" to the rules that reinforce the nature and feel of the City of Adventure. There are new prestige classes, a new NPC class, new feats, new spells, and of course new magic items. Even if you don't use Freeport as the home city of your campaign, there's plenty of rules booty to plunder here, mates.

- NEW CLASSES -

PRESTIGE CLASS: FREEPORT PIRATE

Pirates founded the great city of Freeport. Although Sea Lord Drac gave Freeport the veneer of legitimacy, the city retains its buccaneer spirit. Freeport today is a port of call for merchants the world over, and it remains a haven for those living outside the law.

The Freeport Pirate is the inheritor of a great legacy. He maintains a code passed on from captain to captain since the founding of the city. While the Captains' Council plays politics and makes grand alliances, the pirates live life as they always have. A fast ship, a stout crew, and sharp steel are all a pirate needs.

Still, piracy these days is a quite a bit different from the days of yore. The well-organized navies of the continental nations are dangerous opponents, and few pirate captains have more than one ship under their command. These days Freeport Pirates must range further afield, and take longer voyages to find ripe pickings. Many head east, fueled by tales of spices and other riches, while others harry the humanoid coastlines in the distant south. No one on the continent sheds any tears for the kuo-tao, orcs, or lizardfolk who fall to pirate cutlasses.

Fighters and rangers are most likely to become Freeport Pirates, closely followed by rogues and barbarians. Bards and sorcerers are unlikely pirates, but their high Charisma scores can make it work. Clerics of maritime gods sometimes become pirates, as do druids that focus on the element of water. Monks and paladins never become Freeport Pirates, due to their lawful natures.

Abbreviation: Fpp
Hit Dice: d10

REQUIREMENTS

To qualify to become a Freeport Pirate, a character must fulfill the following Criteria:

Alignment: Any non-lawful

Base Attack Bonus: +4

Feats: Dodge, Weapon Focus (cutlass or boarding pike).

Knowledge (Sea Lore): 2 ranks

Profession (Sailor): 4 ranks

Swim: 4 ranks

Voyages: A character must make least three voyages as a crewman on a pirate ship.

CLASS SKILLS

Balance (Dex), Climb (Str), Craft [shipbuilding, sailmaking], Intimidate (Cha), Intuit Direction (Wis), Jump (Str), Knowledge [local, geography, history, sea lore] (Int), Profession [sailor] (Int), Spot (Wis), Swim (Str), Use Rope (Dex).

Skill points at each level: 4 + Int modifier.

CLASS FEATURES

The following are class features of the Freeport Pirate prestige class.

WEAPON AND ARMOR PROFICIENCY (EX)

The Freeport Pirate is proficient with all simple and martial weapons, but no type of armor. Wearing armor on the high seas is risky, especially in rough surf. Freeport Pirates can also use the Weapon Finesse feat with the cutlass. Common pirate weapons include the cutlass, the boarding pike, the belaying pin, and the gaff (see the sidebar on page 121).

SEA LEGS (EX)

A pirate spends years at sea, and learns to stay on his feet during foul weather. A Freeport Pirate gains a competence bonus to 11 Balance checks, and a successful check allows a full move instead of a half move. A failed check still means no movement at all.

RECKLESS ABANDON (EX)

Scorning armor, a pirate defies death with style and panache. Due to his fearlessness and swashbuckling demeanor, the pirate adds his Cha bonus (if any) to his Dex bonus modify his Armor Class. This bonus is lost if the pirate wears any armor.

ROPE MONKEY (EX)

Experienced seamen can climb rigging and ropes with the speed and dexterity of monkeys. Starting at 2nd level a pirate retains his Dex bonus to AC while climbing or fighting on rigging, ropes, or even masts. Furthermore, opponents gain no bonus to hit in these circumstances.

- CHAPTER SIX: RULES YOU CAN USE -

TABLE 6-1: FREEPORT PIRATE

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+1	+0	+2	+0	Sea Legs, Reckless Abandon
2nd	+2	+0	+3	+0	Rope Monkey, Animal Companion
3rd	+3	+1	+3	+1	Press Gang Thwack
4th	+4	+1	+4	+1	Superior Weapon Focus
5th	+5	+1	+4	+1	Life is Cheap
6th	+6	+2	+5	+2	Lightning Parry
7th	+7	+2	+5	+2	Lungs of Legend
8th	+8	+2	+6	+2	Superior Weapon Specialization
9th	+9	+3	+6	+3	Fearsome Reputation
10th	+10	+3	+7	+3	Pirate's Curse

ANIMAL COMPANION (EX)

If the character desires, he can gain an animal companion on reaching 2nd level. Treat this animal as the animal friendship spell, though the ability is not magical in nature. Common animal companions include parrots and monkeys, but others are also possible.

PRESS GANG THWACK (EX)

Not everyone chooses the pirate life. Sometimes a captain needs more crew, and the only way to get them is by force. A Freeport Pirate quickly becomes an expert at subduing landlubbers. Starting at 3rd level he can use weapons to deal subdual damage without taking the normal -4 penalty to hit. The quick crack to the back of the skull has become known as the Press Gang Thwack in Freeport (see 134-135 of the PH for rules on subdual damage).

SUPERIOR WEAPON FOCUS (EX)

At 4th level the pirate gains +1 bonus to hit with either the cutlass or the boarding pike. This bonus stacks with any existing Weapon Focus feat.

LIFE IS CHEAP (EX)

In the chaos of close-quarters shipboard fighting, pirates must be quick to survive. Foes must be dispatched quickly, and pirates learn effective if messy techniques to do so. At 5th level the Freeport Pirate can perform a coup de grace as a standard action instead of a full round action.

LIGHTNING PARRY (EX)

At 6th level a pirate with a light weapon in his off-hand can use it to parry incoming melee attacks. Using a lightning parry is a free action that adds a +2 circumstance bonus to the pirate's AC in melee for one round. The off-handed weapon cannot be used to attack while the pirate is

executing a lightning parry.

LUNGS OF LEGEND (EX)

At 7th level a Freeport Pirate learns to survive underwater for extended periods of time. He can hold his breath for a number of rounds equal to quadruple his Constitution, instead of double Con as normal. See page 85 of the DMG for full rules on drowning.

SUPERIOR WEAPON SPECIALIZATION (EX)

At 8th level the pirate gains a +2 bonus to damage with either the cutlass or the boarding pike. This bonus stacks with any existing Weapon Specialization.

FEARSOME REPUTATION (EX)

By 9th level such is the pirate's reputation that many foes flee at the mere sight of him. By announcing his presence and taking a dramatic action (like holding up the severed head of an enemy captain, for instance), the Freeport Pirate achieves the same effects as a *fear* spell cast by a 9th level sorcerer (use the pirate's Cha to determine DC). This is an extraordinary ability that can be used twice a day.

PIRATE'S CURSE (SU)

At 10th level the Freeport Pirate gains his most feared ability: the Pirate's Curse. In his last moments of life the pirate can pronounce a curse on a person or small group of people (no more than 1d4+1). This is a supernatural ability that has the same effect as a *bestow curse* spell cast by a 20th level sorcerer (and again using the pirate's Cha for DC). Typical targets include the pirate's killers or those who steal his treasure. The curse may be given a trigger ("May my curse strike down the man who first wields my cutlass in battle.") GMs should feel free to make up curse effects other than those listed in the PH. Curses should be both vengeful and appropriate to the crime.



- CHAPTER SIX: RULES YOU CAN USE -

PRESTIGE CLASS: CRIMEBOSS

Rogues are often the adventurous sort, delving into forgotten temples or running scams from city to city. A Crimeboss, on the other hand, knows there's money to be made just sitting at home and letting others do the dirty work. He's a leader of organized crime, immensely powerful on his home turf---and Likely to stay there. He organizes heists, runs rackets, protection scams, and cutpurse gangs and is the real power behind neighborhoods or even entire cities. A Crimeboss won't go into a dungeon in the wilderness because he doesn't have to. He stays right where he is and lets the money roll in.

Abbreviation: Crb

Hit Dice: d8

REQUIREMENTS

To qualify to become a Crimeboss, a character must fulfill the following criteria:

Alignment: Any non-lawful

Feats: Leadership

Gather Info: 8 ranks

Intimidate: 5 ranks

Knowledge (local): 4 ranks

Special: Every Crimeboss needs a territory to control. This could be a street, a neighborhood, a town, or even a city. To become a Crimeboss, a character must first take over a territory (which often necessitates taking out the previous crimeboss) or garner a suitable promotion from an existing criminal organization (a thieves' guild, etc.).

CLASS SKILLS

The Crimeboss's class skills (and the key abilities for each skill) are Appraise (Int), Bluff (Cha), Decipher Script (Int, exclusive class skill), Diplomacy (Cha), Disable Device (Dex), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Innuendo (Wis), Intimidate (Cha), Knowledge [local] (Int), Listen (Wis), Move Silently (Dex), Open Lock (Dex), Pick Pockets (Dex), Read Lips (Int, exclusive class skill), Search (Int), Sense Motive (Wis), Speak Language (None), Spot (Wis), Tumble (Dex), and Use Magical Device (Cha, exclusive class skill).

Skill points at each level: 8 + Int /modifier.

CLASS FEATURES

All of the following are class features of the Crimeboss prestige class.

WEAPON PROFICIENCY

Crimebosses do not engage in heavy combat if it is at all avoidable. That's what bodyguards and minions are for, after all. Crimebosses thus tend to limit their equipment to weapons and armor that can be concealed easily or worn in cities or social settings without arousing suspicion. They are proficient with all simple

weapons, as well as the sap, rapier, and short bow. Crimebosses are proficient with light armor but not with shields. Note that armor check penalties apply for armor heavier than leather to the skills Escape Artist, Hide, Move Silently, Pick Pocket, and Tumble.

WEEKLY INCOME

As it happens, crime does in fact pay—and rather well, too. A Crimeboss's larcenous activities (or rather those of his minions) provide for a very comfortable lifestyle. A Crimeboss receives a base weekly income of (Crimeboss level + Cha modifier) x 100 gp. This represents normal profits from the Crimeboss's activities. Should the Crimeboss be away from his home territory for a given week, his profits, are reduced due to non-payment, skimming, and other chicanery. Roll a d100 to determine what percentage of week's income is lost. Weekly income can also change based on events in the campaign, and the final amount is always subject to GM approval.

PIRATE WEAPONS

BELAYING PIN*

Belaying pins are used to secure ropes on ships and double as clubs when no other weapon is near hand. The belaying pin has the same stats as the club.

BOARDING AXE

Axes are common weapons aboard ships, quickly grabbed up when combat is in the offing. The boarding axe has the same stats as the hand axe.

BOARDING PIKE

The boarding pike is a cut-down version of the field pike, roughly six feet long. It is often used to defend ships from attacking parties. It has the same stats as the shortspear.

CUTLASS*

The cutlass is a heavy, short-bladed slashing sword with a basket hilt. It has the same stats as a scimitar, but the wielder gains a +2 circumstance bonus on his opposed attack roll disarm attempts.

GAFF*

The gaff is a metal hook with a crossbar at the base. It is used to hook fish and lift bales, and occasionally to tear the guts out of enemy sailors. It has the same stats as the punching dagger.

*Rogues receive proficiency in these weapons.

- CHAPTER SIX: RULES YOU CAN USE -



LARCENOUS FOLLOWERS (EX)

At 1st level, a Crimeboss attracts larcenous-minded individuals to his organization. This allows him to recruit rogues as followers (normally, the Leadership feat only allows followers from the warrior, expert, and commoner classes).

HAND CROSSBOW

Many Crimebosses favor the hand crossbow, an easily concealable weapon whose bolts can be poisoned. At 2nd level, a Crimeboss receives Exotic Weapon Proficiency (hand crossbow) as a bonus feat.

KILLER REP (EX)

Word spreads about the Crimeboss's iron grip on his territory and terrible wrath when he is crossed. At 3rd level the Crimeboss' reputation is such that he gains a +2 bonus to his Leadership score. This increases to +4 at 6th level and +6 at 9th level.

SNEAK ATTACK (EX)

Stealth and ruthlessness are often required of a Crimeboss. At 4th level the Crimeboss gains a +1d6 sneak attack as per the rogue class ability. This increases to +2d6 at 8th level. If the Crimeboss gets a sneak attack bonus from another source (likely rogue levels), the bonuses to damage stack.

INTIMIDATING AURA (EX)

The Crimeboss's imposing demeanor unsettles even the toughest thugs. At 5th level, a Crimeboss can add his Cha modifier as a luck bonus to his Armor Class. This bonus applies even when the Crimeboss is flat-footed and also applies vs. touch attacks.

STRONG-MINDED (EX)

The will of a true criminal mastermind is formidable indeed. At 7th level the Crimeboss becomes immune to mind-affecting magic. His will is simply too strong to be dominated in this way.

UNTOUCHABLE (EX)

By the time a Crimeboss reaches 10th level, his reputation is such that no sane person wants to cross him. No hirelings, assassins, mercenaries, or other paid toughs will take a contract on the Crimeboss. They know it would mean their death. Similarly, such is the Crimeboss's power in his home territory that even the toughest opponents think twice before attacking him. As long as the Crimeboss is in his home territory, living, sentient opponents must make a Will (DC 20) each round they want to attack, cast a spell at, or otherwise attempt to harm the Crimeboss. Those that fail must choose an alternate action instead.

TABLE 6-2: CRIMEBOSS

Class Level	Base Attack Bonus	Fort Save	Ref Save	Will Save	Special
1st	+0	+0	+2	+2	Larcenous Followers, Weekly Income
2nd	+1	+0	+3	+3	Hand Crossbow
3rd	+2	+1	+3	+3	Killer Rep +2
4th	+3	+1	+4	+4	Sneak Attack +1d6
5th	+3	+1	+4	+4	Intimidating Aura
6th	+4	+2	+5	+5	Killer Rep +4
7th	+5	+2	+5	+5	Strong-minded
8th	+6	+2	+6	+6	Sneak Attack +2d6
9th	+6	+3	+6	+6	Killer Rep +6
10th	+7	+3	+7	+7	Untouchable

~ CHAPTER SIX: RULES YOU CAN USE ~

NPC CLASS: CULTIST

Cultists are members of proscribed religious sects that lurk on the fringes of civilized society. Often city-based, cultists seem like ordinary folk. But unbeknownst to their friends and neighbors they have dedicated themselves to alien, and usually evil, gods. Some do it to get ahead, others to fulfill long-repressed desires, and others to simply relieve the tedium of everyday life. Dressing up in robes and visiting "forbidden temples" is quite exciting, after all, at least at first. The thrill-seekers rarely last long in the cults, however. Once they realize ultimate power won't be theirs by cutting off the heads of a few chickens, they move on to a new kick. Those that remain dedicated are rewarded with magic, but the road is a long and arduous one. Cultists who persevere eventually take on a leadership role, either taking over the cult or leaving to found their own.

Abbreviation: Clt
Hit Dice: d6

CLASS SKILLS

The cultist's class skills (and the key abilities for each skill) are Bluff(Cha), Craft (Int), Disguise (Cha), Escape Artist (Dex), Forgery (Int), Gather Information (Cha), Hide (Dex), Innuendo (Wis), Knowledge [religion] (Int), Listen (Wis), Move Silently (Dex), Profession (Wis), Search (Int), Sense Motive (Wis), and Spot (Wis).

Skill points at 1st Level: (4 +Int modifier) x 4.
Skill points at Each Additional Level: 4 + Int modifier.

CLASS FEATURES

All of the following are class features of the cultist NPC class.

WEAPON AND ARMOR PROFICIENCY

Cultists are skilled with all simple weapons and light armor (but not shields). Note that armor check penalties for armor heavier than leather apply to the skills Escape Artist, Hide, and Move Silently.

SPELLS

Starting at 5th level, a cultist can cast divine spells. He is limited to a certain number of spells of each spell level per day, according to his class level. A cultist may prepare and cast any spell on the cultist list, provided he can cast spells of that level. Like a cleric, he prepares his spells ahead of time each day.

The DC for a saving throw versus a cultist's spell is 10 + spell level + the cultist's Cha modifier.

Cultists do not acquire their spells from books and scrolls, nor prepare them through study. Instead, they pray for their spells, receiving them as a gift from their object of veneration. Each cultist must choose a time at which he must spend an hour each day in supplication to regain his daily allotment of spells (late night is common for cultists, so they can do it in the privacy of their homes without arousing undue suspicion). Time spent resting has no effect on whether the cultist can prepare spells.

When a cultist gets 0 spells of a given level, he gets only his bonus spell for that spell slot. A cultist without a bonus spell for that level cannot yet cast a spell of that level. Bonus spells for a cultist are based in Charisma.

In addition to his standard spells, a cultist gets one domain spell each spell level, starting at 1st. When a cultist prepares a domain spell, it must be the one from his domain (see below).

Each cultist must choose a patron deity (though there are some more esoteric cults that worship concepts rather than gods: GMs should determine appropriate information for these cults). Some sample deities are included below. The deity, and by definition the cult, influences what magic he can perform, his beliefs, and his goals.

Like clerics, a cultist has access to domains. However, he may choose only one domain from those available. This domain gives the cultist access to a domain spell at each spell level, as well as a granted power. Some cults may have variant granted powers for existing domains, to better reflect the cult's focus. An alignment domain can only be chosen if the cultist's alignment matches that of the domain.

SKILL FOCUS (BLUFF)

A cultist must keep his allegiance and activities secret. Thus a 1st level cultist receives Skill Focus (Bluff) as a bonus feat. Green Ronin recommends that Skill Focus give a +3 bonus to skill checks, rather than the +2 noted in the PH.

FAVORED WEAPON

At 2nd level the cultist gains the Weapon Proficiency feat in the favored weapon of the cult. This is usually the favored weapon of the deity, but sometimes individual cults adopt their own weapons. For instance, death cultists would be easily spotted if they carried around scythes. Thus many of them favor the dagger instead.

TABLE 6-3: CULTIST DEITIES

Deity	Alignment	Domains	Weapon
God of Pirates	Chaotic Neutral	Air, Travel, War, Water	Cutlass
God of Murder	Chaotic Evil	Death, Destruction, Evil	Dagger
Unspeakable One	Chaotic Evil	Chaos, Death, Destruction, Evil	Kukri
Oona, the Cannibal Spirit	Chaotic Evil	Destruction, Trickery	Dagger with Serrated Edge

- CHAPTER SIX: RULES YOU CAN USE -

SNEAK ATTACK

Cults operate in the shadows and sometimes they must silence those who threaten their secrets. At 3rd level the cultist gains a +1d6 sneak attack per the rogue class ability. This increases to +2d6 at 8th, +3d6 at 13th level, and +4d6 at 18th level. If the cultist gets an attack bonus from another source, the bonuses to damage stack.

LEADERSHIP

At 6th level the cultist receives the Leadership feat free. This represents the cultist climbing the hierarchy of the sect and either founding his own branch or taking on responsibility for a subgroup. In addition, the cultist can (and indeed usually does) recruit other cultists as followers (Leadership usually only allows the recruitment of commoners, experts, and warriors). At 10th level the cultist receives a +2 bonus to his Leadership score, increases to +4 at 15th level and +6 at 20th level.



STARTING GEAR

3d4x10 gp worth of equipment.

CULTIST SPELL LIST

Cultists choose their spells from the following list:

0 level: *cure minor wounds, daze, detect magic, detect poison, ghost sound, guidance, inflict minor wounds, light, mending, read magic, resistance.*

1st level: *bane, bless, cause fear, change self, command, cure light wounds, doom, hold portal inflict light wounds, magic weapon, message, obscuring mist, protection from good, shield of faith, summon monsters I.*

2nd level: *alter self, animal messenger, augury, charm person, darkness, death knell, desecrate, enthrall, hold person, inflict moderate wounds, lesser restoration, misdirection, pyrotechnics, silence, sound burst, spiritual*

TABLE 6-4: THE CULTIST

Class Level	Base Attack	Fort Save	Ref Save	Will Save	Special	Spells Per Day					
						0	1st	2nd	3rd	4th	5th
1st	+0	+0	+0	+2	Skill Focus (Bluff)	-	-	-	-	-	-
2nd	+1	+0	+0	+3	Favored Weapon	-	-	-	-	-	-
3rd	+2	+1	+1	+3	Sneak Attack +1d6	-	-	-	-	-	-
4th	+3	+1	+1	+4		-	-	-	-	-	-
5th	+3	+1	+1	+4		3	1+1	-	-	-	-
6th	+4	+2	+2	+5	Leadership	3	1+1	-	-	-	-
7th	+5	+2	+2	+5		3	2+1	-	-	-	-
8th	+6/+1	+2	+2	+6	Sneak Attack +2d6	3	2+1	0+1	-	-	-
9th	+6/+1	+3	+3	+6		3	2+1	1+1	-	-	-
10th	+7/+2	+3	+3	+7	Leadership +2	4	2+1	1+1	-	-	-
11th	+8/+3	+3	+3	+7		4	3+1	2+1	-	-	-
12th	+9/+4	+4	+4	+8		4	3+1	2+1	0+1	-	-
13th	+9/+4	+4	+4	+8	Sneak Attack +3d6	4	3+1	2+1	1+1	-	-
14th	+10/+5	+4	+4	+9		5	3+1	2+1	1+1	-	-
15th	+11/+6/+1	+5	+5	+9	Leadership +4	5	3+1	3+1	2+1	-	-
16th	+12/+7/+2	+5	+5	+10		5	3+1	3+1	2+1	0+1	-
17th	+12/+7/+2	+5	+5	+10		5	3+1	3+1	2+1	1+1	-
18th	+13/+8/+3	+6	+6	+11	Sneak Attack +4d6	6	3+1	3+1	2+1	1+1	-
19th	+14/+9/+4	+6	+6	+11		6	3+1	3+1	3+1	2+1	-
20th	+15/+10/+5	+6	+6	+12	Leadership +6	6	3+1	3+1	3+1	2+1	0+1

- CHAPTER SIX: RULES YOU CAN USE -

weapon, summon monster II, summon swarm, undetectable alignment, zone of truth.

3rd level: *animate dead, bestow curse, contagion, deeper darkness, dispel magic, glyph of warding, helping hand, inflict serious wounds, magic circle against goad, magic vestment, nondetection, prayer, secret page, slow, speak with dead, summon monster III, Tongues.*

4th level: *death ward, dimensional anchor, dimension door, divination, divine power, Evard's black tentacles, inflict critical wounds, lesser planar ally, poison, polymorph self, sending status, summon monster IV.*

5th level: *circle of doom, commune, dream, greater command, insect plague, lesser geas, mind fog, nightmare, plane shift, slay living, squall, strangle, summon monster V, unhallow.*

- SKILL VARIANTS -

SPEAK LANGUAGE

The long nautical tradition of the Serpent's Teeth has given rise to two forms of communication often used between ships at sea: semaphore, and the naval code.

SEMAPHORE

The semaphore flag code is an alphabet signaling system based on the waving of a pair of hand-held flags in a particular pattern. It can be used to communicate in any language based on the Common alphabet, though variants may exist for other alphabets. The range of this communication is limited to line-of-sight, but is relatively swift: a full sentence can be communicated with a full-round action.

Semaphore is in common use by merchant seamen, who frequently maintain a signal officer on longer voyages. The code is widely disparaged by pirates, whose idea of signaling with a flag is hoisting the skull and crossbones.

NAVAL CODE

An ancient alphabet code with roots in the great elven navies that flourished before the sinking of Volossa, naval code has since been modified to the Common alphabet and is ubiquitous throughout the human kingdoms.

The naval code substitutes long and short pulses of light for letters using a signal lantern or heliograph for transmission. The range of communication by naval code is impressive. A signal lantern can reliably communicate up to 3 miles during the day and 10 miles at night or in overcast conditions. A heliograph disk can transmit messages over the horizon by projecting light against the bottom of clouds. Its use is limited by weather conditions, but reliable communication at 20+ miles is not uncommon.

Unlike conventional languages, characters may take up to three ranks in Speak Language (naval code). At one rank, they can transmit or receive one sentence per minute. At two ranks, their speed increases to 5 rounds, and at three ranks they can send or translate a sentence with a full-round action.

- NEW FEATS -

BORN MARINE (GENERAL)

You are a skilled combatant and have many sea-going soldiers.

Benefit: You receive Martial Weapon Proficiency (cutlass) and gain a +2 bonus to Profession (sailor) checks.

DRAC BLOODLINE (GENERAL)

You are a distant descendant of Captain Drac, one of Freeport's first Sea Lords. With a little hick, you may be able to make a claim on title of Sea Lord yourself. Of course, Drac blood may also attract some unwanted attention (a fact your GM is sure to exploit).

Benefit: You get a +1 bonus on Bluff, Intimidate, and Sense checks.

Special: You may only take this feat as a 1st-level character.

FILTHY (GENERAL)

Your diet and poor hygiene have made you resistant to poison and disease.

Prerequisite: Non-elf, Cha 9-.

Benefit: You get a +2 bonus on all saves against poison and disease.

Special: You may only take this feat as a 1st-level character.

FRANCISCO BLOODLINE (GENERAL)

You are a distant relative of Captain Francisco, one of Freeport's first Sea Lords. The original Sea Lord Drac killed several of

your ancestors and you likely nurse a grudge against the Drac.
Benefit: You get a +1 bonus on Balance, Diplomacy, and Intuit Direction checks.

Special: You may only take this feat as a 1st-level character.

GREATER IMPROVED INITIATIVE (GENERAL)

You can react much more quickly than normal in a fight.

Prerequisite: Improved Initiative, Lightning Reflexes.

Benefit: You receive a +4 bonus on initiative checks. This bonus stacks with the bonus from improved initiative.

INTELLECT FORTRESS (GENERAL)

Your strong mind resists mental attack and domination.

Prerequisite: Lawful alignment, Intelligence 15+.

Benefit: Apply your Intelligence modifier instead of Wisdom modifier to Will saves.

PEARL DIVER (GENERAL)

You are practiced skindiver, and can hold your breath much longer than most.

Benefit: You gain a +2 bonus to Swim checks, and a +4 bonus to Constitution checks to hold your breath.

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PRESS GANGER (GENERAL)

You are adept at pressing unwilling sailors into service.

Prerequisite: Profession (sailor) skill, Improved Initiative.

Benefit: You gain bonus on Intimidate checks and a +2 damage bonus on attacks that inflict subdual damage.

RAZOR TACTICS (GENERAL)

Your quick wit and cruel tongue make you a terrifying verbal opponent.

Prerequisite: Skill focus (Intimidate).

Benefit: Add your Intelligence bonus to Intimidate checks.

SCOUNDREL'S LUCK (GENERAL)

Your good fortune is only exceeded by your roguish charm.

Prerequisite: Nonlawful alignment, Charisma 15+.

Benefit: Apply your Charisma modifier instead of Dexterity modifier to Reflex saves.

SKILL EXPERTISE (GENERAL)

You are specially trained to use your Dexterity instead of Strength with a certain skills.

Prerequisite: Class skill, Intelligence 13+.

Benefit: Choose one skill with the key ability of Strength, such as Climb or jump. With the selected skill, you may use your Dexterity modifier instead of your Strength modifier on skill checks.

Special: You can gain this feat multiple times. Each time you take the feat, it applies to a new skill.

SKILL FINESSE (GENERAL)

You are specially trained to use your Dexterity instead of Strength with a certain skills.

Prerequisite: Class skill, Dexterity 13+.

Benefit: Choose one skill with the key ability of Strength, such as Climb or Jump. With the selected skill, you may use your Dexterity modifier instead of your Strength modifier on skill checks.

Special: You can gain this feat multiple times. Each time you take the feat, it applies to a new skill.

TROLL BLOOD (GENERAL)

You have troll blood in your veins. You may even be a descendant of the famous pirate Sigurd Trolldottir.

Benefit: You heal much faster than normal people. For each day of rest, you gain 2 hit points per character level. For each day of complete bedrest, you gain 3 hit points per character level.

Special: You may only take this feat as a 1st-level character.

- NEW SPELLS -

BURROW

Transmutation

Level: Sor/Wiz 3, Travel 3

Components: V, S, F/DF

Casting Time: 1 action

Range: Touch

Target: Creature touched

Duration: 10 minutes/level (D)

Saving Throw: None

Spell Resistance: Yes (harmless)

The solid ground need not necessarily be a barrier to passage when this spell is handy. The spell's subject can burrow through solid earth or

snow (but not stone, wood, ice, or metal) at a speed of 30 feet (20 feet if the creature wears medium or heavy armor). Burrowing requires a full-round action, so the subject cannot attack or cast spells. The subject of a *burrow* spell cannot charge or run.

The subject's passage through earth or snow leaves a tunnel that may be followed by non-burrowing creatures of the same size or smaller, at one-quarter of their normal speed. If the burrower moves at half speed, he can leave a tunnel large enough to permit the movement of others through it at full speed.

Arcane Focus: the paws of a burrowing creature such as a mole or badger.

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CALM WINDS

Transmutation

Level: Clr 6, Drd 6, Sor/Wiz 5
Components: V, S
Casting Time: 10 minutes (see text)
Range: Two miles
Area: Two-mile radius circle, centered on you (see text)
Duration: 2d12 hours (D)
Saving Throw: Fortitude negates (see text)
Spell Resistance: No

This spell creates doldrums (a total lack of any wind) in the local area. It takes 10 minutes to cast the spell and an additional 10 minutes for the effects to manifest. When it manifests, all natural winds cease immediately. Magically-created winds and weather receive a Fortitude saving throw as if the spell affected their easier.

Druids casting this spell double the duration and affect a circle with a three-mile radius.

CLOUD SHAPE

Transmutation

Level: Clr 3, Drd 2, Sor/Wiz 3
Components: V, S, DF
Casting Time: 1 action
Range: Sight
Target: One cloud
Duration: 10 minutes/level (D)
Saving Throw: None
Spell Resistance: Yes (object)

Some people see shapes in (lie) clouds, but this spell allows the caster to make those shapes definite! *Cloud shape* alters the appearance of a single cloud within view (including smoke and mist, but not magic effects such as fog *cloud*) into any shape the caster desires. For example, the caster could make a cloud spell out a word, resemble a person known to her, or point to an object or location.

Cloud shape does not grant viewers any ability to understand written messages in the clouds if they don't know the language, and attempts at cloud portraits require a Craft (painting, drawing, sculpture, or illusion-weaving) check (DC 10) to determine the accuracy of the portrayal. Note that the Craft skill may be used untrained.

CREATE HEALING SPRING

Conjuration [Creation]

Level: Clr 5, Drd 6
Components: V, S, M, XP
Casting Time: 10 minutes
Range: Touch
Target: Object touched
Duration: Instantaneous
Saving Throw: None
Spell Resistance: No

This spell brings forth a permanent spring of cold, clean water

from solid earth. The spring yields 3d3 gallons of fresh water per day, and flows regardless of the temperature (though a pool formed in a cold environment freezes normally). The spell functions only if cast on earth or stone: it fails if cast on potted earth or any portable object. If the mouth of the spring is moved or disrupted, the spell immediately fails.

Any creature that drinks from the spring is cured of disease and healed of all subdual damage. Water taken from the spring loses its curative properties immediately.

Material Components: A heavy maul and steel chisel, used to create the spring's head; *XP* Cost: 100 *XP*.

DESTROY WATER

Transmutation

Level: Clr 3, Sor/Wiz 3
Components: V, S, M/DF
Casting Time: 1 action
Range: Medium (100 ft + 10 ft/level)
Target: 10 ft cube of water or single creature
Duration: Instantaneous
Saving Throw: Fortitude halves (creatures)
Spell Resistance: Yes

This spell destroys water, leaving dust in its place. It affects only ordinary, nonmagical water, not other liquids.

If cast on a water creature, the creature must make a Fortitude save or be destroyed. The spell deals 5d6 points of damage even if its saving throw succeeds.

Drinkable water is at a premium on most long sea voyages. Use of this spell on such a journey will likely be met with displeasure by the caster's travelling companions.

Arcane Material Component: A bit of sponge.

DIVE

Transmutation

Level: Clr 4, Drd 4, Sor/Wiz 4
Components: V, S, F/DF
Casting Time: 1 action
Range: Touch
Targets: Living creatures touched
Duration: 1 hour/level (see text)
Saving Throw: Will negates (harmless)
Spell Resistance: Yes (harmless)

The depths of the ocean are the very definition of a hostile environment to land dwelling creatures. Dive allows surface dwellers to not only survive but function freely in the inky depths. Transmuted creatures affected by this spell can breathe water freely, gain darkvision to 60 feet, are immune to the effects of pressure, and gain a +10 competence bonus to Swim checks. Divide the duration evenly among all the creatures touched. The spell does not make creatures unable to breathe air.

Arcane Focus: A tiny bronze bell.

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DUST STORM

Conjuration [Creation]

Level: Drd 4, Sor/Wiz 3
Components: V, S, M/DF
Casting Time: 1 action
Range: Long (400 ft + 40 ft/level)
Effect: Sand spreads 40 ft, 20 ft high
Duration: 1 round/level (D)
Saving Throw: Reflex partial
Spell Resistance: No

Fine grains of sand driven by powerful winds block all sight (even darkvision) within the spell radius, smother unprotected flames, and can even extinguish protected flames (50% chance). Creatures not wearing medium or heavy armor, and not inside shelter, suffer 1D3 subdual damage per round of exposure.

Arcane Material Component: A pinch of dust that is blown from the hand as the spell is cast.

FIREBIRD

Conjuration [Creation]

Level: Clr 6, Drd 6, Sor/Wiz 5
Components: V, S
Casting Time: 10 minutes (see text)
Range: 0 ft
Effect: 1 firebird
Duration: 1 hr/level (D)

Saving Throw: None
Spell Resistance: No

This spell conjures a quasi-real, birdlike creature composed of roaring flames. The firebird can be ridden only by the caster or by the one person for whom the caster specifically created the mount. A *firebird* resembles a giant eagle with red, orange, and white flames in place of feathers. It has what seems to be a saddle and bridle. It fights as a giant eagle, but deals an extra +1d6 points of fire damage with each attack, has damage reduction 5/+1, and is immune to fire spells and effects. All normal animals shun it and refuse to attack it. (Dire animals and non-intelligent creatures, such as vermin, can attack it.)

The mount has an Armor Class of 17 (-1 size, +5 natural armor, +3 Dex) and 26 hit points +1 hit point per caster level. If it loses all its hit points, the *firebird* disappears. A *firebird* has a speed of 10 ft, and a fly speed of 160 feet with average maneuverability. It can bear its rider's weight plus up to 10 pounds per caster level.

While seated on the *firebird*, the rider gains fire resistance (20) and +1 luck bonus to all saving throws.

GILLS

Transmutation

Level: Clr 1, Drd 1, Sor/Wiz 1
Components: V, S
Casting Time: 1 action
Range: Touch
Targets: Living creatures touched
Duration: 10 minutes/level (see text)
Saving Throw: Will negates
Spell Resistance: Yes

The transmuted creatures affected by this spell gain fishlike gills on their necks or chests. They can breathe water freely, but suffer the effects of drowning when exposed to air. This spell may only be cast on willing subjects. Divide the duration evenly among all the creatures touched.

GLASTEEL

Transmutation

Level: Sor/Wiz 6
Components: V, S, M
Casting Time: 1 minute/lb created
Range: Touch
Effect: A glasteel object weighing up to 5 lb/level
Duration: Instantaneous
Saving Throw: None
Spell Resistance: No

Glasteel is a magical substance created from normal, nonmagical crystal and glass. *Glasteel* is as strong, heavy and resistant to fire as steel, but retains the transparency of the original material. Spells that affect metal or glass (such as shatter and rusting grasp) do not function on *glasteel*. Using tinspell with fabricate or a glass-related Craft check, the caster can fashion glass or crystal items that function as steel items. Thus, glass plate armor and glass swords can be created that are as durable as their normal, steel counterparts.

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Arcane Material Component: Glass or crystal shaped into the form of the intended *glasteel* object.

MASS INSANITY

Enchantment [Compulsion] [Mind-Affecting]

Level: Sor/Wiz 8
Components: V, S
Casting Time: 1 action
Range: Medium (100 ft + 10 ft/level)
Targets: Living creatures, no two of which can be more than 60 ft apart
Duration: Instantaneous
Saving Throw: Will negates
Spell Resistance: Yes

The enchanted creatures suffer continuous *confusion* effect. *Remove curse* does not remove *mass insanity*. *Limited wish*, *miracle*, *wish*, or *greater restoration* can restore the creatures.

MOTHBALL

Necromancy

Level: Clr 3, Sor/Wiz 3
Components: V, S, M/DF
Casting Time: 1 action
Range: Close (25 ft + 5 ft/2 levels)
Target: 10 cubic ft/level
Duration: 1 day/level (D)
Saving Throw: None
Spell Resistance: Yes (object)

The spell preserves organic matter against decay. All once-living matter (leather, fish, dead flesh, and so on) within the effects of the spell completely resists the passage of time and gains a +1 resistance bonus on all saving throws.

Arcane Material Component: A pinch of sea-salt, which is sprinkled over the objects to be preserved.

PIRATE'S BOOTY

Enchantment [Compulsion] [Mind-Affecting]

Level: Clr 7, Sor/Wiz 7
Components: V, S, M
Casting Time: 10 minutes
Range: Close (25 ft + 5 ft/2 levels)
Target: 1 buried chest
Duration: Permanent
Saving Throw: Will negates
Spell Resistance: Yes

This spell is cast in conjunction with the burial of a chest of treasure. Up to 100 HD of creatures within a mile of the burial site are subject to a *modify memory* effect that utterly erases all *memory* of the burial site and the contents of the chest itself. The caster also loses his memory, but within a day of casting the spell a tattooed map of the location appears on his back. A single person named at the time of the casting, which can include the caster, may decode this map and thereby gain full memory of the location and contents of the chest, even if he was not present at the original burial.

Material Component: The head of a sailor with sewn-up eyes and mouth, which is buried with the chest

RAY OF GLUMSINESS

Necromancy

Level: Sor/Wiz 1
Components: V, S
Casting Time: 1 action
Range: Close (25 ft + 5 ft/2 levels)
Effect: Ray
Duration: 1 minute/level
Saving Throw: Fortitude negates
Spell Resistance: Yes

A darting yellow ray springs from the caster's hand. The magic-user must succeed at a ranged touch attack to strike a target. The subject suffers a -1d6 enhancement penalty in Dexterity, with an additional -1 per two caster levels (maximum additional penalty of -5). The subject's Dexterity score cannot drop below 1.

RAY OF DRY ROT

Transmutation

Level: Clr 6, Drd 6, Sor/Wiz 5
Components: V, S, M/DF
Casting Time: 1 action
Range: Close (25 ft + 5 ft/2 levels)
Effect: Ray
Duration: Instantaneous
Saving Throw: Fortitude halves (object)
Spell Resistance: Yes (object)

A black ray springs from the caster's pointing finger, infecting any wooden object or creature it strikes with a magical form of dry rot. The caster must make a successful ranged touch attack to hit. Up to a 10-foot cube of wood is affected. This effect deals 10 points of damage to wooden objects, including weapons and shields, ships, and buildings, turning them brittle as dry kindling.

Arcane Material Component: A shipworm or termite encased in amber.

RAY OF RUST

Transmutation

Level: Clr 5, Drd 5, Sor/Wiz 5
Components: V, S, M/DF
Casting Time: 1 action
Range: Close (25 ft + 5 ft/2 levels)
Effect: Ray
Duration: Instantaneous
Saving Throw: Fortitude halves (object)
Spell Resistance: Yes (object)

A dull red ray springs from the magic-user's pointing finger, instantly rusting any metal object or creature it strikes. The caster must make a successful ranged touch attack to hit. Up to a 10-foot cube of metal is affected. This effect deals 20

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points of damage to metal objects, including magic weapons and shields. Against ferrous creatures like iron golems, *ray of rust* deals 10 points of damage, plus 1 per caster level (maximum - 15).

Arcane Material Component: A rusted nail, which is broken as the spell is cast.

RUSTING FOG

Conjuration [Creation]

Level: Drd 6, Sor/Wiz 6

Components: V, S

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Effect: Cloud that spreads in 30 ft radius, 20 ft high

Duration: 1 round/level

Saving Throw: None

Spell Resistance: Yes

While *ray of rust* offers a direct attack against metal items, this spell offers a wider-ranging option. *Rusting fog* creates a bank of fog like that created by *stinking cloud*, except that the vapors rust and destroy metal objects. Metal armor within the field of effect loses 1d6 points of Armor Bonus to corrosion every round spent in the cloud. Metal weapons and other objects are destroyed after one round of contact with *rusting fog*. Magical metal items are immune to this spell.

Against ferrous creatures, rusting fog deals 3d6 points of damage + 1 per caster level (maximum 15) per round of exposure.

SALTBURST

Conjuration [Creation]

Level: Sor/Wiz 2

Components: V, S

Casting Time: 1 action

Range: Long (400 ft + 40 ft/level)

Area: 10 ft radius + 5 ft/3 levels

Duration: Instantaneous

Saving Throw: Fortitude halves

Spell Resistance: Yes

An explosion of salt crystals and brine erupts in a sphere at the caster's direction. The spell deals 2d4 points of dehydration damage, or 2d8 points to plant creatures and water elementals. The spell's radius increases by 5 feet for every three caster levels (maximum +20 feet).

SARGASSO

Transmutation

Level: Drd 5

Components: V, S, DF

Casting Time: 1 action

Range: Long (400 ft + 40 ft/level)

Area: Plants in a 100 ft radius spread

Duration: 1 minute/level

Saving Throw: Reflex (see text)

Spell Resistance: No

Seaweed and kelp wrap around ships in the area or those that enter the area, holding them fast. A ship affected by *sargasso* maneuvers two classes worse than usual, and its speed drops to zero. The crew can attempt to break free by making a Strength check (DC 30), or the helmsman may make a Profession (sailor) check (DC 30). A ship that succeeds at a Reflex saving throw is not stopped but can still move at only half speed through the area. Each round, the plants again attempt to grapple all ships that have avoided entanglement. This spell has no effect on swimmers, sea creatures, or any target other than ships.

SHIPWRACK

Transmutation

Level: Drd 7

Components: V, S, DF

Casting Time: 1 action

Range: Long (400 ft + 40 ft/level)

Target: 1 ship

Duration: 2 rounds + 1 round/5 levels

Saving Throw: Fortitude negates (see text)

Spell Resistance: Yes (object)

This potent spell directly attacks the integrity of a boat or ship, wrenching it from side to side in an attempt to stave in its hull and topple its mast. The targeted ship must succeed at a Fortitude save each round or suffer a loss of 25% of its hit points, speed, and carrying capacity. If the ship is reduced to 0% capacity, it sinks, in 1d3 rounds.

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When cast against a ship under sail, the ship's pilot may substitute a Profession (sailor) check for the ship's Fortitude save; he may make both checks before deciding which to apply.

SIREN SONG

Enchantment [Compulsion] [Mind-Affecting, Sonic]

Level: Brd 5, Sor/Wiz 5

Components: V, F

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Targets: One creature/level, no two of which can be more than 30 ft apart

Duration: Concentration, up to 1 round/level

Saving Throw: Will negates

Spell Resistance: Yes

You lure creatures to follow the sound of your voice. All creatures affected by the spell attempt to reach the caster by the most direct route available. If the path leads into a dangerous area (such as into the open sea, through flame, etc.), the affected creatures gets a second saving throw. Enchanted creatures can take no actions to attack or actively defend themselves, but do not suffer defensive penalties. An enchanted creature within 5 feet of the caster stands and listens in rapt fascination, but gains a third saving throw if attacked by the caster or his allies. A bard's countersong ability allows the enchanted creature to attempt a new Will save. If the caster stops speaking or singing, or is affected by a silence spell, the spell effect immediately ends.

Arcane focus: A harpy's tongue.

SQUALL

Conjuration [Creation]

Level: Clr 5, Clt 5, Drd 5, Sor/Wiz 5

Components: V, S

Casting Time: 10 minutes

Range: Long (400 ft + 40 ft/level)

Area: 100 square ft

Duration: 1 minute/level (D)

Saving Throw: None

Spell Resistance: Yes

This spell creates a powerful storm that sweeps across the caster's enemies, buffeting them with winds and rain, drowning out verbal spells and communication, and causing a flash flood if the conditions are right. All subjects within the spell's area suffer the following effects:

- Blinding rains and winds reduce visibility to zero and make even darkvision ineffective;
- Spot, Search, and Listen checks, and any checks dependent on vision or hearing, are impossible;
- Spellcasters must succeed at a Concentration check (DC 20 + spell level) to successfully cast a spell;
- Spells with verbal components may not be cast;
- Ranged attacks are impossible (both into and out of the area);
- Unprotected flames are automatically extinguished, and protected flames have a 75% chance of being doused;
- Creatures within the effect gain total cover against

attacks from outside.

If the spell is cast above soil or sand, it creates an area of mud that restricts movement to one-third normal speed. If cast above solid rock (including a paved road) it creates a flash flood that flows downhill, forcing all in its path to make a Fortitude save (DC 15) or be swept away, taking 1d6 subdual damage per round and moving at 60 feet per round with the flow of water.

This spell can only be used outdoors. It does not function indoors, underground, or underwater.

STRANGLE

Necromancy

Level: Clt 5, Sor/Wiz 5

Components: V, S, M/DF

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Area: Several creatures within a 15 ft radius burst

Duration: 1 round/level (D)

Saving Throw: Special (see text)

Spell Resistance: Yes

The *strangle* spell suffocates one or more creatures. Roll 4d6 to determine how many total HD of creatures can be affected. Creatures with the fewest HD are affected first. Among creatures with equal HD, those who are closest to the spell's point of origin are affected first. No creature with 10 or more HD is affected, and HD that are not sufficient to affect a creature are wasted. Creatures with no Constitution scores (such as constructs and undead), or which do not need to



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breathe, are immune to the spell.

Creatures within the spell radius must make a Constitution check each round against the spell DC or immediately fall unconscious. In the following round, the victim drops to -1 hit points and is dying. In the third round, he suffocates and dies.

Arcane Material Component: A reed, which is pinched closed as the spell is cast.

STUNNING BOLT

Evocation [Electricity]

Level: Sor/Wiz 2

Components: V, S

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Effect: Ray

Duration: Instantaneous

Saving Throw: none

Spell Resistance: Yes

A ray of electricity arcs from your fingertip toward a single creature, dealing 1d6 points of subdual damage per caster level (maximum 10d6). You must succeed at a ranged touch attack to hit your target.

The spell does not function against creatures that are immune to subdual damage or electrical attacks, and electricity resistance counts as double its listed value against this effect.

SUNDERING MISSILE

Evocation [Force]

Level: Sor/Wiz 2

Components: V, S

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Targets: Single object, no more than 10 lbs/caster level

Duration: Instantaneous

Saving Throw: Fortitude halves (object)

Spell Resistance: Yes

A bolt of magical force darts forth from the caster's fingertip and unerringly strikes a targeted solid object, dealing 1d6 points of damage per caster level (maximum 10d6).

The bolt strikes unerringly, even if the object is used in melee. Nothing less than total cover or concealment will protect the target. Creatures and animated objects (including constructs) cannot be targeted by this spell.

SWIM

Transmutation

Level: Sor/Wiz 1

Components: V, S, M

Casting Time: 1 action

Range: Touch

Target: Creature touched

Duration: 1 minute/level (D)

Saving Throw: None

Spell Resistance: Yes

The subject gets a +30 bonus on Swim checks for the duration of the spell.

Material Component: A live minnow, which is swallowed as the spell is cast.

DISE OF THE DEEP

Evocation

Level: Sor/Wiz 8

Components: V, S

Casting Time: 1 action

Range: Long (400 ft + 40 ft/level)

Targets: Living creatures, no two of which can be more than 60 ft apart

Duration: Instantaneous

Saving Throw: Fortitude halves

Spell Resistance: Yes

This spell subjects its victims to crushing pressure, as if they were hundreds of feet under the sea. It deals 1d6 points of bludgeoning damage per caster level (maximum 25d6) and victims who fail their save are permanently deafened. This spell has no effect on incorporeal or gaseous creatures, on oozes, or on any creature with the Aquatic subtype.

WALL OF WATER

Conjuration [Creation]

Level: Clr 6, Drd 6, Sor/Wiz 5

Components: V, S

Casting Time: 1 action

Range: Medium (100 ft + 10 ft/level)

Effect: Wall of water, up to one 10 ft cube/level (S)

Duration: 10 minutes/level (D)

Saving Throw: None

Spell Resistance: No

The wall of water spell creates a barrier of sea water under extremely high pressure. Any creature forced into or attempting to move through the wall takes 1d6 points of bludgeoning damage per caster level (maximum 15d6) per round of movement. Incorporeal and gaseous creatures, oozes, and creatures with the Aquatic subtype take no damage from the wall.

Because of the intense pressure within *wall of water*, creatures move at one-quarter their normal speed when passing through it.

The caster can make the wall as thin as 5 feet thick, which allows her to shape the wall as a number of 10-by-10-by-5-foot blocks equal to caster level x 2. This has no effect on the damage inflicted by the wall, but any creature attempting to move through takes that much less time to move through the barrier.

Any creature within the area of the spell when it is cast takes damage as if it had moved into the wall and may move out on its next turn.

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- NEW MAGIC ITEMS -

ARMOR AND SHIELDS

Most magic armor and shields only have enhancement bonuses. They can also have the special abilities detailed here. A suit of armor or shield with a special ability must have at least a +1 enhancement bonus.

SPECIAL ABILITIES DESCRIPTION

AUTHORITY

On command, an armor suit of authority becomes emblazoned with symbols of civil, military, or religious authority plucked from the minds of onlookers. It adds a +10 morale bonus to the user's intimidate checks. This enchantment may only be applied to armor.

Caster Level: 4th; **Prerequisites:** Craft Magic Arms and Armor, *scare*; **Market Price:** +1 bonus.

CUTPURSE

Cutpurse armor is cunningly designed to incorporate a number of hidden pouches, false pockets, and concealed blades. It grants a +10 circumstance bonus to Pick Pocket checks. (The armor's armor check penalty still applies normally). This enchantment may only be applied to armor.

Caster Level: 4th; **Prerequisites:** Craft Magic Arms and Armor, *misdirection*; **Market Price:** +1 bonus.

DEATHWARD

A suit of armor or shield enchanted with this ability is often decorated with a motif of life; growing plants, the sun, or hearts are commonly seen. Once per day as a free action, it can be called upon to defend its wearer against a *death* spell or magical death effect exactly like the *death ward* spell.

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *death ward*; **Market Price:** +3 bonus.

EMULATION

Emulation armor is covered in arcane runes engraved or worked into it, and usually contains yards of parchment with command words, scraps of arcane spells, and the like tucked into the sleeves, torso covering and neck. It grants a +10 circumstance bonus to Use Magic Device checks when attempting to decipher a written spell, emulate spell ability, or emulate an ability score. It has no effect on other Use Magic Device checks. This enchantment may only be applied to armor,

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *imbue with spell ability*, *tongues*, creator must have 4 ranks in Use Magic Device; **Market Price:** +1 bonus.

TRANQUILITY

Armor and shields of tranquility radiate a field of pleasant, moderate thoughts and take the edge off peaked emotion. The wearer gains a +4 morale bonus versus mind-affecting spells and effects, or a +6 bonus when wearing the greater version.

Caster Level: 16th; **Prerequisites:** Craft Magic Arms and Armor, *calm emotions*, *protection from spells*; **Market Price:** +2 (lesser), +3 (greater).

TUMBLING

Armor of rumbling is built to withstand falls and rolls, and features extra protection at the joints, head, and back. The wearer gains a +10 circumstance bonus to Tumble checks made to reduce falling damage, and a +5 circumstance bonus on all other Tumble checks. (The armor's armor check penalty still applies normally.) This enchantment may only be applied to light armor.

Caster Level: 4th; **Prerequisites:** Craft Magic Arms and Armor, *cat's grace*, *featherfall*; **Market Price:** +1 bonus.

WEAPONS

Most magic weapons only have enhancement bonuses. They can also have the special abilities detailed here. A weapon with a special ability must have at least a +1 enhancement bonus.

SPECIAL ABILITIES DESCRIPTION

ACIDIC

Upon command, an acidic weapon's blade is sheathed in a burning, highly corrosive acid. The acid does not harm the hands that hold the weapon. Acidic weapons deal 1d6 points of bonus acid damage on a successful hit. Bows, crossbows, and slings so enchanted bestow the acid energy upon their ammunition.

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *Melf's acid arrow* or *acid fog*; **Market Price:** +1 bonus.

TABLE 6-5:
ARMOR AND SHIELD
SPECIAL ABILITIES

Armor or Shield Ability	Bonus Minimum
Authority	+1 bonus
Cutpurse	+1 bonus
Emulation	+1 bonus
Tumbling	+1 bonus
Tranquility, lesser	+2 bonus
Deathward	+3 bonus
Tranquility, greater	+3 bonus

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ACID BURST

An acidic burst weapon functions as an acidic weapon that also explodes with a gout of acid upon striking a successful critical hit. The acid does not harm the hands of the being that holds the weapon. Acidic burst weapons deal +1d10 points of bonus acid damage on a successful critical hit. If the weapon's critical multiplier is x3, add +2d10 points of bonus acid damage instead, and if the multiplier is x4, add +3d10 points of bonus acid damage. Bows, crossbows, and slings so enchanted bestow the acidic burst energy upon their ammunition.

Caster Level: 12th; **Prerequisites:** Craft Magic Arms and Armor, *Melf's acid arrow* or *acid fog*; **Market Price:** +2 bonus.

ADROIT

Adroit weapons are lightly built, often made from substances such as mithral and darkwood, and incorporate ingenious arches and honeycomb patterns in their construction. An adroit weapon grants the wielder the ability to apply his Dexterity modifier instead of his Strength modifier to attack rolls with the weapon. Only slashing and piercing melee weapons may be enchanted with this ability. Adroit weapons are 25% lighter than normal.

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *cat's grace*, creator must have the Weapon Finesse feat; **Market Price:** +2 bonus.

CRIPPLING

A crippling weapon is snarled with cruel hooks and barbs, and often incorporates a motif of anguished torture and suffering, some weapons being carved in the shape of a man being pulled on a rack, or crushed by stones. Crippling weapons allow the wielder to inflict a *symbol (pain)* spell (DC 18) upon a creature struck once per day. The wielder can decide to use the power after he has struck. Doing so is a free action, but the *symbol (pain)* spell must be inflicted

on the same round as the strike. Bows, crossbows, and slings so enchanted bestow the crippling ability upon their ammunition.

Caster Level: 16th; **Prerequisites:** Craft Magic Arms and Armor, *symbol (pain)*, creator must be evil; **Market Price:** +3 bonus.

KNOCKBACK

A knockback weapon is massively built, often incorporating strips of lead and pig iron into its design for sheer mass. Knockback weapons allow a wielder to deliver a bull rush attack once per round without entering the defender's space or provoking an attack of opportunity. The user receives a +4 enhancement bonus on his bull rush check. Only bludgeoning melee weapons can take this enchantment. Knockback weapons are 150% heavier than normal.

Caster Level: 12th; **Prerequisites:** Craft magic Arms and Armor, *bull's strength, repulsion*; **Market Price:** +2 bonus.

RADIANT

A radiant weapon is often forged with gold, or has golden highlights on its handle. Radiant weapons shed light as a *daylight* spell (60-foot radius) upon command up to 30 minutes per day. Additionally, once per day the weapon can emit sunlight in a 20-foot radius for 1d4 rounds. This effect is identical to natural sunlight for purposes of creatures with sunlight powerlessness and sunlight vulnerability. Only melee weapons may be enchanted with this ability.

Caster Level: 10th; **Prerequisites:** Craft Magic Arms and Armor, enlarged and extended *daylight*; **Market Price:** +2 bonus.

RUMMER

Rummer weapons were first developed by rum-smugglers in the Serpent's Teeth, but they have since gained favor among adventurers. A rummer weapon has a hollow handle or shaft that can be filled with tip to six ounces of liquid. The wielder can uncork the container and drink one ounce of the contents (or apply one ounce of oil) as a move-equivalent action that provokes an attack of opportunity. Most adventurers fill the reservoir with potion draughts. Rummer weapons must be at least Small in size, and must be able to contain a significant volume of liquid; spiked chains, nets, slings, and ammunition may not take this enchantment. Unlike most special abilities, the rummer quality does not add to the effective enhancement bonus of a weapon.

Caster Level: 3rd; **Prerequisites:** Craft Magic Arms and Armor, *fabricate*; **Market Price:** +1,000 gp.

SEA LEGS

A sea legs weapon is often decorated with nautical scenes, crafted from whalebone or mast wood, or forged from plank nails: the weapons frequently feature a brass eyelet that allows them to be lashed to a ship's deck. Sea legs weapons grant the wielder a +1 circumstance bonus to attack and damage rolls if either he or his opponent stands on the deck of a ship. In addition, the wielder gains a +4 competence bonus

**TABLE 6-6:
WEAPON SPECIAL ABILITIES**

Weapon Ability	Bonus Minimum
Rummer	NA(-1,000 gp)
Acidic	+1
Sea Legs	+1
Septic	+1
Tangling	+1
Thirsting	+1
Acidic Burst	+2
Adroit	+2
Knockback	+2
Radiant	+2
Crippling	+3

- CHAPTER SIX: RULES YOU CAN USE -

to Swim checks, and the weapon's weight does not count toward a Swim penalty - including during combat. Only melee weapons may be enchanted with this ability.

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *freedom of movement*; **Market Price:** +1 bonus.

SEPTIC

A septic weapon is shrouded in a miasma of stinking gas and swarms with flies and vermin. Septic weapons allow the wielder to inflict a *contagion* spell (DC 14) upon a creature struck once per day. The wielder can decide to use the power after he has struck. Doing so is a free action, but the contagion spell must be inflicted on the same round as the strike. Bows, crossbow, and slings so enchanted bestow the septic ability upon their ammunition. On a critical hit, the wielder can inflict a *contagion* spell with a +2 to the save DC.

Caster Level: 7th;
Prerequisites: Craft Magic Arms and Armor, *contagion*;
Market Price: +1 bonus.

TANGLING

A tangling weapon is sticky to the touch and drips with resinous glue. Tangling weapons allow the wielder to inflict a tangling effect (as a direct hit from a *tanglefoot bag*) upon a creature struck once per day. The wielder can decide to use the power after he has struck. Doing so is a free action, but the tangling effect must be inflicted on the same round as the strike. Bows, crossbows, and slings so enchanted bestow the tangling ability upon their ammunition.

Caster Level: 5th; **Prerequisites:** Craft Magic Arms and Armor, *web*, creator must have 5 ranks in alchemy; **Market Price:** +1 bonus.

THIRSTING

Upon its wielder's command, a thirsting weapon's blade or striking surface is encrusted with jagged salt crystals. Thirsting weapons deal +1d4 points of bonus dehydration damage, or +1d8 points to plant creatures and water elementals. Bows, crossbows, and slings so enchanted bestow the thirsting ability upon their ammunition. This enchantment has no effect on creatures with no Constitution scores, including constructs and undead.

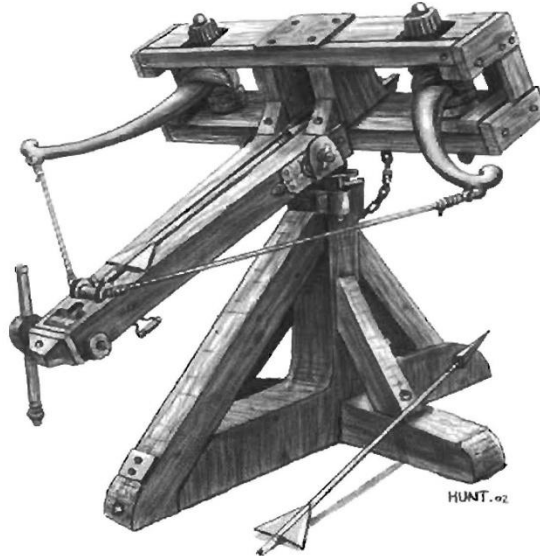
Caster Level: 10th; **Prerequisites:** Craft Magic Arms and Armor, *saltburst* (q.v.); **Market Price:** +1 bonus.

SPECIFIC WEAPONS

BALLISTA OF PIERCING

These dread weapons trace their origin back to the first Sea Lords, who used them in defense of their young city against sahuagin and hostile merfolk. They appear to be standard examples of the type, but they are strung with metal instead of woven hemp, and their arms are forged from spring-steel.

A *ballista of piercing* can fire two sorts of projectiles: a volley or a lance. The operator must declare which he will fire at the beginning of the three-round reloading process, and the decision cannot be changed without reloading the weapon from scratch.



A volley launches a cone of darts at a range of 30 feet; everything within this area suffers 1d6 piercing damage, or half on a successful Reflex save (DC 15).

A lance fires a single projectile at very high velocity. Draw a line from the weapon through the first target. If the weapon hits, it deals 3d6 damage and the target must make a Fortitude save (DC 15) or the lance passes completely through their body, attacking the next target in line. So long as the weapon continues to hit and penetrate, the

projectile continues on its path for 100 feet.

Caster Level: 14th; **Prerequisites:** Craft Magic Arms and Armor, *keen edge*; **Market Price:** 2,800 gp.; **Cost to Create:** 1,400 gp. + 112 XP.

CATAPULT OF ACCURACY

These siege engines incorporate a difference engine, a type of counting-machine that streamlines the calculation of range, wind speed, and trajectory. They are expensive and temperamental, and notoriously difficult to maintain in the field, but some captains and warmasters swear by them.

A *catapult of accuracy* adds a +5 insight bonus to Profession (siege engineer) checks made to fire it. On a roll of 3 or lower the difference engine has malfunctioned and instead subtracts -5 from the check. A Know-lodge (engineering) or Profession (siege engineer) check (DC 10) is required to return it to normal function.

Caster Level: 16th; **Prerequisites:** Craft Magic Arms and Armor, *discern location*, *true strike*, creator must have 5 ranks in Profession (siege engineer); **Market Price:** 26,100 gp (heavy catapult 25,850 gp (light catapult); **Cost to Create:** 13,050 gp. + 1,044 XP (heavy catapult), 12,925 gp. + 1,034 gp. (light catapult).

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BEAMSPLITTER

This heavy woodsman's axe functions in all respects as a +3 greataxe, but deals triple damage (quadruple on a critical) to wooden objects and creatures. In addition, when used against a ship's hull its threat range is doubled (19-20) and on a successful critical hit the ship's pilot must make a Profession (sailor) check (DC 10 + damage dealt) or the ship immediately begins to sink.

Beamsplitter was commissioned years ago by one of the continental navies for use in scuttling the ships of pirates and raiders. It was lost in the sinking of the continental warship *Invincible* (sent to the bottom, ironically enough, by pirates), but rumors occasionally surface of it in the hands of sahuagin, merfolk, and even local pirates.

Caster Level: 14th; **Prerequisites:** Craft Magic Arms and Armor, *shatter, keen edge, repel wood*; **Market Price:** 50,320 gp.; **Cost to Create:** 25,160 gp. +2,013 XP.

DNULPER

This +2 *unholy guisarme* is said to be the creation of Friar Ingiltire, a mad monk and necromancer of Freeport's distant past, and named for the villain's patron, a death slaad of unsurpassed power. The weapon's shaft is carved from the lightning-struck trunk of a hangman's tree, and the head is forged from the grave-sword of an ancient chieftain.

Any living, corporeal opponent slain by *Dnulper* rises on the next round as a zombie under the wielder's control. These creations remain animated until the next sunrise or sunset, and must remain within 50 feet of their controller or revert to inanimate corpses. There is no limit to the number or total HD of zombies that may be created in this manner.

Caster Level: 10th; **Prerequisites:** Craft Magic Arms and Armor, *animate dead, unholy blight*, creator must be evil; **Market Price:** 84,809 gp.; **Cost to Create:** 42,405 gp. + 3,393 XP.

RAPIER OF REVENGE

This tarnished blade in the old style seems to be held together with pins and leather wraps when first discovered, and has a -2 penalty to attack and damage due to its poor construction. When its wielder is first struck in melee combat while using it, the penalty is replaced with a +1 enhancement bonus to attack and damage against the striking opponent. Each time he is struck by the same opponent in melee, the wielder may apply any one of the following effect:

- +1 enhancement bonus to attack
- +1 enhancement bonus to damage
- +1 insight bonus to AC
- +1 bonus to threat range

These bonuses only apply to the striking opponent. If multiple opponents strike the wielder in the same round, the bonuses apply to each opponent. All bonuses disappear immediately when the striking opponent drops, and the weapon once again has a -2 penalty to attack and damage.

Caster Level: 8th; **Prerequisites:** Craft Magic Arms and Armor, *emotion (hate), keen edge, magic vestment, magic weapon*; **Market Price:** 18,320 gp; **Cost to Create:** 9,160 gp +733 XP.

REAVEBANE

This feared weapon has been the end of many a buccaneer's career. *Reaverbane* is a +4 *thundering lawful longsword*, which in addition allows the wielder to cast *dictum, magic circle against chaos*, and *order's wrath* once per day each as a 14th-level sorcerer, and produces a continuous *discern lie* effect within a 30-foot radius.

Reaverbane was commissioned by a league of merchants in the early days before Freeport's founding, and put to work defending their ships against the buccaneers and pirates that plagued the Serpents Teeth. Many a corsair of the day tasted *Reaverbane's* edge—until a distant ancestor of Captains' Councilor Xavier Gordon captured the weapon from the merchant fleet and the days of plunder returned.

Today the weapon decorates the wall of the Captains' Council chamber, its edge dulled by time. Barely anyone outside of the Captains' Council is even aware of the weapon's existence or significance--and considering the power of the sword, that's just the way the Council likes it.

Caster Level: 14th; **Prerequisites:** Craft Magic Arms and Armor, *dictum, discern lies, magic circle against chaos, order's wrath and shout*; **Market Price:** 270,065 gp; **Cost to Create:** 135,033 gp. +10,803 XP.

WHALER'S GREATLANCE

This +2 *greatlance of wounding* is a favorite of whalers and marines alike. Its shaft is formed from a single piece of whalebone covered in scrimshaw hunting scenes. The weapon's head is fully four feet long, with a blade as sharp as a shaving razor.

The *whaler's greatlance* is bane against creatures with the Aquatic subtype, from whales and squids to dragon turtles. Against all creatures it is a *wounding* weapon, and on a successful critical it inflicts a wound that bleeds for 3 points of damage per round.

Caster Level: 13th; **Prerequisites:** Craft Magic Arms and Armor, *harm*; **Market Price:** 72,230 gp.; **Cost to Create:** 36,115 gp. +2,890 XP.

NEW WEAPON: GREATLANCE

Weapon	Size	Use	Cost	Damage	Critical	Range	Weight	Type
Greatlance	Large	Martial	20 gp	1d10	x3	--	15 lb.	Piercing

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POTIONS

CAPTAIN'S GROG

On the wild seas near the Serpent's Teeth, a captain's first concern (after pirates) is a mutinous crew. Since the violent overthrow of three whaling vessels at the turn of the last century, many have turned to the brew of rum and tropical herbs now called *captain's grog*. It is an open secret that the crews of naval vessels are routinely issued casks of the grog instead of plain rum, and many captains wouldn't consider sailing without it.

Anyone who imbibes *captain's grog* at least once a day for a week straight suffers a -4 morale penalty on Intimidate checks and on Will saves versus mind-affecting spells and effects. A Fortitude save (DC 15) reduces these penalties by half, but a new save must be made after every dose.

Caster Level: 4th; **Prerequisites:** Brew Potion, creator must have 6 ranks in alchemy; **Market Price:** 2,000 gp per cask.

POISON, THREE-PART

The nobility of Freeport are no strangers to poison. For generations the subtle art has kept great rivalries from erupting into open conflict and prevented any one family from dominating the Captains' Council. The poisoner's craft has developed into an art form over the years, and skilled assassins use these tripartite toxins to get wound food tasters and diviners.

Three-part poisons require three vectors to have an effect on a target: contact, ingested, and inhaled. For example, a poison could be split into a transparent contact toxin (to be brushed on a doorknob), a sweet-smelling incense cone (left burning by the bedside), and an odorless powder (dissolved in a cup of mulled wine). All three parts must be introduced within a one-hour span, or the poison has no effect. The victim only makes one save (or two, if there is secondary damage), when the final part is introduced. The separate parts do not register as poison to alchemical tests or the *detect poison* spell.

Any contact, inhalation, or ingestion poison may be separated into a *three-part poison*. Add the base substance cost to the process cost to determine total market value.

Caster Level: 6th; **Prerequisites:** Brew potion, *curse water*, *poison*, *stinking cloud*, creator must have 9 ranks in alchemy; **Market Price:** 3,000 gp + base poison cost.

POTION OF SALT DRAUGHTS

This staple of sea voyages is often packed onboard in firkins in case of bad weather or shipwreck. A dose of this potion allows the imbiber to drink liquids like seawater, vinegar, and even ammonia as if it were fresh water. The effect of the *potion of salt draughts* lasts 24 hours, and for the first 10 rounds after drinking it the imbiber gains a +4 resistance bonus on saves against any other ingested poison.

Caster Level: 4th; **Prerequisites:** Brew Potion, *delay poison*; **Market Price:** 150 gp.

RINGS

RING OF THE BOAR

A simple ivory band marked with druidic runes, this ring grants the wearer the ability to continue fighting without penalty even while disabled or dying. Once per day, the ring delivers 5 temporary hit points to the wearer on command. These temporary hit points vanish after one minute.

Caster Level: 11th; **Prerequisites:** Forge Ring, *endurance*, *heal*; **Market Price:** 18,000 gp.

RING OF THE MONKEY

This ring of braided hair grants the wearer the ability to apply his Dexterity instead of Strength modifier to Climb and Jump checks. The wearer may choose which modifier to apply at will as a free action.

Caster Level: 3rd; **Prerequisites:** Forge Ring, *cat's grace*, *jump*; **Market Price:** 2,000 gp.

RING OF THE OSPREY

The wearer of this translucent bone ring may *fly*, as the spell, with a command. Additionally, the ring grants the Flyby Attack feat as a virtual feat.

Caster Level: 5th; **Prerequisites:** Forge Ring, *fly*, *haste*; **Market Price:** 18,000 gp.

RING OF THE OWL

A slender ring made from the delicate bones of an owl. This ring grants the wearer a +8 bonus to Listen checks, and a +8 bonus to Spot checks made at dusk or in dim light. The wearer also becomes sensitive to light, suffering a -1 penalty to attack rolls in bright sunlight or within the radius of a *daylight* spell.

Caster Level: 11th; **Prerequisites:** Forge Ring, *endurance*, *heal*; **Market Price:** 6,500 gp.

RING OF THE WOLF

This ring of braided pelt grains the wearer a +4 competence bonus to Int checks, and the Improved Trip feat as a virtual feat.

Caster Level: 5th; **Prerequisites:** Forge Ring, *clairaudience/clairvoyance*; **Market Price:** 5,000 gp.

RODS

ROD OF THE BUCCANEER

This versatile device is a status symbol among pirates, and is featured in the heraldry of a number of prominent Freeport families. The rod of the buccaneer is brass, and resembles an elaborate spyglass ornamented with dials, levers, and switches along its length.

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The following spell-like functions of the rod are as the spells cast by a 15th-level sorcerer. They can each be used once per day as a standard action:

- *Fog cloud*
- *Gust of wind*

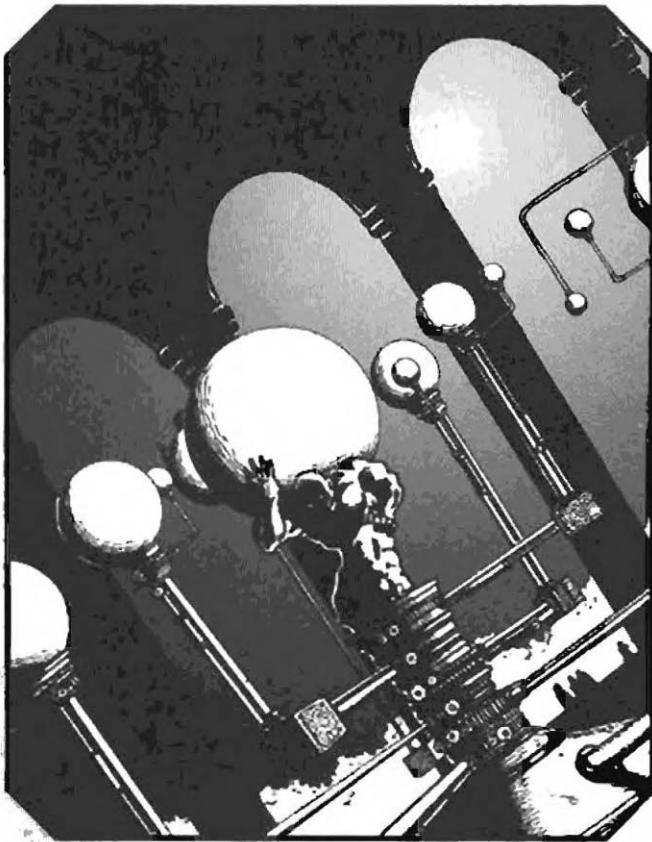
The following weapon uses of the rod have no limits on their use:

- In its normal form, the rod can be used as a +2 *belaying pin*.
- When switch 1 is thrown, the rod becomes a +3 *keen cutlass*.
- When switch 2 is thrown, the rod becomes a +4 *boarding pike*.
- When switch 3 is thrown, the rod becomes a +3 *gaff*.

The following mundane uses of the rod also have no limits on their use:

- When switch 4 is thrown, the rod becomes a masterwork spyglass (x3 magnification).
- When switch 5 is thrown, the rod separates into two parts that act as astrolabe and sextant.
- When switch 6 is thrown, the rod becomes a bilge pump capable of pumping 10 gallons of water per minute.

Caster Level: 10th; **Prerequisites:** Craft Rod, Craft Magic Arms and Armor, *control water, enlarge, fog cloud, gust of wind, keen edge, know direction, reduce*; **Market Price:** 60,000 gp.; **Weight:** 10 lb.



STAFF OF TEMPESTS

Carved from the trunk of a lightning-struck ash, this blackened staff is scribed with invocations to the spirits of storms and rain, and corkscrewed with copper wire. It allows the use of the following spells;

- *Call lightning* (1 charge)
- *Control weather* (2 charges)
- *Contra! winds* (1 charge)

The wielder of a *staff of tempests* gains a +6 luck bonus on saves against electricity spells and effects.

Caster Level: 14th; **Prerequisites:** Craft Staff, *call lightning, control weather, control winds, protection from elements (electricity)*; **Market Price:** 137,625 gp.

WONDROUS ITEMS

ABACUS OF RAPID CALCULATION

This counting device, a recent import from far-off lands, is now much in demand by merchant seamen, tax collectors, and the more civilized pirate captains of Freeport. It appears as a rectangular wooden frame holding a series of parallel brass wires, each of which is strung with beads made from semiprecious gem stones.

When used to calculate the value of a ship's hold or any other assortment of items in a single physical space no larger than a 60' cube, it adds a +10 competence bonus to Appraise checks.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *legend lore*; **Market Price:** 2,000 gp.; **Weight:** ½ lb.

ANDOINE'S SEA ANCHOR

The great engineer Andoine introduced this ingenious device in the days before the Sea Lords, when merchant ships first braved the open sea to avoid the pirate-infested coastal waters. It resembles a huge open cone sewn from canvas, and is trailed behind a ship in heavy weather. When deployed, *Andoine's sea anchor* keeps a ship's bow to the wind, allowing seas to pass beneath while the ship drifts very slowly to leeward. It reduces the DC of Profession (sailor) checks made to keep a ship afloat in bad weather by 6.

Caster Level: 8thd; **Prerequisites:** Craft Wondrous Item, *enlarged slow*; **Market Price:** 1,440 gp.; **Weight:** 35 lb.

ARMILLARY SPHERE

Maps of the heavens have been circulated since man first looked to the stars, but not until the invention of the *armillary sphere* were the intricacies of planetary and planar movement laid bare. These masterpieces of engineering typically stand just 30 inches in height (though enormous specimens are known), and are formed from a number of interlocking rings to signify the rotation of heavenly or planar bodies.

- CHAPTER SIX: RULES YOU CAN USE -

When used in conjunction with a *teleport* spell, an *armillary sphere* improves the odds of arriving on target by 20% {subtract 20 from the number rolled}. When used to navigate the path of a *plane shift* spell, the *armillary sphere* improves accuracy such that the caster arrives only 5-20 miles from his destination. To gain either benefit, the caster must first succeed at a Spellcraft check (DC 20) and spend at least 2 hours studying the *sphere*. Each additional hour spent studying reduces the DC by 1, to a minimum of 15.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *find the path*, creator must have 10 ranks in Knowledge (the planes) and Knowledge (engineering); **Market Price:** 12,000 gp.; **Weight:** 60 lb.

ASSASSIN'S QUILL

An industrious assassin can use these items to make poison pen letters a literal reality. These quill pens are crafted from the feathers of aacheraia, vrocks, and other foul creatures, and the nubs are usually stamped from a poisonous metal such as cobalt or vanadium. In an uncharacteristically authoritarian move, the Captains' Council banned possession of the quills two decades ago, under penalty of death.

Once per day, the user can scribe a letter, document, or message with a +6 bonus to his Forgery check (if applicable). The next creature to read the document suffers the effects of a maximized/w/son spell (DC 17, 10 points of initial and secondary Constitution damage). Only a handful of these items are known to exist, and they all rest in the hands of professional assassins, evil rogues, and fiends.

Caster Level: 13th; **Prerequisites:** Craft Wondrous Item, maximized *poison*, *secret page*, *sepia snake sigil*; **Market Price:** 68,960 gp.; **Weight:** —.

ATOMIZER OF LADY DROOS

This elegant item is a lady's perfume atomizer with platinum cap and tip, and a ball decorated with tiny freshwater pearls. Its crystal reservoir holds one ounce of liquid, and may be refilled with a full-round act inn. It was commissioned almost a century ago by Lady Droos, a wealthy woman of Freeport haunted by the spirit of her dead family.

A potion or oil (but not a nonmagical compound) poured into the reservoir may be sprayed onto an ethereal or incorporeal creature within 5 feet as a standard action that provokes an attack of opportunity. The potion has its normal effect on the target creature and does not suffer the usual 50% miss chance. Additionally, the atomizer itself has the *ghost touch* special ability and may be manipulated by both corporeal and incorporeal creatures.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, one dose of *oil of ethereality*; **Market Price:** 3,000 gp.; **Weight:** —.

DEVIL WICKS

The legendary pirate captain Black Jules was the first to tie tindertwigs into his beard and hair before attacking ships at sea, but the humble alchemist Hu Li perfected their modern form, still in use by reavers across the known world.

These slow-burning fuse matches are tied to the user's hair and beard, and lit before an assault. They burn for 2d4 rounds, giving off a hellish light and a swirl of fumes. The eerie flames give the user a nonmagical +4 bonus to Intimidate checks, and enemies within 5 feet are subject to a mind-affecting fear effect, as the *scare* spell cast by 4th level sorcerer (DC 12).

The matches can be extinguished with water or the *quench* or *pyrotechnics* spells, but the latter creates a choking cloud of smoke that extends the scare effect to 15 feet for one round before dissipating.

Each round the matches burn, the user suffers 1 point of fire damage (Fortitude negates, DC 12).

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *scare*, *fog cloud*, creator must have 5 ranks in alchemy; **Market Price:** 480 gp.; **Weight:** —.

BOSN'S WHISTLE OF PIPING

This magic version of the traditional boatswain's whistle is the answer to a ship captain's dreams, and the nightmare of every lazy sailor. As a masterwork instrument it grants a +2 enhancement bonus to Perform checks, but more important, all within earshot while it's piped gain a +4 morale bonus to Profession (sailor) checks for up to 10 minutes per day. Additionally, three times per day the bos'n may play a tune that grants a +2 enhancement bonus to Strength and Dexterity to up to 5 HD of creatures within 30 feet. This enhancement effect lasts for 5 rounds.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, mass *haste*, *suggestion*, creator must have 10 ranks in Perform; **Market Price:** 6,100 gp.; **Weight:** —.

BOOTS OF ROPEWALKING

These comfortable sailor's boots, are finely and lightly built, and often feature a split toe to allow sailors to grab hold of the rigging with their feet. They gain a +10 circumstance bonus to Balance checks.

Caster Level: 4th; **Prerequisites:** Craft Wondrous Item, *cat's grace*; **Market Price:** 4,000 gp.; **Weight:** 1 lb.

BOOTS OF TREMORSENSE

The soles of these heavy boots are typically made from the eardrums of a bulette, umber hulk, or other subterranean creature, and their hobnails are forged from old mining chisels. On command, the wearer can sense the location of anything within 60 feet that is in contact with the ground. This ability functions for up to ten minutes per day.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *stone tell*; **Market Price:** 22,000 gp.; **Weight:** 2 lb.

BRASS MONKEY

This well-sculpted brass statue of a monkey stands about 3 feet tall and weighs approximately 200 pounds. When the command word is spoken, the brass monkey animates and follows verbal commands given by the ship's commanding

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officer for up to an hour each day. An animated monkey has stats identical with a baboon, but gains damage reduction 5/+1 and the special qualities common to all constructs. Brass monkeys can execute simple tasks—typically stacking catapult loads, scraping barnacles, and loading ballast in the hull—but cannot make decisions on their own and cannot attack even to defend themselves.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *animate objects*; **Market Price:** 3,000 gp.; **Weight:** 200 lb.

CAPTAIN'S CHEST

This incredibly useful device appears to be an ordinary sea chest, and when opened reveals the usual sundries and personal effects. When the command word is spoken, the lid splits aside and a full-sized wardrobe rises from an extra-dimensional space, standing eight feet in height, four feet wide, and three feet deep. This wardrobe requires a second command word to open, and is Hardness 5, with 30 hit points and a break DC of 25. The wardrobe holds up to 30 square feet of supplies and includes a locked steel strongbox (Open Lock DC 40) mounted in the floor (Hardness 10, with 60 hit points and a break DC of 28), which holds a single cubic foot.

Caster Level: 9th; **Prerequisites:** Craft Wondrous Item, *Leomund's secret chest*; **Market Price:** 2,500 gp.; **Weight:** 50 lb.

CAPTAIN'S SCUTTLEBUTT

A scuttlebutt is the cask of drinking water carried on ships, but every captain worth his peg leg knows it's also talk around it that is the breeding-ground for mutiny. A *captain's scuttlebutt* is an ordinary wooden cask, tapped for drinking, but it features an insidious enchantment. The commanding officer of the ship may take a standard action to hear anything said around the scuttlebutt regardless of physical distance, as if affected by *clairaudience/clairvoyance*. This effect may be triggered any number of times, and lasts as long as the officer concentrates. In addition to its surveillance capability, a *captain's scuttlebutt* creates ten gallons of pure, clean drinking water every day.

Caster Level: 5th; **Prerequisites:** Craft Wondrous Item, *clairaudience/clairvoyance*, *create water*; **Market Price:** 2,660 gp.; **Weight:** 30 lb.

CARTOGRAPHER'S TABLE

The many drawers in this magnificent wooden drafting table contain an army of mapping tools, including rules and levels, magnifying lenses, compasses, templates, and pens, brushes, and inks of every variety. These, in conjunction with the even surface and good light of the table's oil lamps, add a +10 circumstance bonus to Craft checks related to drawing or cartography.

Additionally, once per week a spectral draftsman may be summoned by speaking a command word. This draftsman has Craft (cartography) +15, and works for 8 hours before dissipating. During that time, it faithfully records landmarks, currents, winds, and other geographical or oceanographic traits visible to the naked eye but cannot attack or perform

any other actions. It is otherwise identical to an *unseen servant*.

Caster Level: 5th; **Prerequisites:** Craft Wondrous Item, *empowered unseen servant*; **Market Price:** 6,215 gp.; **Weight:** 300 lb.

CLOCKWORK ANIMALS

Merchant princes from the Far East first brought these marvels of the clockmaker's art to Freeport, but in recent years local craftsmen have mastered the secrets of their construction, clockwork animals appear in many different forms, but are all mechanical replicas of real-world animals. The most popular among Freeport's captains are the monkey and parrot.

CLOCKWORK MONKEY

Renowned for their inquisitive intelligence, these intricate replicas of simian life are typically crafted from silver or tin covered in gold leaf and resemble golden marmosets. They have slats identical to a normal monkey, but gain damage reduction 5/+1 and the special qualities common to all constructs. Once per day, a *clockwork monkey* can cast *cat's grace* on its owner as a standard action that provokes an attack of opportunity.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, legend lore; **Market Price:** 2,000 gp.; **Weight:** ½ lb.

CLOCKWORK PARROT

These stunningly intricate avian automatons have shining feathers individually hammered out from bright copper, blue cobalt, and strips of tarnished bronze. They have stats identical with a hawk, but gain damage reduction 5/+1 and the special qualities common to all constructs. Once per day, a *clockwork parrot* can record a message and play it back when specific conditions are met. This effect is identical to the *magic mouth* spell.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *animate objects*, *magic mouth*, creator must have 5 ranks in Knowledge (engineering); **Market Price:** 6,200 gp.; **Weight:** 1.5 lb.

COMPASS OF TRUE SEEKING

This masterwork ship's compass is housed in a tall wooden cabinet, its needle suspended in alcohol to stay liquid at colder latitudes. Once per day, its owner may command the needle to locate the nearest fresh water, nearest dry land, or nearest ship. The needle operates with perfect accuracy, and points unerringly to the target for 8 hours, after which it reverts to its normal, nonmagical magnetic function. The maximum range of a *compass of true seeking* is 100 miles, and the needle does not distinguish between clean or brackish water, a tiny island or a full continent, or a friendly ship or pirate's galleon.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, enlarged and extended *locate object*; **Market Price:** 12,520 gp.; **Weight:** 50 lb.

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CROW'S NEST OF THE STORMWATCH

This enclosed crow's nest fits on the mainmast of a full sailing ship, and allows a single sailor to sit in comfort out of the elements and keep a watch for whales, bad weather, and approaching ships. It includes a spyglass mounted to its banister, and meteorological instruments to measure rainfall, barometric pressure, and temperature. Any sailor who takes his watch here gains a +10 bonus to Spot checks, and a +6 bonus to Wilderness Lore checks made to identify weather patterns.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, enlarged and extended *locate object*; **Market Price:** 5,000 gp.; **Weight:** 400 lb.

EYEPATCH OF APPEARANCE

The tough old salts who ply their trade on Freeport's waterfront don't like talking to landlubbers or green sailors, and the adventurer who looks to them for information often finds himself snubbed or simply clubbed unconscious. When the *eyepatch of appearance* is worn, it covers the wearer in an illusion of long nautical experience, including a wooden leg, gruff voice, rough beard, and appropriate attire, and grants a +10 circumstance bonus to Diplomacy and Gather Information checks made among the working class of Freeport, but applies a -10 penalty to the same checks among the nobility, merchants, and learned people.

Caster Level: 4th; **Prerequisites:** Craft Wondrous Item, *alter self*; **Market Price:** 8,000 gp.; **Weight:** —.

FEATHER TOKEN OF ALARM

When the command word is spoken, this feather charm rockets into the sky as a scarlet flare. It rises to a height of 200 feet and bursts into a fountain of lights that continue to glow for one hour, illuminating a 100-foot square area below.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *daylight*; **Market Price:** 300 gp.; **Weight:** —.

FEATHER TOKEN OF FOG

This soft, downy goose feather creates a cloud of thick fog, as a *fog child* spell with a 100-foot radius, when the command word is spoken.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *fog cloud*; **Market Price:** 400 gp.; **Weight:** —.

FIGUREHEAD OF BLUE WATER

This figurehead is often carved in the likeness of a dolphin, mermaid, or sea lion. It grants a +4 luck bonus to Swim. This works as follows: Anyone who touches the figurehead before diving into the water gains the bonus for one hour. Three times per day it can bestow *water breathing* as a 10th level caster on anyone who touches it. Three times per week, a *figurehead of blue water* can cast *control winds*, also as a 10th-level caster.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, *controls winds*, *water breathing*; **Market Price:** 39,700 gp.; **Weight:** 150 lb.

FIGUREHEAD OF PORTAGE

This wooden figurehead usually takes the form of an ox, bull, elephant, or other strong draft animal. When the command word is spoken, the figure animates and drops from the bow trailing a stout iron chain. The figure can pull a fully rigged galleon across smooth ground at a rate of one mile per day. It follows the guidance and commands of the ship's commanding officer. A *figurehead of portage* is AC 10, hardness 5, hp 90, and has a break DC of 30. It does not attack, even to defend itself. It can operate for 48 hours before it must recharge for a full day.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *bull's strength*, *animate objects*; **Market Price:** 29,600 gp.; **Weight:** 250 lb.

FIGUREHEAD OF VIGILANCE

This figurehead is traditionally carved to resemble an eagle or other bird of prey, but couatls and hydras are not uncommon. It maintains a continuous *alarm* spell that encompasses the entirety of the ship, and can be set by the commanding officer to give an audible or mental alarm. Once per day, a *figurehead of vigilance* allows the commanding officer to *detect animals or plants*, *detect evil/good*, *detect magic*, and *detect scrying* within 60 feet of his ship.

Caster Level: 8th; **Prerequisites:** Craft Wondrous Item, *alarm*, *detect animals or plants*, *detect evil/good*, *detect magic*, and *detect scrying*; **Market Price:** 29,280 gp.; **Weight:** 125 lb.

FIGUREHEAD OF WAR

This enchanted figurehead often takes the form of a lion or griffon. When the command word is spoken, the figurehead animates and leaps to attack at its commander's direction. Regardless of form, the creature has the statistics of a celestial dire tiger with a Swim speed of 30. If the figurehead is destroyed in battle, it reverts to its original form and must be repaired before it can reanimate. A *figurehead of war* can fight for up to 14 rounds before it must recharge for 8 hours.

Caster Level: 14th; **Prerequisites:** Craft Wondrous Item, *summon monster VII*; **Market Price:** 35,280 gp.; **Weight:** 200 lb.

GOLD BUG

This diminutive clockwork beetle is wrought from pure gold, with a tiny onyx death's-head set into its back. When its key is wound, the *gold bug's* antennae sample the air for 2 rounds and it then it arches unerringly in the direction of the nearest quantity of gold, from a single coin to a dragon's hoard. It has a speed of 5 feet per round, and can climb at 1 foot per round. It cannot Ely or cross running water. It can operate up to one hour before it must be oiled and wound for ten minutes.

When the *gold bug* is within 10 feet of any quantity of gold, it stops and the death's-head on its back pulses dull red for one minute. During this time, any secret doors, snares, pits, or dead fall within 60 feet of the *gold bug* glow with the same dull red color. This effect operates exactly like the spell

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detect secret doors and *detect snares and pits*. Once it has located a cache of gold, the *gold bug* becomes inoperative for one week.

Caster Level: 12th; **Prerequisites:** Craft Wondrous Item, *animate objects*, *detect secret doors*, *detect snares and pits*, *locate object*; **Market Price:** 2,300 gp.; **Weight:** —.

GORGET OF THE GRENADIER

These largely ceremonial armored necklaces are worn by petty officers of the grenadiers' corps, and by some pirates with a taste for explosives. They grant a +3 competence bonus on attacks made with grenade-like weapons, and double the range increment of any grenade-like weapon thrown by the wearer.

Caster Level: 4th; **Prerequisites:** Craft Wondrous Item, Craft Magic Arms and Armor; **Market Price:** 4,500 gp.; **Weight:** 1 lb.

GORGET, OFFICERS'

These ornament.il collars are a mark of rank in many human navies. They take up space as a necklace, and although they are ostensibly pieces of armor, they provide no protection to the wearer. As a free action, an officer's gorget allows its wearer to send a message to any and all wearers of similar gorgets (each ship has its own mark) as the *sending* spell. It does not empower the wearer to send messages to anyone besides wearer's of similar gorgets.

Caster Level: 4th; **Prerequisites:** Craft Wondrous Item, *sending*; **Market Price:** 18,000 gp.; **Weight:** 1 lb.

LANTERN OF SIGNALING

This specialized bullseye lantern features a spring-loaded shatter dial can be opened and shut with a finger's tap. When used to send a message in naval code (see *New Skills*), a lantern of signaling grants 1 rank in *Speak Language* (naval code) to both the sender and anyone who sees the message. If the user or recipient already has ranks in the skill, the lantern adds one to his total.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, *sending*, *tongues*; **Market Price:** 500 gp.; **Weight:** 3 lb.

LANTERN OF FOG

This hooded lantern performs normally when filled with oil, but when a dose of magic potion or oil is added to the reservoir, it produces thick clouds of white fog that cover a 300-foot square area emanating from a 30-foot sphere around the wick. This effect operates like the *fog cloud* spell, but with greater area. The cloud persists for five rounds plus one minute per 100 gp market value of the sacrificed potion.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, *fog cloud*; **Market Price:** 4,600 gp.; **Weight:** 1 lb.

LOADED DICE

A pair of these ordinary-looking knucklebones adds a +6 luck bonus to Bluff rolls made when cheating at a game of chance. Additionally, when hurled at a hard surface they function as *thunderstones*. Their use is outlawed in every gaming house in the Serpent's Teeth, but they still crop up with regularity.

Caster Level: 4th; **Prerequisites:** Craft Wondrous Item, *blindness/deafness*, *prestidigitation*; **Market Price:** 1,500 gp.; **Weight:** —.

SCRIMSHAW RELICS

The craft of scrimshaw is one of the truly nautical arts, being practiced almost exclusively by sailors and mates on long ocean voyages. Sailors in the Serpent's Teeth do not restrict themselves to whale and walrus ivory; the teeth of monstrous sea-monsters, such as dragon turtles, dire sharks, and giant crocodiles are also fair game, and sonic enterprising few have scrimshawed scenes on the beaks of krakens and giant squids.

When enchanted by a spellcaster, these *scrimshaw relics* have power over their crews, and even the seas and winds. In all cases, the bonuses apply only to the sailors and mates who serve on a ship; they do not apply to passengers, captives, or attackers who are on the decks of the ship. In order to be used, the scrimshaw must be mounted or affixed to the structure of the ship: the wall of the wheelhouse is a favorite post. Only one *scrimshaw relic* may be active on a ship at a time.

BATTLE SCRIMSHAW

Usually scrimshawed on the tooth of an aquatic dragon, these potent charms grant a +1 morale bonus to attack and damage to all aboard the ship.

Caster Level: 10thp; **Prerequisites:** Craft Wondrous Item, *prayer*; **Market Price:** 30,000 gp.; **Weight:** ½ lb—.

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HUNTING SCRIMSHAW

A common sight in whaling ships, these scrimshawed teeth or tusks grant a +4 morale bonus on saves against *fear* spells and effects to all aboard the ship.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, *remove fear*; **Market Price:** 30,000 gp.; **Weight:** —.

SAILING SCRIMSHAW

Seen on vessels from private pleasure craft to naval cutters, these relics grant a +6 competence bonus to Profession (sailor) checks to all aboard.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, creator must have 10 ranks in Profession (sailor); **Market Price:** 10,000 gp.; **Weight:** —.

STORM SCRIMSHAW

Most often found on fishing and merchant vessels, these scrimshaw charms depict a vessel riding high in a squall, a clear patch of sun in the near distance. They grant the vessel a +4 resistance bonus on all saves.

Caster Level: 11th; **Prerequisites:** Craft Wondrous Item, *control water*; **Market Price:** 32,000 gp.; **Weight:** —.

SHIP IN A BOTTLE

These meticulously carved items turn up after one of every hundred ocean voyages, born out of a sailor's long boredom as a pearl is born from a speck of sand. When properly enchanted, a *ship in a bottle* is a powerful and valuable device. One example decorates the Sea Lord's parlor, and a few merchant families proudly display a bottled ship to demonstrate their great wealth and standing.

When a *ship in a bottle* is laid upon the water, and the command word spoken, the bottle becomes filmy and pliable and the ship inside grows, becoming a full-sized craft in one minute. Four varieties are known: the keelboat, sailing ship, warship, and galley. In all cases, the ship is blanketed by a *protection from arrows* enchantment that protects the craft and crew. When the command word is spoken again, the vessel shrinks and is returned to its scaled bottle. Any living creature* on board the ship are harmlessly shunted aside as the vessel shrinks. Cargo and nonliving matter on board the ship is shrunk with it and the entirety of the bottled ship is affected as if by a *temporal stasis*--food does not spoil, wood does not rot, and even the brass remains polished.

Caster Level: 18th; **Prerequisites:** Craft Wondrous Item, *enlarge*, *protection from arrows*, *shrink item*, *temporal stasis*, *wish*; **Market Price:** 52,000 gp (keelboat), 71,000 gp (sailing ship), 98,000 gp (warship), 115,000 gp (galley); **Weight:** 1 lb.

SHIP'S CLOCKS

Carried by ships at sea ever since their introduction from the Far East, a ship's clock in their most common form are simple mantle-pieces that displays the hour, the month, and the phase of the moon, though their accuracy is very poor. On some ships, a mainspring fully five feet across is laid under the aft castle, and the ship's clock is rigged to this enormous contrivance.

These clocks are accurate to the second, and because only a fraction of the mainspring's power is tapped, some captains rig toothed gears to the spring and so the teeth work from the passing of time itself. The price of the following modifications includes 2,000 gp for the mainspring and clock itself.

SHIP'S CLOCK OF MIGHTY LIFTING

Used most often by whaling and merchant ships, this modification attaches heavy snake gears directly to the mainspring, and then to a heavy block-and-tackle. When rigged up. It allows the ship to haul great weights from its hold, or from the sea onto the deck in the case of a whaling ship. For purposes of lifting, the block-and-tackle has a Strength of 45.

Caster Level: 3rd; **Prerequisites:** Craft Wondrous Item, *bull's strength*, creator must have 8 ranks in Knowledge (engineering); **Market Price:** 5,000 gp.; **Weight:** —.

SHIP'S CLOCK OF NAVIGATION

This common modification attaches a metronome that ticks out seconds, and an alarm that may be set for any fraction of lime. Because of its perfect accuracy, it allows a ship to sail blind through the most treacherous waters by reckoning against a sea chart. It grants a +10 insight bonus to Profession (sailor) checks made to navigate dangerous seas.

Caster Level: 7th; **Prerequisites:** Craft Wondrous Item, *divination*, creator must have 8 ranks in Knowledge (engineering); **Market Price:** 6,000 gp.; **Weight:** —.

SHIP'S CLOCK OF RAPID FIRING

When rigged to small snake gears and then to the windlass of a catapult or ballista, the torsion provided by this ship's clock allows up to five siege weapons to be prepped for firing at half the normal time (heavy catapult: 4 rounds, light catapult: 2 rounds, ballista: 1 round). It does not reduce the time required to aim a catapult.

Caster Level: 11th; **Prerequisites:** Craft Wondrous Item, *mass haste*; **Market Price:** 2,000 gp. + 10,000 gp. per siege weapon attached; **Weight:** ½ lb. —.

SHIP'S CLOCK OF SPEED

Only blockade-runners and smugglers are desperate enough to make this dangerous modification, but few can dispute its effectiveness. Heavy axles are run from the mainspring to a small paddle wheel at the rear of the ship. Mien activated, the ship accelerates by 1 mph per round, until it reaches a full steam of 5 mph. This speed bonus stacks with the velocity imparted by sails and oars, and thereby a ship can attain a speed approaching 10 mph under full sail. Each minute spent under steam requires a Knowledge (engineering) check (DC 10 + minutes spent under steam) from one member of the crew. If this check fails, the mainspring flies to pieces from a backlash of torsion and the paddlewheel halts. The helmsman must make a Profession (sailor) check (DC 15) or lose half his total forward speed until the paddlewheel can be raised from the water.

Caster Level: 11th; **Prerequisites:** Craft Wondrous Item, *control water*; **Market Price:** 9,000 gp.; **Weight:** —.

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SMELTER'S KIT

This set of crucibles, burners, and coin-presses is the prized item of the counterfeiter. Gold stolen from a merchant house often bears the minter's crest, and a clever jeweler can bring the wrath of the original owner down on a buccaneer's head when he buys the coins in port. Even when melted down and re-minted, *legend lore* will often reveal the origin of a coin, to the pirate captain's loss. These magical smelting and minting kits convert ordinary minted coins into coins that are proof against all divinations, and which display any crest the user of the *smelter's kit* desires. Up to 50 pounds of gold may be so processed each day.

Caster Level: 9th; **Prerequisites:** Craft Wondrous Item, *misdirection*, *fabricator*; **Market Price:** 8,000 gp.; **Weight:** 15 lb.

SPURS OF THE DRAGON

These elegant black-iron spurs are crafted to resemble rearing hydras, with the creature's heads laid out to form sharp tines. They grant a +10 circumstance bonus to Ride checks.

Caster Level: 6th; **Prerequisites:** Craft Wondrous Item, *dominate animal*; **Market Price:** 4,000 gp.; **Weight:** —.

STYLUS OF THE UNSPEAKABLE ONE

This sinister black instrument resembles a tool of torture more than a writing pen, and its length is inscribed with blasphemous runes from the age of old Valossa. Once per day, its user can scribe a *symbol of insanity* as the spell.

Caster Level: 16th; **Prerequisites:** Craft Wondrous Item, *symbol (insanity)*; **Market Price:** 51,200 gp.; **Weight:** —.

WAND RACK

This strange device resembles an empty metal frame slung by a leather strap that can be easily belted around a waist, or slung over a shoulder. Each *wand rack* has two to four slots that accept magic wands. The user of a *wand rack* may switch between any wands held inside as a free action. Additionally, the rack grants a +4 luck bonus to AC and saves to the wands it holds.

Caster Level: 14th; **Prerequisites:** Craft Wondrous Item, *Drawmij's instant summons*, *protection from the elements (any)*; **Market Price:** 3,500 gp (2 slots), 5,000 gp (3 slots), 6,500 gp (4 slots); **Weight:** 2 lb.

WRESTLER'S BELT

Boxers and gladiators around the Serpent's Teeth favor this broad, bejeweled belt. When worn, it allows the user to start a grapple without provoking an attack of opportunity, and grants a +4 bonus on grapple checks. It also allows the user to make unarmed attacks without provoking an attack of opportunity, as if he had the Improved Unarmed Strike feat.

Caster Level: 10th; **Prerequisites:** Craft Wondrous Item, *bull's strength*, *enlarge*, *hold monster*; **Market Price:** 33,320 gp; **Weight:** 1 lb.

MINOR ARTIFACTS

VALOSSAN ENGINE

This relic of the golden age of Valossa sank beneath the waves during the cataclysm, but legends tell of its use by undersea races to construct some of the vast palaces and walled cities of their underwater realm.

The *Valossan engine* is a creature the size of a house, made from stone and metal, with dozens of arms tipped with tools and powerful tracks for legs. If presented with building plans, the engine roars to life and constructs it. One day of work by the engine is equal to the work of a thousand humans laboring for a year. There is no limit to the size of the building that can be constructed, but after a week of work the *Valossan engine* powers down for one month.

YIG SPHERE

This perfectly smooth 2-foot-radius sphere of pure silver was found deep beneath the sea, lying amidst the shattered ruins of the Valossan civilization. A triton explorer was the one who first came upon it years ago, but it was lost after his encampment was overrun by a vampiric kraken.

The exact purpose of the *Yig sphere* is unknown, but its powers are considerable. It radiates a continuous *magic circle against evil* effect, grants the wielder the ability to cast spells from the Good and Water domains as a 20th-level caster, and grants a +10 bonus to Diplomacy checks made against creatures with the Reptile subtype.

MAJOR ARTIFACTS

BILE AND LASHES

These enigmatic artifacts' existence is chronicled in arcane scrolls and captains' logbooks since the beginning of recorded history, and their exact age is unknown. These gauntlets resemble simple oiled leather gloves; the left, *Bile*, stained with tarry black streaks, and the right, *Lashes*, marked with cruel stripes from a scourge or horsewhip.

When both gloves are worn, they create a pool of unformed potential that may be harnessed by their wearer in several ways. The pool represents a total +10 bonus that may be split between an enhancement bonus to attack and damage with *Lashes*, a resistance bonus to all saving throws, or a deflection bonus to Armor Class. As a free action at the start of his turn, the wearer may allocate the bonuses as he likes, and the effects last until his next turn.

Additionally, the wearer may cast *disintegrate* as a melee touch attack through *Lashes*, and create a *wall of force* with *Bile*, both as free actions that do not provoke attacks of opportunity. Each time these functions are used, the gloves inflict 2 points of temporary Constitution damage.

The wearer of *Bile and Lashes* never willingly surrenders his prize, and if stolen from him he hunts down the thieves to the exclusion of all else, as if affected by *geas/quest*.

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THRONE OF THE UNSPEAKABLE ONE

This horrific artifact of the degenerate serpent people is thankfully lost to civilization. It resembles an enormous ziggurat topped with a monstrous idol to the Unspeakable One. When intelligent creatures are sacrificed on the altar, and their blood absorbed by the immense statue, the throne emanates waves of magical energy in a two-mile radius.

All spells with the Evil and Chaos descriptors within this radius are cast as if affected by the Maximize Spell and the Empower Spell metamagic feats. Additionally, charged magic items (such as wands and staves) gain a number of virtual charges equal to the total HD of creatures sacrificed on the altar within the day. These charges vanish if the item is taken outside the artifact radius, or when the day expires. Finally, any serpent people worshippers of the Unspeakable One within the radius gain 2 effective levels as long as at least 10 HD of intelligent creatures have been sacrificed within the last day.

SPECIAL MATERIALS

CORAL

This soft, porous gemstone is available in an endless variety of colors and qualities on the streets of Freeport. Most coral produced in the Serpent's Teeth comes from a community of divers who make their home on the northern coast of Leeward, and is worked by the Gemcutters Guild who buys up the divers' stock every few months. Besides its obvious use in jewelry and decoration, certain varieties of coral are easily enchanted.

BLACK CORAL

Any staff that incorporates a piece of black coral worth has its creation cost reduced by 100 XP for every 2,000 gp the stone is worth (to a maximum of 20,000 gp and 1,000 XP).

RED CORAL

Any magic anus or armor (but not ammunition) that incorporates a piece of red coral has its creation cost reduced by 100 XP for every 1,500 gp the stone is worth (to a maximum of 15,000 gp and 1,000 XP).

WHITE CORAL

Any wand, rod, or wondrous item that incorporates a piece of white coral has its creation cost reduced by 100 XP for every 1,000 gp the stone is worth (to a maximum of 10,000 gp and 1,000 XP).

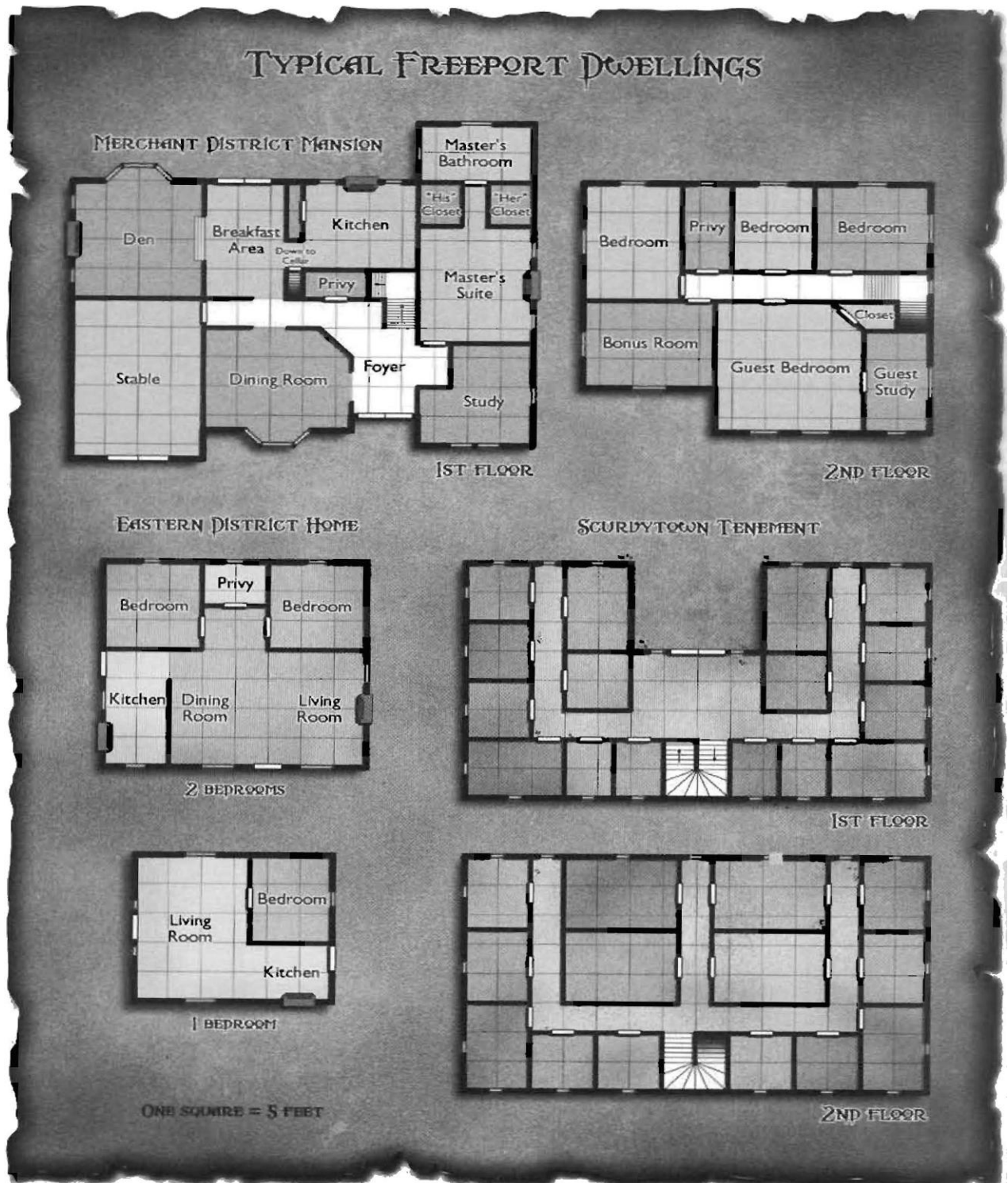
WHALEBONE

The fine-grained bone of a whale's jaw is strong, lightweight, and flexible, and has many uses in construction. Any wooden or mostly-wooden item (such as a spear, a bow, or a shield) made from whalebone adds 5 to hardness and break DC, and doubles its hit points. The item's weight is unchanged. Multiply the item's weight by 10 gp to get its new price. Whalebone has a hardness of 10 and 20 hit points per inch of thickness.



~ APPENDIX ONE ~

TYPICAL DWELLINGS



- APPENDIX TWO -

FIREARMS IN FREEPORT

For some people, firearms and pirates go together like kung fu movies and bad dubbing. Others, however, prefer to keep their heroic fantasy more pure, eschewing any technological elements in their worlds of magic and wonder. We have thus chosen to present optional rules for firearms in Freeport in an appendix. For those that want the blast of the swivel gun in their boarding actions, rules can be found here. If, on the other hand, you like Freeport just fine as it is, it's a simple matter to decide that fire-arms never did make it to the City of Adventure.

DEADLY INNOVATION

A new type of weapon has recently appeared on the streets of Freeport: the firearm. These weapons are expensive, unreliable, and slow in reload. However, they are easier to master than a longbow and provide flash and bang to those without an aptitude for magic. This appendix showcases the firearms of Freeport, with their history, new rules, and a fully detailed location.

The key to the creation of firearms was the discovery of black powder. Dwarves on the continent made this leap several hundred years ago, but they never used it outside of tunneling

and demolition. They could see the big bang, but subtler applications eluded them. It was the gnomish mechanical genius Kolter Mai first envisioned a hand-held weapon powered by black powder. He brought his first prototypes to the dwarves, only to be rebuffed. Soon after a powerful organization of wizards caught wind of Kilter's invention and they hounded him off the continent entirely.

FINDING SAFE HAVEN

Kolter, like many renegades before him, settled in Freeport. He opened a small shop that sold clocks and toys and made a decent living. Late at night, in the privacy of his workroom, he continued his innovative work.

Five years ago, he completed his second prototype, the Kolter Clockwork FP. This was a large pistol with an elaborate clockwork triggering mechanism. The pistol worked after a fashion, but it was unwieldy and he had difficulty finding appropriate ammunition. He tried small darts at first, but the powder inevitably destroyed them. Later he experimented with steel and silver balls, and even diamond chips. Silver was the most successful of the lot, but its cost was prohibitive. Finally, he settled on lead projectiles. The



- APPENDIX TWO: FIREARMS IN FREEPORT -

softness of the metal made them easier to load, but they still packed quite a punch.

Three years ago, Kolter produced his first salable weapon, the Kolter Privateer FP. This pistol featured a smaller triggering mechanism and lead ammunition. Kolter debuted the pistol at Swagfest that year, and impressed the crowds with its noisy discharge and destructive abilities. A number of pirate captains bought the pistols, and Kolter's star immediately began to ascend.

SUPPLY AND DEMAND

A new set of problems now beset the gnome inventor. Each pistol was hand crafted and the demand soon outstripped his production capacity. At this point Dirwin Arnig, the gnome representative on the Captains' Council, stepped in. Dirwin saw the potential profit of this new weapon. He convinced Kolter that it would be in the best interest of Freeport's gnome community to keep production of firearms "in the family." Dirwin bankrolled an arms factory, while Kolter taught gnome craftspeople how to make the weapons. A monopoly was born.

Now the Kolter Clockworks Factory is in full swing. Kolter followed up his popular pistol designs with a musket, a musketoon, and weapon that has proved very popular with pirates: the swivel gun. Kolter has experimented with larger and larger weapons, but he has shied away from trying something like a cannon. His reasoning is simple. Black powder explodes with the application of naught but a spark. Cannons would require barrels of powder and thus be terribly vulnerable to spells, such as *fireball* and *produce flame*.

RULES FOR FIREARMS

- Using Kolter firearms requires the Exotic Weapon Proficiency (firearms). This feat allows the use of all firearms: those lacking it take the usual -4 penalty to attack rolls.
- Reloading a Kolter firearm is a slow process. Powder must be poured down the barrel and the lead shot rammed home. It takes three full-round actions to reload a firearm, and the reload action provokes attacks of opportunity.
- Characters with multiple attacks per round can only use them if they have several firearms ready to fire. In other words, a 7th-level fighter can take two attacks only if he has two loaded pistols at the ready. This limitation also applies to characters with the Rapid Shot feat.
- Firearms can be magically enchanted like other missile weapons. Bullets also can be enchanted, but shot ammunition (due to its nature) cannot. Firearms follow the standard rules for magical item creation and cost. However, they cannot be enchanted with the special abilities Speed or Brilliant Enemy.
- Firearms are still in their infancy, and are not always reliable. Whenever a 1 is rolled on a firearms attack roll, roll another d20 and consult the Firearms Misfire table on page 150.

NEW FEAT

FIREARMS DRILL (GENERAL)

You have spent long hours drilling with various firearms, making loading them quickly second nature to you.

Prerequisite: Dex 13+

Benefit: This feat reduces your firearms reload time by one full-round action. Firearms Drill can be taken more than once, but it always takes at least one full-round action to reload a firearm.

Normal: It usually takes three full-round actions to reload a firearm.

WEAPON DESCRIPTIONS

This section contains the descriptions for all Kolter firearms in regular production and a few from bygone days. All of these weapons require black powder to use. Kolter sells powder horns for 50 gp, each of which contains two pounds of black powder. One ounce is required for each shot of a pistol, musket, or musketoon. Grenade launchers require two ounces and swivel guns four. Table A-2 on page 151 lists all of the weapons

GLOCKWORK FP PISTOL

The Clockwork FP is Kolter's original firearm design. It is not a well-balanced weapon, and the tiring mechanism is so large that it tends to catch on cloaks and the like. Only 26 of these weapons were ever made, and the cost on Table A-2 reflects its collector price. It was originally sold at 250 gp.

Ammunition: bullets (10), 3 gp, 2 lb.

DRAGON FP PISTOL

The Dragon is the biggest pistol in the Kolter arsenal. Named because its huge, smoky discharge is reminiscent of dragon's breath, the weapon is favored by monster slayers due to its great stopping power. Its large size makes it less accurate than the privateer FP at long range.

Ammunition: bullets (10), 4 gp, 2 1/2 lb.

GORGON GG MUSKET

First of the GG range (named in honor of the God of Gnomes), the Gorgon GG is the standard Kolter longarm. It was developed shortly after the Privateer FP and quickly proved itself on the firing range. Wealthy sea captains in Freeport have purchased these weapons for their elite sharpshooters.

Ammunition: bullets (10), 3 gp, 2 lb.

- APPENDIX TWO: FIREARMS IN FREEPORT -

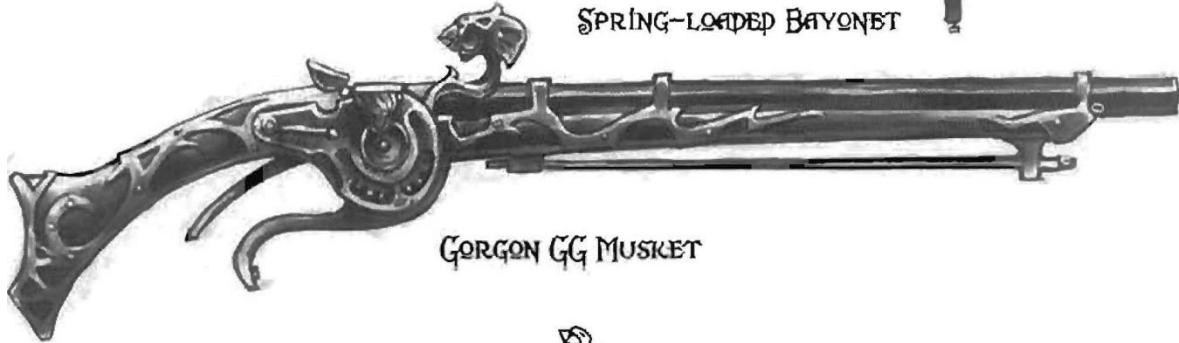
KOLTER FIREARMS



AIMING STOCK



SPRING-LOADED BAYONET



GORGON GG MUSKET



PRIVATEER FP PISTOL



MEDUSA GG MUSKETOON



HARPY GG GRENADE LAUNCHER



TITAN GG SWIVEL GUN

SW

- APPENDIX TWO: FIREARMS IN FREEPORT -

HARPY GG GRENADE LAUNCHER

This short-barreled weapon uses a simple charge to lob a crude grenade farther than a man could throw. It isn't particularly accurate, but it works well on ships packed with marines or simply as a distraction. The weapon uses the rules for grenade-like weapons found in the PH (page 138). "Splash" damage is 1d6.

Ammunition: grenade (1), 25 gp, 1 lb.

MEDUSA GG MUSKETOON

The Medusa (Ai hats a shorter barrel than the Gorgon due to its close-support role. Unlike other Kolter firearms, the Medusa GG is loaded with a bag of small lead pellets. This sprays out a hail of lead iii front dale firer, but does not allow for =curate shooting. A musketoon attack is resolved as a breath weapon line attack with a range of 30 ft. Opponents caught in the line can make a Reflex save (DC 15) for half damage.

Ammunition: shot (10), 6 gp, 3 lb.

PRIVATEER FP PISTOL

The Privateer FP is the classic Kolter firearm, the weapon that made him famous in Freeport. It has undergone continual improvements over the last several years, which makes it the most reliable of Kolter's weapons (+ 1 to rolls on Table A-1, Firearms Misfire). The Privateer FP is quite popular with pirate captains. If rumors are to be believed, some captains carry four Privateers on boarding actions so they are always ready to fire.

STINGER FP PISTOL

A wealthy businessman approached Kolter two years ago and asked if he could design a discrete weapon for gentlemen. It would have to be small enough to conceal, but fearsome enough to deal with footpads and thugs. The Stinger FP is the result, a light weight weapon that can still take down an opponent at short range. Kolter has sold many of these weapons to area merchants, high-class call girls, and fearful politicians.

Ammunition: bullets (10), 2 gp, 1 lb.

TITAN GG SWIVEL GUN

Excited by the success of the Medusa GG Musketoon, Kolter went on to design his largest weapon to date: the Titan GG Swivel gun. The gun is too big for a medium-size humanoid to fire normally, so Titans usually are mounted on ships or walls. Like the Medusa, they fire a spray of lead pellets (or, in a pinch, nails or rocks). Ideal for boarding actions, a Titan GG can sweep a deck clear in a matter of seconds. The weapon fires a 30 ft. cone of spinning metal. Anyone caught in the area of effect takes damage, with a Reflex save (DC 18) for half. A swivel gun is normally crewed by two men. If they work together, they can reload the weapon in only two rounds.

Ammunition: shot (10), 15 gp, 12 lb.

ACCESSORIES

The Kolter factory also manufactures a select few accessories especially for its weaponry.

AIMING STOCK

An aiming stock looks like a pitchfork or military fork, but anyone feeling the poor balance will quickly conclude it is not a weapon itself. Rather, it's an aid to help steady the recoil of some of the Kolter longarms and give them increased accuracy. As a partial action, the aiming stock can be jammed into the ground and a musket laid into the V section of it. As long as the firer doesn't move from that spot, all shots gain a +1 circumstance bonus to hit. At the moment, the only weapon that benefits from the aiming stock is the Gorgon GG musket.

Price: 4 gp

SPRING-LOADED BAYONET

It didn't take long for Kolter to figure out that while a loaded weapon was a tremendous asset in a fight, an empty firearm was actually a liability in melee combat. With that in mind, he invented the Kolter spring-loaded bayonet. A quick flick of a release catch turns a longarm into a spear in an instant. The blade folds under the stock of a Gorgon or a Medusa and can be readied as a free action. The weapons cannot shoot while the bayonet is deployed, but the firearm acts as a shortspear in the interim.

Price: 5 gp

TABLE A-1: FIREARMS MISFIRE

D20 Roll Result

1-3	Kaboom! Weapon explodes, inflicting normal damage to user.
4-8	Fouled. The barrel becomes fouled. An hour must be spent cleaning it out before the weapon can be used again.
9-12	Jammed. The clockwork timing mechanism jams. Clearing the jam requires 1d6 full-round actions. It may fire the round after clearing.
13-16	Weak Charge. Too little powder was used to prime the weapon, so the shot is fired to no effect. Reload as normal.
17-20	Failed Ignition. Either the firing mechanism fails to produce a spark or the powder simply fails to ignite. The weapon doesn't go off, but it can be fired again next rotund without having to reload.

- APPENDIX TWO: FIREARMS IN FREEPORT -

TABLE A-2: KOLTER FIREARMS

Weapon	Cost	Damage	Critical	Range Increment	Weight	Type
Small						
Clockwork FP	900 gp	1d10	x3	15'	3 ½ lb	P
Dragon FP	500 gp	2d8	x3	20'	4 lb	P
Privateer FP	400 gp	2d6	x3	30'	3 lb	P
Stinger FP	100 gp	2d4	x3	10'	1 lb	P
Medium-size						
Gorgon GG	500 gp	3d6	x3	50'	10 lb	P
Harpy GG*	650 gp	2d6**	x2	30'	7 lb	P
Medusa GG*	750 gp	1d12	x2	Special	8 lb	P
Large						
Titan GG*	1,500 gp	2d8	x2	Special	25 lb	P

* Special rules apply. See weapon description.

**Splash damage 1d6.

KOLTER CLOCKWORKS

Kolter's factory is located in Freeport's Warehouse District. Dirwin Arnig bought a dilapidated warehouse, had it demolished, and then bankrolled the construction of brand new facility. The Kolter Clockworks Factory is a Testament to gnomish ingenuity, and greed. It is over two hundred feet long and made of stout brick. The place gives the impression, not coincidentally, of a well-protected fortress, down to crenellations on the roof-top.

KOLTER

Kolter is a well-mannered and likeable fellow. He comes as a surprise to most people, who seem to expect him to be eccentric, crazy, or both. Others think he must be quite bloodthirsty to create such terrible weapons. In point of fact, Kolter is simply a mechanical genius with a modicum of good business sense. If he has a failing, it is that he can't let go of his work. He's at the Factory all the time and he oversees every aspect of his business. His subordinates encourage him to come up with new innovations, in part for the good of the factory and in part to keep Kolter in his office so they can do their work without interruption!

FACTORY FEATURES

Unless otherwise noted, the following features are true.

Iron Doors: All outer doors and two sliding inner doors (between rooms 4 and 5 and 5 and 8) are made of reinforced iron: [2 in. thick: hardness 10; hp 75; break DC 30]. The doors each have a closeable peephole at (human) chest level, which allows for both the inspection of guests and the firing of pistols (should the guests be unwelcome). The doors usually are locked [DC 30] and trapped [*glyph of warding*, requires the following passphrase:

"big money"; blast glyph, 5d8 sonic damage which also alerts the guards; Ref save for half damage, DC 15; Disable Device DC 28].

Wooden Doors: The remaining inner doors are made of strong wood: [2 in. thick: hardness 5; hp 25; break DC 25].

Light: This being a firearms factory, open flames are strictly forbidden. Each room is illuminated by 2-6 magical lights [sunrods], depending on its size.

MAP KEY

The follow descriptions reference the map on page 153.

ROOFTOP (NOT ON MAP)

The roof of the factory is flat, with a gnome-sized battlement running along its edges. Two guards are on duty here during the day, and four at night. An iron trapdoor leads down to Room 7. Guards behind the battlement gain one-half cover.

ROOM 1: FRONT OFFICE

Double iron doors open onto the street. Visitors to the factory come here first and most don't get beyond this room. This is the domain of Seebach [male gnome Brd2, 12 hp], a former poet who now acts as the public face for The Kolter Clockwork Factory. Seebach is a verbose fellow who knows how to make his visitors feel at ease. He can wax eloquently about the clockwork toys that line the shelves or discuss the latest minors with all the aplomb of a nosy housewife. Seebach conducts Iris business from his desk. Here he keeps appointments, generates invoices, and the like.

During the day a guard (see sidebar) stands ready behind the southern door. Should there be any trouble in the front office, the guard is ready to rush in. After hours, two guards remain on duty in ate office.

- APPENDIX TWO: FIREARMS IN FREEPORT -

KOLTER GLOCKWORKS FACTORY

KOLTER

Male gnome Exp9: CR 8; medium-size humanoid (gnome); HD 9d6+18; hp 56; Init +3 (Dex); Spd 20 ft.; AC 19; Atk +6/+1 melee (1d6-1/19-20/x2 crit, +1 short sword), +13 ranged (2d8+3/ x3 crit, +3 Privateer FP Pistol); AL NG; SV Fort +4, Ref +6, Will +8; Str 7, Dex 16, Con 14, Int 16, Wis 14, Cha 10.

Skills and Feats: Alchemy +14, Appraise +12, Craft (weaponsmithing) +15, Knowledge (architecture and engineering) +15, Knowledge (local) +5, Listen +9, Open Lock +8, Perform +8, Profession (inventory) +14, Search +6, Spot +6, Use Magical Device +12; Exotic Weapon Proficiency (firearms), Firearms Drill, Point Blank Shot.

Possessions: +3 leather armor, +3 Privateer FP Pistol, +1 Stinger FP Pistol.

ERLICH

Male gnome Ftr5: CR 5; medium-size humanoid (gnome); HD 5d10+10; hp 40; Init +3 (Dex); Spd 15 ft.; AC 20; Atk +10 melee (1d8+5/19-20/x2 crit, masterwork longsword), +10 ranged (2d8+1/x3 crit, Privateer FP Pistol or 3d6+1/x3 crit, +1 Gorgon GG Musketoon); AL LG; SV Fort +6, Ref+4, Will+1; Str 14, Dex 16, Con 14, Int 11, Wis 10, Cha 13.

Skills and Feats: Climb +4, Listen +2, Search +2, Spot +2, Swim +4; Exotic Weapon Proficiency (firearms), Firearms Drill, Point Blank Shot, Weapon Focus (longsword), Weapon Specialization (longsword).

Possessions: +1 breastplate, +1 Gorgon GG Musket, +1 Privateer FP Pistol, masterwork longsword.

GUARDS (14)

Male gnome Ftr2: CR 2; medium-size humanoid (gnome); HD 2d10+4; hp 15; Init +2 (Dex); Spd 15 ft.; AC 18; Atk +5 melee (1d8+3/19-20/x2 crit, longsword), +6 ranged (2d8/x3 crit, masterwork Privateer FP Pistol or 3d6/x3 crit, masterwork Gorgon GG Musket); AL LG; SV Fort +5, Ref +2, Will +0; Str 14, Dex 15, Con 15, Int 11, Wis 10, Cha 9.

Skills and Feats: Listen +2, Search +1, Spot +2; Exotic Weapon Proficiency (firearms), Firearms Drill, Point Blank Shot.

Possessions: chainmail, masterwork Gorgon GG Musket, masterwork Privateer FP Pistol, longsword. The guards have access to every type of Kolter firearm during an emergency.

ROOM 2: KOLTER'S OFFICE

Kolter spends so much time in his office he might as well sleep here (and sometimes he does). Although he has seen some substantial financial rewards, you wouldn't guess it to look at his office. Kolter has a desk, a work table, and two bookcases. A bewildering array of plans, schematics, and clockwork parts are spread about the room. A pile of dirty dishes inevitably sits on his desk, as he takes most meals here so he can keep working. He only leaves his office to inspect other areas of the factory, which he does frequently but on no set schedule. Kolter finds that it keeps his workers on their toes.

Several months after the factory opened, Kolter found that the western door (which leads to the front office) only encouraged people to come into his office and annoy him. He has since had it nailed shut.

For Kolter's stats, see the sidebar above.

ROOM 3: DESIGN STUDIO

Kolter now maintains a three-gnome design staff. Generally, Kolter has the big breakthroughs and he turns his ideas over to his staff for implementation. They also work on special commissions. These staffers are Linkin [**male gnome Exp4, 17 hp**], Mab [**female gnome Exp2, 13 hp**], and Noblick [**male gnome Exp3, 12 hp**]. Each maintains a desk in the Design Studio, although they often are found in the shop areas overseeing the execution of their designs.

The fourth desk in this room belongs to Karl [**male gnome Exp2/Rog1, 14 hp**], the factory's beleaguered accountant and bookkeeper. Karl was recommended by Dirwin Arnig, and he reports to the councilor periodically on the financial health of factory. Arnig is still waiting to recoup on his investment, and Karl is in the perfect position to make sure everything stays above board.

ROOM 4: METAL SHOP

This large room is, in many ways, the heart of the factory. All the clockwork triggering mechanisms, gun barrels, and bullets are made here. A large kiln dominates the southern side of the room (because of this, no powder is allowed in the Metal Shop). The rest of the room has a variety of workbenches, lathes, drills, and other tools. The southern door is an emergency exit that is not usually used. Nonetheless, a guard is on duty by it after hours.

Eight metalworkers and gunsmiths labor in the Metal Shop. They work under the eye of Hellig [**female gnome Exp4, 18 hp**], the shop foreman. It is her job to ensure the continued quality of Kolter firearms.

ROOM 5: WOOD SHOP

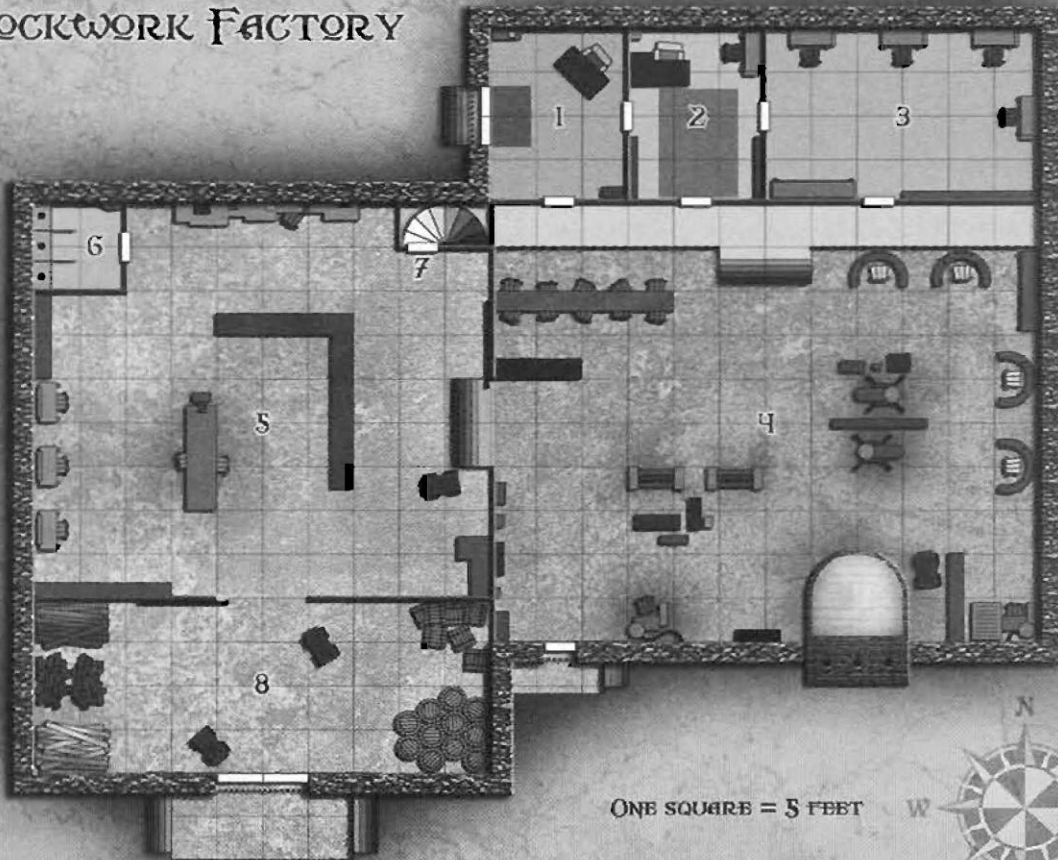
Six more craftsmen work here on the wooden components of Kolter's firearms. They're also responsible for the final assembly of the weapons, as the metal parts come fresh from Room 4. Like the Metal Shop, the Wood Shop is full of

- APPENDIX TWO: FIREARMS IN FREEPORT -

KOLTER

GLOCKWORK FACTORY

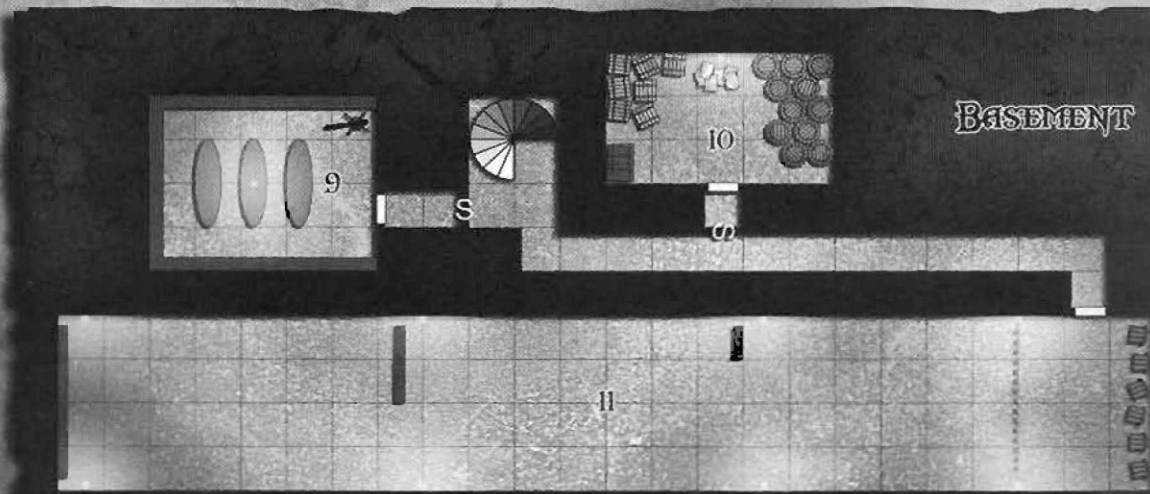
GROUND LEVEL



ONE SQUARE = 5 FEET



BASEMENT



- APPENDIX TWO: FIREARMS IN FREEPORT -

workbenches and tools. The guards also keep racks of ready weapons here, for quick access during an emergency.

ROOM 6: PRIDEY

Not even gnomes can resist nature's call.

ROOM 7: SPIRAL STAIRCASE

This room appears to be a spiral staircase leading to the roof. In fact, the stairway also goes down to a secret basement level, but this part of the staircase appears to be a wall courtesy of illusory wall spell.

ROOM 8: WAREHOUSE

The Warehouse is the entry point of raw materials and the exit point of finished goods. The western side is for the storage of the component parts of black powder, metal sheets and rods, wood, and fuel for kiln. The eastern side contains crates of brand new firearms and barrels of ammunition.

The twin iron doors to the south lead to an outside loading dock. Two guards are on duty inside at all times.

ROOM 9: STRONGROOM

Only two people know this room exists: Kolter himself and Karl. Only Kolter knows how to open the secret door without springing the trap (see below). The Strongroom holds Kolter's most prized possessions, his original plans and weapon prototypes, and the factory's gold (the amount varies week to week, but generally between 4,000-10,000 gp).

In addition to prototypes of Kolter classics like the Privateer FP, this room also contains experimental weapons like a fire thrower and a multi-barreled musket. These devices failed their initial trials, but may provide important lessons for future Kolter development.

[**Secret Door** *Trap-Globe of Cold*; CR6; 20 radius sphere (7d6); Reflex save (DC 17) for half damage; Search (DC 300); Disable Device (DC 27).]

ROOM 10: BLACK POWDER STORAGE

Black powder is mixed on site and stored in this room, well away from the kiln. While it is an arduous task to move barrels up and down the spiral stairs, Kolter insists on the security it provides. It would take only one spark to destroy the entire factory, and he simply won't have that.

The secret door is locked [DC 30] but not trapped.

ROOM 11: FIRING RANGE

The Firing Range is one of the few places outside his office in which Kolter spends time. This long chamber was designed as a proving ground for new weapons, and it contains a variety of targets that can be set up at any distance up to 110 feet.

The room is well ventilated, but even so firing can only go for 20 minutes at a time. After that there is simply too much smoke for accurate shooting (though some tests have gone on to simulate battlefield conditions).

Tests here are run by Erlich (see sidebar on page 152), the captain of the factory guard. He rotates his men through here to ensure they maintain their aim and gain familiarity with new weapons.

- APPENDIX THREE - NARCOTICS

Just like firearms, drugs are something you may or may not want in your game. If your players are mature, consider adding the following to your Freeport game. Rules for additional drugs can be found in *Arcana: Societies of Magic*.

DRUG RULES

Drugs are similar to poisons, but they can have desirable (although not necessarily beneficial) side effects and can cause addiction. Drugs typically have an initial effect (which occurs on ingestion), duration (in rounds, minutes, or sometimes in hours) and a secondary effect after the drug expires. In addition, repeated use of drugs carries the risk of addiction.

The type of the drug indicates how the drug is applied (usually ingested, although it may be inhaled or applied through contact with the skin) and the difficulty of the Fortitude save necessary to avoid the initial effects of the drug. If this save is made, the character does not have to later save to avoid the secondary effects of the drug.

The duration indicates how long the initial effects of the drug last. Once the duration expires, the character must roll a second Fortitude save to avoid the secondary effects of the drug. The secondary effect (generally temporary ability score damage and/or subdual damage) must be healed normally.

In addition, drugs have an addiction DC. Characters must make this save the day after a drug's use to avoid addiction unless noted otherwise. An addicted character must take the drug on a daily basis, or begin to suffer the effects of

- APPENDIX THREE: NARCOTICS -

TABLE A-3: FREEPORT NARCOTICS

Drug	Type	Initial Effect	Duration	Secondary Effect	Addiction Save	Price
Snake Weed	Inhaled DC 11	+1 bonus to Will saves	1d3 hours	-1 Wisdom	DC 5	2 sp
Abyss Dust	Inhaled DC 13	Hallucinations	3d4 hours	-1d4 Wisdom	DC 15	1 gp

withdrawal. Characters going through withdrawal suffer the secondary damage effects of the drug every day, until they make the addiction save or begin to take the drug again.

Drugs may be cut with other substances so that they operate at less than full strength, if marketed by less-than-honest sellers (which is just about all of them). The gamemaster may represent this by lowering the difficulty of the saves to avoid the primary and secondary effects as well as addiction. A cut drug is not typically cheaper.

Neutralize poison works normally against drugs. Greater restoration, restoration, miracle, lesser miracle, limited wish, and wish can be used to cure an addiction.

Long-term, repeated use of drugs tends to have nasty side effects. This is left up to the GM to resolve if necessary. In most cases, a long-term addict should suffer permanent ability score loss equivalent to the Secondary Damage inflicted by the drug.

THE OPIATES OF FREEPORT'S MASSES

There are two main narcotics in use in Freeport, snake weed and abyss dust. Strangely, they both derive from a single plant, the sunburst flower. Snake weed is the dried form of the plant, and when smoked it has a fairly harmless euphoric effect. Abyss dust is smoked or inhaled, and has far more dramatic narcotic and addictive properties.

For years snake weed was legal and common in town. Abyss dust appeared 50 years ago, when an enterprising alchemist discovered how to treat snake weed with certain chemicals to alter and enhance its effects. An epidemic of abyss weed use swept the city, and the Captains' Council launched a massive investigation into the new scourge that was turning the freebooters of Freeport into drug-addicted zombies. The alchemist was located without much trouble, and his head was stuck on a pike outside the Dock Gate.

When it was discovered in the alchemist's notes that abyss dust was made from snake weed, the Captains' Council felt it had no choice. It outlawed the growing, selling, owning or using of the both plants, and even funded a slash and burn campaign that completely eliminated the sunburst flower from the whole of southern A'Val. Of course, this campaign merely drove the trade in snake weed underground, right into the welcoming arms

Freeport's criminal element. Plus, the alchemist's formula survived his untimely demise, and is now commonly, known among the wrong sort of element in Freeport.

These days snake weed is still extremely easy to come by, and the possession of it is largely left unprosecuted. Abyss dust is a different story. Enforcement of the law concerning the stuff is much stronger, and penalties for the possession of it are harsh. The sentences range from a public whipping for possession of abyss dust to death by drowning for the manufacture of it. Compared to snake weed, abyss dust is also harder to find today, although determined addicts usually have no trouble finding a steady supplier.

SNAKE WEED

Sunburst flower is a plant that was originally used thousands of years ago by the Valossans as part of their religious ceremonies. The trances produced by smoking the dried leaves and flowers of the plant was thought to bring the serpent men closer to their god. Today the same plant is used for a far more pedestrian purpose: the casual intoxication of Freeport's residents.

When dried, the stuff is simply called snake weed by most, and while it can be psychologically addictive, it is in itself relatively harmless. When smoked, snake weed produces a feeling of serene calm, a deadening of pain and slight euphoria. Heavy doses produce an incapacitating euphoric stupor, and sometimes inspire dreams of shadowy serpentine forms and vast cities beneath the waves. Many of the poorer citizens and sailors of the port city use the drug as an escape from the drudgery of everyday life.

ABYSS DUST

If snake weed was the only substance it was possible to distill from the sunburst dower, it's unlikely the plant would ever have been banned. In fact, few associate the innocuous effects of snake weed with the powerful narcotic known as abyss dust.

The drug looks like ashes, with a rich black and gray color. It is administered through inhalation or smoking. Some hard core users like to mix their abyss dust with snake weed, claiming the snake weed "takes the edge off" of some of the more extreme hallucinations.

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FREEPORT: THE CITY

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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

DRAC'S END

11. The Pawn's Shop
12. The Freeport Institute
13. The Cluster
14. The Indecipherable Scroll

THE EASTERN DISTRICT

15. Field of Honor
16. Halfling Benevolent Association
17. Hellhound Social Club
18. Blink Dog Rickshaw Company

19. The Golden Pillar Society
20. League of Freemen Headquarters

THE MERCHANT DISTRICT

21. The Plaza of Gold
22. The Marina
23. The Merchants' Guildhouse
24. The Gilt Club
25. The Last Resort
26. The Freeport Opera House
27. Maurice's
28. House of Verlaine
29. The Last Post

THE MARQUESS MOON

33. The Marquis Moon
34. The Baths
35. Argyle McGill's Curio Shop
36. The Wizard's Guild
37. The House of Serenity

SCURDYTOWN

38. Krom's Throat
39. The Dead Pelican
40. Otto's Magic Sword Shop
41. The Chumhouse
42. Fleagle's Fine Weapon Emporium

43. Zola the Seer
44. The Freeport Fishery & Market
45. The Church of Retribution

THE TEMPLE DISTRICT

46. Temple of the God of Knowledge
47. Temple of the God of Warriors
48. Temple of the God of the Sea
49. Godshop
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51. The Vault
52. Warehouse 48
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THE JUN

DRAC'S END

TEMPLE DISTRICT

TENT TOWN

A

THE OLD



30. The Jewelers and
Gemcutters Guild

THE OLD CITY

- 31. The Sea Lord's Palace
- 32. The Fortress of Justice
 - A. The Courts
 - B. The Tombs



0 250 500 750 1000

SCALE IN FEET

FREBBPQ

Todd Gamble, Cartographer



CITY OF APPHENTURE

WIGLES OF A'DAL



THE SNAKE'S TAIL



GENERAL LEGEND

CITY GATE

CITY WALL

TOWER



CITY

EASTERN

WESTERN

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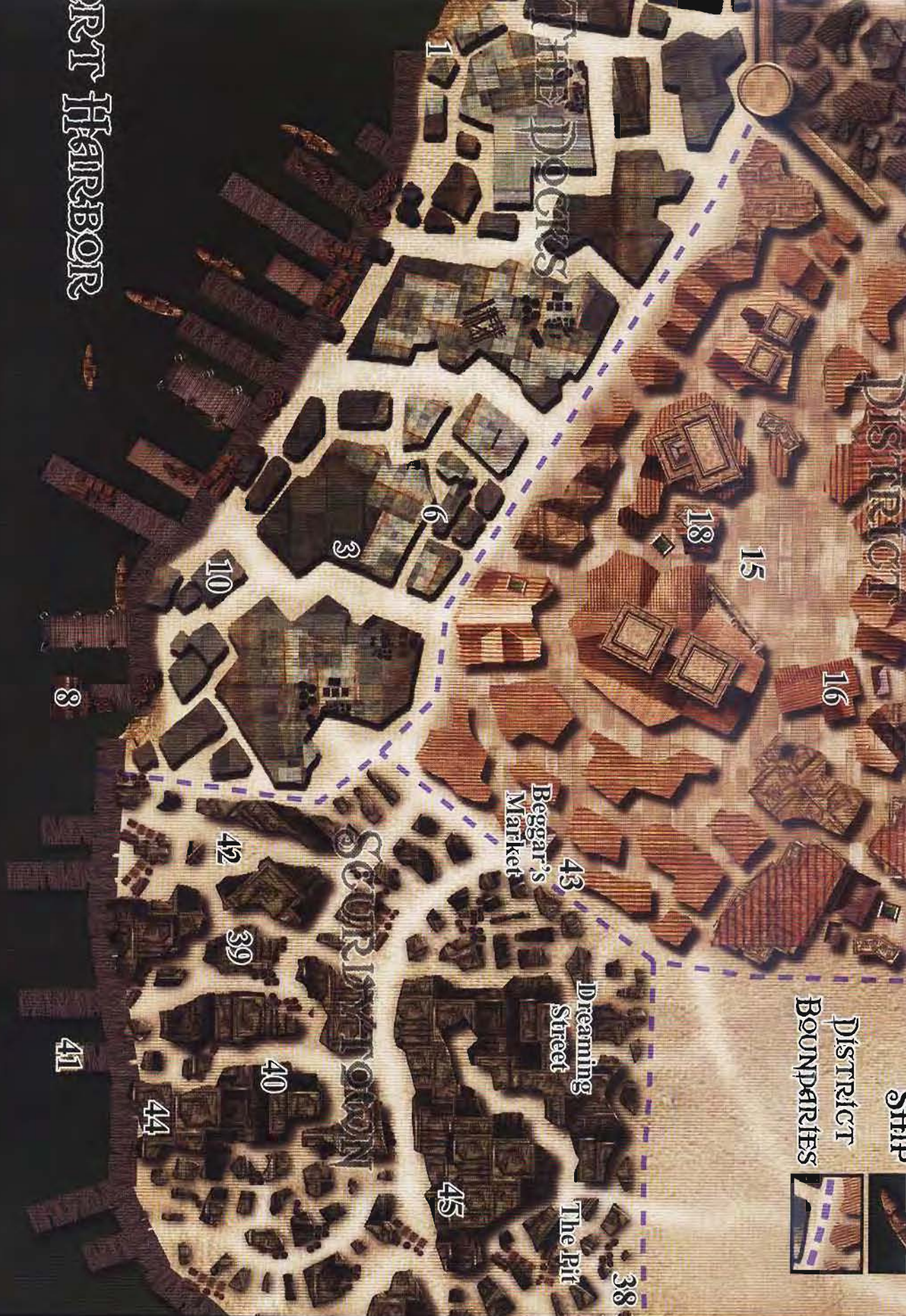
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PORT HARBOR



DISTRICT

SHIP

DISTRICT
BOUNDARIES

THE DOCKS

SEVIRLYN TOWN

Dreaming
Street

The Pit

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