

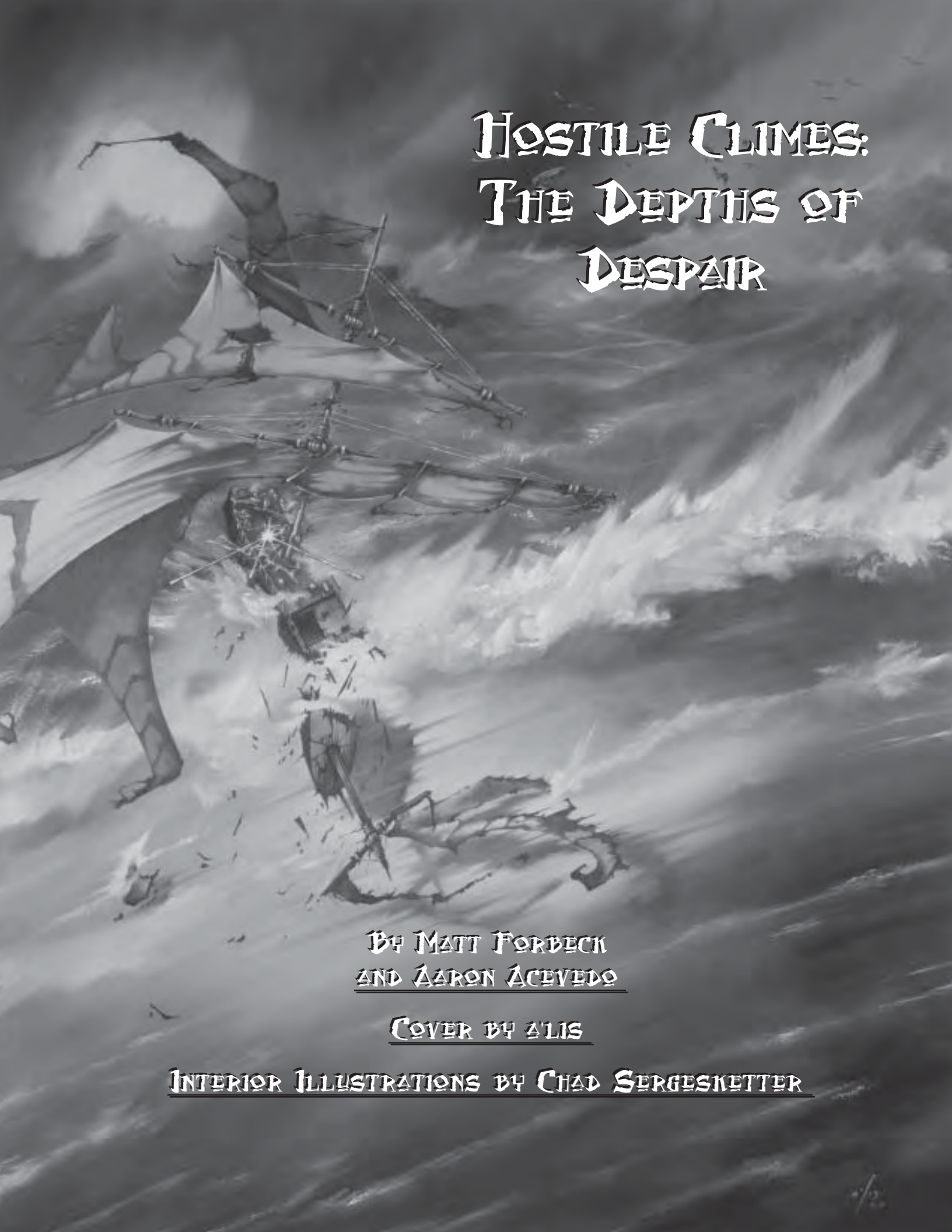
THE DEPTHS OF DESPAIR

MATT FORDECH AND AARON ACEVEDO



HOSTILE CLIMES

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HOSTILE CLIMES: THE DEPTHS OF DESPAIR

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Dedicated to: Glenn McCormick, the captain of the *Mistress*, one of the finest ships in the world.

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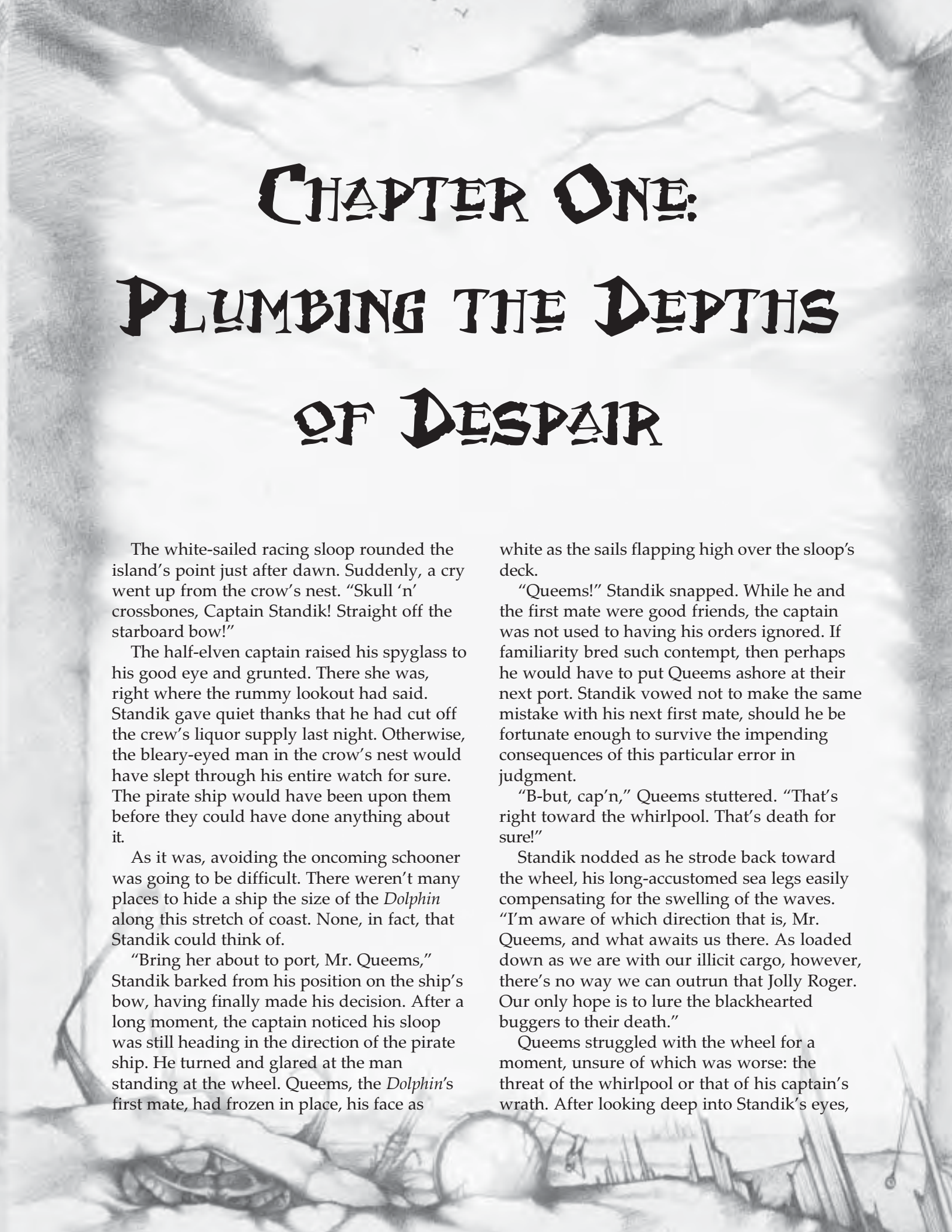
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CHAPTER ONE: PLUMMING THE DEPTHS OF DESPAIR





CHAPTER ONE:

PLUMBING THE DEPTHS OF DESPAIR

The white-sailed racing sloop rounded the island's point just after dawn. Suddenly, a cry went up from the crow's nest. "Skull 'n' crossbones, Captain Standik! Straight off the starboard bow!"

The half-elven captain raised his spyglass to his good eye and grunted. There she was, right where the rummy lookout had said. Standik gave quiet thanks that he had cut off the crew's liquor supply last night. Otherwise, the bleary-eyed man in the crow's nest would have slept through his entire watch for sure. The pirate ship would have been upon them before they could have done anything about it.

As it was, avoiding the oncoming schooner was going to be difficult. There weren't many places to hide a ship the size of the *Dolphin* along this stretch of coast. None, in fact, that Standik could think of.

"Bring her about to port, Mr. Queems," Standik barked from his position on the ship's bow, having finally made his decision. After a long moment, the captain noticed his sloop was still heading in the direction of the pirate ship. He turned and glared at the man standing at the wheel. Queems, the *Dolphin's* first mate, had frozen in place, his face as

white as the sails flapping high over the sloop's deck.

"Queems!" Standik snapped. While he and the first mate were good friends, the captain was not used to having his orders ignored. If familiarity bred such contempt, then perhaps he would have to put Queems ashore at their next port. Standik vowed not to make the same mistake with his next first mate, should he be fortunate enough to survive the impending consequences of this particular error in judgment.

"B-but, cap'n," Queems stuttered. "That's right toward the whirlpool. That's death for sure!"

Standik nodded as he strode back toward the wheel, his long-accustomed sea legs easily compensating for the swelling of the waves. "I'm aware of which direction that is, Mr. Queems, and what awaits us there. As loaded down as we are with our illicit cargo, however, there's no way we can outrun that Jolly Roger. Our only hope is to lure the blackhearted buggers to their death."

Queems struggled with the wheel for a moment, unsure of which was worse: the threat of the whirlpool or that of his captain's wrath. After looking deep into Standik's eyes,

CHAPTER ONE: PLUMBING THE DEPTHS OF DESPAIR

the first mate decided the whirlpool represented the lesser danger.

The ship came about in a long, slow arc. Queems was in no hurry to race toward the whirlpool, at least not at first. This changed quickly, however, once the lookout shouted down at the deck below him. "She's seen us, captain! She's heading this way!" The man's voice shook with fright like a spinnaker in an unsteady wind.

Captain Standik stood at the ship's stem and gazed back at the pirates through his brassy spyglass. The black-flagged ship was already closing with them, and it was making good time. Even with the *Dolphin's* head start, the ship would be hard-pressed to make it to the other side of the whirlpool before the pirate ship caught up to it.

"We're doomed, cap'n!" Queems started to whine. "Doomed!"

Standik reached out and smacked his first mate across his chubby chops. Chastened, Queems fell into silence. "Pull yourself together, man," he raged at the hapless wheelman. "We're not fish food yet." He looked back at the oncoming ship. "And with any luck, we won't be today."

Queems looked up at his captain, his cheek burning with both the blow and his shame. With a gulp, he swallowed his fear. "You're right, cap'n," he said in a raw voice that showed a semblance of its usual strength. "There's still some fight left in us yet."

"Make that 'flight,' matey, and we might have a chance. If that ship catches us, fighting won't do us any good." The captain looked out over his crew meaningfully. "We are too few to stand against them."

Standik reached out and put a hand on Queems's still-trembling shoulder. "Get a hold of yourself, man," he said softly. "Go rally our men. I need all the wind they can give me. I'll take the wheel."

"Right, cap'n," Queems said, giving over the wheel then snapping off a quick salute to his superior. He seemed relieved to have the burden of steering the sloop taken from his shoulders, and he was ready to do everything else imaginable he could to help. With a pat on

the back, Standik sent him on his way, and he was soon barking orders like a rabid dog.

As Queems scurried off, Standik checked the *Dolphin's* heading and made a small correction. He wanted to put the whirlpool between the *Dolphin* and the pirate ship, not drive his ship straight into the heart of the thing. If he wanted suicide, he'd have simply sailed straight into the pirates' path.

Disgusted as Standik had been by Queems's lack of spine, he admitted to himself that he could sympathize with it. He and his crew faced almost certain death on two fronts, and their only hope seemed to be that the two threats would feed on each other instead of the poor *Dolphin* trapped between them like some hapless guppy.

Long, tense moments passed as the pirate ship gave chase and the little smuggler's sloop struggled along before it. For a moment, Standik considered tossing his precious cargo overboard, but he immediately discarded the notion. There was no way he'd be able to roll back into port without those particularly lucrative goods. His buyer would literally have his head on a silver platter.

Besides which, the pirates would likely catch them before they could finish the job. If the bloody buccaneers managed to capture Standik and his men, once they saw what the *Dolphin's* crew had been shoving into the deep, the pirates were likely to kill them all out of sheer, simple spite.

There just didn't seem to be an easy way out of this. Out of the lot of bad choices that faced him, the captain was prepared to take the worst, simply because it offered the best possible outcome. He prayed to the Smuggler's God that it was the right decision to make. That particular god had never let him down before. He sincerely hoped that today wouldn't be the first time.

Standik craned his neck to see plumes of water spouting out of the sea before him, just off to the left of his current heading. Although he'd never been this close to the whirlpool before, other sea dogs had regaled him with tales of it during nights ashore. The tales always seemed to grow with the telling



though, and Standik had always taken them all with a full shaker of salt.

Some claimed the whirlpool was actually the maw of some gigantic sea creature that lived in the bottom of the sea. Apparently it was doing its level best to drink the entire ocean, but it could only swallow so much at a time. That was cold comfort to those who had already passed through its gullet.

Others had told Standik the place had been formed by the ghosts of a massive ship that had gone down at that very sight over a century ago. The actions of the ghosts swirling about the place forced the water back and drew in unsuspecting souls to share their fate at the same time.

Standik had seen some pretty amazing things in his time, even a real ghost, and he was pretty sure this story was as thin as his sails. How could an intangible ghost hold up that much water—or anything at all? Standik made a mental note to himself to ask his favorite ghost that very question the next time he was unfortunate enough to run into him—assuming the captain lived that long.

The story that Standik liked the best was that the whirlpool was the home to some sort of strange sea dragon that made its nest at the bottom of the thing. Supposedly the thing made its nest on a heap of treasure that it had collected from all of the ships it had drawn into its lair and crushed on the rocks below. Not that the captain thought such a tale was true. He was simply impressed with how many fools had believed in such a story strongly enough to check into it. Few such souls ever returned from such a journey.

In fact, Standik couldn't recall ever actually meeting someone who'd made it in and out of the whirlpool alive. Sure, there were people who claimed they knew or heard of someone who had, but the kind of sources of information one met in the places that Standik liked to spend his time in were often unreliable at best.

If Standik had felt that he had a choice, he certainly would have given the whirlpool the traditionally wide berth it deserved. Unfortunately, the pirate ship cruising up

behind him made braving the threat of some watery legend seem like a wonderful idea. If not wonderful, at least it was the best he had.

A ballista bolt—a massive, wooden spear several feet long, tipped with razor-sharp metal and fired from a contraption that worked something like a giant crossbow—sailed through the sky across his ship's bow. It was only a warning shot, he knew, and not a well-fired one at that.

Standik hoped the rest of the pirates' shots would be as ill-aimed. Even so, at the moment the *Dolphin* was just on the outside of the pirate ship's weapons' range. The edge of the whirlpool only lay a few hundred yards off at this point. Standik steered for its far rim, hoping to put the hole in the sea between him and his pursuers.

Schooners like the one chasing him were far less nimble than his little sloop, even laden as it was. Standik was hoping that the pirates' wheelman would overconfidently follow the *Dolphin* into the whirlpool's rim and be sucked in before anyone could do anything about it. After that, the captain would worry about getting his boat to safety. At that point, he'd be willing to dump some of his cargo if he had to. His client would miss it for sure, but there was always someplace else a talented captain with a good ship could run.

"In the name of the gods, captain!" the lookout screamed from the crow's nest. "Turn back! Turn back!"

Standik ignored the man's pleas. He knew the lookout could already see into the whirlpool from his vantage point. He didn't blame the man for being scared, but that wasn't going to change the captain's mind.

Another ballista bolt soared past the *Dolphin*, this time zipping just over the heads of the men working the sails. Standik knew the next bolt would likely not miss. He felt the vortex start to pull at his hull, hauling the ship toward its doom.

Standik looked back to see the pirate ship keeping a respectful distance from the whirlpool. It wasn't willing to risk itself in the now-raging currents. He allowed the *Dolphin* to drift into the vortex, still leaning on the

CHAPTER ONE: PLUMBING THE DEPTHS OF DESPAIR

wheel to keep the ship's rudder pulling the ship away from the edge of the whirlpool, even as he rode its currents.

Suddenly, Standik could see into the whirlpool from his spot behind the wheel. A soft curse escaped his lips as he stared at the awesome sight. He couldn't make out the edge of the vortex nearest him, masked as it was in the foam and spray that raged around it.

The other side, however, was bright and clear in the early morning sun.

The whirlpool had to be a mile across if it was a yard. The far side seemed less like a portion of a swirling circle than simply a wall of spinning water held in place by some infernal forces beyond Standik's ability to comprehend. For a moment, he was caught up in the sheer size of the thing, and he suddenly didn't think Queems's being frightened was unreasonable at all.

Just then, a ballista bolt sailed through his main sail. The tearing of the fabric sounded to Standik like a thunderclap, even over the whirlpool's incessant roaring.

The captain cursed again. A single hole in his the vast sheet wouldn't be enough to slow the *Dolphin* down, but the pirates' strategy was clear. If they could shred the sloop's main sail, the little boat had no chance of escaping the whirlpool's pull.

But why would any band of pirates do such a thing? There would be no booty won from a ship that was sucked below. Unless the black-flagged ship wasn't the property of pirates after all, but of someone—or something—more sinister, someone whose only motive was death for death's sake.

Another ballista bolt pierced the main sail. Then another. Standik's men cried out in fear, but the captain was pleased to see Queems shouting at them, smacking them out of their hesitation. The man seemed to have realized—as the captain had long ago—that the only way out of this situation was to keep trying. The gods weren't going to step in to lend a hand to a band of smugglers, no matter how hard the poor souls might pray.

A pair of ballista bolts ripped through the main sail, and Standik suddenly knew that the

Dolphin was done for. A gust of wind came through a moment later, and the sail was torn to tatters.

Standik swore, loudly this time, and leaned on the wheel with all his might. It was no use, though, and he knew it. He could have dumped every bit of his precious cargo overboard, and it wouldn't have done him a lick of good.

The whirlpool was going to have them sooner or later. Standik decided to quit fighting it. It might as well be sooner.

The captain abandoned the wheel and pulled out his spyglass once again. If he was going to die, he wanted to know who was killing him. If there was any justice on the bottom of the sea, Standik would come back to haunt the man to his dying day, which the ghost-Standik would do his level best to hasten.

There, atop the schooner's bow, Standik spotted his foe, the foul creature who had killed him and his men. The filthy bastard had tossed back his dark-maned head and was laughing with evil delight.

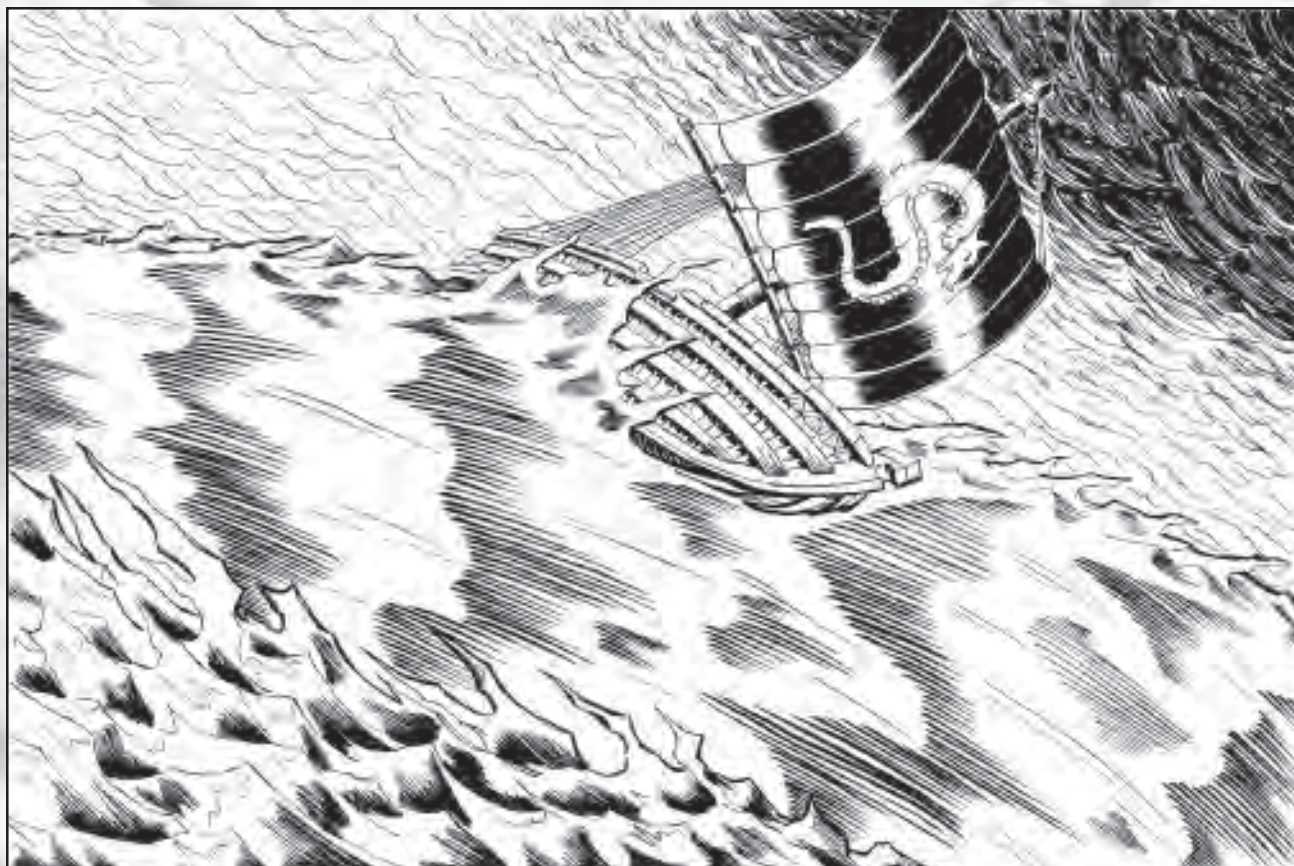
Standik burned the image of the gray-skinned, yellow-tusked half-orc into his mind. He needed it to survive his trip to the other side of the veil. He vowed to himself that he would soon be back to make an accounting with this distant foe.

With that, Standik pocketed his spyglass and strode forward into the center of the ship. His sailors stood there empty handed, the remnants of the main sail flapping uselessly over their heads.

"This is it, boys!" he shouted. "We're going down to meet the Sea God for sure. You may not have been the best lot of sea dogs to sail these seas, but I'm damn proud to know you were mine!"

"Three cheers for Captain Standik!" Queems replied gamely, doing his best to rally the sailors' spirits.

Before anyone could reply, the *Dolphin* lurched violently to the left as the ship pitched over the whirlpool's edge. A handful of the sailors were hurled off the ship's deck and far past the water's edge, falling to their deaths below. The others, including Standik and



Queems, managed to grab onto the ship's rigging, or at least be tangled in it. They hung there, watching in horror, as the ship made its final descent into the whirlpool's maw.

As the ship came entirely over the edge, it was swept away along the vortex's edge at breathtaking speed. Standik looked down into the mouth of his doom and could not believe his eyes.

A mile wide, the whirlpool was over 100 feet deep—at that moment, it seemed endlessly deep—and there, in the center of it, squatted a rough-hewn city.

At first, the place looked like little more than a jumble of the wreckage of boats that had been drawn into the place over the years. Then Standik spotted people walking about the place, and he realized that he was actually seeing buildings crafted from the wooden carcasses of ships. And was that someone flying into the center?

"I thought I'd seen it all," Standik whispered.

There was a loud crack then, and Standik realized that the *Dolphin* was coming apart as it was pulled down toward the ground far below. Then a wildly swinging yardarm smacked him across his head, and all went dark.

When Standik awoke, his mouth full of salt and sand, his first thought was that death wasn't nearly as restful as he'd been led to believe. He hurt all over, and his head was pounding with every beat of his hammering heart. He was face down on the damp sand of some beach, and he suddenly realized that he was looking at a set of gold-buckled black boots standing just to his right.

Standik rolled over on his back to see his sworn foe—the orc captain of that ship that had chased him to his death—looking down at him. "Am I dead?" Standik asked weakly before he was wracked with a coughing fit as he forced the last bits of the ocean he'd swallowed from his lungs.

The well-muscled orc smiled as he bent over

Standik, his wide lips spreading to show his thick, yellow fangs and all his sharp, pointed teeth. “Welcome ta yer new home here in the Depths o’ Despair, cap,” the foul creature grunted with a guttural accent. “Are ya dead? Not yet, ya poor sot. Not quite yet.”

WELCOME

Welcome to *Depths of Despair*, the first in a brand-new series of *Hostile Climes*™ products from Pinnacle Entertainment Group™. These adventure game sourcebooks are designed specifically for use with the d20 System® game as found in the *Dungeons & Dragons*® roleplaying game published by the good people at Wizards of the Coast®.

However, you can also use the background material in this with just about any other fantasy roleplaying game by investing just a little effort. All you need to do is convert the statistics listed in this book—most of which are conveniently located in Chapter Four—and you should be ready to get those dice rolling.

HOSTILE CLIMES

The *Hostile Climes* series takes your fantasy adventure game out of the dungeon and tosses it into whole new climates throughout your campaign world. Each such book features new rules to help you handle situations that are likely to crop up in such places. These are located in the rear of the book for easy access later in your gaming.

The bulk of each book, however, is a fully developed location set in the appropriate climate themed for that book. This gives you a chance to use those new rules to their fullest, and it opens the door to all sorts of new kinds of adventures.

The locations described in each *Hostile Climes* book are designed to be isolated places, the kinds of areas that your heroes might have ignored or merely overlooked, even in a region they know as well as the heft of their own swords. This allows you as the DM to plop them into your campaign world at any

reasonable point you like and have it be as if they were always there.

This series should eventually span the various climates of a globe from top to bottom, covering everything in between. This includes everything from the icy landscapes of the polar caps to the blazing heat of tropical deserts.

d20 SYSTEM

The d20 System is the heart of the latest edition of the world’s most popular fantasy roleplaying game. This system has recently been opened up to other publishers for use through the Open Game License. For more information on what this is and how it works, see the license on page 126 of this book and be sure to visit www.opengamingfoundation.org on the Worldwide Web.

The upshot of the Open Game License is that you get to see all sorts of wonderful products for your favorite fantasy roleplaying game from any number of different publishers. You can use any or all of these in your personal campaigns, giving you a wide variety of choices from which to pick. This can even extend to game products that have little or nothing to do with the genre of traditional fantasy.

For instance, Pinnacle has already released two settings using the d20 rules. The first of these, *Deadlands*™ d20, converts the wildly popular *Deadlands: The Weird West*™ roleplaying game for use with the d20 System rules. The second, *Weird Wars*™: *Blood on the Rhine*™, is an all-new setting that casts the players in the roles of Allied forces battling against mystically powered Axis soldiers in “Weird War II.”

OPEN GAME CONTENT

The other big benefit of the Open Game License is that publishers can make use of certain materials developed by other publishers. This means that we don’t have to go reinventing the wheel every time we need a new rule for something. It also means you

don't have to learn several different sets of rules for doing essentially the same things.

Let's use Underwater Combat as an example. We thought that Fantasy Flight's™ rules from the *Seafarer's Handbook*™ were rock solid and fun, so we decided to use them here. We did this instead of coming up with our own version of a similar set of rules that would force our players to have to choose between two different ways of doing things.

When dealing with Open Game Content, we can develop the rules and add on to them as much as we like, whether they come from the original fantasy roleplaying game or another sourcebook. When we do, those rules become Open Game Content as well, which means that other publishers—and even players or DMs like you—can pick up the ball and keep running with it. In the end, everyone wins.

Still, there are a number of differences between *Depths of Despair* and the *Seafarer's Handbook*. This book, for instance, contains all sorts of details about a mysterious city at the bottom of the sea, a place known as the Depths of Despair. The *Seafarer's Handbook*, on the other hand, contains even more rules and other material than that which we've reproduced here. Although they come from two separate publishers, we consider the two books to be companions of a sort, and we wholeheartedly recommend that you pick up both. They complement each other far more than they overlap.

This is the kind of cross-company cooperation that the Open Game License encourages, and we hope that we'll see a lot more of it over the years as the d20 System publishing community matures.

USING THIS BOOK

This book is mostly intended for use by a DM, not a player. At your discretion, you might allow a player to read some or part of the underwater combat rules or descriptions of the new equipment in Chapter 6. The remainder of the book, however, should be off limits to players, as it contains all sorts of secret

information that should only be revealed to them in the course of the game.

You're reading—and almost done with—Chapter One right now.

Chapter Two relates the history behind the Depths of Despair. This is where you learn all about how the whirlpool was formed, how the city within it was founded, and who lives there now.

Chapter Three gives full details about the many different places in and about this airy city at the bottom of the sea. This is structured so that you can get use out of it time and time again. After all, if you play your cards right, this is a city that your heroes may return to more than once.

Chapter Four describes each of the major characters living in and around the Depths of Despair. Here you learn about that half-orc captain described in the beginning of the book, as well as all about the people who work for him and against him.

Chapter Five is a full-scale adventure set in the Depths of Despair and the ruins of a lost underwave city. In this, the heroes find themselves embroiled in a terrifying plot to destroy the Depths of Despair and everyone who lives within its watery walls. Their success or failure may even determine if the Depths of Despair continues to exist!

Chapter Six features the new monsters, magic items, equipment, spells, and so on that crop up in various places throughout this book. They are all collected here for easy reference during play and use throughout your campaign. This is also the section where you'll find Fantasy Flight's rules for underwater combat, a must for any seagoing or aquatic campaign.

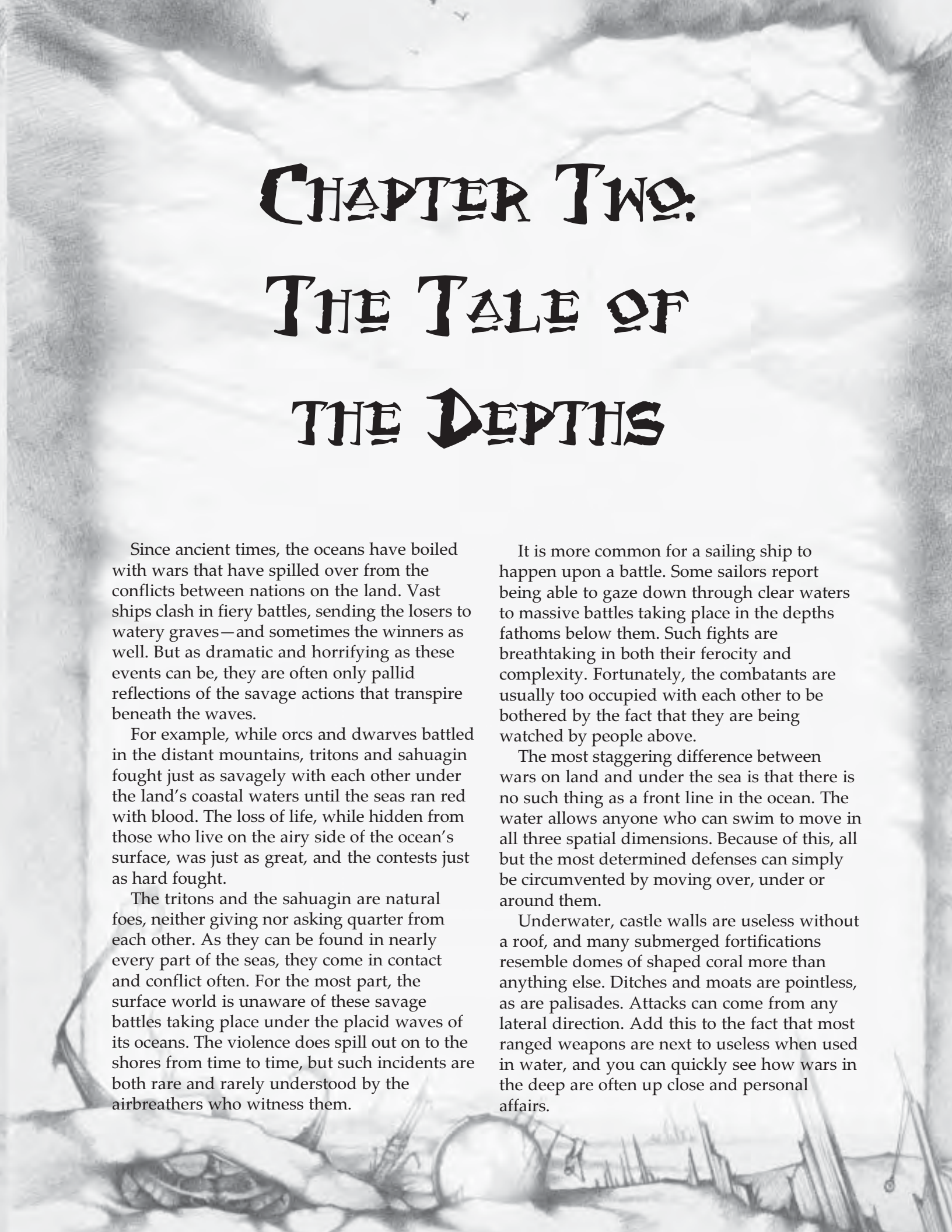
The book is capped off by an index to make it easy for you to be able to find material you're looking for in here at a moment's notice.

With that, it is finally time to sail off into the deep blue sea and beyond. Fair wind and following seas, my friend. You will definitely need both where you are headed.

Good luck, adventure awaits!

CHAPTER TWO: THE TALE OF THE DEPTHS





CHAPTER TWO:

THE TALE OF THE DEPTHS

Since ancient times, the oceans have boiled with wars that have spilled over from the conflicts between nations on the land. Vast ships clash in fiery battles, sending the losers to watery graves—and sometimes the winners as well. But as dramatic and horrifying as these events can be, they are often only pallid reflections of the savage actions that transpire beneath the waves.

For example, while orcs and dwarves battled in the distant mountains, tritons and sahuagin fought just as savagely with each other under the land's coastal waters until the seas ran red with blood. The loss of life, while hidden from those who live on the airy side of the ocean's surface, was just as great, and the contests just as hard fought.

The tritons and the sahuagin are natural foes, neither giving nor asking quarter from each other. As they can be found in nearly every part of the seas, they come in contact and conflict often. For the most part, the surface world is unaware of these savage battles taking place under the placid waves of its oceans. The violence does spill out on to the shores from time to time, but such incidents are both rare and rarely understood by the airbreathers who witness them.

It is more common for a sailing ship to happen upon a battle. Some sailors report being able to gaze down through clear waters to massive battles taking place in the depths fathoms below them. Such fights are breathtaking in both their ferocity and complexity. Fortunately, the combatants are usually too occupied with each other to be bothered by the fact that they are being watched by people above.

The most staggering difference between wars on land and under the sea is that there is no such thing as a front line in the ocean. The water allows anyone who can swim to move in all three spatial dimensions. Because of this, all but the most determined defenses can simply be circumvented by moving over, under or around them.

Underwater, castle walls are useless without a roof, and many submerged fortifications resemble domes of shaped coral more than anything else. Ditches and moats are pointless, as are palisades. Attacks can come from any lateral direction. Add this to the fact that most ranged weapons are next to useless when used in water, and you can quickly see how wars in the deep are often up close and personal affairs.

USING THE DEPTHS OF DESPAIR

The Depths of Despair—as the city at the bottom of the whirlpool is known to those who live in and around it—should fit neatly into just about any campaign world that has a sizeable body of salt water on it. In this book, we assume that the Depths are located in a tropical or subtropical region, likely within 20 miles of a coastline. However, they could just as easily be anywhere else in the ocean that doesn't have ice floating in it. Both the tritons and sahuagins who live around the place are able to survive in icy waters that would cause hypothermia in a land-based character.

We also assume that the very existence of the Depths is something that few people are even aware of. It has become a bit of sailor legend bandied about by those who make their living on the sea, but few people actually have any direct experience with the place. You can change this from the start if you like, or it may simply transpire during your campaign that a number of people suddenly become aware of the place's location and what and who reside in it.

The nature of the place as written should make it easy to drop this location directly into your existing campaign. Ideally, the Depths are a ways off the traditional shipping lanes, but not so far that no one would ever pass them by. Even if the heroes are experienced sailors, the rumors of the Depths might reasonably be new to them. They probably hear yarns about such places all the time and wisely discount at least half of them as the drunken ramblings of sailors who have simply spent too long at sea.

Of course, such rumors might be designed simply to get your heroes to investigate the area, possibly just to determine the truth behind such outrageous claims. For some heroes, simple curiosity is enough. For others, it can take a bit more work. The adventure in

Chapter Six features some ideas about how to set the hook for the Depths in the heroes' heads. After that, it's simply a matter of reeling them in.

THE TRITON- SAHUAGIN WAR

The war between the tritons and the sahuagin was never more bitter than it was in the region that would someday become the Depths of Despair. In this area, the fighting had been raging on and off for centuries. Neither side was ever able to firmly establish an upper hand over the other, despite their best efforts over the years.

From time to time, the sahuagin were able to drive the tritons back for a bit—and vice versa—but the losers in one battle were always able to regroup and recover. They quickly became the aggressors again, taking the fight to those who proved victorious the last time around. And so the positions of power seesawed back and forth, neither side ever able to knock the other off the board.

The only ones who truly benefitted from all of this were the sharks that fed on the carcasses of those fallen in the conflict. The war kept their bellies full.

ENTER THE SEA GOD'S HORN

As the war raged on over 40 years ago, the leader of the tritons, a man by the name of Caldron, decided that he was ready to risk everything to put an end to the bloodshed once and for all. Caldron knew the sahuagin would never settle for peace. Their hearts were simply too dark for them to ever entertain such a notion. He would have to take desperate measures if he wanted to bring the violence to a definitive end.

To that end, Caldron, king of the tritons, gathered his greatest followers and charged

them with locating the legendary horn of the Sea God: the *Nautilacrum*.

The *Nautilacrum*, legend said, was built by the Sea God himself so that he could hollow out the portions of the land to be filled with the seas. Caldrond reasoned that, with such power in his hands, the sahuagin would never be able to stand against him. Sadly, the triton king had no real idea of the forces with which he was planning to play.

The heroes of the tritons searched every corner of the seas, hunting for this fabled horn. Many imposters were located and revealed for the fakes they were, but the real *Nautilacrum* evaded the heroes' efforts for decades.

Finally, the horn was found, but not in some watery ditch. Instead, a dwarven friend of the tritons found the thing atop the highest mountain the land. Apparently when he'd been done with it, the Sea God had hurled his golden horn far away from his people so that it could never be used upon them.

Despite the theoretical intentions of his chosen deity, Caldrond cavorted with glee when he finally got his hands on the *Nautilacrum*. He believed that he finally had found the tool—the weapon—he needed to bring the sahuagin down.

THE BLOWING OF THE HORN

In a glorious ceremony in the central square in the tritons' capitol city, Caer Solus, the triton king presented the horn to his people. He announced to them that they were about to witness the first blowing of the Sea God's horn since the creation of the seas. Believing that the horn would grant him unbelievable power to use in the name of his people, Caldrond set the device to his lips and blew.

The few people who survived the incident speak of it seeming as if the world suddenly turned inside out. As the blast left the *Nautilacrum*, it smashed aside everything in its way: the water, the buildings, the people—everything. The resultant tidal wave drenched the nearby shoreline with a wall of water at least 50 feet tall.

Many of the tritons swept away by the blast,

including King Caldrond himself, were killed instantly. The water was shoved away so hard that it was like being hit by a brick wall.

Thousands died in an instant. Even more were swept away, never to be found.

Caer Solus was no more.

Every building in the city was knocked down. Those that weren't entirely razed were buried in the swirling sands shoved aside by the *Nautilacrum*'s blast. Hundreds of people were buried alive.

The few survivors were those who managed to ride the shockwave far away from the city and into the murky depths surrounding the place. When they managed to recover from the blast, they found themselves many miles from their home.

Orienting themselves by the stars, the lost tritons slowly made their way back to Caer Solus to find that it was no longer there. They swam closer to the center of the city, but when they got within about a half a mile, they encountered a wall of swirling water that repulsed their every attempt to pierce it. It stretched from the ocean floor to the surface high above. Every time the tritons tried to swim through it, they simply found themselves spun away by the raging waters of the sea.

Frustrated, the Caer Solians swam to the surface to see if they could simply go over the barrier. When they got there, they realized what it was that was actually stopping them: a massive whirlpool.

The spinning vortex stood about a mile wide and 100 feet tall. It quickly became clear that the phenomenon was centered upon the very spot on which King Caldrond had been standing when he had blown the Sea God's horn.

In his eagerness to grab the power that would allow him to finish off the sahuagin foe, and in his hubris based upon the notion that the tritons were the chosen ones of their god, King Caldrond had assumed the *Nautilacrum* was a device he could instantly bend to his will. Sadly, he discovered that the horn was something that could only truly be controlled by someone with the power of a god, and all pretenders who hoped to claim its might for



their own were doomed to destroy themselves and possibly everything they held dear.

The kingdom paid the ultimate price.

DOWN IN THE DEPTHS

The tritons of *Caer Solus* were scattered far and wide by the disaster. Those that survived attempted to rebuild at first, but they were run off by their sahuagin foes. The fishfolk took advantage of their hated enemies' troubles and soon claimed the remnants of *Caer Solus* as their own.

The survivors of *Caer Solus* were able to make their way to the homes of their nearest cousins, where they were able to find shelter from the sahuagin threat. The king of those tritons, a strapping warrior by the name of *Parlanto*, vowed to avenge the death of his cousin, King *Caldrond*. Despite the fact that *Caldrond* had obviously brought about his own demise and that of his kingdom by his

own hand, *Parlanto* held the sahuagin responsible. To his mind, the fishfolks' naked aggression had driven *Caldrond* to such desperate measures. For this and their many other crimes against the triton people, they would pay.

Unfortunately, King *Parlanto* already had plenty of grim battles of his own to fight. With so many tritons dead, he couldn't muster the forces to launch a successful assault against the sahuagin who were despoiling the carcass of *Caer Solus*. In fact, with the loss of the *Caer Solians* as allies, he was hard-pressed to fend off the renewed vigor of the sahuagin attacks against his own kingdom. It was all he could do to maintain a semblance of military strength.

Parlanto's tritons fought valiantly and well. Eventually they were able to force the sahuagins back from the borders of their homeland, a place known as *Marlantia*. They did so only at a great personal cost, though, losing many of their best in the battles.

Still, the tritons never forgot the ignominy they had suffered from Caldron's horrible mistake. They vowed they would eventually return to Caer Solus, reclaim it as their own, and restore the metropolis to its former glory.

THE CAER SOLIAN LEGION

Despite the fact that the tritons were unable to spare enough soldiers for a full, frontal attack on the sahuagin occupying the ruins of Caer Solus, they were still capable of causing the trespassers headaches. The former people of Caer Solus formed an order of tenacious guerilla warriors known as the Caer Solian Legion.

The brave souls in the legion have made it their life's cause to take back Caer Solus from the sahuagin by any means at their disposal. For the past 40 years, this has usually meant little more than hit-and-run tactics used regularly against the occupants of the sahuagin settlement in and around the ruins of Caer Solus.

The harassment of the sahuagin has meant that the fishfolk have been forced to dedicate a great deal of their resources to defense. Because of this, the sahuagin of Caer Solus basically live in a near-constant state of siege. They are unable to roam the area singly or in small groups for fear of being ambushed by a band of legionnaires laying in wait.

For their part, the sahuagin are unwilling to give up their claim to Caer Solus under any circumstances. They know the pain their occupation causes the place's former owners, and that is reason enough for them to stay there as long as they can. As a society, the sahuagin revel in the misfortune of the tritons—and most others, for that matter.

Other than causing as much trouble to the sahuagin as possible, the legionnaires have one major objective: the recovery of the Sea God's horn. They know that the only hope that such a small force as theirs has against a mass of sahuagin who have had 40 years to become entrenched in the area is to find such a tremendously powerful weapon and use it against their ancient foes.

To date, though, all of the tritons' efforts have proved for naught. The sahuagin have spent some time on this effort as well, but they have also come up entirely empty handed. Still, both sides keep their eyes peeled for any clues as to what might have happened to the powerful artifact. The side that finds it first, it seems, is sure to win the war.

TO REAP THE WHIRLPOOL

While the struggle raged on beneath the surface, the sudden appearance of the largest whirlpool on the face of the planet didn't go unnoticed in the world above. The first few ships that encountered it were sucked directly into its island-sized maw.

The most amazing thing about the whirlpool—besides its size, of course—was its lack of hunger for flesh. It consumed ships whole, rending them to flinders, but it generally left the people untouched. Assuming they survived the destruction of their ship and weren't crushed to death in the wildly spinning timbers, most victims of the whirlpool were able to ride the vortex's violent currents safely—if not actually gently—straight to the bottom. It was obviously the ancient magic of the Sea God's horn still at work.

Unfortunately, getting out of the whirlpool proved to be nearly impossible. There was no way to climb the whirling wall of water. The only way out was by magical means, and even if someone were to make it to the surface on her own, she would still find herself many miles from the nearest shore. Without any kind of boat around to rescue them, the few people who were able to somehow make it to the top usually drowned shortly thereafter.

Those stuck at the bottom were doomed to death by starvation or dehydration. No matter how much in the way of supplies a person or group was able to salvage, eventually they ran out. Within a few years, the bottom of the whirlpool was littered with wrecked ships and

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bleached bones. Only the hungry gulls came and went as they pleased.

The undead became a problem after a few years, not only was the region around the whirlpool full of the ghosts of the Caer Solian people, but some of the shipwrecked souls refused to depart their unmarked graves as well.

The situation continued on like this until about 10 years ago when the ship of an orc pirate named Galt was drawn into the vortex and deposited unceremoniously at the bottom. Galt was as stubborn an half-orc as ever there was, and he was determined not to give in to despair. He wasn't going to die on this gods-forsaken stretch of sand if he had anything to say about it.

GALT HAS AN IDEA

As a half-orc, Captain Galt was never the sharpest sword in the armory. Where other people might have used diplomacy or simple finesse, Galt always preferred brute force. Fortunately for him and his crew, that's exactly what the situation called for.

Galt had never placed much trust in magic, and he wasn't known for clever solutions to problems. However, the answer he came up with for his dilemma was ingenious.

Galt's ship didn't have a lot on board when the vortex tore it apart. As a pirate, Galt didn't care for cargo as much as gold. Stolen cargo had to be sold before it was any good to him. Gold was ready right away.

One thing Galt had a lot of was weapons. Notably, his ship was loaded down with catapults that he used to soften up a juicy target before sailing in for the kill. None of these made it to the bottom of the whirlpool intact, but there were enough parts there for Galt and his surviving crewmembers to be able to cobble a working catapult together from the wreckage.

At first, Galt's crew thought the reality of being trapped down at the bottom of a whirlpool along with the wreckage of dozens of ships, the bones of dozens of crews, and the ghosts of lost souls had unhinged his mind.

"Who does he plan on fighting with this thing?" they asked each other. But they all knew better than to ask Galt. When he was determined to have them do something, they'd better do it. Those who questioned their captain's judgment once were lucky to ever have the chance to follow one of his orders again.

So they built a catapult out of the detritus of their ship. When they were finished, Galt asked for a volunteer. No one stepped forward, so Galt chose his own "subject" for his experiment.

Galt had his crew line the catapult up in front of the nearest part of the whirlpool's wall. Then he forced the subject to climb into the catapult's cup. Eventually, the by-then-semi-conscious orc—a creature named Krill—complied. With no further ceremony, Galt triggered the catapult and fired the hapless orc directly into the wall of water. The poor soul pierced it and disappeared.

TRY, TRY AGAIN

The poor, soggy soul who was fired through the whirlpool's wall managed to struggle his way to the surface. Unfortunately, he popped up too close to the vortex and was sucked back in the swirling whirlpool again. Galt clapped the poor fellow on the back, then selected another volunteer.

This time, Galt backed the catapult up a ways. The projectile-person was fired not at the wall of water but far over it. This time, the lucky sailor managed to get free of the vortex, but it wasn't long until he realized that there was no way he was going to be able to swim to land. Instead of striking out for an unseen shore, he opted to risk the whirlpool and Galt's wrath again. He swam back to the vortex and let it take him in a second time.

When the second volunteer explained himself, Galt thought about it for a moment, then said, "Good point." He wasn't about to let an obstacle like that stop him though. His brain churned about it for a moment before he realized what he needed.

Over the next few hours, Galt and his crew



searched among the wreckage until they found just what the crafty pirate was looking for: a dinghy that was nearly intact. In the space of another day, they were able to repair the little boat and even fashion some makeshift oars for it.

Galt had the boat hoisted into the catapult's cup, the oars lashed into it with lengths of rope. This time, he didn't ask for any volunteers. He leapt into the boat himself and tied himself to the seat with a long bit of rope wrapped around his waist like a leash.

Galt told the others that they should follow after him in the catapult as soon as they could. He only promised to wait for them for a little while. After that, they were on their own.

With that, Galt gave the word. He and the little boat were flung high into the air. They came crashing down just outside of the whirlpool's influence. Sputtering and nearly drowned, Galt managed to right the boat and crawl into it. Over the course of the next

hour, he collected his crew members one by one, as they were flung over the edge of the whirlpool. Only two of them had to be fired up more than once. Eventually they all made it to the surface, and Galt and his crew were on their way.

FORTUNE SHINES ON GALT

Before the pirates even made it to shore, Galt swore each and every one of them to secrecy. They had all survived a horrible ordeal, but he was sure there was some way they could turn this to their advantage.

For one, there was the treasure that each of the previous victims of the whirlpool had left behind. If Galt and his crew could get back to the whirlpool and collect all those valuables, they'd be filthy rich for sure. The captain set out to do just that.

Within weeks, Galt was back. He anchored his new ship, a ramshackle sloop he'd won in a card game, on the edge of the whirlpool. Using an enchanted carpet he'd stolen from a

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naive wizard, he then ferried the whirlpool's valuables out of its gullet and into his new boat.

There was so much treasure in the bottom of the vortex that Galt wasn't able to take but a tenth of everything that was there. This suited him just fine though. He only needed enough to get his plans rolling. There would be plenty of time to come back for the rest.

When Galt came back to port, his ship laden with all sorts of treasure, he raised more than a few eyebrows. Rival captains made quiet inquiries, but Galt's men kept their lips tightly sealed. There was simply too much at stake, and they knew the penalty for flapping their gums was certain death, no matter who was asking.

Financed by his newfound wealth, Galt purchased a proper schooner and hired on some of the toughest sea dogs he could find. Within a matter of weeks, he was suddenly the captain of the finest pirate ship in the region, and he quickly became the terror of the shipping lanes.

Galt hadn't forgotten about the whirlpool though. He knew that eventually his path would lead him back there. In the meantime, he was willing to bide his time, building his illicit fortune the old-fashioned way: taking it from the people to whom it rightfully belonged.

Eventually, though, Galt tired of the constant battles. He decided to put his master plan into action. He revealed all to his new crew. He was going to found a hideout city at the bottom of the whirlpool: the Depths of Despair.

AT HOME UNDER THE WAVES

Within a year, Galt's dream had come true. Using the wealth he'd amassed from his pirating—coupled with the rest of the treasure he'd scavenged from the whirlpool's floor—he managed to construct a full-fledged thorp in the middle of the thing. The place came complete with housing, imported food,

magically provided water, and even a tavern, all built on the ruins of what had once been the center of Caer Solus.

The sahuagin in the area watched this development with great interest, but they had little use for the shorewalker pirates. Normally they gave them a wide berth. Occasionally the two groups would clash, but the well-armed pirates usually carried the day in such situations, making the sahuagin even less enthused about bothering Galt and his people.

Once Galt was ready, he put out word to a select few other pirate captains that he had constructed the ultimate hideout in a place no one—not even the craftiest sea captain—would ever think to look for them. They could share in his good fortune if they liked—and were willing to pay the price: a 20% share of any booty they collected while using his place as a base. A fair enough price for the security his crafty operation offered.

Galt thought long and hard over what he wanted to name the place. For a long time, he fancied calling the place the Hole in the Sea. Eventually, though, he decided that was too friendly. He wanted something that would make all who heard of it want to give it a wide berth. And so it became the Depths of Despair.

Just a few years later, the Depths is a thriving community of active and semiretired pirates living and working outside the reach of just about any enemies they might make. The local kingdoms and principalities are frustrated in their search for the people who live here, never being able to pin them down. Galt's master plan is working perfectly, and he's making a bundle, just the way he planned it.

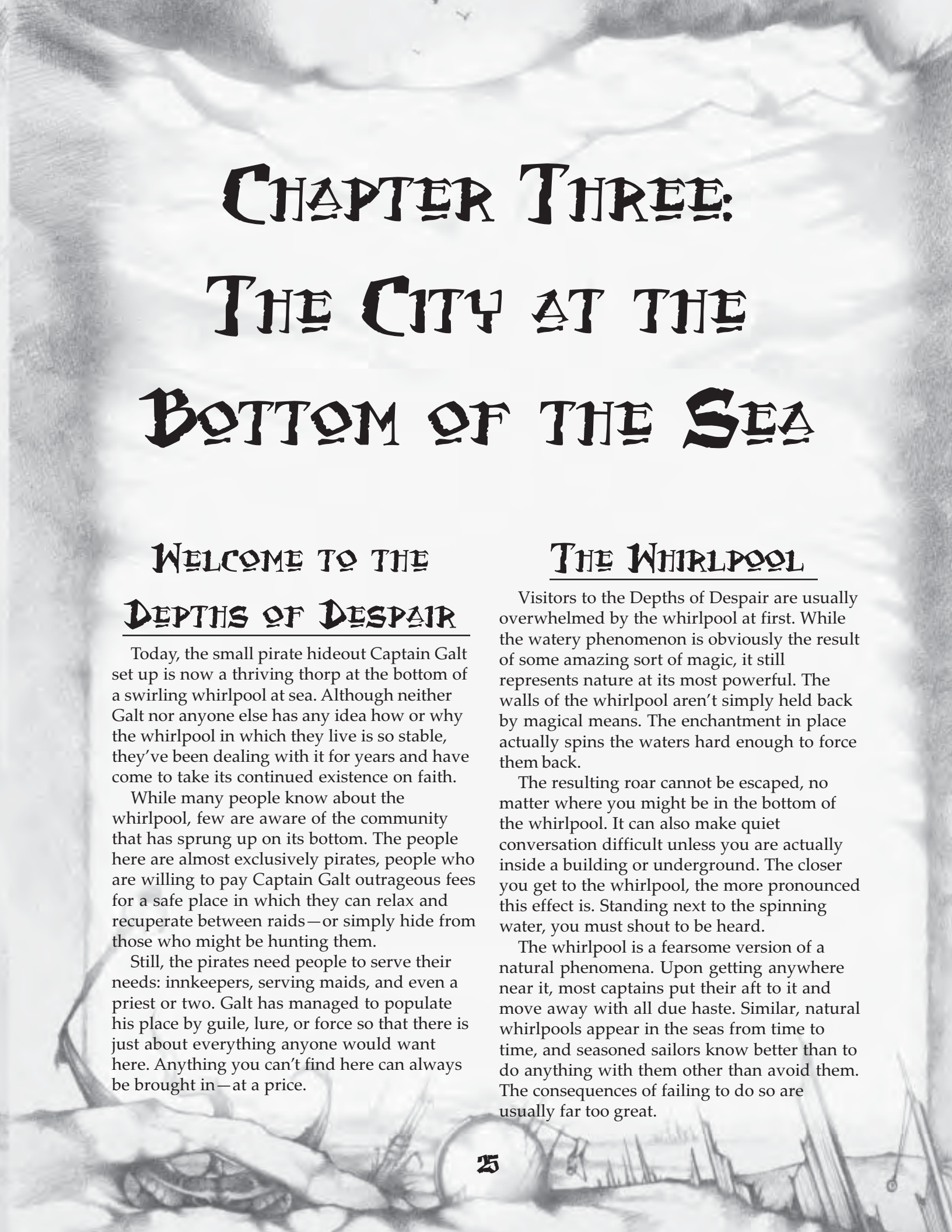
Meanwhile, the sahuagin contemplate making a move against their noxious neighbors, but are waiting for the right opportunity.

But perhaps even more dangerous than the bloodthirsty pirates or savage sahuagins are the tritons. Though they are basically good, their desire to reclaim Caer Solus may just mean the complete and utter destruction of the Depths of Despair.

This is the tale that awaits.







CHAPTER THREE:

THE CITY AT THE BOTTOM OF THE SEA

WELCOME TO THE DEPTHS OF DESPAIR

Today, the small pirate hideout Captain Galt set up is now a thriving thorp at the bottom of a swirling whirlpool at sea. Although neither Galt nor anyone else has any idea how or why the whirlpool in which they live is so stable, they've been dealing with it for years and have come to take its continued existence on faith.

While many people know about the whirlpool, few are aware of the community that has sprung up on its bottom. The people here are almost exclusively pirates, people who are willing to pay Captain Galt outrageous fees for a safe place in which they can relax and recuperate between raids—or simply hide from those who might be hunting them.

Still, the pirates need people to serve their needs: innkeepers, serving maids, and even a priest or two. Galt has managed to populate his place by guile, lure, or force so that there is just about everything anyone would want here. Anything you can't find here can always be brought in—at a price.

THE WHIRLPOOL

Visitors to the Depths of Despair are usually overwhelmed by the whirlpool at first. While the watery phenomenon is obviously the result of some amazing sort of magic, it still represents nature at its most powerful. The walls of the whirlpool aren't simply held back by magical means. The enchantment in place actually spins the waters hard enough to force them back.

The resulting roar cannot be escaped, no matter where you might be in the bottom of the whirlpool. It can also make quiet conversation difficult unless you are actually inside a building or underground. The closer you get to the whirlpool, the more pronounced this effect is. Standing next to the spinning water, you must shout to be heard.

The whirlpool is a fearsome version of a natural phenomena. Upon getting anywhere near it, most captains put their aft to it and move away with all due haste. Similar, natural whirlpools appear in the seas from time to time, and seasoned sailors know better than to do anything with them other than avoid them. The consequences of failing to do so are usually far too great.

GETTING SUCKED IN

The whirlpool surrounding the Depths—sometimes known among the Denizens of the place as “the Big Draw”—is the most powerful such phenomenon on the planet. Such a large vortex could not naturally occur, and were it not for the powerful magic still working in the area it would have collapsed on itself long ago.

As close as 100 yards away, the whirlpool’s effects can already be felt, although they are negligible. For every 10 yards closer to the whirlpool a ship gets, it is drawn in at the speed of 20 feet per round. For example, at 40 yards away, the ship is being drawn directly toward the whirlpool at 20 feet per round. At only 10 yards away, the draw is 80 feet per round.

A ship doesn’t have to get too close before it’s unable to free itself. Once that happens, it’s just a matter of time before the ship and anyone on it ends up at the bottom of the vortex.

The walls of the whirlpool are enchanted to tear apart large things like ships, but smaller items, like people, often manage to get through fairly well unscathed.

Once a ship or other object makes it to the edge of the whirlpool, it is swept into the magically enhanced sides of the thing’s maw. It takes 4d4 rounds for the object to make it to the bottom of the vortex. During that time, large objects that are Huge or larger take 4d10 points of damage every round until they reach the bottom of the vortex. On the final round, they tumble out of the vortex, taking no additional damage.

Objects or people that are Large or smaller take little or no direct damage from the vortex. However, they must make a Fortitude check each round (DC 15) or have the wind knocked out of them by the roaring waters. If this happens, they start to drown immediately. Characters who make it to the bottom of the vortex are spat out onto the sandy ground. They take no additional damage.

Obviously, it’s easier for a person to survive the whirlpool than a ship. That’s just how the magic means for it to be.

GETTING OUT

Getting out of the Depths of Despair is a lot harder than getting in. There are a number of different methods that people have tried over the years, and all but a few have resulted in their deaths. Some people try to go through the wall of water that forms the sides of the whirlpool. This is extremely difficult, since the force of the whirlpool is working against you, and that’s a lot of water.

It’s possible to break through the wall of water by diving through it at a running start. However, this requires a successful Strength check (DC 20). Those who succeed find themselves on the other side of the wall of water, but unless they can breathe water they’d better head for the surface quickly.

From the outside of the vortex, it’s even harder to break through the wall of water. Its enchanted forces the water and anything behind it back, so a Swimming roll against a DC of 30 is needed to break through in this manner.

Of course, the easiest way to get into the whirlpool is to simply swim to the top and let yourself get sucked in. This is sadly what happens to most airbreathers who manage to break through at the bottom. They usually end up right back where they started a few minutes later.

Another way to get out is to tunnel under the whirlpool, but—again—unless the hero in question can breathe water, this can be perilous to say the least. Also, if the hero can’t get far enough from the whirlpool’s edge, it’s all for naught.

Captain Galt, of course, got out by using a catapult to fling himself and a dinghy out over the whirlpool’s lip. This is dangerous, of course, but it worked for Galt.

Heroes that can fly can easily get up and over the whirlpool’s draw. It’s a long way to land, however, and they’re likely going to need some other kind of help too.

Teleport works best of all, since the range of the spell is unlimited. However, it’s not too common to find a spellcaster with such a spell on hand.

WEATHER

Assuming you plunk the Big Draw down in a tropical or even temperate location, the weather there is usually fine. The vortex's water has a moderating effect on temperatures at both extremes. It almost never gets above 80° F or below 40° F in the Depths of Despair.

Even if you were to place the whirlpool in the center of a freshwater lake, the fact that the water is constantly swirling about means that the whirlpool is never going to be able to freeze, not even in the coldest climes. There could be several feet of snow in the bottom of the vortex, but the vortex itself would be as watery as ever.

TIME AND TIDE

Due to the depth of the vortex, the sun only hits it directly for a portion of the day. In fact, while the people in the Depths can see blue sky above them as soon as the sun rises, they can't actually feel it for at least another hour. Similarly, the place is shrouded in shadows at least a full hour before true dusk.

In fact, unless the vortex is located somewhere near the equator, there is likely a portion of its bottom that never sees the direct light of the sun.

As for the tides, they have almost no effect upon the people in the depths. The water rises and falls just as it does anywhere else in the world, but the only time it comes into play is when someone is sucked into the place or wants to leave by catapult.

Working the catapult is tricky during the best of times. Most of the time, the operators refuse to work it at full tide, preferring to better their chances by having the slightly shorter wall to surmount at low tide.

The rules above for being sucked into the vortex assume it's at low tide. Low tide comes every 12 hours or so in most campaigns—those with single moons. If this is the case for you, for every two hours before or past low tide it is, add another round to the time spent spinning in the vortex, up to a maximum of 6 rounds.

THE ENVIRONS

When you place the Depths of Despair somewhere in your campaign world, you're not just plunking down a pirate town. There's a lot that comes with it, not to mention the vortex itself. The entire region around the whirlpool is seething with all sorts of intrigue, some of which is bound to impinge on this strange home the pirates under Galt have built for themselves.

THE SAHUAGIN

The local sahuagin village is just 10 miles away from the Depths of Despair. These days, the place is ruled over by a creature known as Baron Ichthyus, a four-armed sahuagin (Rgr10, hp 65) who governs his people with the traditional iron fin of all sahuagin rulers.

Ichthyus has set up an occupation force in the ruins of Caer Solus. Although it's been decades since the place self-destructed, he doesn't trust the tritons to stay away from it. He knows there's more going on there that no one seems to be willing to tell him about—including his own people on the scene—but he's preoccupied with running his village most of the time. He's not willing to devote much more of his limited resources to dealing with an issue that's been dead for dozens of years.

The local leader of the militia force stationed in the ruins of Caer Solus is a four-armed sahuagin named Phishanti (Rgr6, hp 39), a powerful warrior who is itching for a fight. He is interested in climbing the sahuagin socioeconomic ladder as quickly as possible, but he finds himself in what is potentially a dead-end assignment.

Phishanti's soldiers—a force of no less than 40 well-trained fighters—vigorously patrol the area, ever vigilant against the threat of tritons returning to reclaim the place. The Caer Solian Legionnaires (more on them soon) are only too eager to oblige, and skirmishes break out between the two forces on a regular basis.

CHAPTER THREE: THE CITY AT THE BOTTOM OF THE SEA



That said, Phishanti is usually content to let the people of the Depths of Despair remain unmolested by his fighters. From his point of view, they aren't hurting a thing. He's just there to guard the ruins from the tritons, not a bunch of pirates who don't even know what they're squatting on. Besides which, they are well-armed.

In fact, Galt and his people are unwittingly helping Phishanti achieve his goals. While the pirates are living in the Depths, the tritons find it harder to enter and investigate the place.

Of course, given an easy opening, Phishanti would cut the throat of every pirate in the area. He just doesn't see doing so as being worth his while—yet.

THE TRITONS

As mentioned in the previous chapter, the surviving tritons of Caer Solus long ago settled in the region known to the tritons as Marlantia. The nearest part of this underwater nation is an aquatic redoubt located about five miles from the whirlpool, directly opposite the village of Baron Ichthyus.

The good King Parlanto rules over Marlantia and its people with a kind hand. The tritons are generally good-natured, friendly to even the strangest outsiders. They reserve their darkest bile for the sahuagin, whom they still hold accountable for the destruction of the fair city of Caer Solus.

Most of the people living in the Marlantian redoubt are members of the Caer Solian Legion, a group of warriors dedicated to retaking the ruins of their former city from the sahuagin. They hope to eventually be able to rebuild the destroyed city, restoring it entirely to its former glory.

There are three things that stand in their way: the local sahuagin, the denizens of the Depths, and the ghost of the great kraken Tritonia, patron of the city of Caer Solus, who was killed during the city's destruction.

TRITONS VS. SAHUAGIN

The local sahuagin have the legionnaires outmatched in terms of people. The fish folk

have many warriors stationed in the ruins of Caer Solus, and they can call on reinforcements from their larger community on a moment's notice. In contrast to this, the nearest place the tritons can go to for help is nearly 50 miles away, putting them at a distinct disadvantage.

Additionally, King Parlanto is reluctant to directly enter battle with the sahuagin at the moment. Of course the two ancient enemies fight small skirmishes between each other almost constantly. However, the triton people are just now seriously recovering from the loss of Caer Solus, and Parlanto is loathe to risk the advances of the past decades in a desperate attempt to retake a city that holds a vortex in the middle of it.

That's not to say that Parlanto is insensitive to the wants of the Caer Solian Legion. He knows they are champing at the bit to recover what is rightfully theirs, and it's in his long-term plans to make that happen. In the short term, however, he counsels caution, although he is often afraid that his words frequently fall on deaf ears.

TRITONS VS. PIRATES

When Captain Galt first set up camp in the Depths of Despair, the Caer Solian Legionnaires were incensed. An air-breather was claiming their ancient homeland as his own. Despite their generally good nature, they weren't willing to stomach such an affront.

Cooler heads, however, suggested that perhaps the interlopers might be useful to the legionnaires. After all, they might be willing to join the tritons in the just battle against the sahuagin who had all but destroyed them. To test this theory, they sent in a party to parley with the orc captain.

Cunning as he is, Galt didn't simply follow his first impulse, which was to kill the tritons and feed their remains to the sharks that sometimes tried to poke their noses through the whirlpool's wall of water. Instead, he led the triton delegation along for months, promising he would someday arrange for the kind of help they needed, if they would just do some favors for him. It wasn't long before the

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tritons figured out they were being used, but they went along with it, hoping that they would someday be able to get Galt to keep his promises.

This never happened, of course.

Eventually, the tritons became incensed with Galt and demanded that he live up to his part of the bargain. If not, they would cause the whirlpool to collapse on the Depths, killing Galt and his men almost instantly.

The orc pirate laughed them off. He knew that if the tritons had been able to bring down the vortex they would have done so long ago. Instead, he broke the messenger's legs, tossed him into the catapult, and fired him back through the wall of water as a message to those who had sent him: Galt wasn't open to negotiation.

Since then, relations between the tritons and the pirates have only gone from bad to worse. Galt has issued orders to have any tritons who poke their heads through the whirlpool to be executed on sight. He knows they want to take

back what he's worked so hard to build, and he's not about to give them the slightest chance to manage it. The tritons are planning something, but they haven't struck yet.

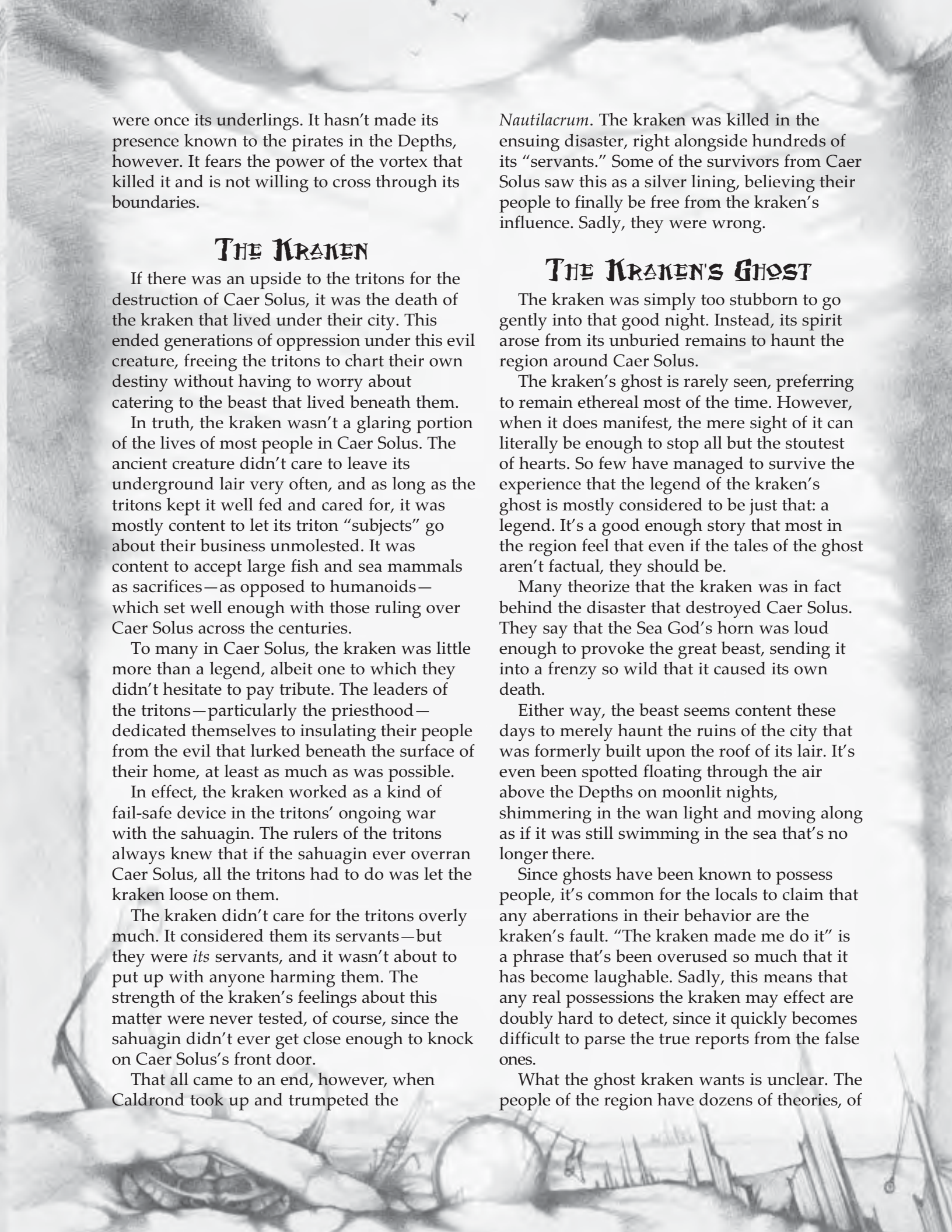
THE TRITONS VS. THE KRAKEN'S GHOST

Back when Caer Solus was a living, water-breathing city, the people of the place worshipped a local kraken as their god. The massive beast was a cruel deity, ruling over the populace like a master over slaves.

When the city of the tritons was destroyed, the kraken—which kept its lair directly beneath the city—was killed too. To many of the Caer Solians, this was the silver lining to the whole affair. While the city was gone, so too was their evil lord.

Sadly, the evil of the kraken apparently lives on in the form of its ghost. The creature haunts the area around the Depths of Despair, hoping to someday take revenge on the creatures who





were once its underlings. It hasn't made its presence known to the pirates in the Depths, however. It fears the power of the vortex that killed it and is not willing to cross through its boundaries.

THE KRAKEN

If there was an upside to the tritons for the destruction of Caer Solus, it was the death of the kraken that lived under their city. This ended generations of oppression under this evil creature, freeing the tritons to chart their own destiny without having to worry about catering to the beast that lived beneath them.

In truth, the kraken wasn't a glaring portion of the lives of most people in Caer Solus. The ancient creature didn't care to leave its underground lair very often, and as long as the tritons kept it well fed and cared for, it was mostly content to let its triton "subjects" go about their business unmolested. It was content to accept large fish and sea mammals as sacrifices—as opposed to humanoids—which set well enough with those ruling over Caer Solus across the centuries.

To many in Caer Solus, the kraken was little more than a legend, albeit one to which they didn't hesitate to pay tribute. The leaders of the tritons—particularly the priesthood—dedicated themselves to insulating their people from the evil that lurked beneath the surface of their home, at least as much as was possible.

In effect, the kraken worked as a kind of fail-safe device in the tritons' ongoing war with the sahuagin. The rulers of the tritons always knew that if the sahuagin ever overran Caer Solus, all the tritons had to do was let the kraken loose on them.

The kraken didn't care for the tritons overly much. It considered them its servants—but they were *its* servants, and it wasn't about to put up with anyone harming them. The strength of the kraken's feelings about this matter were never tested, of course, since the sahuagin didn't ever get close enough to knock on Caer Solus's front door.

That all came to an end, however, when Caldron took up and trumpeted the

Nautilacrum. The kraken was killed in the ensuing disaster, right alongside hundreds of its "servants." Some of the survivors from Caer Solus saw this as a silver lining, believing their people to finally be free from the kraken's influence. Sadly, they were wrong.

THE KRAKEN'S GHOST

The kraken was simply too stubborn to go gently into that good night. Instead, its spirit arose from its unburied remains to haunt the region around Caer Solus.

The kraken's ghost is rarely seen, preferring to remain ethereal most of the time. However, when it does manifest, the mere sight of it can literally be enough to stop all but the stoutest of hearts. So few have managed to survive the experience that the legend of the kraken's ghost is mostly considered to be just that: a legend. It's a good enough story that most in the region feel that even if the tales of the ghost aren't factual, they should be.

Many theorize that the kraken was in fact behind the disaster that destroyed Caer Solus. They say that the Sea God's horn was loud enough to provoke the great beast, sending it into a frenzy so wild that it caused its own death.

Either way, the beast seems content these days to merely haunt the ruins of the city that was formerly built upon the roof of its lair. It's even been spotted floating through the air above the Depths on moonlit nights, shimmering in the wan light and moving along as if it was still swimming in the sea that's no longer there.

Since ghosts have been known to possess people, it's common for the locals to claim that any aberrations in their behavior are the kraken's fault. "The kraken made me do it" is a phrase that's been overused so much that it has become laughable. Sadly, this means that any real possessions the kraken may effect are doubly hard to detect, since it quickly becomes difficult to parse the true reports from the false ones.

What the ghost kraken wants is unclear. The people of the region have dozens of theories, of

course. The most obvious is that the thing just wants to be properly buried. There are few who would consider an expedition into the chambers beneath the ruins of Caer Solus just to appease a half-fictional beast however. Braving such dangers is something most people are willing to leave to the professional adventurers or the truly desperate.

FOOD AND WATER

The Depths of Despair is more than the world's greatest hideout for pirates. It's a thriving community all its own. There's one thing that most humanoids everywhere need, though, and that's food and water.

The soil in the Depths—what can be found underneath the rubble that's strewn about the places that haven't been entirely cleared off—is sandy and makes for poor farming. The saltiness of the sea air doesn't help any either. There are a couple small herb gardens in the place, but that's about it. No trees grow here, and there are scant other plants in the place.

IMPORTING SUPPLIES

The vast majority of food consumed in the Depths is brought in on a weekly or monthly basis. Sometimes this is done by ship, but just as often Galt makes use of one of the permanent *teleportation circles* he had set up in the basement of his so-called palace.

The *teleportation circle* instantly moves anyone who steps on it to a safehouse in a distant city. (The city of Freeport, as outlined in *Green Ronin's Freeport adventures* and *Freeport: City of Adventure*, would make a perfect place.) The circle has a twin right next to it. This returns anyone who steps on it right back to the Depths of Despair. Setting up this means of transportation wasn't cheap, but times have been good for Galt, and he quickly realized that having to run out for supplies all the time was defeating the usefulness of his hideout.

Galt is a wanted man with a price on his head, so he rarely ventures through the *teleportation circle* himself. He can't afford to be

caught. Instead, he usually sends his first mate, Frikka. She makes regular runs, ensuring that there's enough food, ale, and other essentials available for the residents of the Depths of Despair and any guests they might have. Some of these goods are supplied directly to Galt's crew, while others are sold at the general store in town at incredible markups. Galt knows how to exploit a captive market, it seems.

CREATING WATER

While it's simple enough to have Frikka run into town for food and most other supplies on a regular basis, Galt doesn't wish to risk discovery of his safehouse over a more constant need: water. To that end, he has purchased three *decanters of endless water*.

In effect, the *decanters* supply the Depths with all the clean, fresh water they could ever need. One of these is kept in the center of the main square for use by the public. The cooks at the Bloody Mess have another. The last can be found at the public bath.

Each of these magic items is considered to be the property of the community—and therefore they belong to Galt, who owns the entire place. Everyone in town keeps watch over these pieces. If any of them were to disappear, Galt would have the entire place turned upside down until they were found. Anyone found guilty of stealing one of these items is sure to be punished harshly.

GUESTS

While Galt may be a pirate, he's also an opportunist. At first, he was reluctant to part with the secret of the existence of the Depths of Despair to anyone. Then he realized that others on the run would be willing to pay exorbitant fees to be able to make use of the place on a more or less temporary basis.

Galt also quickly realized that there was no way to keep the Depths as private as he would like. With over 50 people working under him, one of them would inevitably betray the secret. Whether this happened because of drink, torture, or gold did not matter. Once word

was out, it was going to be nearly impossible to keep people from poking around.

Astute as ever, Galt figured that if he couldn't keep the world away, he'd let select parts of it in—under his own terms. So far, this strategy seems to have worked incredibly well for him. His welcome guests are willing to pay handsomely for the privilege, while unwelcome guests usually find themselves in a hard place.

INTRUDERS

Galt treats his guests in one of two ways: poorly and well. He first separates them into the appropriate groups by means of how they come to the Depths. Those who aren't invited are, by definition, intruders, and they are treated poorly.

That's not to say that such unfortunates can't eventually become welcome guests. However, they are initially treated with extreme suspiciousness and often held under

lock and key. If they seem like they could be directly dangerous or might be a scouting party for a larger force, Galt's people might torture the hapless souls to the point at which they're willing to confess to anything—even things they didn't actually do.

Those who are extremely dangerous are usually summarily executed. Galt has no time for setting death traps or engaging in other villainous clichés. When he wants someone to die, he simply kills her.

The best way for an intruder to get into Galt's good graces is to demonstrate how she can be worthwhile to Galt. Perhaps the intruder has some kind of skill that could prove useful to the people of the Depths of Despair. Or maybe she or people who care deeply about her are wealthy enough to ransom her out of her current situation. It could even be that the intruder has inside knowledge of seagoing or land-based targets that Galt might find attractive.



Until these incentives actually pan out, though, Galt treats intruders who offer them as potentially dangerous. If the intruder's word proves to be good, Galt may even free the person in question, offering her the chance to work and live in the Depths of Despair.

It's a rare time when Galt offers to let an intruder actually leave the Depths. This requires a level of trust that he's reluctant to give to anyone, particularly someone who stumbled into his hideout uninvited. It has happened, but it's certainly the exception to the rule.

GOOD COMPANY

If you're not an intruder, then in Galt's mind you're company. There are two kinds of company: good and bad. In both cases, you're company likely because Galt or his crew personally invited or brought you to the Depths of Despair.

People who come to the Depths with money in their pockets, ready to spend it, are good company. They also need to respect the rules as Galt has laid them down or else. (See "The Law" later in this chapter for all the details on this.) In general, they need to keep their noses clean and not cause any trouble. Those who do—or who Galt simply believes are about to—quickly find themselves reclassified as bad company.

Those who fall behind on their bills don't immediately fall from grace. They can work off their tabs instead. Of course, the way Galt has his system rigged, it's nearly impossible to simply work your way out of debt in the Depths—unless you manage to come by some sort of windfall that's large enough to buy your way out of the problem in which you find yourself.

BAD COMPANY

People who are bad company are a special sort in the Depths. These are folks who once enjoyed Galt's favor but have since done something to make him mad.

If the transgression that angered Galt was something unforgivable, the transgressor has likely signed her own death warrant. Otherwise, Galt and his crew have devised a number of different kinds of punishments suitable for a vast variety of crimes against their tiny community. These are described in "Crime and Punishment," later in this chapter.

If you're fortunate enough to survive becoming known as bad company, you still have a chance to get back into Galt's good graces. However, the pirate captain is a bit leery of trusting someone who has disappointed him once already. Even if he decides to do so, it's only tentatively at first, and you can bet that he's watching like a hawk.

THE PRICE OF SECURITY

As Galt likes to say, "You might think this is all one big party here, but it's not. It's a business, and if you're a customer, I expect you to pay your bills."

The Depths of Despair aren't some kind of charitable retirement home for old pirates. Galt considers it to be a legitimate business, one that he's put a lot of money and effort into getting off the ground. He expects to make a good return on his investment, and to do that he's prepared to charge whatever it takes.

Prices for just about anything in the Depths are five times normal. It's not easy getting things in and out of the place, so the price is only fair. At least that's what Galt tells his guests. He doesn't mention the secret, permanent *teleportation circles* that let him or Frikka walk back and forth between the Depths and the mainland as easily as crossing the street.

Guests sometimes gripe about the costs of staying in the Depths, but Galt pointedly ignores them. To his mind, he's not always sure he wants any guests around anyhow, so if the high prices drive them away, then it's no

great loss to him. If they're going to invade his hideout and make it their own, then they're going to have to pay handsomely for the privilege.

On the plus side, Galt charges nothing in the way of taxes as such, and there is little in the way of regular fees. He makes enough money on the sales of goods and services that he doesn't need to bother with such traditional means of fleecing his guests.

Employees get a discount on the prices, of course. They only have to pay the standard prices. Of course, if they get caught selling anything to a guest, thereby cutting Galt out of the transaction, they can quickly find themselves out of a job and even added to the "bad company" category. Few are willing to risk such a fate when Galt generally treats them so well.

THE LAW

As far as Galt is concerned, his word is the law in the Depths of Despair. If he doesn't like something, then it's against the law. If he wants to break a law or allow someone else to—usually for a price—then that's his prerogative as well.

However, Galt isn't always around. He's often sailing the high seas, plying his trade on the hapless, heavily laden cargo ships that employ the local shipping routes. As such, he's set down certain rules that are to be obeyed by the residents of the Depths and their guests at all times. They are as follows:

- Galt is always right.
- When Galt is not around, Frikka is always right—except if she contradicts Galt.
- No killing or maiming. Fighting is fine. People need to let loose every now and then—especially pirates. But it should stop at a good beating, no worse.
- No stealing. This can be hard for pirates to understand, since they make their living by stealing. Still, they should know how much work it is to properly plunder another ship, so they should respect the

property of other pirates for the hard-earned items they are.

- If you break it, you bought it. Again, the pirates of the Depths and their guests all work hard for what they have. If things are destroyed, the guilty party must pay to have it replaced—at the Depths' regular rates.
- Stay above the ground. There is a dungeon beneath the Depths. All sorts of nasty things live in dungeons. The last thing anyone in the Depths needs is for these things to start paying attention to what's going on above them.
- Tell no one about the Depths. Only Galt and Frikka are permitted to do so. If you want to tell someone, ask Galt or Frikka. They can then make the decision whether or not to tell that person themselves.
- Do not lead intruders to the Depths. If you do, you can share their fate.

THE AUTHORITIES

Galt has actually designated a sheriff to handle law enforcement when he and Frikka are away. This is currently a half-orc by the name of Drukka (War3, hp 20). See "The Sheriff's Office," later in this chapter, for more details on him.

Drukka is not permitted to dole out punishments himself, with a couple of exceptions. If the transgression is small, Drukka can levy fines on the spot. Alternatively, if the offender is too dangerous to be allowed to live, Drukka can execute her on the spot.

Otherwise, transgressors are to be tossed into the brig in Drukka's offices. They must then wait there for Galt or Frikka to return to the Depths. Since the duo are often away on raids for weeks at a time, this can be a long wait.

If Galt is expecting trouble, both he and Frikka may use the *teleportation circle* on the *Plunderer* to surreptitiously return to the Depths to check up on the situation. If they find something they don't like, they then reveal themselves and take care of the problem. Their

tendency to pop up at the most difficult times for those who would break the rules in the Depths helps to keep the people back in the Depths on their toes.

CRIME AND PUNISHMENT

The Depths isn't a democracy, and the people living or visiting there have no rights. Galt can pretty much do to them as he likes, and the only thing stopping him from going straight to the worst is the fact that he has no desire to brutalize his golden goose.

When a crime has been committed and the criminal has been captured, Galt often comes up with the punishment on the spot. He likes to be creative about such things, and the results are often a mixture of how he feels about the transgression and whatever else he has on his mind that day.

One of Galt's favorite punishments is to use the catapult to fire the transgressor straight into the whirlpool's wall. The experience can be fatal, however, so he only uses it when he wants to make a point.

THE COMMUNITY

This section lists every building or location in the Depths of Despair. They are described in detail on the following pages. Each entry includes details about the place, the people who frequent it, and its status under three different conditions: day, night, and when the *Plunderer* is at sea.

THE TERRAIN

The land of the Depths of Despair is almost entirely flat. When King Caldron blew the *Nautilacrum*, the formation of the whirlpool literally leveled everything in its path. The stones and coral that once comprised the buildings of *Caer Solus* were swept aside into the waters outside the whirlpool's walls.

The land actually has a slight slope to it, centered upon the exact middle of the Depths. This makes the entire region shaped like a large bowl, although the gradation is subtle. In

fact, the change in altitude from the center to the edges is only roughly six feet.

The land near the whirlpool's edge is littered with debris from the dozens of ships that have been sucked into the vortex over the years and been almost utterly destroyed. Galt and his crew have thoroughly picked through these wrecks and cannibalized them for just about every thing they could. Only the frames of the more recent victims of the vortex still stand, and even these were long ago picked clean of anything valuable.

THE BUILDINGS

Most of the buildings were built from wood salvaged from the wrecks on the perimeter of the whirlpool. The only real exception is Galt's home (#8), large portions of which were made from a load of bricks he had brought in.

The architecture of every one of the buildings has a nautical theme to it, which is not surprising considering the materials used. Most of the windows are in fact portholes, for instance, and the fixtures are almost all brass.

1. THE ARENA

This is a location, not a building. For no reason other than simple chance, it's one of the few spots on the whirlpool's perimeter that hasn't had a wrecked ship crash into it.

The pirates have taken advantage of this by setting up a brawling area here. The days in the Depths of Despair can be long. Staying here may be safer than in any other port in the world—especially for such a notorious and wanted crew—but the place is hardly the social center of the universe. When the rough-and-tumble members of Galt's crew have been here too long, they start spoiling for a fight. Lacking anyone else on which they can scratch their martial itch, they inevitably turn upon each other.

When two or more denizens of the Depths decide to pick a fight with each other, Galt encourages them—usually with the flat of his sword—to “take it to the wall!” By this he means for them to hustle out to the arena and beat the tar out of each other where they can't



The Depths of Despair

Map Not to Scale

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hurt any of Galt's precious belongings. Since he owns just about everything in town, they need a place like the arena in which they can work their differences out.

The arena is a semicircular area that abuts against the whirlpool's wall on its flatter side. The roar of the water is nearly deafening here, but the shouts of the spectators can often drown it out.

With so little in the way of entertainment in the Depths, just about everyone comes running to watch a fight when it breaks out. This is yet another reason why Galt set up the arena. He wants his crew to get the most out of these little incidents as they possibly can. It keeps their bloodlust up while at the same time satiating it for a few days.

There are only three rules in the arena:

- 1) No killing—intentionally, that is. People die here all the time by “accident.” Galt likes to discourage this though, since good help is always hard to find. If he let his crew members kill each other in the arena as often as they liked, he'd quickly find himself with zero crew.
- 2) You can ask for “mercy.” If someone wants to give up at any point, he can. Of course, he is then automatically considered the loser and suffers any stakes the combatants agreed to before the fight began.
- 3) Galt's word is law. If he wants to stop a fight, it ends immediately. Those who argue are swiftly and harshly punished, usually by being tossed into the whirlpool wall or being fired into it with the catapult.

In fact, the arena is little more than a cleared space outlined by a series of wooden poles, atop which are set torches ready to be lit at a moment's notice. The fighters are obliged to stay within this half-ring during the fight. If anyone tries to escape from it or is thrust or hurled out, the spectators roar as they shove the hapless soul back into the arena and to his fate.

It happens from time to time that a combatant throws a foe into the whirlpool's wall. This is considered fair play, and the spectators usually hoot and holler when the now-soggy brawler is swept away. Of course, at this height on the wall, it takes only 1d3 rounds for the victim to reach ground. Each round, the victim is swept 300 feet away.

If the victim is still conscious when he tumbles out onto relatively dry land, he can come back to the arena to resume the fight. If he fails to do so, he immediately loses.

Day: There is rarely anyone here during the day. When a fight breaks out, the whole town ends up here, but these are more likely to occur at night when members of the crew have been drinking.

Night: Again, there's usually no one here, but when there's a fight, *everyone* shows up. Most fights happen between dusk and midnight. When it's dark, the guards light the torches around the edge of the semicircle. These give enough light for everyone to be able to see the action.

Crew's Out: It's extremely rare to see a fight here when the crew's not around. Those who are left behind are usually a bit more civilized in handling their disagreements. Sometimes that's not so, but such is the exception, not the rule.

2. THE ARMORY

This simple, wooden building to the north of Captain Galt's palace (#8) is where the pirate crew keeps all of its spare weaponry when it's not in use. At least that's the building's ostensible use. In fact, this is a warehouse full of all the junk that Galt doesn't want to see lying out and about the rest of the place.

Again, that's what Galt wants everyone in town to think. In fact, the armory sits over an underground chamber that houses the vast majority of the treasure that Galt and his crew have managed to accumulate over the years. This chamber is connected to Galt's palace by a secret underground passageway that only Galt, Friikka, and the sheriff know about.

The building itself is under constant guard. The guards here have strict orders to not let

anyone they don't know in or out of the armory unless the visitor is accompanied by Galt, Frikka, or the sheriff. If they even spot someone they don't know, they immediately raise the alarm. The Depths are a pretty small place, and the guards are instantly suspicious of any strange faces. When seeing such people, they prefer to err on the side of caution. The penalty for not doing so is either being keelhaunched or fired into the wall of the whirlpool.

The armory has no windows and only a single door to the south. This is a strong, wooden door (Hardness 5; 20 hp; Break DC 25) that features a good lock (Open Lock DC 30).

Inside, the place is a single room piled to the ceiling with all sorts of things. There are several sets of armor scavenged from the wrecked ships, including a set of +2 *chainmail* hidden in the lot. There are also 30 different kinds of swords, all in various states of repair.

A secret door (Search DC 20) is concealed in the center of the room, right beneath a conical rack upon which a dozen or so spears lean. Once opened, this reveals a ladder carved into one wall of a vertical shaft that terminates in a chamber 10 feet below.

The secret chamber was once a basement room before the destruction of Caer Solus. It stands 40 by 40 feet wide with a 10-foot-high ceiling. It is lit by an *everburning torch* just off to one side of the vertical entrance. The light reveals 10 different chests lining the walls. Each of these is closed and locked.

There is an open doorway to the south of the chamber. Going through this leads to the basement of Galt's palace. See #8 for more details.

The chests are each trapped. If any of the traps are tripped—by trying to open, move, or destroy the chest without disabling the devices—slabs of stone slide out to seal the two entrances into the chamber. Seawater then flows into the room, flooding it entirely within 4 rounds. Unless the heroes can breathe water or break through one of the stone blocks (Hardness 8; 60 hp; Break DC 28), they are in for some serious trouble from drowning.

Each chest contains 500 gp, 2 gems worth 100 gp each, and 4 flasks of holy water.

Flooding Room Trap: CR 5; room floods in 4 rounds; Search DC 20; Disable Device DC 25.

Day: At least two guards are on duty here at all times. They are the equivalent of typical pirates. A strong warrior could make quick work of them, but they do have support in the form of just about everyone else in town.

The two guards normally stand in front of the door. They are under strict orders to never abandon it. If something goes wrong, they are to blow on their whistles until help arrives.

Night: At night, the guard increases to four. Galt knows that it's much easier to break into a place under the cover of night. Two people stand guard at the door constantly, while the other two walk a beat around the building, constantly on the lookout for intruders or anything unusual at all.

Crew's Out: The guard stays the same when Galt and his crew are out of town. This usually means that only the sheriff has permission to enter the building. He only does so if forced to, as he wants to be sure that Galt can't possibly accuse him of trying to steal from the boss. The sheriff has never been suicidal enough to seriously consider it, but he hasn't been sheriff for so long without understanding how Galt handles things.

3. THE BOATWRIGHT

This building serves as both home and workshop to Tandy Gurdson (LN male human, Exp3, hp 10), a boatwright who was pressed into service here in the Depths of Despair. One night when Tandy was heading home after work, Galt's crew members tossed a sack over him and hauled him out to the *Plunderer*. He awoke the next morning in the Depths and to his new life of servitude.

It's Tandy's job to keep the *Plunderer* in tip-top shape. He also works on any other friendly ships that come to the Depths—as long as their captains pay Galt for the shipwright's services. Of course, Galt charges three times what such services would normally cost, and Tandy gets only his normal fee.

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Galt likes to emphasize that Tandy is not a prisoner here in the Depths. He's one of Galt's "honored guests." Just because there's no way for Tandy to leave that doesn't involve great risk to his life doesn't mean that he's a prisoner, right?

The front portion of this building is a work area that Tandy spends most of his time in. Here he carves and mends all sorts of pieces that he later installs in nearby ships. The room is also littered with pitch, hardware, and slabs of wood that Tandy uses in his daily work.

Tandy sleeps in a small room in the back. It's not much, but it's clean and perfectly serviceable. He has 40 gp stashed away beneath the floorboards under his bed (Search DC 25). He's trying to gather enough money to be able to bribe one of the pirates or one of Galt's guests into taking him away from this place. He figures he'll need at least 1000 gp to even try.

Day: Tandy is almost always here. When he's not, he's actually out working on a nearby ship.

Night: Tandy spends most of his time—and a great deal of his money—drinking his troubles away at the Bottom of the Barrel (see #4). He stumbles back here in the late evenings, then wakes up and does it again.

Crew's Out: When the pirates are out at sea, Tandy is pretty much left to his own devices. He spends a great deal of his time carving idols from driftwood he finds in the Depths.

4. THE BOTTOM OF THE BARREL

The Bottom of the Barrel is an inn much like any other—except that it's located in the Depths of Despair and run by a staff of three people pressed involuntarily into service. Despite this, the place normally has a jovial atmosphere—entirely at Galt's insistence. He wants his crew members to have a fun place at which they can blow off some steam so they're not constantly whining at him about how badly they need some real shore leave.

The Bottom, as it's normally known, has four people on staff: one bartender and three servers. The bartender is a beautiful woman by

the name of Kattoo (CG female human, Com3, 11 hp). She oversees three younger sisters—Haddah, Laddha, and Daddah Roquentia (all CG female humans, Com1, 4 hp)—who handle most of the scut work in the place, leaving Kattoo to manage the place and handle Galt and Frikka's demands.

The women of the place are all off limits to the pirates, their guests, and the permanent residents of the Depths. Galt is happy with things the way they are, and he has no desire to have to capture and then break in another staff for the inn should something happen to Kattoo or one of her girls.

The Bottom is a two-story affair, one of the few in the Depths. The bulk of the first floor is a large, open common room in which most of the people of the Depths congregate every evening after the sun goes down. Rough-hewn tables surrounded by similar benches crowd the place. The best table in the room is the circular one sitting just to one side of the main fireplace. This is surrounded by comfortable chairs, as opposed to benches, and it is reserved for the exclusive use of Captain Galt and his guests.

The other rooms on the first floor are a kitchen and a pantry in which Kattoo keeps her stock of food-related goods. There's a trap door in the floor of the pantry that leads down to a subterranean basement. Kattoo stores the place's liquor, wine, and ale here. The selection is pretty paltry, although Galt always requires that Kattoo stock his favorite liquor—an orcish rotgut—at all times.

Prices at the Bottom are generally three times what you would pay anywhere else in your campaign world. And that's if Kattoo likes you. She freely charges troublemakers—or those who look like they might be—up to 10 times normal prices. She knows that the nearest competition is a long way away, after all.

As with the rest of the Depths, Galt actually owns this place, and Kattoo and her ladies work for him. They are all paid a subsistence wage that's just enough for them to get by on with the prices they're charged throughout the place.

People who live in the Depths or work for Galt can put their charges on a tab. The amount is totaled up at the end of each week and deducted from each buyer's wages. It's not unusual for many people on Galt's payroll to end up with little to nothing at the end of any given week.

Day: Two of the three servers are on duty here during the day. The third has the day off. Kattoo is usually here during the day too, but she's normally busy arranging for new supplies or simply taking some time for herself.

Up to 4d4 pirates can be found in here at any time during daylight hours.

Night: Most nights, all three servers are on duty, as is Kattoo. Each woman gets one night off each week, ranging from Sunday through Wednesday. Thursday through Saturday nights, everyone works.

At night, just about everyone in town is here, unless there's something else going on, like a fight at the arena (#1) or a performance at the theater (#26). There's not a whole lot

else to do, unless you're on duty somewhere else in the Depths. As such, 2d10+30 pirates can be found here, along with many of the Depths' other residents.

Crew's Out: When the *Plunderer* is at sea, the Bottom of the Barrel is a lot quieter, as it only has the locals to draw on for its crowd. Still, there's always someone here. During the day, there are at least 2d4 people besides the workers. At night, anyone who is not on guard duty is usually here. Galt refuses to arrange for other entertainment while he's gone, and the number of fights in town drops precipitously when the pirates aren't around.

5. THE BLACKSMITH

There isn't much call around the Depths for a blacksmith, but when there is he's needed badly. There is only one blacksmith in the region, and he's a bit unusual. His name is Machlient the Mad (N male aquatic elf, Exp2, War 2, 24 hp).



CHAPTER THREE: THE CITY AT THE BOTTOM OF THE SEA

Machlient isn't particularly insane, just a bit eccentric. First off, he's an aquatic elf. Normally this means that he could only stay out of water for up to 1 hour for each point of Constitution he has, but Machlient has the new Breathe Air feat (see page 102), which allows him to stay out in the air indefinitely. Be that as it may, he still prefers to return to the waters whenever possible.

Machlient is a bit of a hermit. He lives in a cave on the edge of the remains of Caer Solus, all by himself. He has had run-ins with the local sahuagin, but after a few frustrating encounters the fishfolk have decided that the blacksmith is mostly harmless and better left alone. The tritons don't care to bother him much either, which is just how he likes it.

What makes Machlient truly unusual for an aquatic elf is his fascination with fire and its use to shape metals. Most of his people prefer to not have anything to do with fire, living underwater as they do. The idea that an aquatic elf might want to use such a thing as a tool for crafting things seems entirely absurd to them.

Machlient may not be the best blacksmith around, but he does seem to have some sort of talent for it. It wasn't long after Galt and his crew settled the Depths of Despair that the aquatic elf showed up and approached the half-orc captain with a proposal. He was happy to work as the Depths' local blacksmith for absolutely no pay—as long as Galt was willing to provide him with all the materials and tools he would need. Always a sucker for free labor, Galt hired the strange aquatic elf on the spot.

Of course, there's not enough going on in the Depths to keep Machlient busy. When the pirates are in town, he's around just about every day, looking for something to do. Otherwise, he only shows up about once a week.

The building is really just one, large, open-air room. In fact, the place has no walls at all. It's normally hot enough for Machlient in the Depths, after all. To put him in a closed room with a blazing forge would be almost impossibly uncomfortable for him.

Machlient doesn't care for money at all. Galt collects all fees for the work the aquatic elf performs. The blacksmith can't be bothered with such things. However, that doesn't mean he doesn't have valuable materials on the premises.

Machlient likes to think of himself as an artist. To that end, he has procured a few ingots of precious metals on which he likes to work. He has fashioned earrings for just about every pirate in Galt's crew, for instance, most of solid gold.

The metals are hidden in a secret compartment fashioned into the base of Machlient's anvil (Search DC 20). The compartment is trapped so that anyone who opens it without pressing the catch properly is immediately attacked by a poison needle coated with stingray venom.

Poison Needle Trap: CR 2; +8 ranged (1, plus stingray venom); Search DC 22; Disable Device DC 20.

Stingray Venom: Type: Injury DC 14; Initial Damage 1d6 temporary Constitution; Secondary Damage 1d6 temporary Constitution; 900 gp.

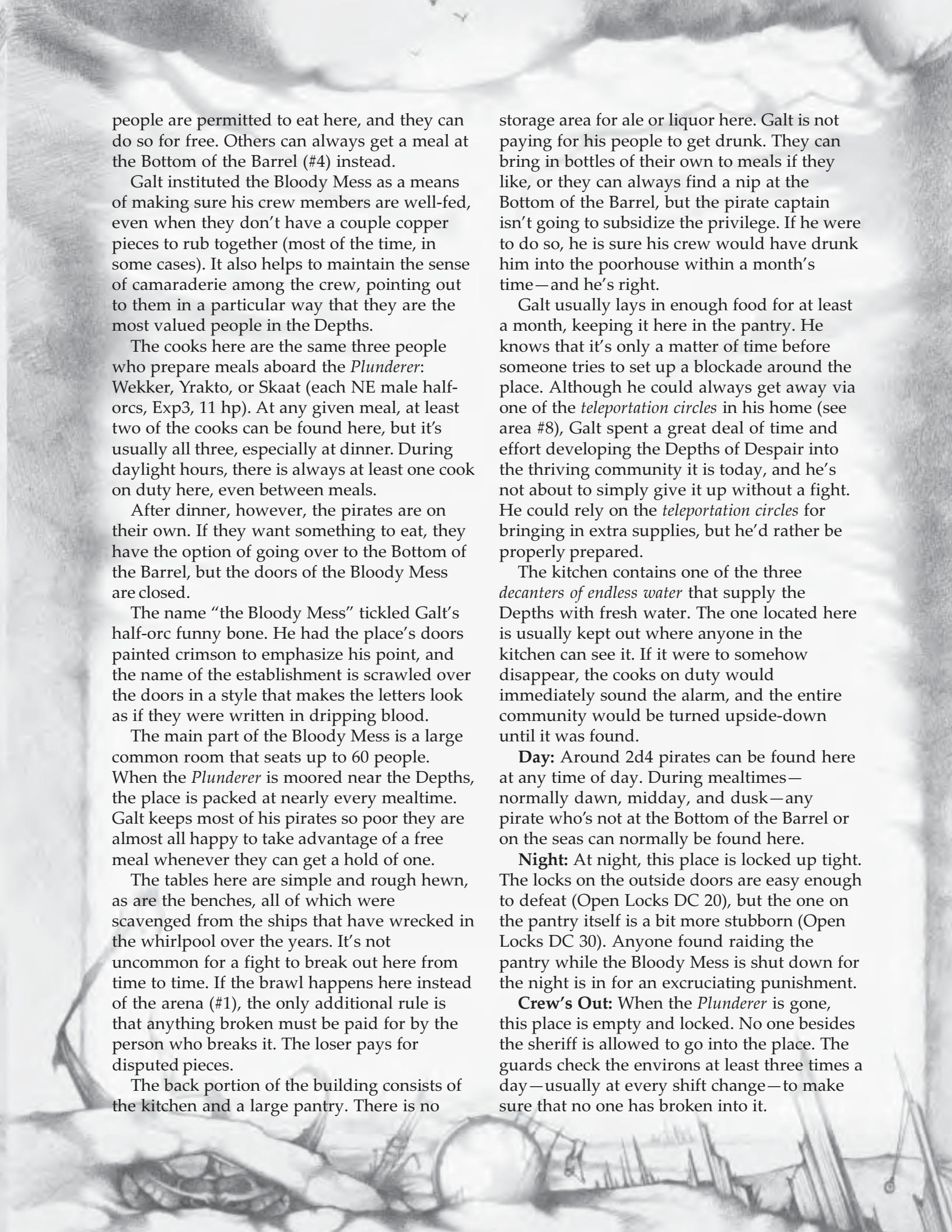
Day: Normally, Machlient is the only one here, with the exception of the occasional customer stopping by to pick something up, drop something off, or just check on the blacksmith's progress.

Night: At night, Machlient usually returns to the sea to sleep. There's rarely anyone here in his workshop. Sometimes a guard might wander by on patrol, but they usually don't like to get too far from the center of town by themselves.

Crew's Out: When Galt and his crew are gone, Machlient usually doesn't see a reason to even report in to work. There's only a 15% chance that he's here on any given day, tinkering on some project of his own device.

6. THE BLOODY MESS

The Bloody Mess is the official mess hall for the pirates who work for Galt. Only these



people are permitted to eat here, and they can do so for free. Others can always get a meal at the Bottom of the Barrel (#4) instead.

Galt instituted the Bloody Mess as a means of making sure his crew members are well-fed, even when they don't have a couple copper pieces to rub together (most of the time, in some cases). It also helps to maintain the sense of camaraderie among the crew, pointing out to them in a particular way that they are the most valued people in the Depths.

The cooks here are the same three people who prepare meals aboard the *Plunderer*: Wekker, Yrakto, or Skaat (each NE male half-orcs, Exp3, 11 hp). At any given meal, at least two of the cooks can be found here, but it's usually all three, especially at dinner. During daylight hours, there is always at least one cook on duty here, even between meals.

After dinner, however, the pirates are on their own. If they want something to eat, they have the option of going over to the Bottom of the Barrel, but the doors of the Bloody Mess are closed.

The name "the Bloody Mess" tickled Galt's half-orc funny bone. He had the place's doors painted crimson to emphasize his point, and the name of the establishment is scrawled over the doors in a style that makes the letters look as if they were written in dripping blood.

The main part of the Bloody Mess is a large common room that seats up to 60 people. When the *Plunderer* is moored near the Depths, the place is packed at nearly every mealtime. Galt keeps most of his pirates so poor they are almost all happy to take advantage of a free meal whenever they can get a hold of one.

The tables here are simple and rough hewn, as are the benches, all of which were scavenged from the ships that have wrecked in the whirlpool over the years. It's not uncommon for a fight to break out here from time to time. If the brawl happens here instead of the arena (#1), the only additional rule is that anything broken must be paid for by the person who breaks it. The loser pays for disputed pieces.

The back portion of the building consists of the kitchen and a large pantry. There is no

storage area for ale or liquor here. Galt is not paying for his people to get drunk. They can bring in bottles of their own to meals if they like, or they can always find a nip at the Bottom of the Barrel, but the pirate captain isn't going to subsidize the privilege. If he were to do so, he is sure his crew would have drunk him into the poorhouse within a month's time—and he's right.

Galt usually lays in enough food for at least a month, keeping it here in the pantry. He knows that it's only a matter of time before someone tries to set up a blockade around the place. Although he could always get away via one of the *teleportation circles* in his home (see area #8), Galt spent a great deal of time and effort developing the Depths of Despair into the thriving community it is today, and he's not about to simply give it up without a fight. He could rely on the *teleportation circles* for bringing in extra supplies, but he'd rather be properly prepared.

The kitchen contains one of the three *decanters of endless water* that supply the Depths with fresh water. The one located here is usually kept out where anyone in the kitchen can see it. If it were to somehow disappear, the cooks on duty would immediately sound the alarm, and the entire community would be turned upside-down until it was found.

Day: Around 2d4 pirates can be found here at any time of day. During mealtimes—normally dawn, midday, and dusk—any pirate who's not at the Bottom of the Barrel or on the seas can normally be found here.

Night: At night, this place is locked up tight. The locks on the outside doors are easy enough to defeat (Open Locks DC 20), but the one on the pantry itself is a bit more stubborn (Open Locks DC 30). Anyone found raiding the pantry while the Bloody Mess is shut down for the night is in for an excruciating punishment.

Crew's Out: When the *Plunderer* is gone, this place is empty and locked. No one besides the sheriff is allowed to go into the place. The guards check the environs at least three times a day—usually at every shift change—to make sure that no one has broken into it.

7. CAPTAIN GALT'S OFFICE

This small building sits directly across the main square (#17) from Galt's home (#8). Nearly every morning that Galt is in town, he gets up at dawn, has breakfast at the Bloody Mess (#6), and then comes over here to handle the messy details of the day.

When Galt is anywhere else in the Depths, he is not to be disturbed except in case of an emergency—and it had better be an emergency that Galt actually cares about if the transgressor doesn't care to be tossed into the brig for a few days at the very least. When Galt is in his office, though, he's available for just about any petty matter.

Galt hates dealing with the minutiae of running an operation like the Depths of Despair. There are many days when he installs Frikka behind his desk instead. He's careful not to do so too often though. He doesn't want Frikka or the rest of the crew getting any funny ideas about who's really in charge around here, after all.

Galt's office consists of a single, open room that features floor-to-ceiling windows on three sides. Galt always sits with his back to the fourth wall, the southern one, which is windowless. He likes to be able to look out over the community that he built, and there are few viewpoints that compare to that of his office chair. From where he sits, he can see just about every point in the main square, as well as the pirates' barracks (#21) just beyond.

Day: There's a 40% chance that Galt is in here at any time during the day. If he is, there's an 80% chance that 1d4 other people are in here with him, asking him for decisions on one matter or another.

Night: At dusk, Galt leaves for the Bloody Mess, leaving this place locked up behind him (Open Lock DC 20). With all the windows, the building is too hard to defend, so he is always careful to never leave anything irreplaceably valuable in here.

Crew's Out: If Galt is gone, no one else besides Frikka and the sheriff have permission to enter the captain's office. Anyone caught doing so is punished harshly.

8. CAPTAIN GALT'S PALACE

While Galt may call this building his "palace" and require the other residents of the Depths to do the same, it is little more than a nicely appointed residence. Of course, this is saying quite a lot, considering the home's location at the bottom of a raging whirlpool.

Galt's home is one of the few places in the Depths that stands two stories tall. While it was constructed of ship timbers, like just about every other building in town, it is whitewashed every spring, making the place stand out like a diamond in a dung heap.

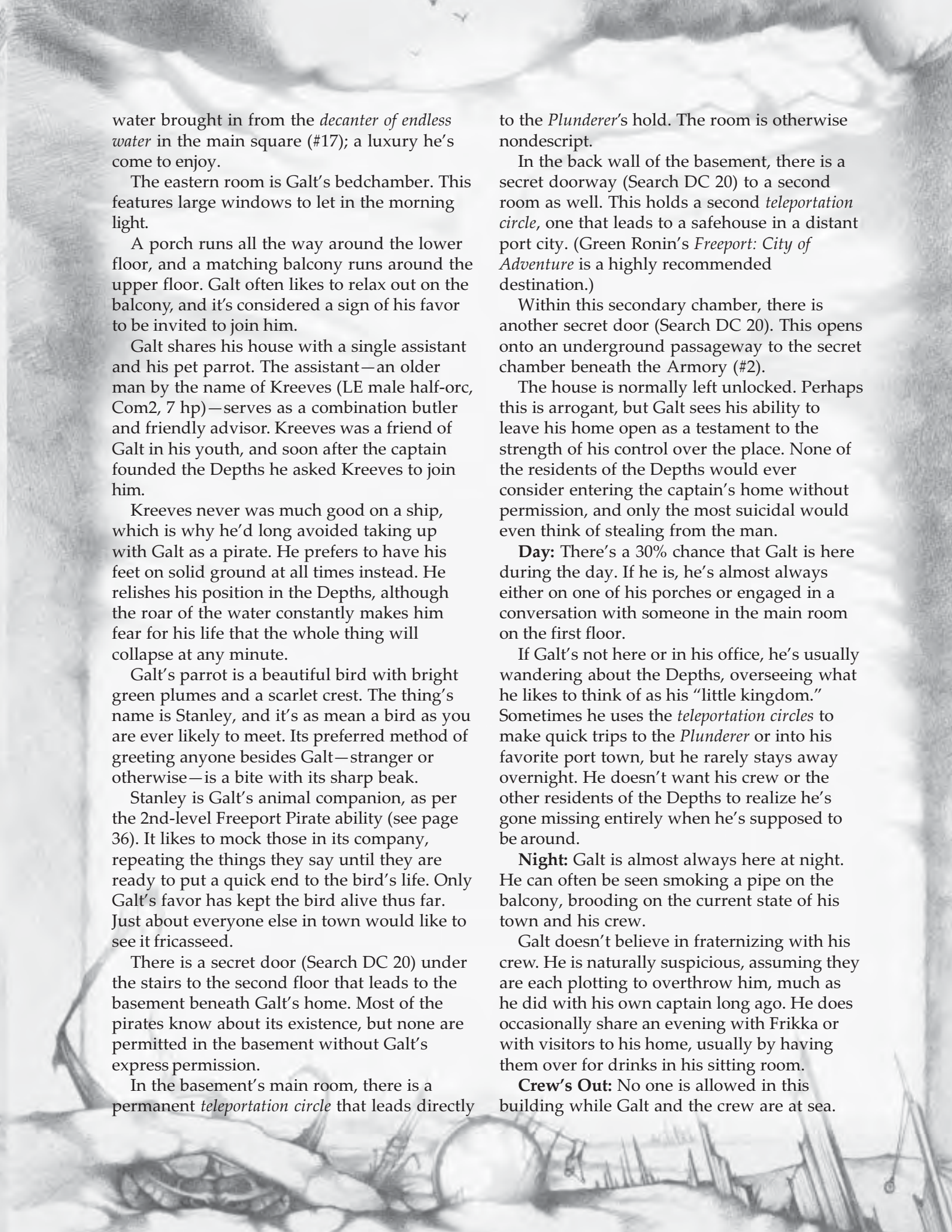
While many of Galt's compatriots counseled him to build a fortress for his residence, he successfully resisted taking their advice. To his mind, the whirlpool itself is his fortress. Anyone or anything that can manage to surmount such a terrifying force is not going to be dissuaded by stone walls, no matter how thick.

Instead, Galt's home is a bright and airy place. The walls are all painted white, and the rooms are kept clean and friendly. In effect, the captain is reconstructing the seaside home of his youth, a place in which he was raised by his human mother under the purview of his widower grandfather, an old codger who'd spend most of his younger years at sea as the captain of a ship of his own.

The first floor of the building consists mostly of a large sitting room in which Galt likes to entertain private guests. These usually include the captains of other pirate ships that have taken up Galt on his offer of shelter—at a not-so-reasonable price, of course. The room is luxuriously appointed with handsome pieces of furniture, and there is a fireplace in centers of both the western and eastern walls.

There is no kitchen here. Galt prefers to eat with his crew in the Bloody Mess (#6). It allows him to keep an eye on everyone and measure the crew's temper throughout the days.

The upper floor features a large bedchamber and a private bath. This is stationed near the second-floor fireplace to the west so that Galt can have the pleasure of a hot bath in clean



water brought in from the *decanter of endless water* in the main square (#17); a luxury he's come to enjoy.

The eastern room is Galt's bedchamber. This features large windows to let in the morning light.

A porch runs all the way around the lower floor, and a matching balcony runs around the upper floor. Galt often likes to relax out on the balcony, and it's considered a sign of his favor to be invited to join him.

Galt shares his house with a single assistant and his pet parrot. The assistant—an older man by the name of Kreeves (LE male half-orc, Com2, 7 hp)—serves as a combination butler and friendly advisor. Kreeves was a friend of Galt in his youth, and soon after the captain founded the Depths he asked Kreeves to join him.

Kreeves never was much good on a ship, which is why he'd long avoided taking up with Galt as a pirate. He prefers to have his feet on solid ground at all times instead. He relishes his position in the Depths, although the roar of the water constantly makes him fear for his life that the whole thing will collapse at any minute.

Galt's parrot is a beautiful bird with bright green plumes and a scarlet crest. The thing's name is Stanley, and it's as mean a bird as you are ever likely to meet. Its preferred method of greeting anyone besides Galt—stranger or otherwise—is a bite with its sharp beak.

Stanley is Galt's animal companion, as per the 2nd-level Freeport Pirate ability (see page 36). It likes to mock those in its company, repeating the things they say until they are ready to put a quick end to the bird's life. Only Galt's favor has kept the bird alive thus far. Just about everyone else in town would like to see it fricasseed.

There is a secret door (Search DC 20) under the stairs to the second floor that leads to the basement beneath Galt's home. Most of the pirates know about its existence, but none are permitted in the basement without Galt's express permission.

In the basement's main room, there is a permanent *teleportation circle* that leads directly

to the *Plunderer's* hold. The room is otherwise nondescript.

In the back wall of the basement, there is a secret doorway (Search DC 20) to a second room as well. This holds a second *teleportation circle*, one that leads to a safehouse in a distant port city. (Green Ronin's *Freeport: City of Adventure* is a highly recommended destination.)

Within this secondary chamber, there is another secret door (Search DC 20). This opens onto an underground passageway to the secret chamber beneath the Armory (#2).

The house is normally left unlocked. Perhaps this is arrogant, but Galt sees his ability to leave his home open as a testament to the strength of his control over the place. None of the residents of the Depths would ever consider entering the captain's home without permission, and only the most suicidal would even think of stealing from the man.

Day: There's a 30% chance that Galt is here during the day. If he is, he's almost always either on one of his porches or engaged in a conversation with someone in the main room on the first floor.

If Galt's not here or in his office, he's usually wandering about the Depths, overseeing what he likes to think of as his "little kingdom." Sometimes he uses the *teleportation circles* to make quick trips to the *Plunderer* or into his favorite port town, but he rarely stays away overnight. He doesn't want his crew or the other residents of the Depths to realize he's gone missing entirely when he's supposed to be around.

Night: Galt is almost always here at night. He can often be seen smoking a pipe on the balcony, brooding on the current state of his town and his crew.

Galt doesn't believe in fraternizing with his crew. He is naturally suspicious, assuming they are each plotting to overthrow him, much as he did with his own captain long ago. He does occasionally share an evening with Frikka or with visitors to his home, usually by having them over for drinks in his sitting room.

Crew's Out: No one is allowed in this building while Galt and the crew are at sea.

CHAPTER THREE: THE CITY AT THE BOTTOM OF THE SEA

Even the sheriff is forbidden to enter unless he's actually chasing an intruder away.

From time to time, Galt returns to the Depths by means of the *teleportation circle* on the *Plunderer*. When he does, though, he prefers to keep his presence secret, making it harder for anyone to track his movements.

9. THE CATAPULT

This is where it all began. This catapult is essentially the same one that Galt used to escape the Depths of Despair when he and his crew were first stranded here so long ago.

The catapult is capable of firing up to 1,000 pounds of material at once. The operator—usually one of the ship's *artillerists*, but the sheriff can work it if need be—normally fires the load up and over the wall of water formed by the whirlpool. However, at the request of Galt, Frikka, or Sheriff Drukka, the catapult can be wheeled forward so that the load can be fired directly into the vortex's whirling wall.

Being fired into the wall is akin to entering it at the top. The load is inevitably sucked back into the vortex and deposited at the bottom of the whirlpool. The time being caught in the whirlpool is slightly less than normal—only 3d4 rounds—as the target enters the whirlpool slightly lower than normal.

If the catapult's operator wants to be particularly cruel, he can launch the load just up and over the lip of the whirlpool. In such a case, the load is then drawn back into the vortex and has to ride the wall of water all the way back down.

For those who wish to be fired safely out of the whirlpool, the fee is 10 gp. Those who make it out must make a *Fortitude* save (DC 10) or be stunned for 1 round by the impact with the water. Stunned characters can't act and lose their *Dexterity* bonuses to AC. Also, attacks against them get a +2 bonus. Worst of all, they can't hold their breath or swim, so they start drowning right away.

Day: There is only a 10% chance that one of the *artillerists* is here working the catapult or keeping it in top shape. It's normally kept unlimbered, and any who wish to use it must get permission from Galt or the sheriff first.

Night: There is rarely anyone here at night. The catapult has never been used in the dark, although it certainly could be in case of emergency.

Crew's Out: There's only a 5% chance the sheriff is here working the catapult or keeping it maintained.

10. THE COOKS' HOME

The three cooks who work at the Bloody Mess (#6) and on the *Plunderer* (#22) make their home here. Wekker, Yrakto, or Skaat (each NE half-orcs, Exp3, 11 hp) are their names. They each have their own room here in this single-story building made of salvaged ships' timbers. They spend enough time together at work, so they like to have their privacy when they're off duty.

Wekker is fairly pleasant as half-orcs go. She's always ready with a smile and a second helping of whatever she's managed to throw together today. In her late 50s but healthy as ever, she's like a mother to many of the pirates. Accordingly, they are terribly protective of her.

Yrakto is the youngest of the three and the practical joker of the group. He likes to come up with "experiments" to try out on the "laboratory rats" that eat his food. Normally the pranks are harmless, only doing things like making those who eat the adulterated food sneeze or urinate in a rainbow of colors. Yrakto is careful to keep Galt's food trouble free. He's not suicidal.

Skaat is the grumpy old man of the trio. There's a kind of love-hate relationship going on between Wekker and him, and many of the others resent how cruelly he treats her. Of course, Skaat treats everyone else—with the exception of Galt—even worse, so they have little to complain about. If they do, he's happy to make sure they regret it.

Day: There is only a 20% chance of finding a single one of the cooks here during daylight hours. They spend almost all of their time in the kitchen of the Bloody Mess. When they do have time off, they often like to go fishing instead of hanging around their home.

Night: Yrakto spends nearly every evening at the Bottom of the Barrel (#2), spending

what little money he has on drink. Wekker and Skaat are normally at home, unless there's some kind of entertainment going on. Galt suspects their deepening relationship, but he ignores it.

Crew's Out: This house is empty when the *Plunderer* is at sea. Every one of the cooks is needed on board the ship instead.

11. THE DRY GOODS STORE

This building is the Depths' equivalent of a company store. It features many if not most things that a resident could want to buy, but it has a lousy selection, and the prices are even worse. What's more, any items a resident buys are charged against his pay. This leaves most residents with little or nothing at the end of the week, and most of them blow that at the Bottom of the Barrel soon enough.

The Dry Goods store is run by an enterprising young gnome who runs around under the name Calder Fidderdiggle (CN male gnome, Com3, 11 hp). Calder was snatched up by one of Galt's press gangs by accident a couple years ago, and the silver-tongued devil managed to convince the captain that the gnome would be a lot more useful behind the counter of a store than being fed to the sharks.

Calder has little or no control over his inventory or his prices. Both are set by Galt or—more commonly—Frikka. At the end of every week, Calder places an order for new goods with Frikka. She then fills as much of it as she can or simply feels like. This is how most of the goods get into the store.

Just about any common, nonmagical items normally worth 20 gp or less can be found here. Any spell components that can be found here are not specifically sold as such, as Galt has forbidden such things. He has had enough trouble with spellcasters over the years without actually making it easier for them to find the bits and pieces they need to continue to harass him.

Despite the fact that Calder's only official remuneration is the pittance Galt pays him as a salary, the easygoing gnome is making a fortune on the side. He has two different ventures that are lining his pockets.

First, Calder regularly and quietly purchases items from either pirates or visitors when they're in town. He either adds these to his open stock and pockets the profits himself when he sells them, or he finds someone willing to pay him handsomely and privately to take the items off his hands. In this way, he is in charge of a small black market in town too.

Calder also skims just a little bit off the top of nearly every transaction that he makes. This is just enough to make it worthwhile but not enough to draw too much attention. To ensure his safety, Calder has agreed to share his revenues from this venture with Trikkant (see #18), the moneylender who also regularly audits Calder's books.

Galt suspects something, of course. Honestly, he'd be surprised to find that Calder and Trikkant weren't stealing from him. As long as they do their best to keep it from him and don't take too much, he doesn't really care. He sees it as part of the cost of doing business. Also, he knows that it would be difficult to replace either of the two and that he'd have no assurances the new ones would respect his money any better.

Of course, if proof of Calder's transgressions ever gets out, Galt is ready and willing to kill him just to make a point. It's one thing to steal from your boss. It's another to let everyone else think they could get away with it too. Galt just can't have that.

The prices in the dry goods store are traditionally three times normal. This skyrockets to five times normal for any kind of weapon or armor.

The store consists of a large main room filled with shelves of merchandise. Calder sleeps on a bed in the storeroom in the back. There's a small desk there too, at which he handles his daily records.

Day: Calder is here every day without fail. "Where else would I be?" he asks, acknowledging with a smile that his job is also his prison. He stays from just after dawn until dusk falls over the whirlpool.

Night: At night, this place is locked up as tight as a vault. The windows are shuttered

and locked from the inside (Open Lock DC 20). The doors are locked too (Open Lock DC 20). Calder spends many nights at the Bottom of the Barrel (#4), slowly using his extra funds. In the middle of the night, he's the place's best alarm system, since most noises would jar him awake and screaming in an instant.

Crew's Out: When Galt's away, Calder keeps the same hours, but he spends a lot more time and cash at the Bottom of the Barrel.

12. THE FISHMONGER

This place is less of a shop and more of a home for Old Holé Satango (CG male human, Com1/Exp1, 6 hp), a one-eyed, peg-legged man in his sunset years. Santago was the first mate on a ship that got caught up in the whirlpool five years ago. When the crew got to the bottom of the vortex, Galt and his people were ready and waiting for them.

The newcomers refused to surrender and were slaughtered. Satango, injured in the destruction of the ship, was unconscious at this point and missed the entire battle. When he came to, he was bandaged up, short an eye and a lower leg but grateful to be alive.

Wanting to make himself useful, Satango decided to take up fishing the whirlpool to gather food for the residents of the Depths. He devised a method by which he casts a line directly into the wall of water and reels it back in. He uses the garbage from the Bloody Mess (#6) as bait, and he normally pulls in several pounds of fish every day—and sometimes a great deal more.

Santago is a good-natured old coot. He's come to terms with his lot in life. He knows the pirates are evil, but he figures there's nothing he can do about it, so he's willing to live and let live. Given the chance, he'd work against them, but that hasn't happened for him yet.

The front room of this old shack is open to the air on three sides. This is where Santago sells his fish every day, and they're considered a delicacy by many in town—mostly since there's not enough to go around. Santago lives in the back room, mostly keeping to himself.

Day: From just before dawn to midday, Santago is never here. He's out fishing instead.

He comes back at midday and stays until just before dusk, when he goes out fishing again. When he's in during the day, he keeps his catches out on display for sale.

Night: Santago is here 75% of the time. He spends the remainder of the evenings at the Bottom of the Barrel (#4) drinking with the crew.

Crew's Out: Santago doesn't change his schedule for anyone. The only difference is there is more fish to go around when the crew is gone.

13. FRIKKA'S HOME

This is where Galt's first mate Frikka (LE female half-orc; Rog6/Pir1; 34 hp) lives. This is the next-nicest home in town, coming in a distant second behind Galt's "palace" (#8). It is made of the forecastle of a ship that was long ago wrecked in the vortex. Oddly enough, it came through almost intact. Frikka had the crew break it down and reassemble it piece by piece in its current location.

Being originally part of a ship, Frikka's home has a distinctly nautical feel to it. The place's front door—once the entrance into the forecastle—faces south toward the armory (#2). The south, east, and west sides of the building all have portholes in them. The north side, however, features a large picture window set in the outer wall of what was once a captain's quarters and is now Frikka's expensively appointed bedchamber.

Frikka's home is basically three rooms. The front room is meant for work and entertaining. It's filled with hard, bare chairs, and there's a desk to one side, overflowing with all sorts of papers. Frikka sometimes has drinks with guests here, but since she's not very sociable, this rarely happens in practice.

There's a private bath set in the northwest corner of the room, separated from the rest of the room by a set of silk screens. Frikka tends to herself here, usually, instead of using the public bathhouse. She has to bring the water in herself, but she finds it worth it.

The northern portion of the building consists of Frikka's bedchamber. This is fitted with a gorgeous four-posted, canopy bed as its

centerpiece. On warm nights, Frikka likes to open the windows looking out toward the whirlpool and let the vortex's roar lull her to sleep. It's almost like being on the sea that she loves so much. The fact that there's a graveyard between her and the wall of water doesn't seem to bother her in the least.

Over the years, Frikka has managed to amass a bit of treasure for herself. Other than what she carries on her, she has a large chest situated at the foot of her bed, and it's not just there to hold blankets.

The chest is trapped, of course. Anyone who opens it without the key risks being attacked by a needle coated with stingray venom. Additionally, Frikka is worried about someone simply grabbing her treasure chest and making off with it, so she's come up with an even more devious trap to protect her lifetime's worth of valuables.

Anyone who picks up the chest without pressing the proper catch finds the floor beneath his feet giving way, dropping him into a hidden chamber beneath the building. The floor of this underground room is filled with wooden spikes, ready to impale any souls unfortunate to be caught by the trap.

Poison Needle Trap: CR 2; +8 ranged (1, plus stingray venom); Search DC 22; Disable Device DC 20.

Stingray Venom: Type: Injury DC 14; Initial Damage 1d6 temporary Constitution; Secondary Damage 1d6 temporary Constitution; 900 gp.

Spiked Pit Trap (20 ft. Deep): CR 2; no attack roll necessary (2d6), +10 melee (1d4 spikes for 1d4+4 points of damage per successful hit); Reflex save (DC 20) avoids; Search DC 20; Disable Device DC 20.

The chest contains 700 gp, and two carved jade icons worth 100 gp each.

Day: There's a 60% chance that Frikka is here during the day. This building serves as her office too, so she spends a great deal of time here. When she's not here, she's often at Galt's office (#7) or supervising the pirates at the training grounds (#27).

Night: Frikka doesn't have Galt's need to stay aloof from the rest of the crew. She's only at home in the evenings about 20% of the time, sometimes working at her desk. When she's out she's usually at the Bottom of the Barrel (#4), spreading around some good will and preparing alliances for the day she challenges Galt.

Crew's Out: When the *Plunderer* is gone, Frikka almost always is too.

14. THE GUARDS' BARRACKS

This is where the Depths' full-time guards live, along with their leader Drukka (LE male half-orc; War3; 17 hp). Drukka prefers to be called sheriff, despite the fact that he's more accurately the captain of the guard. According to Drukka, "There's only one captain here in the Depths, and that's Galt all the way."

The barracks house somewhere around 20 guards (all LE male half-orcs; War1; 7 hp). The number can vary by as much as 5 guards in either direction. Most of the guards were pressed into service by Galt's crew, trapped and forced to serve here by their new captain. Drukka was once just such a recruit, but he eventually decided he liked the work. When the old sheriff went missing one day, Galt named Drukka as the new sheriff.

Nearly everyone suspects the truth, that Drukka killed his old boss and fed his remains to the sharks that like to meander outside the whirlpool. It's a tribute to Drukka's iron hold on his guards that no one's yet tried the same with him.

This place is mostly one large room with enough beds to sleep the entirety of the town guard. Each guard has a footlocker that contains his meager belongings, including 1d4 gp in varying coins.

Drukka's private quarters are located at the northeast corner of the building. He sleeps with his door locked. He keeps his stash of 100 gp in a sack beneath the floorboards (Search DC 20).

Day: Guards not on duty can often be found here during the day. There are usually 1d10 of them either sleeping or playing cards here.

Night: In the evening, there are normally

only 1d4 guards here. The rest are either on duty or blowing what's left of their earnings at the Bottom of the Barrel (#4). After midnight, two thirds of the guard is here sleeping off the revelries of the night before.

Crew's Out: When the *Plunderer* is gone, Drukka is pretty much in charge. He tends to ride his guards even harder then, on the theory that he doesn't want them to think they can goof off just because Galt is gone. Nobody is permitted here during the day then.

15. THE GRAVEYARD

A lot of people died when the whirlpool was formed, and a good number have died since. The death rate has scaled down a bit since Galt founded his town here in the Depths, but that didn't do much to help those who had already passed.

Everyone in the Depths knows that the place is haunted by the ghosts of the tritons that once lived here (see page 60 for more details)—and by the ghost kraken (see page 63), although none of the Depths' current residents are aware of that particular tidbit. Over the years, the pirates have learned that one of the main reasons a ghost hangs around a place is because its body was never properly buried. Once he figured this out, Galt immediately set up a graveyard in which he could give the remains of these long-passed souls a decent burial.

The graveyard has been properly prepared with a *hallow* spell cast by Brother Jakardur (see #20), the cleric who oversees the Pirate God's chapel located in the Depths. Brother Jakardur isn't of a high enough level to cast such a spell, but Galt has been more than happy to pay to procure a scroll with the appropriate spell on it so that he can get the undead in the area under control. Using a good spell makes him a bit uneasy, but he doesn't have a choice.

The spell effect tied to the *hallowed* graveyard is *remove fear*, which affects any worshippers of the Pirate God who happen to be in its area of influence. This has helped the pirates rally against the ghosts and any other undead in the past. The burnt remains of a

vampire sahuagin (see page 68) are here too, in a shallow grave.

Day: Normally, there's no one here at all. There's a small 5% chance of finding a guard here, checking to make sure the graves are undisturbed.

Night: No one comes out here at night, except maybe on a dare.

Crew's Out: When Galt is gone, Drukka makes sure to check on the graveyard once a day himself. He knows that if the ghosts in the area were ever to recover, there would be hell to pay.

16. THE HEALER

Galt is nothing if not practical. Early on, he realized that people were going to eventually get hurt within the Depths. When that happened, they were going to be a long way away from proper medical attention. Eventually he might be able to persuade a cleric to join his band of pirates—which he did (see #20)—but even then, he could see the value in having someone around who understood how to put people back together without using any kind of magic. To that end, Galt's crew went out and kidnapped themselves a healer, a young halfling by the name of Glinto Creedwater (NG male halfling; Exp3; 11 hp).

Glinto lives and works in this building. The main room comprises both an office and a sick ward with three beds. There are two smaller rooms in the western part of the building. One is a laboratory set up for Glinto to create the medicinal poultices and alchemical aids he needs. The other is Glinto's private bedchamber.

Glinto hates it in the Depths and looks for any opportunity he can find to escape. One night he actually set up the catapult and flung himself out over the vortex's wall. He only got as far as the mooring buoy (#19) before he was too tired to swim any farther though.

Glinto has considered trying to poison Galt, but he's not sure that Frikka would treat him any better. She certainly wouldn't let him go. Also, Galt uses the cleric exclusively for his healing needs.

Day: Glinto is almost always here during the day, along with 1d4 patients with ailments ranging from common colds to broken bones.

Night: Glinto is fond of drowning his sorrows at the Bottom of the Barrel (#4) every night. He doesn't care how high he runs up his bill, since he doesn't believe he's ever going to get out of here alive. That said, the servers there frequently cut him off when they think he's had enough. After the bar closes, Glinto is back here in his room, and there are 1d4-1 patients sleeping overnight in the beds.

Crew's Out: During the day, there are 1d3-1 patients here. At night, there are only 1d4-2 sleeping in the main room.

17. THE MAIN SQUARE

Soon after Galt decided to found a town at the bottom of a whirlpool, he realized that the centerpiece of any great city is always the main square. As such, Galt made sure to set aside plenty of land in the exact center of the Depths for just such a space.

The centerpiece of the main square is the fountain. This is actually a salvaged masthead featuring a detailed carving of a young nymph holding a pitcher of water. In fact, the pitcher is a *decanter of endless water* that's been bolted to the statue (Break DC 28). It can be tipped over to pour out water, and this is how those who don't live in Galt's palace (#8) or work in the Bloody Mess (#6) get their fresh water in town. The *decanter* is trapped to discourage its removal.

Whenever Galt wants to speak to everyone in the town at once, he orders a meeting in the main square. When everyone is there and ready, he appears on his balcony to pronounce whatever it is that he has on his mind.

This is actually the quietest place in the whirlpool, which isn't saying much. There's no way to totally escape the roar of the vortex's raging waters. However, the center of the main square is a good half a mile from the wall of water, and the buildings surrounding the square help to muffle the incessant noise.

Electric Blast Glyph: CR 2; no attack roll necessary (2d8 to all within 5 feet); Reflex save

(DC 14) for half damage; Search DC 28; Disable Device DC 28.

Day: A few people (2d4) can always be found either chatting with each other here, working on one project or another, or simply wandering through.

Night: In the evening, there are even more people (2d6) in the main square, bustling back and forth or simply enjoying the open air. After midnight, the only people around here are the guards, who wander through at least once every hour or so.

Crew's Out: The number of people during the day drops to 1d4, and the number at night drops to 1d6. Otherwise, this is the same as always.

18. THE MONEYLENDER

Next to Galt and Frikka, Trikkant (NE male half-orc; Exp2; 7 hp) the moneylender is likely the most respected and outright hated person in town. It's he who actually keeps track of the entire operation's finances on a daily basis. This means that it's not only his job to tally up the value of the booty gathered by the *Plunderer*, he also collects all fees levied throughout the town and keeps track of the individual accounts of each and every person in the Depths.

It's this last bit that makes Trikkant so despised in town. It's his duty to tell anyone in town what her current account balance with the "Bank of Despair," as the pirates like to call it.

The amazing thing about Trikkant is his eidetic memory for numbers. He can literally tell you exactly what anyone's balance is at any give time, straight from memory. He keeps books as a backup in case anything should happen to him, and these are placed under lock and key at the end of every day.

Galt actually doesn't lend out any money at all. This is a sideline that Trikkant has developed for himself, and he's made a pretty penny at it. He is also helping Calder, the manager of the dry goods store (#11) to skim a bit of the store's profits before they make their way to Galt's treasure chests.

The front room of this place is a small place in which Trikkant conducts his business. The larger room in the back of the building comprises Trikkant's personal quarters. Galt doesn't actually trust Trikkant with caring for his physical cash, which is all hidden away elsewhere (see #2). However, Trikkant has his own stash, which is well hidden in a false compartment in the bottom of his wardrobe (Search DC 25).

Day: Trikkant is here 85% of the time. Otherwise he's out wandering the town.

Night: Trikkant spends most evenings at the Bottom of the Barrel (#4), where he tries to curry favor with the others by buying them drinks. The good will never lasts.

Crew's Out: Trikkant mostly keeps to the same routine no matter who's in town.

19. THE MOORING BUOY

When concocting his plan for building the Depths of Despair, Galt knew he was going to need a place to moor the *Plunderer* nearby. He also knew that as well-protected as he would be inside the Depths, it wouldn't matter if some scurvy do-gooder could just sit topside and take his ship.

To protect his ship and those of the pirates he would invite here, he spent a little time and money to have a set of very special magic items developed by a distant mage. The items are simple mooring buoys, but their enchantment is quite strong—and permanent. The buoys and anything tied to them are invisible to anyone more than 25 yards distant. That means besieging privateers won't find the pirate's unless they know *exactly* where to look, but his crews don't have to contend with working on an "invisible" ship.

There are five buoys stationed around the perimeter of the Depths, and up to two ships can make use of each. Only the most trusted pirate captains get to make use of the buoys. All others must drop anchor on their own, and aren't even told about the buoys.

Those who get to moor to the buoys pay 100 gp per day for the privilege. This is just the first line of soaking his customers that Galt gets away with, and he sees no reason to fool about

right off the bat. Those who come to the Depths of Despair are usually in desperate straights, and it's in Galt's nature to exploit that to its fullest extent.

Day: The *Plunderer* is out here nearly all the time. Sometimes Galt or Frikka takes the boat out for a spin during the day, but this happens only 5% of the time. There's a 5% chance there's another ship here too, its occupants likely already visiting down in the Depths of Despair.

Night: The *Plunderer* is always properly moored here at night. Galt knows how dangerous it can be to sail anywhere near the whirlpool in the dark, and he's not about to risk his precious ship getting caught in the vortex's maw.

Crew's Out: There is a 5% chance that a ship other than the *Plunderer* is here. In any case, the *Plunderer* is, of course, nowhere to be seen.

20. THE PIRATE GOD'S CHAPEL

While Galt may not be particularly religious, he is wise enough to know that you pay tribute to the gods who are supposed to be looking over people like you. To do otherwise is to court the wrath of these gods, and when you're living at the bottom of a magical whirlpool, it's important to prevent such divine rages from rising.

To that end, Galt invited a trusted cleric to lead a brand-new chapel of the Pirate God here in the Depths of Despair. Notably, the cleric came of his own free will, making him a rarity among the members of the populace of the Depths, most of whom were brought to this place against their wills. Galt recognized that an unhappy kidnapped priest would do more harm than good, at least when it came to currying the favor of the Pirate God. It took him a while to find the right person, but when he did, he knew it right away.

The priest is a young half-orc by the name of Brother Jakarndur (LE male half-orc; Clr3; 14 hp). He used to sell his services as a priest to various pirate captains to obtain passage from one port to another as he wandered the seas, spreading the message of the Pirate God as far



and wide as he could. When Galt approached him with an offer to run a chapel in the Depths of Despair, the cleric was almost beside himself with glee. There were few opportunities for representatives of such an outlaw god to have an actual chapel, much less a devoted flock. He almost literally leapt at the chance.

The chapel of the Pirate God is not as fancy as many of the churches on the mainland, but it has room to seat up to 50 people at services, which are held every morning at dawn. For more important occasions—like just before the *Plunderer* embarks on another voyage—Brother Jakarndur commandeers the theater (#26), which can seat up to 100 at a time—assuming the weather is good. Otherwise, he opens the doors and lets people stand in the aisles.

The chapel is made almost entirely from wood scavenged from wrecked ships found at the bottom of the vortex. This pleases the Pirate God to no end, of course.

The chapel's pews are fashioned from rower's benches pulled from the holds of many different ships. Brother Jakarndur's pulpit is in fact a crow's nest raised above the crowd's heads on the top end of a shattered mast sticking out of the chapel floor as if there were a ship buried below. The cleric ascends to his pulpit by climbing up rigging salvaged from one of the first ships to fall victim to the vortex.

The windows are all portholes, including a large (10-foot) one over the entrance to the nave. It depicts the skull and crossbones of the pirate flag in a stained-glass pattern.

The chapel is one large room in which services are held. There is also a sacristy in the back where Brother Jakarndur prepares for the services. In addition to that, there is a living area for the cleric, which includes a sitting room, a bedchamber, and a private bath.

The interior of the chapel is lit by a series of 10 *everburning torches*. These valuable items are securely bolted into their brassy sconces (Break DC 28).

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The collection box in the front of the chapel is kept locked at all times (Open Lock DC 20, Hardness 5, 10 hp, Break DC 20), although the building itself is open at all hours. The box contains 3d10 gp.

Brother Jakarndur keeps the rest of the chapel's funds locked in a built-in chest hidden in the bottom of a closet in the sacristy (Search DC 20). The chest is not trapped, but it is locked (Open Lock DC 20). It contains 5d20+300 gp.

The Pirate God's clerics can choose from the following domains: Air, Chaos, Destruction, Travel, and Water. Brother Jakarndur's chosen domains are Chaos and Water. He usually chooses combat-related spells.

Day: At dawn every day, Brother Jakarndur can be found here with 10d4 worshippers. During the rest of the day, the cleric is here about 50% of the time.

Night: The Pirate God appreciates revelry, so the cleric can be found at the Bottom of the Barrel (#4) just about every evening. He sleeps in the chapel at night, but normally there's no one else here.

Crew's Out: The cleric's services only draw in 4d4 worshippers at such times. Sometimes he even travels with the *Plunderer* instead.

21. THE PIRATES' BARRACKS

All those pirates have to sleep someplace when they're not on board the *Plunderer*, and this building is their official home. Pirates being the sort of spirits they are often simply sleep out under the stars on the grounds, but on cold nights, they can almost all be found huddled in here under their individual blankets.

There are no beds in this barracks, as such. Instead, there are 60 different hammocks set up here, in which the pirates of the *Plunderer* sleep. The hammocks are strung between stout wooden supports about ten feet apart. They are set up in stacks of two: one above and one below. Long months of sleeping in hammocks aboard ships make this arrangement seem almost homey for the pirates, and Galt likes it because he says it keeps his crew from getting too soft.

All 49 pirates in Galt's crew sleep here, as well as the three artillerists: Dakka, Zotto, and Klaff (each NE male half-orcs; Exp3; 11 hp). The artillerists are in charge of the barracks, and the other pirates are expected to follow their orders with regards to the place. Galt does not want to be bothered with domestic matters, and those who try invariably incur his wrath and a ride down the massive vortex's wall of water.

Each pirate's belongings hang in a sack at the foot of his hammock. These are mostly clothes, with 1d8-2 gp each in coins.

Day: There are 2d4 pirates here at any time, either sleeping off the carousing of the night before or simply taking a break. While in the Depths, the pirates all have duties, but they can get away with slacking a bit or even taking a day off every now and then.

Night: In the evenings, this place is nearly empty, with only 1d6-2 pirates here at any time. When the Bottom of the Barrel (#2) closes, most of the pirates make it back here. There are normally 1d6+43 pirates about, including the artillerists who always sleep here.

Crew's Out: Normally no one is here. The sheriff may make an exception and bunk some guests here if there's no room at the inn.

22. THE PLUNDERER

This is the most notorious ship to sail the seas of this region of the world—or at least one of them. This is a double-masted schooner with a bank of oars for maneuvering under becalmed or simply tricky conditions. For full statistics on the ship itself, see page 62.

While docked at the mooring buoy (#19), the *Plunderer* is theoretically protected from most attacks by the simple presence of the whirlpool and the invisible mooring buoys.

Still, the sahuagin have no trouble finding the ships (due to their lateral lines and simply getting close enough to physically see the ships). That means a team of two watchers are always on duty in the ship's crow's nest. When the sahuagin are particularly active, Galt stations four or more pirates aboard his ship, and recommends anyone else moored above do the same.

With the *teleportation circles* located in the basement of his home (#8), Galt can get himself or his crew either to the *Plunderer* or out to the mainland with just a few minutes' notice. He's prepared to sacrifice his hold on his ship and even the Depths if need be. When it comes right down to it, Galt's own life is the most important thing to him, and all else is secondary.

There's a *teleportation circle* in the ship's hold that leads to Galt's home. Galt uses this to move freely back and forth between the two locations, even when the ship is far out at sea. In this way, he can always check up on the Depths, and he has a way out of even the worst troubles.

Day: There is always someone out here during the day. Most of the people here are working on the ship's maintenance, keeping it in top fighting order.

Night: The watchers in the crow's nest are out here all night. They are rotated in and out every four hours, just to make sure everyone is fresh and alert. Otherwise, the ship is normally abandoned, although some pirates come out to sleep on deck on beautiful nights.

Crew's Out: When the ship is at sea, it carries its full complement of crew, including Captain Galt and his beautiful but savage first mate, Frikka.

23. THE PUBLIC BATH

This is the one true luxury in the Depths of Despair. While at sea, most pirates often have to go for weeks without a proper bath. They sometimes swim in the sea, but it's difficult to get properly clean in salt water.

The public bath is mostly a large room that features a freshwater swimming pool. The water for the pool is supplied by a *decanter of endless water* set into the room's eastern wall. This also provides water for the steam room in the northeastern portion of the building. Here, water is regularly poured over hot rocks to fill the room with steam and clean out the pirates deep into their skin.

The water of the pool is unheated, of course. The tradition is to sit into the steam room for as long as you can and then make a mad dash for

the chilly waters of the pool. The resultant shock to the system is enough to awaken even the most tired pirate.

The southeastern part of the building features a changing room in which the pirates can strip down. Few people ever carry anything truly valuable with them to the bath.

The bath is reserved for the males in the Depths. That doesn't keep Frikka out though.

The public bath's maintenance is the purview of Sven Skaarkgold (LN male human; Exp2; 7 hp). Sven was kidnapped from a bath house in another port city and put to work here. Unlike most of Galt's other "recruits," Sven actually appreciated it, as he had recently been discovered sleeping with his former employer's wife. Getting out of town so quickly likely saved his life.

Day: There are few people in here during the day. Perhaps 1d6 at most, including Sven. As evening approaches, though, the place begins to fill up.

Night: It's common to patronize the public bath directly after dinner. As such, the place is filled with 2d20+40 people right about then. The people here relax, get clean, and make plans for the night's entertainment.

Crew's Out: During the day, you might find 1d4 people here, including Sven. At night, the numbers only rise to 1d6+10.

24. THE SHERIFF'S OFFICE

This low-slung building is officially the sheriff's office. Galt finds it comical to have a sheriff at all. He prefers to refer to the man and his "deputies" as "my enforcers," but Sheriff Drukka likes his title and insists that others use it. Captain Galt and Frikka are irritatingly exempt from this, of course.

Drukka (LE male half-orc; War3; 17 hp) spends most of his time here. His most important duty is to keep the people of the Depths from killing each other out of sheer boredom (a real possibility with these pirates). There aren't a lot of things to do in the Depths of Despair, even though it is relatively safe here. Eventually the residents start looking to cause each other a bit of trouble just to break up the monotony.

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Galt usually lends a hand when he feels the matter is at a boiling point by hauling all of the pirates out of town to go on a raiding mission. Sometimes, though, when the captain feels it's more prudent to stay home for a while, far out of sight of anyone who might be looking for him and his ship, the consecutive days in the Depths can really add up.

Drukka's 20 guards (all LE male half-orcs; War1; 7 hp) work here in three shifts of eight guards each. The two extra guards fill in for the others whenever someone else is sick or injured or is awarded some time off for a job well done. Sometimes there are more guards, and sometimes there are less, but Drukka tends to shoot for 20 guards working under him at a time.

The guards usually wander around the place, making sure the pirates and the other residents aren't all trying to take a piece of each other. There are always two of them on duty in the crow's nest of the *Plunderer* (#22), ever vigilant against the constant threat of a well-armed foe discovering and attacking or laying siege to their home in the Depths.

The sheriff's office was built from the remnants of a brig in the hold of a ship that was destroyed by the whirlpool. The front part of the place consists of a large office for the guards to congregate in before the start of each shift. There are chairs enough here for 10 of them to sit at any given time.

Off the front room, Drukka has a small office of his own. He is here about 50% of the time during the day. At other times, he is wandering about, checking up on his guards and making sure they're on their toes.

One part of the main room is set off from the rest of the place by iron bars and a locked gate (Open Locks DC 20; Hardness 10; 60 hp; Break DC 28). Drunks and other rowdies are often thrown in here until they can manage to wake up or just cool off, usually overnight. There are no windows in the cell, nor are there any other pieces of furniture.

From time to time, Galt brings back some prisoners from his forays upon the sea. He often tosses them into the brig until he can figure out what to do with them.

Whenever there are prisoners in the brig, at least two guards are stationed there to watch over them. These are usually taken from the eight who are supposed to be on duty at the time, but in more tense times off-duty guards can be called in to baby-sit the prisoners. This is no one's favorite duty, but most of the guards put up with it for fear of incurring Drukka's wrath.

Day: As mentioned above, Drukka is here about 50% of the time. There are normally 1d4 other guards, both on- and off-duty, wandering around here at any given time—at least two if there are any prisoners. The place is never left entirely unstaffed. There are also 1d4–2 prisoners in the brig.

Night: At night, there is always at least one guard here, two if there are any prisoners. It's rare to have any other guards roaming in and out. Drukka, however, is here into the late evening about 20% of the time. There are normally 1d6–2 prisoners in the brig.

Crew's Out: When the pirates are out of town, Drukka and his guards relax a bit. They have far fewer people to watch over, and they have no means of posting a watch outside of the whirlpool. Instead, they usually post the two watchmen in the center of the main square (#17). The guards are the town's only defenders at this point, although if given enough warning they can summon Galt and his crew through the *teleportation circle* in his home (#8).

25. THE STABLE

It's not uncommon to transport horses and other livestock or beasts of burden on ships. A few of these have tumbled down the whirlpool and survived. Most are eaten, but a few are kept for work or quick rides around the mile-wide town. Quietly, Galt often takes the most valuable animals through his teleportation circles to sell in distant cities. In the meantime, he keeps them here.

The stable is one of the least popular buildings in the Depths. The best that can be said about it is that it was built closer to the vortex's wall than any other building in the place. This was both to keep the smell of animal offal from offending others nearby and

also to make it easy to dispose of said waste. The stable master—a young man by the name of Mikkal Kraal (N male human; Com1; 4 hp)—simply shovels all the waste into a wheelbarrow, hauls it out to the edge of the vortex and tosses it into the wall of water, scoop by scoop.

This is how most people in town get rid of any waste that might be around too. The material is swallowed by the vortex instantly.

The few horses that are here, including a pair of black ones owned by Galt, receive better care than they would just about anywhere else. There are few other horses or duties to distract Mikkal, so he is able to give each beast the best of his attention. At any time, there are 1d6+2 horses here, plus a small number of other beasts. Mikkal watches over a chicken coop, for instance, from which the town's cooks get fresh eggs and the occasional fowl for their dishes. There are also four cows that provide fresh milk for the kitchens.

Day: Mikkal is here about 80% of the time. When he's not, he's likely out exercising the horses by riding them around the whirlpool's rim. People sometimes come out to chat or visit the animals, but not too often. Roll 1d4–2 to see how many people are there.

Night: Mikkal sleeps out here too, in tiny room tucked into one corner of the stable. It's rare to see anyone else here after dark.

Crew's Out: There are fewer horses here sometimes, but that's the only change.

26. THE THEATER

The main problem that Galt has to battle with his people every day is boredom. People who are frustrated with the pace of their lives often make their own trouble, and that's something Galt just can't stand. To try to prevent this, he's started up a theater that features live entertainment several nights a week.

Galt often "recruits" acts by sending out a press gang to round them up. The act plays to a packed house for the time that it's around. When the denizens of the Depths get tired of the act, Galt arranges for its members to be dropped off someplace else while the press

gang goes hunting for fresh blood. At all times, the performers are kept in a dark part of the hold, making it impossible for them to trace their way back to the Depths later.

The theater is little more than a roofed-over, open-air pit with seats dug into the ground and fanning out east from the stage in the west. The crew long ago built a stage here, complete with curtain, and Galt's people have been rewarded with some excellent shows.

The current act is a balladeer with a lute, a bard by the name of Lenshaw Callardian (CG male half-elf; Brd2; 9 hp). He has been playing here for a week, and he's actually loving the response he's getting from the crowd. He's fearful, though, that when he's no longer able to garner applause the captain's plan is to feed the young minstrel to the sharks.

Lenshaw sleeps in the backstage area of the theater. Surrounded as he is by half-orcs, he's constantly in fear of his life, but so far they've taken it easy on him. It's only a matter of time, though, before someone decides to have some fun by messing with the half-elf.

Day: Lenshaw is normally the only one here during the day. About 80% of the time, he's wandering around backstage, frantically trying to compose new material for that night's show. Occasionally 1d3–1 people stop by to chat or ask for a song.

Night: In the evenings, the place is packed with 2d20+30 people. Later, it's just Lenshaw.

Crew's Out: There are no performers here when the crew is gone.

27. THE TRAINING GROUNDS

Galt didn't get to become the terror of the seas for nothing. He pushes his pirates hard to be the best crew they can be. To that end, he's had them haul the remains of two larger ships over to this location so the crew can practice working the riggings and even work on their boarding and fighting techniques.

Galt himself runs many of the lessons here, stalking the area from the sidelines like he's coaching his team in some kind of deadly sporting event. Frikka acts as his taskmaster, sometimes literally whipping the crew into shape.



The first few days after the pirates are back from a long voyage, they get to relax in peace. After that, though, Galt runs them through their paces for at least one hour a day, sometimes up to three or more.

The ships in the training grounds have been restored to almost perfect condition—other than the fact that they look like they're half-buried in the ground rather than the waves. These craft actually have nothing below their "waterline" but memories of their past glories. Other than that, though, the ships are complete with sails, rigging, ropes and so on.

Day: On training days, all of the pirates are out here together, working hard to keep their edge. On any other day, there are 2d10–6 people here, making improvements to the ships or simply getting in some individual or small team practice. The pirates take their jobs seriously. For them, it's always a matter of life and death.

Night: It's rare to see anyone out here at night. However, there's a 5% chance that Galt

has decided to conduct a night practice, each of the half-orcs working by darkvision alone. His crew has become famous for being willing to attack ships in the middle of the blackest nights, appearing out of nowhere before most defenders ever have a chance to react.

Crew's Out: There's no one here when the crew is gone. The rest of the Depth's citizens don't see any real need to spend time out here, unless one of them is aspiring to become a new member of Galt's crew, which doesn't happen that often. Being a pirate is a dangerous life.

28. THE MADMAN'S SHACK

Boxes, barrels, bits of sail, and the bow of an old schooner; this ramshackle hut is comprised entirely of discarded or unclaimed junk.

This is the modest home (if you can call it that) of Ian Weatherly (NE male human, Expert 4/Wizard 10/Lormaster 2, hp 71), the local lunatic. Unlike the majority of Galt's "recruits," Ian Weatherly begged the pirate



captain to bring him to the Depths after he learned about the place from one of Galt's more talkative crewmen. The poor fool is no longer among the living, of course (See Galt's Laws on page 33 for more details).

As he explained to Galt, Ian is a scavenger and treasure hunter with a passion for the Underwave, and the Depths of Despair make a perfect base camp for this eccentric line of work. After a bit of deliberation, Galt agreed to bring the treasure hunter into the fold. He allows the man to operate from within the Depths, providing he present the pirate with the lion's share of his findings.

Galt quickly learned to enjoy Ian's oddities and antics—he doubled over with laughter the first time he saw the man wearing his breathing apparatus and goggles—and the crew soon followed suit. Ian is usually treated fairly or, more often than not, he is simply left to his own devices. This suits Ian fine, because he's playing a very dangerous game. Ian is not what he pretends to be, he is actually an old enemy of Galt's out for revenge (see Chapter 4 for more details).

The inside of the hut is not much better than the outside. A makeshift cot is stuffed in the back corner beneath a few folds of an old sail stretched out like a child's tent. On the wall above it is an old rusty porthole with some rags hanging on it. Concealed behind the porthole is a ring gate (see DMG, page 225). It requires a Spot check (DC 25) to be seen. If the ring is found, it appears to be a simple iron ring, 14 inches in diameter. Each morning Ian casts *Nystul's Undetectable Aura* on the ring, in case its discovered.

The ring is linked to its twin, hidden in a small room in a distant port city (Again, *Green Ronin's Freeport: City of Adventure* is a likely destination.). Ian has strategically placed the gate so that he can freely access his alchemical workbench, spell books, and a chest of valuables. It contains 10,000 gold pieces worth of gems, coins, and miscellaneous spell components. Most important of all these possessions however, is his crystal ball. With it, he can spy on Galt and the other citizens of the Depths with impunity.

Ian tries to keep to himself, but if approached he acts friendly enough to begin with. After a few minutes, he usually starts muttering and talking to himself, ignoring the conversation. This tends to keep idle chatter to a minimum and lowers the chance of his ruse being discovered prematurely (once he finds the *Nautilacrum*, he has grand plans for revealing himself to Galt).

Day: Ian spends most of his days searching for the *Nautilacrum*. He has created several pieces of magic equipment to aid him in his search, a breathing apparatus, underwater goggles, and a jelly that prevents any adverse effects from cold or pressure (see New Magic Items section in Chapter 6 for more details). Ian usually has a fresh supply of jelly (1d6 doses) on hand at any given time and with the access provided by the *ring gates*, he can create a fresh batch in 1 hour (1d6 doses).

Night: Ian generally spends his nights in his hut, working at his workbench through the ring gate. Sometimes he scrys with the crystal ball, other times he studies his spells or old texts. One night a week (usually Friday), he goes to the Bottom of the Barrel (#4) and buys everyone a drink with the "treasure" Galt allows him to keep. Inevitably, Ian pretends to drink too much and acts like a crazy fool (a Sense Motive check vs. Ian's Bluff check is required to see through the ruse). As he sees it, this is a small price to pay to stay in good favor.

Crew's Out: When the Crew's out, Ian risks doing some physical spying. With the aid of an *invisibility* spell, Ian searches the grounds for useful information and clues to aid him in finding the *Nautilacrum*. He knows about the treasure hidden in the Armory (#2), but he hasn't stolen anything for risk of discovery. If he bides his time, he'll be able to have all the treasure he could hope for, or so he believes.

Ian also knows about both teleportation circles in Galt's Palace (#8), and has even made use of the circle that leads to the port city. His own safehouse is secreted in the same port for this very reason. One day, he suspects, he may need to escape the Depths and the teleportation circle makes a perfect escape route.

CHAPTER FOUR: DENIZENS OF THE DEPTHS



CHAPTER FOUR:

DENIZENS OF

THE DEPTHS

INTRODUCTIONS

The Depths of Despair is more than just a hole in the ocean's skin. It's a living, breathing community composed of some of the best and the worst that the peoples of your world have to offer. Those people deserve more than a throwaway line buried in the description of the place where they live or work. They require a bit of your full attention.

Of course, for space purposes we can't give thorough details for every person or creature mentioned in this book. That could take up an entire book this size all by itself. Instead, we're able to focus in depth on some of the most notable people living in and around the Depths of Despair, and that's what this chapter is for.

LIFE BEYOND THE DEPTHS

Just because a character described here spends a great deal of time in the Depths doesn't mean that she'll always be there. Many great people—good or bad—don't simply sit in one place and wait for things to happen to them. They go out to explore the world and to make things happen instead.

You should feel free to use many of the characters described in this chapter in other parts of your campaign. While Captain Galt is certainly a forbidding member of the Depths' community, he doesn't spend all of his time there. In fact, he's not there many days, instead out plundering other ships and towns, carving out his savage legend in the minds of everyone unfortunate enough to cross his path.

The heroes could, for instance, encounter Captain Galt far from the Depths of Despair. Perhaps they rescue a tiny village from his depredations. Or maybe they simply get into a brawl with members of his crew in a seaside tavern.

It's also possible for someone like Galt to strike inland for a time, searching for treasure of one sort or another. Such a villain might even be competing with the heroes as they attempt to explore a dungeon. Whether he's successful or not, properly prodded heroes might find themselves pursuing Captain Galt and his crew to the ends of the earth—or at least to the Depths of Despair.

So don't just look at the characters in this chapter as set pieces for adventures in the Depths. Properly played, they can become so much more.

MAJOR CHARACTERS

The following characters are among the most important to be found in and around the Depths of Despair. Many of them are unique characters, while others are generic profiles for commonly found types of characters the heroes may encounter. There's even a unique monster presented here too.

CAPTAIN GALT

Captain Galt is a relatively charming half-orc with a real head for the sea. He wears his long, dark hair in a ponytail beneath his bicorn hat. His skin is a sallow gray, and his eyes are dark and beady, gleaming with near-animal cunning. His smiles have been known to frighten children, while his snarls can make grown men flee.

Galt got his start as a pirate when he fell victim to a press gang over 10 years ago. It wasn't long until he realized that he loved the pirate's life, and he made a point of quickly and ruthlessly climbing through the ranks.

While Galt may be vicious, he's wise enough to know when he doesn't know how to do something. He spent a full year as a first mate before he decided he knew enough about running a ship. The next day, he murdered his captain in cold blood and strung him up from the yardarm, instantly setting the tone of his own captaincy.

Since that fateful day, Galt and his crew have been the terror of the sea lanes. They have savaged transport ships all up and down the coast for the past several years, and they show no sign of slowing down any time soon. As Galt likes to say, "We're on a run, boys!"

Several organizations—governments, guilds, and anyone else that has lost friends, family, or associates to Galt and his pirates—have placed prices on Galt's head. It's left to the DM to determine how much each of these rewards are, who has placed them, and what it might take to actually collect on them. The rewards range from 100 to 5,000 gp, and there should be 3d4 such rewards up for grabs at any time.

Male Half-Orc 6th-Level Rogue/6th-Level Freeport Pirate

CR 12; Size M (humanoid); HD 6d6+6/6d10+6; 86 hp; Init +2 (+2 Dex); Spd 30 ft.; AC 15 (+2 Dex, +1 reckless abandon, *earring of protection* +2); Atk +2 *cutlass* +13/+8/+3 melee (1d6+4, 18–20/x2), *gaff* +11/+6/+1 melee (1d4+1, x3), +2 *light crossbow* +14/+9/+4 ranged (1d8+2, 19–20/x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak attack +3d6; SQ Animal companion, darkvision 60 ft., evasion, orc blood, lightning parry, life is cheap, press gang thwack, reckless abandon, rope monkey, sea legs, superior weapon focus, uncanny dodge (Dex bonus to AC), uncanny dodge (can't be flanked); AL NE; SV Fort +5, Ref +12, Will +7; Str 13, Dex 15, Con 13, Int 10, Wis 17, Cha 12

Skills: Appraise +5, Balance +12, Bluff +7, Craft (shipbuilding) +4, Decipher Script +4, Intimidate +11, Intuit Direction +8, Knowledge (boating) +5, Knowledge (navigation) +5, Knowledge (sea lore) +2, Listen +9, Open Lock +7, Profession (sailor) +13, Sense Motive +8, Spot +9, Swim +6, Use Rope +6

Feats: Ambidexterity, Armor Proficiency (light), Dodge, Leadership, Martial Weapon Proficiency, Simple Weapon Proficiency, Two-Weapon Fighting, Weapon Focus (cutlass)

Languages: Common, Orc

Possessions: Parrot (animal companion), +2 *cutlass*, +2 *light crossbow*, *bag of holding* 1, *earring of protection* +2, and a pouch with 20 gp and a ruby worth 100 gp.

FRIKKA

Frikka is Galt's first mate, bosun, navigator, and so on. Despite all rumors to the contrary, she does not share his bed. The nights out on the open sea might be long, but—from her point of view—they're not *that* long.

Frikka has long, reddish hair that she holds back only with a steel tiara. Her skin tends toward green, and her eyes are a startling emerald.

Frikka was one of the survivors on Galt's first ship after it was wrecked in the Depths of Despair. Galt's second in command at the time was killed in the incident, along with much of the rest of the crew. Frikka proved herself during that ordeal, and upon procuring himself another ship, Galt immediately named Frikka his first mate. He has rarely regretted the decision.

Frikka sometimes dreams of killing Galt and taking his ship—the *Plunderer*—for herself. So far, though, she's been too afraid of her captain's wrath to make a move against him. Also, despite his savagery to others, Galt has been good to her. Lastly, if Frikka did manage to kill Galt, she's not sure she'd find enough support in the crew to maintain the captaincy herself. And so she continues to offer Galt her full support.

Frikka sometimes plays the light touch to Galt's heavy. It's a role that comes naturally to her, since she prefers to be a bit more subtle in her approach.

Female Half-Orc 6th-Level Rogue/1st-Level Freeport Pirate

CR 7; Size M (humanoid); HD 6d6+6/1d10+1; 34 hp; Init +6 (+2 Dex); Spd 30 ft.; AC 13 (+2 Dex, *earring of protection* +1); Atk +1 *cutlass* +8 melee (1d6+2, 18–20/x2), +1 *light crossbow* +8 ranged (1d8+1, 19–20/x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Sneak attack +3d6; SQ Darkvision 60 ft., evasion, orc blood, reckless abandon, sea legs, uncanny dodge (Dex bonus to AC), uncanny dodge (can't be flanked); AL NE; SV Fort +3, Ref +9, Will +4; Str 13, Dex 15, Con 13, Int 12, Wis 15, Cha 10

Skills: Appraise +5, Balance +10, Bluff +4, Craft (shipbuilding) +7, Decipher Script +5, Intimidate +4, Intuit Direction +10, Knowledge (boating) +5, Knowledge (navigation) +9, Knowledge (sea lore) +5, Listen +6, Open Lock +6, Profession (sailor) +10, Sense Motive +6, Spot +6, Swim +5, Use Rope +6

Feats: Armor Proficiency (light), Dodge, Combat Reflexes, Martial Weapon Proficiency, Simple Weapon Proficiency,

Weapon Focus (cutlass)

Languages: Common, Orc

Possessions: +1 *cutlass*, +1 *light crossbow*, *earring of protection* +1, and a pouch with 20 gp and an opal worth 50 gp.

GALT'S ARTILLERISTS

These three experts—Dakka, Zotto, and Klaff—operate the artillery on the *Plunderer*. Most of the time, it's Zotto who leads the team of four sailors that staff the ship's heavy catapult, but any of them can step into that role if need be.

In the Depths, one of the three is always available to fire the thorp's catapult.

3 Half-Orc 3rd-Level Experts

CR 2; Size M (humanoid); HD 3d6; 11 hp; Init +0; Spd 30 ft.; AC 10; Atk *cutlass* +3 melee (1d6+1, 18–20/x2), *ballista* +3 ranged (3d6/x3); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Darkvision 60 ft., orc blood; AL NE; SV Fort +1, Ref +1, Will +4; Str 13, Dex 10, Con 11, Int 9, Wis 13, Cha 9

Skills: Balance +4, Craft (weaponsmith) +1, Intimidate +1, Knowledge (boating) +1, Listen +3, Profession (sailor) +3, Profession (siege engineer) +9, Sense Motive +3, Spot +5, Swim +3, Use Rope +2

Feats: Armor Proficiency (light, medium, and heavy), Simple Weapon Proficiency, Skill Focus (Profession (siege engineer)), Weapon Focus (ballista)

Languages: Common, Orc

Possessions: Cutlass and a pouch with 10 gp.

GALT'S COOKS

These three experts staff the kitchen of the *Plunderer*. When the ship is at sea, one of them is on call at all times. If someone gets hungry in the middle of the night, the cook on duty—whether it's Wekker, Yrakto, or Skaat—is there to guard the stores and dole out a meager snack. Most of the pirates make sure to not awaken Skaat on his night on call. His short temper for those who awaken him is legendary.

3 Half-Orc 3rd-Level Experts

CR 2; Size M (humanoid); HD 3d6; 11 hp; Init +0; Spd 30 ft.; AC 10; Atk cutlass +3 melee (1d6+1, 18–20/x2), light crossbow +2 ranged (3d6/x3); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Darkvision 60 ft., orc blood; AL NE; SV Fort +3, Ref +1, Will +4; Str 12, Dex 10, Con 11, Int 9, Wis 13, Cha 9

Skills: Balance +4, Intimidate +1, Knowledge (boating) +3, Listen +3, Profession (sailor) +3, Profession (cook) +9, Sense Motive +3, Spot +5, Swim +3, Use Rope +2

Feats: Armor Proficiency (light, medium, and heavy), Great Fortitude, Simple Weapon Proficiency, Skill Focus (Profession (cook))

Languages: Common, Orc

Possessions: Cutlass, light crossbow, and a pouch with 10 gp.

GALT'S PIRATES

Despite the fact that these sailors are pirates as opposed to simply people of the sea, they are still commoners rather than warriors. Most of them didn't choose the pirate life but had it thrust upon them.

When Galt is short of sailors, he likes to form up a press gang to prowl the waterfront of the *Plunderer's* latest port of call, searching for fresh "recruits." Over the years, Galt has gone to selecting only half-orcs for his crew. He finds they are a lot less likely to be missed. Additionally, most of them eventually come to enjoy the job and the camaraderie.

Galt needs 45 sailors to make up a full crew. He carries an extra four sailors to staff the heavy catapult when he takes the *Plunderer* into battle. This way, he ensures that his crew is at full strength, even when his siege weapons are fully staffed.

Like the rest of Galt's crew, even the sailors fall into the elite classification. Those who survive under Galt are those who learn quickly.

49 Half-Orc 3rd-Level Commoners

CR 2; Size M (humanoid); HD 3d4; 9 hp; Init +0; Spd 30 ft.; AC 10; Atk cutlass +2 melee (1d6+1, 18–20/x2), light crossbow +1

ranged (3d6/x3); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Darkvision 60 ft., orc blood; AL NE; SV Fort +1, Ref +1, Will +1; Str 13, Dex 10, Con 11, Int 9, Wis 10, Cha 8

Skills: Listen +2, Profession (sailor) +3, Spot +2

Feats: Alertness, Simple Weapon Proficiency

Languages: Common, Orc

Possessions: Cutlass, light crossbow, and a pouch with 3 gp.

THE PLUNDERER

The *Plunderer* is Captain Galt's ship, the one he bought with recovered loot after he and the remnants of his old crew managed to first escape the Depths of Despair. This double-masted, wooden schooner features a main sail on its aft mast and a smaller one on the fore mast. It also has a set of oars that are usually only broken out when the ship is becalmed or Galt wants to perform some tricky maneuvers.

Unlike many pirate ships, the *Plunderer* features no castles. This makes it a speedier ship, which Galt finds essential, both for bearing down on prey and outrunning attackers.

The *Plunderer* proudly flies the skull-and-crossbones pirate flag when on the prow—which is just about all the time. Galt is as greedy as he is savage, and always on the lookout for easy prey.

The *Plunderer* is wanted in just as many places as Galt. The two are rarely far from each other, after all. Whatever the reward is for Galt in any place, you can be sure that the prize for the capture or sinking of the *Plunderer* is at least as high.

Since proving that you sunk a ship can be difficult, most hopefuls looking to claim the bounty on the schooner have tried to capture the *Plunderer* instead. So far, none have even come close. The *Plunderer* is able to outrun most ships, and when the heat is really on, Galt has been known to hole up in the Depths of Despair for weeks on end. He is greedy, but he knows he can't enjoy his wealth if he's dead.



Huge Ship

Wood Hull (Hardness 7, Thickness 4 in., 40 hp); Spd 52 ft. by sail, 20 ft. by oars; Propulsion 1 large sail (AC 1, Hardness 0, 2 hp), 1 medium sail (AC 3, Hardness 0, 2 hp), and 1 set of oars (Hardness 4, 40 hp); Castles none; Artillery 2 ballista (Hardness 5, 75 hp, Damage 3d6/x3, Range 120 ft., Crew 1) and 1 heavy catapult (Hardness 5, 200 hp, Damage 5d6, Range 200/100 ft., Crew 5) with 5 shrapnel bombs (Damage 2d6); Cargo 10 tons; Crew 57 (1 captain, 1 officer, 3 artillerists, 3 cooks, 49 sailors); Build Cost 8,985 gp; Daily Cost 249 sp; Qualities: War Dog, Wave Rider

IAN WEATHERLY

On the surface, Ian looks like a stereotypical madman. His clothes are little more than tattered rags, his hair is unkempt, and his wide eyes reflect great turmoil. But there is

more to this wiry loremaster than he lets on.

Ian Weatherly was a sage in the city of Freeport before he had the misfortune of meeting a half-orc pirate named Galt. The naive wizard made the mistake of getting into business with the crooked pirate, and ended up losing his most prized possession (a flying carpet) to the man. The theft infuriated the petty wizard, and he has been lusting for vengeance ever since.

During the time Galt used the riches he discovered in the Depths to carve out his niche in the pirate hierarchy, Ian devoted his time to spying on the pirate. He used a crystal ball to keep tabs on the pirate's raids and movements. Eventually, he discovered the whereabouts of Galt's secret hideaway, and the means to exact his revenge.

The whirlpool was the key to Ian's discovery. During his studies, Ian uncovered a legend about the *Nautilacrum*. He believed (rightly so) that the horn was the responsible for creating the whirlpool and it could in turn

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be used to destroy it. If he could recover the horn, Galt would be at his mercy.

Ian used this knowledge to plan a revenge scheme. With the aid of his magic, and some eccentric behavior, Ian has created a new identity. As “the crazed explorer” he infiltrated the Depths and started searching for the *Nautilacrum*.

His ruse was a success. The pirate does not suspect Ian’s true identity. Instead, he considers Ian to be an honored guest. Ian’s lunatic antics have become a welcome diversion from everyday life in the thorp.

Ian is allowed to explore the waters beyond the whirlpool with his strange breathing apparatus and odd trinkets, so long as the he gives Galt first dibs on any items he finds. Ian is content to do this until he discovers the horn and exacts his revenge.

Male Human, Expert 4, Wizard 10, Loremaster 2

CR 13; Size M (6 ft., 1 in. tall, 5ft., 10 in. while stooped); HD 4d6+12 + 10d4+30; hp 71; Init +2; Spd 30 ft.; AC 12; Attack +7/+2 melee, or +10/+5 ranged; SV Fort +8, Ref +6, Will +12; AL NE; Str 9, Dex 15, Con 17, Int 15, Wis 12, Cha 14.

Languages: Abyssal, Common, Elven, Draconic, Giant, Gnome, Infernal, Orc, Aquan.

Skills: Alchemy +12, Bluff +10, Craft +12 (cartography), Decipher script +6, Disguise +6, Hide +2, Intuit direction +6, Jump +2, Knowledge +15 (history), Knowledge (arcana) +14, Listen +3, Move silently +2, Profession +16 (sage), Ride +3, Scry +11, Search +5, Sense motive +2, Speak language +6, Spot +3, Swim +2

Feats: Alertness, Brew Potion, Craft Wand, Craft Wondrous Item, Empower Spell, Maximize Spell, Scribe Scroll, Skill Focus (knowledge-arcana), Skill Focus (profession-sage)

Possessions: An underwave apparatus, underwave goggles, 1 jar of underwave jelly, ring gates, and a pouch with 25 gp.

Spells: 0th: Arcane Mark, Dancing Lights, Daze, Detect Magic, Detect Poison, Disrupt Undead,

Flare, Ghost Sound, Light, Mage Hand, Mending, Open/Close, Read Magic; 1st: Detect Undead, Identify, Detect Secret Doors, Change Self, Nystul’s Undetectable Aura; 2nd: Obscure Object, Detect Thoughts, Locate Object, See Invisibility, Invisibility; 3rd: Dispel Magic, Non Detection, Magic Circle; 4th: Detect Scrying, Scrying, Arcane Eye; 5th: Permanency, Lesser Planer Binding.

MACHLIENT THE SMITH

Machlient is the aquatic elf hermit that lives in a cave on the edge of the remains of Caer Solus. He was hired after expressing an interest in becoming the thorp’s blacksmith—for free. Galt couldn’t refuse free labor, so Machlient comes and goes as he likes. He works in the smithy when there is a job to do and spends the remainder of his time in his small cave, keeping to himself.

Male Aquatic Elf, 2nd-Level Expert, 2nd-Level Warrior

CR 2; Size M (5 ft., 0 in. tall); HD 2d6+1 + 2d8+1; hp 24; Init +2 (+2 Dex); Spd 30 ft.; AC 12 (+2 Dex); Attack +5 melee, or +5 ranged; SV Fort +2, Ref +4, Will +3; AL N; Str 14, Dex 15, Con 12, Int 10, Wis 10, Cha 4.

Skills: Alchemy +1, Animal empathy +2, Appraise +5, Craft (Smith) +6, Disguise +2, Hide +2, Intimidate +1, Listen +2, Move silently +2, Profession (Blacksmith)+6, Search +4, Spot +4

Feats: Armor Proficiency (light, medium, and heavy), Simple Weapon Proficiency, Skill Focus (Profession (blacksmith))

Languages: Common, Aquan, Elven.

Possessions: Trident and a pouch with 10 gp.

KING PARLANTO

As the king of the local tritons, Parlanto has had a hard time of it over the past decade. Like most triton nations, his was at constant war with the sahuagin encroaching on his people’s territory. When Caer Solus was destroyed, this left an entire nearby sahuagin

nation without a group of tritons to check it. That duty eventually fell to Parlanto and his people.

Parlanto is a good and just king. He is a bit tall for a triton, and his hair is a sparkling blue reminiscent of the surface of the sea on a sunny day. Despite the worries that weigh down upon him every day, he has an easy way about him, and he rarely if ever loses his temper with his subordinates.

Although Parlanto may not wish to take an active hand in the doings around the Depths of Despair, he is constantly doing his utmost to keep on top of the situation there. It is he who learned that the *Nautilacrum* still existed, and it's upon his initiative that the Caer Solian Legion is hunting for the artifact so fervently. If and when Parlanto gets his hands on the horn, he's not exactly sure what he's going to do with it. He'd like to restore the Depths of Despair to the placid bit of seascape it once was, but he's not sure he's willing to risk his life—or that of any of his people—to make it happen.

If the heroes encounter Parlanto, they find him to be entirely reasonable. He's a good person. He's just likely not on their side.

Male Triton 10th-Level Ranger

CR 14; Size M (humanoid); HD 2d8+2/10d10+10; 76 hp; Init +7 (+3 Dex, +4 Improved Initiative); Spd 5 ft., swim 40 ft.; AC 19 (+3 Dex, +6 natural); Atk +4 *trident* +20/+15/+10 melee (1d8+6, x2), +4 *heavy crossbow* +20/+15/+10 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Favored enemy (+3 vs. sahuagin, +2 vs. sharks, +1 vs. orcs), *summon nature's ally III* (1/day); AL NG; SV Fort +11, Ref +9, Will +9; Str 15, Dex 17, Con 13, Int 14, Wis 17, Cha 15

Skills: Animal Empathy +5, Bluff +5, Concentration +4, Handle Animal +5, Heal +8, Hide +8, Intuit Direction +8, Knowledge (nature) +7, Listen +8, Move Silently +8, Ride +8, Search +5, Sense Motive +6, Spot +8, Wilderness Lore +8

Feats: Armor Proficiency (light and medium), Improved Initiative, Leadership, Martial Weapon Proficiency, Mounted Combat,

Shield Proficiency, Simple Weapon Proficiency, Track, Weapon Focus (trident)

Languages: Aquan, Common, Elf

Possessions: +4 *trident*, +4 *heavy crossbow* and 20 bolts, and a pouch with 20 pp.

Spells: 1st: *animal friendship*, *speak with animals*; 2nd: *animal messenger*, *hold animal*

CAER SOLIAN

LEGIONNAIRES

The Caer Solian Legionnaires are hard-bitten veterans of many campaigns against the local sahuagin. Despite the good natures of most tritons, the experiences these soldiers have undergone have forged them into dour warriors who treat most outsiders with suspicion. When they are among their own people and able to relax, they are warm and friendly—even rowdy. This is rarely a side of themselves they allow strangers to see.

The Caer Solian Legionnaires are known by the bandoliers of crossbow bolts they wear strapped over the left shoulder and across the chest. These are decorated with the great seal of lost Caer Solus and are worn with great pride.

Originally membership in the Caer Solian Legionnaires required that you had been a soldier in Caer Solus before its fall. Unfortunately, while the numbers of the legion started out comfortably enough, attrition from the ongoing conflict with the sahuagin has depleted the legion's ranks. Just last year, the restriction was relaxed to allow any surviving Caer Solians to join the legion, as well as the descendants thereof.

The life of a legionnaire isn't for everyone. They spend most of their time fighting, but it's the most prestigious position in their society.

Male Triton 2nd-Level Warrior

CR 6; Size M (humanoid); HD 2d8+2/2d10+2; 24 hp; Init +0; Spd 5 ft., swim 40 ft.; AC 16 (+6 natural); Atk *trident* +5 melee (1d8+2, x2), *heavy crossbow* +5 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA *summon nature's ally III* (1/day); AL

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NG; SV Fort +7, Ref +3, Will +4; Str 14, Dex 10, Con 12, Int 13, Wis 13, Cha 11

Skills: Handle Animal +5, Intimidate +6, Hide +6, Listen +6, Ride +5, Spot +7

Feats: Armor Proficiency (light, medium, and heavy), Martial Weapons Proficiency, Mounted Combat, Shield Proficiency

Languages: Aquan, Common

Possessions: A trident, a heavy crossbow and 20 bolts, and a pouch with 20 gp.

GHOST TRITONS

When the city of Caer Solus was destroyed, hundreds if not thousands of tritons citizens were tragically killed. Their souls long for vengeance, and so their spirits have remained behind to haunt the ruins of their once-fair metropolis. The ghosts mostly refuse to enter the Depths of Despair, but they linger in its watery environs, waiting for the opportunity to strike.

Male Triton 2nd-Level Warrior

CR 8; Size M (undead, incorporeal); HD 2d12/2d12; 26 hp; Init +0; Spd fly 30 ft.; AC 12 (+2 deflection) or 16 (+6 natural); Atk Incorporeal touch +5 (corruption 1d4; 1d4+2 vs. ethereal), or trident +5 melee (1d8+2, x2) and heavy crossbow +5 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Manifestation, corrupting touch, corrupting gaze (Fort save DC 14 or suffer 2d10 points of damage and lose 1d4 Cha permanently); SQ Incorporeal, rejuvenation (if killed, returns in 2d4 days), turn resistance +4, undead; AL NG; SV Fort +7, Ref +3, Will +4; Str 14, Dex 10, Con —, Int 13, Wis 13, Cha 15

Skills: Handle Animal +7, Intimidate +8, Hide +14, Listen +14, Ride +5, Search +8, Spot +15

Feats: Armor Proficiency (light, medium, and heavy), Martial Weapons Proficiency, Mounted Combat, Shield Proficiency

Languages: Aquan, Common

Possessions: A trident, a heavy crossbow and 20 bolts, and a pouch with 20 gp.

BARON ICHTHYUS

Baron Ichthyus is the leader of the local sahuagin city, and has been such for the past two decades. He was the ruler of the sahuagins when Caer Solus was destroyed, and he instantly took credit for their downfall. This was despite the fact that he actually had nothing to do with it at all. Ichthyus is nothing if not an opportunist.

Like most of the sahuagin elite, Ichthyus was born with four arms. He carries an enchanted trident in each set of arms—one high and one low. These are both his badges of office and his greatest weapons.

Ichthyus is ruthless and meticulous. He presides over his people by means of a Tablet of Law that has been handed down by the previous rulers over the centuries. It has been modified from time to time, but it essentially grants Ichthyus near total power over his people. There are always those looking to usurp a person in power, and it's a tribute to Ichthyus' cunning that he's lasted so long.

Male Sahuagin 10th-Level Ranger

CR 13; Size M (humanoid); HD 2d8+2/10d10+10; 76 hp; Init +9 (+5 Dex, +4 Improved Initiative); Spd 30 ft., swim 60 ft.; AC 20 (+5 Dex, +5 natural); Atk 2 +3 *tridents* +15/+10/+5 melee (1d8+6, x2), 2 rakes +12/+7/+2 melee (1d4+2), bite +12/+7/+2 melee (1d2+2), 2 +3 *tridents* +17/+12/+7 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Favored enemy (+3 vs. tritons, +2 vs. sahuagin, +1 vs. merfolk); SQ Amphibious, blood frenzy (+2 Str, +2 Con, –2 AC, 1/day), freshwater sensitivity (Fort save DC 15 or leave or –4 to attacks, saves, and checks), light blindness (–1 to attacks, saves, and checks), speak with sharks, underwater sense 30 ft./15 ft.; AL LE; SV Fort +11, Ref +8, Will +6; Str 17, Dex 20, Con 13, Int 15, Wis 17, Cha 14

Skills: Animal Empathy +7, Bluff +3, Concentration +6, Handle Animal +7, Hide +10, Intuit Direction +8, Listen +8, Move Silently +10, Ride +11, Profession (hunt) +13, Sense Motive +7, Spot +8,



Wilderness Lore +13

Feats: Armor Proficiency (light and medium), Improved Initiative, Leadership, Martial Weapons Proficiency, Multiattack, Track, Shield Proficiency, Simple Weapons Proficiency, Weapon Focus (trident)

Languages: Aquan, Common, Elf, Orc

Possessions: 2 +3 *tridents*, giant sea horse with bit, bridle, and military saddle, sea horse barding, and a pouch with 20 pp.

Spells: 1st—*entangle*, *summon nature's ally I*; 2nd—*sleep*, *snare*

SAHUAGIN WARRIORS

The frontline sahuagin warriors are battle-tried veterans of many campaigns against the tritons, both of Caer Solus and beyond. These are the creatures who spend their days patrolling the region around the Depths of Despair, staving off attacks by ghostly tritons and poking about the ruins of Caer Solus as best they can. This is one of the most dangerous assignments around.

Male Sahuagin 2nd-Level Warrior

CR 5; Size M (humanoid); HD 2d8+2/2d8+2; 22 hp; Init +2 (+2 Dex); Spd 30 ft., swim 60 ft.; AC 17 (+2 Dex, +5 natural); Atk trident +6 melee (1d8+3, x2), 2 rakes +4 melee (1d4+1), bite +4 melee (1d2+1), heavy crossbow +5 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SQ Amphibious, blood frenzy (+2 Str, +2 Con, -2 AC, 1/day), freshwater sensitivity (Fort save DC 15 or leave or -4 to attacks, saves, and checks), light blindness (-1 to attacks, saves, and checks), speak with sharks, underwater sense 30 ft./15 ft.; AL LE; SV Fort +7, Ref +2, Will +1; Str 16, Dex 14, Con 12, Int 14, Wis 13, Cha 10

Skills: Animal Empathy +2, Hide +4, Intimidate +6, Listen +3, Ride +5, Profession (hunt) +3, Spot +4, Wilderness Lore +3

Feats: Armor Proficiency (light, medium, and heavy), Martial Weapons Proficiency, Multiattack, Shield Proficiency

Languages: Aquan, Common, Elf, Orc

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Possessions: Trident, heavy crossbow and 20 bolts, giant sea horse with bit, bridle, and military saddle, sea horse barding, and a pouch with 10 gp.

VAMPIRE SAHUAGIN

Earlier this year, a vampire by the name of Vilhelt Hindler was travelling through the area, being carted along in the hold of a massive cargo ship. Unfortunately, the ship was hounded directly into the Depths by Captain Galt's *Plunderer*. Most of the hands were lost, and Hindler found his battered coffin hurled into the ruins of Caer Solus. When a band of sahuagin warriors came to investigate, Hindler attacked.

It took five units of guards to bring Hindler down. Since his coffin was ruined, the vampire died soon after. His bloodsucking legacy, however, lived on.

Unwise in the ways of vampires, the sahuagin buried their dead in the Caer Solian sand. Three of these hapless corpses arose three days later as vampires themselves.

Buried without proper coffins, these creatures are forced to return to their open graves instead. This limits their mobility, though, since they cannot bring their graves with them wherever they like. As such, they've had to make do with preying upon their former fellows in the sahuagin guard. From time to time, they cross into the Depths as well, but they prefer the murkiness of the depths, a place in which there is never any such thing as "direct sunlight."

Male Sahuagin Vampire 2nd-Level Warrior

CR 7; Size M (undead); HD 2d12+2/2d12+2; 30 hp; Init +8 (+4 Dex, +4 Improved Initiative); Spd 30 ft., swim 60 ft.; AC 25 (+4 Dex, +11 natural); Atk slam +9 melee (1d6+6), trident +9 melee (1d8+6, x2), 2 rakes +7 melee (1d4+3), bite +7 melee (1d2+3), heavy crossbow +7 ranged (1d8, x2); Face 5 ft. x 5 ft.; Reach 5 ft.; SA Children of the night (summon creatures, 1/day), create spawn (victims may become undead), domination (Will save DC 12 or

suffer *dominate person*, 30 ft. range), energy drain (slam causes 2 negative levels), blood drain (grapple drains 1d4 permanent Con per round); SQ Alternate form (can assume form of a dire bat, wolf, dire wolf, or Medium-size shark), amphibious, blood frenzy (+2 Str, +2 Con, -2 AC, 1/day), damage reduction 15/+1, fast healing (5 hp/round, at 0 assumes *gaseous form* and must return to coffin within 2 hours; after 1 hour there, it gains 1 hp and again heals fast thereafter), freshwater sensitivity (Fort save DC 15 or leave or -4 to attacks, saves, and checks), gaseous form, light blindness (-1 to attacks, saves, and checks), resistance (cold and electric) 20, speak with sharks, spider climb, turn resistance +4, undead, underwater sense 30 ft./15 ft., vampire weaknesses (standard, but unaffected by running water); AL CE; SV Fort +7, Ref +6, Will +2; Str 22, Dex 18, Con 12, Int 16, Wis 15, Cha 14

Skills: Animal Empathy +4, Bluff +8, Hide +14, Intimidate +8, Listen +14, Move Silently +8, Ride +7, Profession (hunt) +4, Search +8, Sense Motive +8, Spot +15, Wilderness Lore +4

Feats: Alertness, Armor Proficiency (light, medium, and heavy), Combat Reflexes, Dodge, Improved Initiative, Lightning Reflexes, Martial Weapons Proficiency, Multiattack, Shield Proficiency

Languages: Aquan, Common, Elf, Orc

Possessions: Trident, heavy crossbow and 20 bolts, and a pouch with 20 pp.

GHOST KRAKEN

The great beast that lived beneath Caer Solus for so many generations was destroyed along with the city. But there are some things that are just too evil to truly die. Soon after its death, the kraken of Caer Solus returned in an even more horrific, ghostly form.

The ghost kraken spends most of its time wandering about the underground regions below the ruins of Caer Solus. Although it is no longer as restricted in its movement as it was in life, the beast finds the buried ruins strangely

comforting. From time to time, however, the kraken ventures out into the Depths or even the waters just beyond. It's been known to even take possession of people who live there, using them to perpetrate the same kind of cruel acts it used to enjoy during its living years. In this role, it is known by the name Curdaggeden.

The ghost kraken plays a great role in the adventure found in Chapter Five. The ethereal beast is almost impossible to defeat directly, but cunning heroes who determine the right way to lay the creature to rest can find the depths under the Depths laid open to them.

Magical Beast Ghost

CR 14; Size G (aquatic, undead, incorporeal); HD 20d12+180; 310 hp; Init +4 (+4 Improved Initiative); Spd fly 30 ft.; AC 12 (+2 deflection) or 20 (-4 size, +14 natural); Atk Incorporeal touch +28 (corruption 1d4; 1d4+12 vs. ethereal) 2 tentacle rakes +28 melee (2d8+12), 6 arms +23 melee (1d6+6), bite +23 melee (4d6+6); Face 20 ft. by 40 ft.; Reach 10 ft. (100 ft. with tentacle); SA Constrict (grapple vs. Huge or smaller) 2d8+12 or 1d6+6, corrupting gaze (Fort save or lose 2d10 hp and 1d4 permanent Cha points), horrific appearance (Fort save DC 22 or lose 1d4 Str, 1d4 Dex, 1d4 Con, all permanently), improved grab (after hitting a Huge or smaller creature, can constrict), malevolence (Will save DC 19 or be possessed as per *magic jar*), manifestation; SQ Incorporeal, ink cloud (darkness effect 80 ft. x 80 ft. x 120 ft., once per minute), jet (move backward at 280 ft. once per round), rejuvenation (if killed, returns in 2d4 days), spell-like abilities (1/day—*control weather*, *control winds*, *dominate animal*, and *resist elements*, as cast by a 9th-level druid (save DC 15 + spell level), turn resistance +4, undead; AL NE; SV Fort +12, Ref +12, Will +13; Str 34, Dex 10, Con —, Int 21, Wis 20, Cha 14

Skills: Concentration +19, Hide -4, Knowledge (geography) +10, Knowledge (nature) +10, Listen +23, Search +23, Spot +23

Feats: Alertness, Blind-Fight, Expertise, Improved Critical (tentacle), Improved Initiative, Improved Trip, Iron Will

Languages: Common, Aquan

Possessions: 12,000 gp, 15 gems (8 worth 50 gp each, 7 worth 100 gp each), a *rod of withering*, *eyes of doom*, and an *earring of wizardry (II)*. It can use the rod and the earring, but not the *eyes of doom*.

VOKRAH THE HAG

Vokrah is the latest inhabitant of the ruins to set her sights on the riches kept in the Depths. She's established a lair just east of the fountain entrance (adventure #3) to the Depths. Due to her large size, Vokrah cannot climb through the grate at the base of the fountain. For now, she is content searching the ruins for treasure. Soon, however, she may turn her attention toward relieving Galt of his gold (and if need be, his life).

Large Monstrous Humanoid (Aquatic)

CR 10; Size L (7 ft., 11 in. tall); HD 3d8+6 + 6d4+12; hp 49; Init +0; Spd 30 ft.; AC 12 (-1 Size, +3 Natural); Attack +7 melee, or +4 ranged; SV Fort +5, Ref +5, Will +10; AL NE; Str 16, Dex 11, Con 15, Int 15, Wis 15, Cha 17.

Languages: Aquan, Common, Giant

Skills: Alchemy +9, Craft +10, Intuit direction +3, Knowledge +6, Listen +10, Move silently +3, Profession +10, Spellcraft +10, Spot +10

Feats: Alertness, Craft Magic Arms/Armor, Craft Wand, Scribe Scroll

Possessions: 1000 gp in miscellaneous coins, 3 gems (1 worth 100gp, 2 worth 50 gp each), 2 old potions of *water breathing*, a ring of *invisibility to undead*, and a *Pearl of the Sirines*.

Spells: 0th: Dancing Lights, Detect Magic, Light, Mage Hand, Prestidigitation, Ray of Frost, Read Magic; 1st: Charm Person, Magic Missile, Spider Climb, Summon Monster I; 2nd: Alter Self, Summon Monster II; 3rd: Lightning Bolt.



CHAPTER FIVE:

DOWN INTO THE DEPTHS

WELCOME TO ADVENTURE!

This portion of the book features an adventure set in and around the Depths of Despair. This can provide the basis for an entire campaign set in the region, or it can simply be a place the heroes dabble in for a bit before moving on to the next chapter in their epic stories.

THE CHALLENGE IS MADE

The adventure is meant for four to six players ranging in level from 6th to 8th. However, it can be rerigged to function well for differing groups of heroes with just a bit of adjusting.

If you have few heroes or they're of a lower aggregate level, simply tone down some of the encounters a bit. In the case where there are multiple monsters to encounter, you can even go so far as to cut their number in half. Similarly, if you need to make the challenges harder, you can double or even triple the number of monsters in any given encounter.

NO PLAYERS ALLOWED!

Most of this book is intended to be read by the DM, not the players. However, there are notable exceptions. All of Chapter Seven, for instance, features information that could be made available to the players—and probably should be—without doing any harm to the campaign experience at all.

Even the background chapters and some of the details about the Depths of Despair could conceivably be laid open to the players, especially if the heroes do a great deal of research about the region or after they've had the chance to thoroughly investigate firsthand. However, the contents of this chapter are entirely off-limits.

No players are allowed here. The pages of this chapter are meant exclusively for the DM. If you're a player, you should respect this restriction, as violating it could harm your entire playing group's enjoyment of the adventure. Peeking here is, in essence, cheating, and that's not permissible in this game.

AN OVERVIEW

The Caer Solian Legion has decided it's finally time to take matters into their own hands. King Parlanto's clerics have learned that the *Nautilacrum* has been unearthed in the catacombs that run beneath the Depths of Despair. What's more, these same clerics have been blessed with a vision that tells them that another blast on the Sea God's legendary horn will undo King Caldron's mistake and heal the vast rift the horn tore in the surface of the ocean long ago.

In other words, using the horn again should cause the whirlpool to disappear. For this reason, the Caer Solian Legion is desperate to get its hands on the artifact. If they do, they can use it to wipe the Depths of Despair off the face of the planet. With time, they might even be able to rebuild their beloved Caer Solus on the spot where it once so proudly stood.

The only problem is that the area beneath the whirlpool has been drained as dry as the Depths. Also, any entrance tunnels that might have once led to the region below the Depths were blocked during the disaster that destroyed Caer Solus.

THE TRITON PLAN

If the Caer Solian Legionnaires wish to get into the dungeon under the Depths, they're going to have to swim up to the top of the whirlpool, ride down the wall of water, fight their way past Galt's pirates and guards, and then have to deal with whatever they find has taken up residence in the tunnels below. What's more, it's clear from the clerics' vision that someone or something has gotten its hands on the *Nautilacrum*. Dealing with the possessor of such a powerful artifact is sure to involve danger of the highest order.

Still, the Legionnaires have a plan. They hope to sneak into the Depths under the cover of night and make their way into the labyrinth of passages beneath the town. If they can do so without being detected, they have a shot at making it all turn out right.

A GHOST OF A CHANCE

Of course, it's never that simple. The main trouble with the Legionnaires' plan is that they don't have any idea what awaits them in the tunnels beneath the Depths. The Depths is built on top of one of the largest disasters to ever happen. Thousands died that day. Many of their ghosts still remain, trapped beneath the Depths, waiting to exact revenge for their shortened lives on any living creatures foolhardy enough to enter their realm.

If the ghosts were simply wandering around with nothing better to do than try to scare each other, they might be a bit more willing to parley with any living beings who might show up. Instead, they've found themselves hunted by a group of vampire sahuagin who are hoping to plunder the riches of the land below the Depths themselves. As such, they are ready and willing to kill any humanoid creatures on sight, no questions asked.

The vampire sahuagin are proceeding at the request of the living sahuagin who patrol the area around the Depths. They also dream of somehow recovering the triton's doomsday weapon. If they get their hands on it, you can be sure that King Parlanto's homeland is the next target on their list. And they certainly wouldn't be inclined to stop there.

THE WILDCARD

Ian Weatherly has not only been spying on Galt, but on the Sahuagin and Tritons as well. Using his crystal ball, Ian has been keeping tabs on all of the action in and around the Depths. He now knows about the Triton's plan to recover the *Nautilacrum*, about the vampire Sahuagin, and even about the ghost kraken. With his goal nearly realized, he decided to put a plan of his own into action.

Just before the Caer Solian Legionaries made their move, the loremaster summoned and bound a water fiend (see the New Monster entry in Chapter 6 for more details) to his service. Its task—to retrieve the *Nautilacrum* before either of the other groups and bring it to his master.

Rather than risk discovery or physical harm, Ian intends to monitor the creature's progress from within his shelter using the crystal ball. Ian is drawn into the action only if his minion fails or one of the other groups captures the *Nautilacrum*. If this occurs, he abandons the madman ruse and attempts to capture the horn on his own.

FALSE VISION

To top all these problems off, the ghost of the kraken that once lived beneath Caer Solus is constantly meddling in affairs throughout the region. In fact, it was the kraken that possessed the triton priest long enough for him to deliver a message about his "vision," encouraging the tritons to investigate the situation below the Depths.

Not content to merely kill anyone who might wander close enough to his ethereal tentacles, the kraken wants to spark a renewed war between the tritons and the sahuagin that could destroy them all. It doesn't really care which faction gets its hands on the *Nautilacrum*, just as long as one of them does. The kraken is sure that neither side will be able to handle such awesome power responsibly, guaranteeing a great deal more death in the near future. Unless the heroes intervene, it's likely to get its wish.

THE SETUP

Getting the heroes involved in this situation can be tricky. How they come to it and what they do about it are both likely to depend on who they are.

In each of the cases below, the inspiration for the sudden interest in the lands beneath the Depths is caused by the intervention of the ghost kraken. King Parlanto's favorite cleric isn't the only one to have been possessed by the kraken recently. In Baron Ichthyus's court, one of his own priests has delivered a similar pronouncement.

Also, this is a tense time in the Depths. The guards have noticed increased triton and

sahuagin activity in the area, and it's making them nervous. What's more last night the two guards in the crow's nest of the *Plunderer* were killed by the vampire sahuagin before they could even raise an alarm. This cleared the way for a party of sahuagin to be able to enter the Depths without fear of being noticed. The pale corpses of the dead men were discovered hours later by the next shift coming on duty.

THE PLOT THICKENS

Unfortunately, while the sahuagins may have decided to take out the guards first, the tritons are already in the area. From their priest's vision, they realize that the entrance into the catacombs beneath the Depths is located under the fountain in the main square. You can get into it by simply pulling up the grate in the bottom of the fountain's basin and lowering yourself into the darkness. (Where do you think all that fluid from the *decanter of endless water* was going anyhow?)

The tritons were still examining the destroyed grate (courtesy of the water fiend) when the sahuagin came upon them. A fight broke out between the two groups, and the resultant noise was enough to bring the town guard on the run. In the fracas, the sahuagin ended up battling the guards while the tritons slipped away into the labyrinth below. The tide quickly turns against the sahuagin, and they follow the tritons into the darkness.

GOING DOWN

The heroes arrive on the scene about this time. They are faced with several dead bodies—sahuagin, triton, and pirates—and a wet trail leading down through the grate in the bottom of the fountain in the main square. What happens next depends on who the heroes are and what their motivations might be.

KIDNAPPED!

The most common way for anyone to enter the Depths of Despair is to be either kidnapped or captured and pressed into service under

CHAPTER FIVE: DOWN INTO THE DEPTHS

Galt's command. If this is how your heroes have come to this place, then getting them involved in the adventure is simple.

Galt doesn't want to risk any of his own people investigating the occurrences of the previous night. He's perfectly happy to send a group of prisoners down to their doom though.

If the heroes are somehow employees of Galt instead, he comes to the same, bitter (for them) conclusion: better to risk their lives than his. He orders them into the catacombs below to figure out what's happening.

WELCOME GUESTS

If the heroes happen to be guests of Galt, he might ask them to take charge of the investigation here. In other words, he expects them to do the poking around for him. If they refuse, Galt does one of two things.

If the heroes aren't much of a match for Galt and his crew—or if he somehow has some other kind of leverage over them—he forces them to begin the investigation. He is willing to use whatever means he has at hand to persuade the heroes to see things his way.

If the heroes are a decent match for Galt, he decides not to push his luck with them. Instead of ordering them, he makes an official request for their aid. He is happy to back this up with the promise of a hefty reward for clearing up the problem entirely. Of course, Galt doesn't plan on paying this reward, even should the heroes survive, he's just not that trustworthy. But the heroes don't know that.

INVADERS

It's possible that the heroes are invaders who have taken over the Depths of Despair for themselves—or are at least in the process of trying to do so. If this is the case, then the heroes may decide it's in their best interest to figure out what's going on underneath the pirate town before it comes back to bite them in their collective posterior.

If the heroes fail to take the initiative on this matter, they are in for a great deal of trouble. Once the tritons, the sahuagin, or Ian get a

hold of the *Nautilacrum*, it's only a matter of time before the Depths of Despair are entirely destroyed.

If the heroes need a bit of extra prodding, you can do one of two things. First, the ghost kraken can possess one of the heroes and have him deliver a "vision" of the problems that await for them below—and the consequences should they fail to answer this call.

Second, you could always have one of the dying tritons or sahuagin leave the heroes with a message about the *Nautilacrum* on her dying breath. Having the creature cackle, "I wouldn't follow them either. You'll all be dead soon either way," can often be enough to get a stalwart group of heroes to leap to the occasion.

Finally, it's possible that Ian Weatherly might attempt to enlist the heroes in his revenge scheme against Galt. "The enemy of my enemy is my friend," after all.

FOR CAER SOLUS!

With the rules in Chapter Six, it's entirely possible that the heroes could be members of the Caer Solian Legion. In this case, you're going to need to change the beginning of the adventure around a bit, but the end results should still be the same.

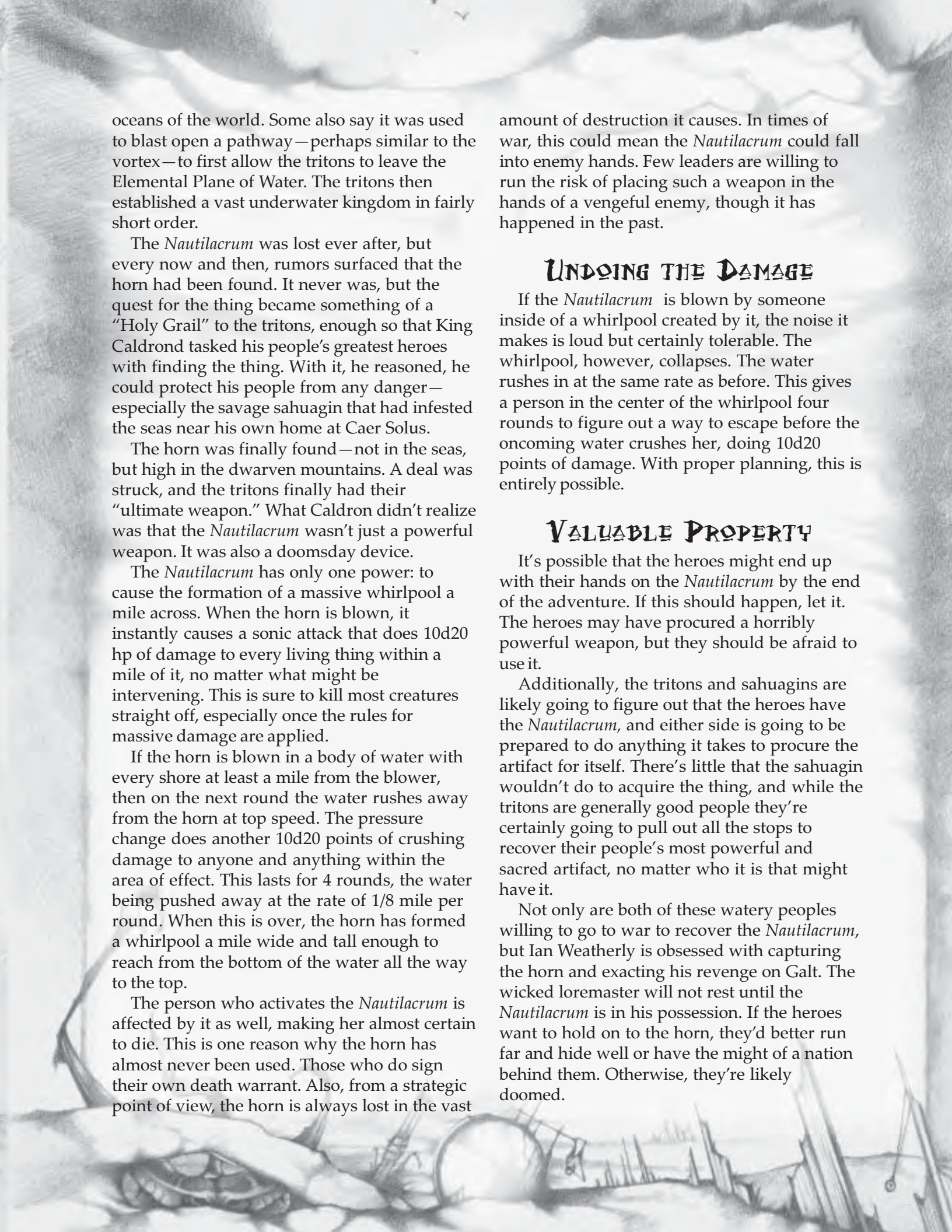
The goal in this case, however, is not to preserve the Depths of Despair but to destroy it. In both cases, the way to do this is to acquire the *Nautilacrum*, and doing this isn't going to be easy for anyone.

FOR ICHTHYUS!

It's also possible for the heroes to be sahuagin working for Baron Ichthyus. Again, they're going to want to destroy the Depths, so feel free to alter the plans accordingly.

THE NAUTILACRUM

The legendary horn of the Sea God—known properly as the *Nautilacrum*—is one of the most powerful magical artifacts around. Legend has it that it was used by the Sea God to carve the



oceans of the world. Some also say it was used to blast open a pathway—perhaps similar to the vortex—to first allow the tritons to leave the Elemental Plane of Water. The tritons then established a vast underwater kingdom in fairly short order.

The *Nautilacrum* was lost ever after, but every now and then, rumors surfaced that the horn had been found. It never was, but the quest for the thing became something of a “Holy Grail” to the tritons, enough so that King Caldron tasked his people’s greatest heroes with finding the thing. With it, he reasoned, he could protect his people from any danger—especially the savage sahuagin that had infested the seas near his own home at Caer Solus.

The horn was finally found—not in the seas, but high in the dwarven mountains. A deal was struck, and the tritons finally had their “ultimate weapon.” What Caldron didn’t realize was that the *Nautilacrum* wasn’t just a powerful weapon. It was also a doomsday device.

The *Nautilacrum* has only one power: to cause the formation of a massive whirlpool a mile across. When the horn is blown, it instantly causes a sonic attack that does 10d20 hp of damage to every living thing within a mile of it, no matter what might be intervening. This is sure to kill most creatures straight off, especially once the rules for massive damage are applied.

If the horn is blown in a body of water with every shore at least a mile from the blower, then on the next round the water rushes away from the horn at top speed. The pressure change does another 10d20 points of crushing damage to anyone and anything within the area of effect. This lasts for 4 rounds, the water being pushed away at the rate of 1/8 mile per round. When this is over, the horn has formed a whirlpool a mile wide and tall enough to reach from the bottom of the water all the way to the top.

The person who activates the *Nautilacrum* is affected by it as well, making her almost certain to die. This is one reason why the horn has almost never been used. Those who do sign their own death warrant. Also, from a strategic point of view, the horn is always lost in the vast

amount of destruction it causes. In times of war, this could mean the *Nautilacrum* could fall into enemy hands. Few leaders are willing to run the risk of placing such a weapon in the hands of a vengeful enemy, though it has happened in the past.

UNDOING THE DAMAGE

If the *Nautilacrum* is blown by someone inside of a whirlpool created by it, the noise it makes is loud but certainly tolerable. The whirlpool, however, collapses. The water rushes in at the same rate as before. This gives a person in the center of the whirlpool four rounds to figure out a way to escape before the oncoming water crushes her, doing 10d20 points of damage. With proper planning, this is entirely possible.

VALUABLE PROPERTY

It’s possible that the heroes might end up with their hands on the *Nautilacrum* by the end of the adventure. If this should happen, let it. The heroes may have procured a horribly powerful weapon, but they should be afraid to use it.

Additionally, the tritons and sahuagins are likely going to figure out that the heroes have the *Nautilacrum*, and either side is going to be prepared to do anything it takes to procure the artifact for itself. There’s little that the sahuagin wouldn’t do to acquire the thing, and while the tritons are generally good people they’re certainly going to pull out all the stops to recover their people’s most powerful and sacred artifact, no matter who it is that might have it.

Not only are both of these watery peoples willing to go to war to recover the *Nautilacrum*, but Ian Weatherly is obsessed with capturing the horn and exacting his revenge on Galt. The wicked loremaster will not rest until the *Nautilacrum* is in his possession. If the heroes want to hold on to the horn, they’d better run far and hide well or have the might of a nation behind them. Otherwise, they’re likely doomed.



TAILORING THE ADVENTURE

This adventure is designed for a group of four player characters of 10th level. However, there are some simple ways you can scale the Encounter Levels up and down to accommodate larger or smaller groups or ones that are of higher or lower levels. Also, there are some easy things you can do to better tailor the adventure to your own party.

SCALING THE ENCOUNTERS

Most of the encounters consist of multiple numbers of monsters the heroes encounter. If the party consists of more or fewer heroes or they're not exactly at 10th level, you can use the Encounter Numbers table (*DMG*, page 101) to alter the number of monsters.

If the heroes are lower than 7th level on

average—assuming you have a party of four—you're going to have a tough time easing up on them any further. Similarly, if the heroes are higher than 12th level, you're going to have to toss so many more monsters at them to make it challenging that it can quickly become ridiculous.

The party size can vary as well, but how to handle that is really your call. As a rough guideline, for every number less than 4 in the party that you have, drop 1 from the Encounter Level. Similarly, for every extra member you have in the party, bump the Encounter Level up by 1.

You can work both variables at once if need be. A 7th-level party with seven members is the rough equivalent of a 10th-level party, which would eliminate the need to tinker with the adventure much at all.

However, keep in mind that these guidelines break down at the extremes. A 1st-level party of 13 different characters is going to get torn apart in this adventure, for instance.

DIFFERENT MONSTERS

If the heroes are playing sahuagin or tritons, it doesn't make a whole lot of sense for them to be fighting against their own kind in the dungeon. In such cases, assume the party is there in the place of the listed members of their race. For instance, if there are sahuagin in the party—or, easier yet, if the party is all sahuagin—then remove the sahuagin from the adventure.

If the party is mixed with standard PCs races and sahuagin or tritons, you can also have them replace the others of the particular kind. In such a case, the party replaces that race's force in the dungeon.

If you have both sahuagin and tritons in the same party, you have an extremely unusual campaign. In such a case, you should pick one group for the party to replace. They could replace both if you like, but that would cut down on the variety of the encounters a bit.

Any way you want to handle it, you should replace the now-missing group in the adventure with a group of pirates. Use the Encounter Level table (DMG, page 101 again) to determine how many pirates you're going to need. For a 10th-level party of four heroes, it should require about 15 pirates to make up the difference.

BENEATH THE DEPTHS

This is a relatively short adventure, but it packs in a lot into a small amount of space. There are seven major encounters that take place in the tunnels beneath the Depths of Despair. You can use the map supplied with this adventure (see page 81 for this), or you can spread things out a bit by coming up with a map of your own and spreading random encounters or encounters of your own design in between the ones described in this chapter. By this, you can extend the adventure to be as long as you like.

THE GHOST KRAKEN

The one constant throughout this adventure is the ghost kraken. This evil beast wants to see the various competitors in this hunt for the *Nautilacrum* all come to a horrible end, preferably at each other's hands. To that end, it follows the heroes' progress as much as it can, remaining ethereal the entire time.

The problem is that the kraken doesn't really want anyone to get her hands on the *Nautilacrum*. The beast figures that it can use rumors of the artifact's location to drive dozens if not hundreds more to their deaths here. That means that while it's rooting for death and destruction the entire way along, as soon as anyone seems to actually be ready to claim the *Nautilacrum*, the ghost kraken manifests itself and attacks. See Encounter #7 on page 75 for the details.

Throughout the adventure, the heroes might have the feeling they're being watched. If any of them is able to detect the ghost kraken, the beast flits away as quickly as it can. It doesn't want to get into a fight unless it has to stop someone from taking the *Nautilacrum*.

BOXED TEXT

The boxed text in this section is meant to be read aloud to your players as their PCs first arrive at each encounter location. Feel free to tailor the words to fit your own game.

THE RUINS OF CAER SOLUS

This site was the seat of Triton power in the region before King Caldron's folly, but the destruction caused by the *Nautilacrum* turned this once beautiful metropolis of kelp, coral, and stone into a mass, unmarked grave. There are more undead in this area of the Underwave than nearly any other. Many restless spirits wander the wasted ruin, searching in vain for their friends and loved ones, oblivious to the events that stole their lives and destroyed their homes. The heroes are

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not simply exploring the ruins of an underwave city, but venturing into a dead place best left undisturbed.

MOVEMENT IN THE RUINS

Movement through the ruins is at a slow rate because of the slippery rubble and partially collapsed passages. Footing can be treacherous in places, and warrants a Dex check (DC 15) in some situations.

There are no stairs in the ruins. The city and the catacombs below it were once entirely under water. Winding passages and or hollowed tubelike tunnels connect the majority of rooms and chambers. PCs may only move at half their normal movement rate while negotiating these passages. If they move any faster, they must make successful Dex checks (DC 15) or suffer 1d4 subdual points for bumping into objects and slipping down passages.

There are no doors in the ruins either, for similar reasons. Underwater, the doors of the surface world would function poorly. Most rooms have round openings between them, with long curtains of kelp for privacy. Most of the kelp has now dried up and rotted away, but a bit remains in the partially and fully submerged areas.

SEARCHING THE RUINS

If the PCs decide to search the ruins, every half hour, the characters exploring should make Search checks (DC 20). If anyone succeeds, roll on the following chart to determine what they found.

This table is meant to be used as a set of guidelines. You may repeat results, or add and subtract items as you wish.

d%	Item
01-30	A pair of masterwork tridents
31-50	An unopened cask of Halloc
51-60	A barrel rotten foodstuff
61-70	A bolt of woven and treated kelp, worth 125 gp.
71-80	10' square of usable fishing net

81-85	A partially destroyed tablet written by one of Caldrond's advisors. It indicates that the king intended to use an ancient horn to destroy the sahuagin threat for all time.
86-90	A pair of thick silver bracelets with matching seahorse carvings worth 5gp each or 15 gp as a set to the a collector.
91-00	A small coffer with 143 gp, 213 sp, and 132 cp

RANDOM ENCOUNTERS

A good chance for hostile encounters exists in this dangerous place. Use the table below, checking every hour.

Roll 1d12 and consult the table below:

- Hippocampus:** CR 2; SZ L (aquatic); HD 4d8+12, hp 30; Init +1 (Dex); Spd 50, swim 90 ft.; AC 14 (-1 Size, +1 Dex, +4 natural); Atks: 2 hooves +7 melee (1d6+4), bite +2 melee (1d4+2); Face/Reach: 5ft./10ft/5 ft.; SQ Scent; SV Fort +7, Ref +5, Will +2; Str 18, Dex 13, Con 17, Int 2, Wis 13, Cha 6; AL Always neutral; Skills: Listen +7, Spot +7. Swim +8; Possessions: standard.
- Water Nagas:** CR 7 (9 nest); SZ L Aberration (Aquatic); HD 7d8+28; hp 63; Init +1; Spd 30 ft., swim 50 ft.; AC 15; Atk +7 melee (2d6+4, bite plus poison); Reach 10 ft.; SA poison, spells; AL NE; SV Fort +6, Ref +5, Will +8; Str 18, Dex 13, Con 18, Int 10, Wis 17, Cha 15; Skills: Concentration +12, Hide +4 (+12 in water), Listen +10, Spellcraft +8, Spot +10; Feats: Lightning Reflexes; Spells Known (spells per day: 6/7/7/4): 0—resistance, ray of frost, daze, dancing lights, mage hand, open/close, read magic; 1st—mage armor, obscuring mist, true strike, sleep, magic missile; 2nd— invisibility, hypnotic pattern, mirror image; 3rd—haste, lightning bolt. Possessions: standard.

3. Locathah Patrol (11-20 +2 3rd-level sergeants and 1 5th-level leader): CR 1/2; SZ M (aquatic); HD 2d8, hp 9; Init +1 (Dex); Spd 10, swim 60 ft.; AC 14 (+1 Dex, +3 natural); Atks: Longspear +1 melee (1d8); or light crossbow +2 ranged (1d8); Face/Reach: 5ft./5ft/5 ft.; SV Fort +3, Ref +1, Will +1; Str 10, Dex 12, Con 10, Int 13, Wis 13, Cha 11; AL Usually Neutral; Feats: Blind-Fight; Skills: Craft (any one) +3 Listen +3, Spot +4. Swim +6; Possessions: standard.

4. Kuo-Toa Patrol (2-4 plus 1 3rd-level whip): CR 2; SZ M (aquatic); HD 2d8+2, hp 11; Init +0; Spd 20, swim 50 ft.; AC 18 (+6 natural, +2 large shield); Atks: Spear +3 melee (1d8+1), bite -2 melee (1d4) or spear +2 ranged (1d8); Face/Reach: 5 ft./5 ft/5 ft.; SA: Lightning bolt, pincer staff; SQ Keen sight, slippery, adhesive, immunities, electricity resistance 30, light blindness, amphibious; SV Fort +3, Ref +3, Will +5; Str 13, Dex 10, Con 13, Int 13, Wis 14, Cha 8; AL Always neutral; Skills: Escape Artist +18, Knowledge or Craft (any one) +6, Listen +9, Move Silently +3, Search +10, Spot +11. Swim +7; Possessions: standard.

5. Spectres (3): CR 7; SZ M Undead (Incorporeal); HD 7d12; hp 55; Init +7; Spd 40 ft., fly 80 ft. (good); AC 15; Atk +6 melee (1d8, incorporeal touch plus energy drain); SA energy drain, create spawn; SQ undead, incorporeal, turn resistance (+2), unnatural aura, sunlight powerlessness; AL LE; SV Fort +2, Ref +5, Will +7; Str —, Dex 16, Con —, Int 14, Wis 14, Cha 15; Skills: Hide +13, Intimidate +12, Intuit Direction +10, Listen +13, Search +10, Spot +13. Feats: Alertness, Blind-fight, Combat Reflexes, Improved Initiative; Possessions: standard.

6. Ghouls (10): CR 1; SZ M (undead); HD 2d12; hp 18, 16 (x3); Init +2 (Dex); Spd 30; AC 14 (+2 Dex, +2 natural); Atk: bite +3 (1d6+1, paralysis), 2 claws +0 (1d3,

paralysis); SA paralysis (DC 14, 1d6+2 minutes, elves are immune), create spawn; SQ undead, +2 turn resistance; SV Fort +0, Ref +2, Will +5; Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 16; AL CE. Skills: Climb +6, Escape Artist +7, Hide +7, Intuit Direction +3, Jump +6, Listen +7, Move Silently +7, Search +6, Spot +7. Feats: Multiattack, Weapon Finesse (bite); Possessions: standard

7. Wights (2-5): CR 3; SZ M (undead); HD 4d12; hp 30, 26; Init +1 (Dex), Spd 30; AC 15 (+1 Dex, +4 natural); Atk: Slam +3 (1d4+1 and energy drain); Face 5 ft. x 5 ft.; Reach 5 ft.; SA energy drain (living creatures make Fort save (DC 14) or lose 1 level), create spawn (in 1d4 rounds, humanoid killed by wight becomes a wight controlled by killer); SQ undead; SV Fort +1, Ref +2, Will +5, Str 12, Dex 12, Con —, Int 11, Wis 13, Cha 14; AL LE. Skills: Climb +5, Hide +8, Listen +8, Move Silently +16, Search +7, Spot +8. Feats: Blind-Fight; Possessions: standard

8. Ghosts (2-5): CR 3, SZ M (undead), HD 4d12; hp 28, 26; Init +2 (Dex); Spd 30; AC 16 (+2 Dex, +4 natural); Atk: Bite +4 (1d8+1, paralysis), 2 claws +1 (1d4, paralysis); SA stench (within 10', Fort save, DC 15, or -2 to attacks, saves, and skills for 1d6+4 minutes), paralysis (DC 15, 1d6+4 minutes, elves are not immune), create spawn; SQ undead, +2 turn resistance; SV Fort +1, Ref +3, Will +6; Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 16; AL CE; Skills: Climb +6, Escape Artist +8, Hide +8, Intuit Direction +3, Jump +6, Listen +8, Move Silently +7, Search +6, Spot +8. Feats: Multiattack, Weapon Finesse (bite); Possessions: standard

9. Aquatic Elf Scout: CR 9; Size M (5 ft., 1 in. tall); HD 9d10+9; hp 72; Init +8 (+4 Dex, +4 Improved initiative); Spd 30 ft.; AC 14 (+4 Dex); Attack +12/+7 melee, or +13/+8 ranged; SV Fort +7, Ref +7, Will +3; AL NG; Str 17, Dex 19, Con 13, Int 8, Wis 11,

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Cha 15; Languages: Common, Elven, Aquan; Skills: Handle animal +4, Hide +4, Jump +13, Listen +2, Move silently +4, Search +1, Spot +2; Feats: Ambidexterity, Blind-fight, Deflect arrows, Dodge, Improved critical (trident), Improved initiative, Improved unarmed strike, Power attack, Quick draw; Possessions: standard.

10. Sea Hag: see Chapter 4 for full details.

11. Sharks: CR 2; SZ L (aquatic); HD 7d8+7, hp 38,36; Init +2 (Dex); Spd 60 swim; AC 15 (-1 Size, +2 Dex, +4 natural); Atks: Bite +7 melee (1d8+4 damage); Face/Reach: 5ft by 10ft. by 5ft.; SQ aquatic, Keen scent; SV Fort +6, Ref +7, Will +3; Str 17, Dex 15, Con 13, Int 1, Wis 12, Cha 2; AL N; Skills: Listen +7, Spot +7; Possessions: standard.

12. Phosphorescent Jellies: see Chapter 6 for full details.

1. THE ENTRANCE

The entrance to the ruins underneath the Depths of Despair is located beneath the fountain in the main square in the center of town. When Captain Galt installed the fountain, he placed it over a hole in the ground, allowing the excess water to drain away. For a moment, his curiosity might have been piqued enough for him to want to crawl into the hole to poke around, but the pirate captain had long ago learned that it was often better to let things lie, especially with the ghosts and other undead likely to dwell in the dungeon below the Depths. He figured since the fountain covered the hole, that was the end of it.

The centerpiece of the fountain is a salvaged masthead featuring a detailed carving of a young nymph holding a pitcher of water that pours fresh, clean water into the fountain's basin without ever running empty.

The water in the basin is currently swirling with crimson blood, but the water is already clearing.

To the south of the masthead, the water and blood pours down into the earth through a hole that was, until recently, covered by an iron grate. This grate has been destroyed and tossed to one side. You can hear the sounds of fighting still emanating from the hole, but they seem to be growing more distant by the instant.

If the heroes decide to enter the hole, proceed with the text below. If they fail to do so, Galt threatens them until they comply. If need be, he even takes one member of the party or its entourage as a hostage. If the heroes don't have a proper light source, Galt loans them the *everburning torches* from the chapel of the Pirate God, but takes their money pouches as collateral.

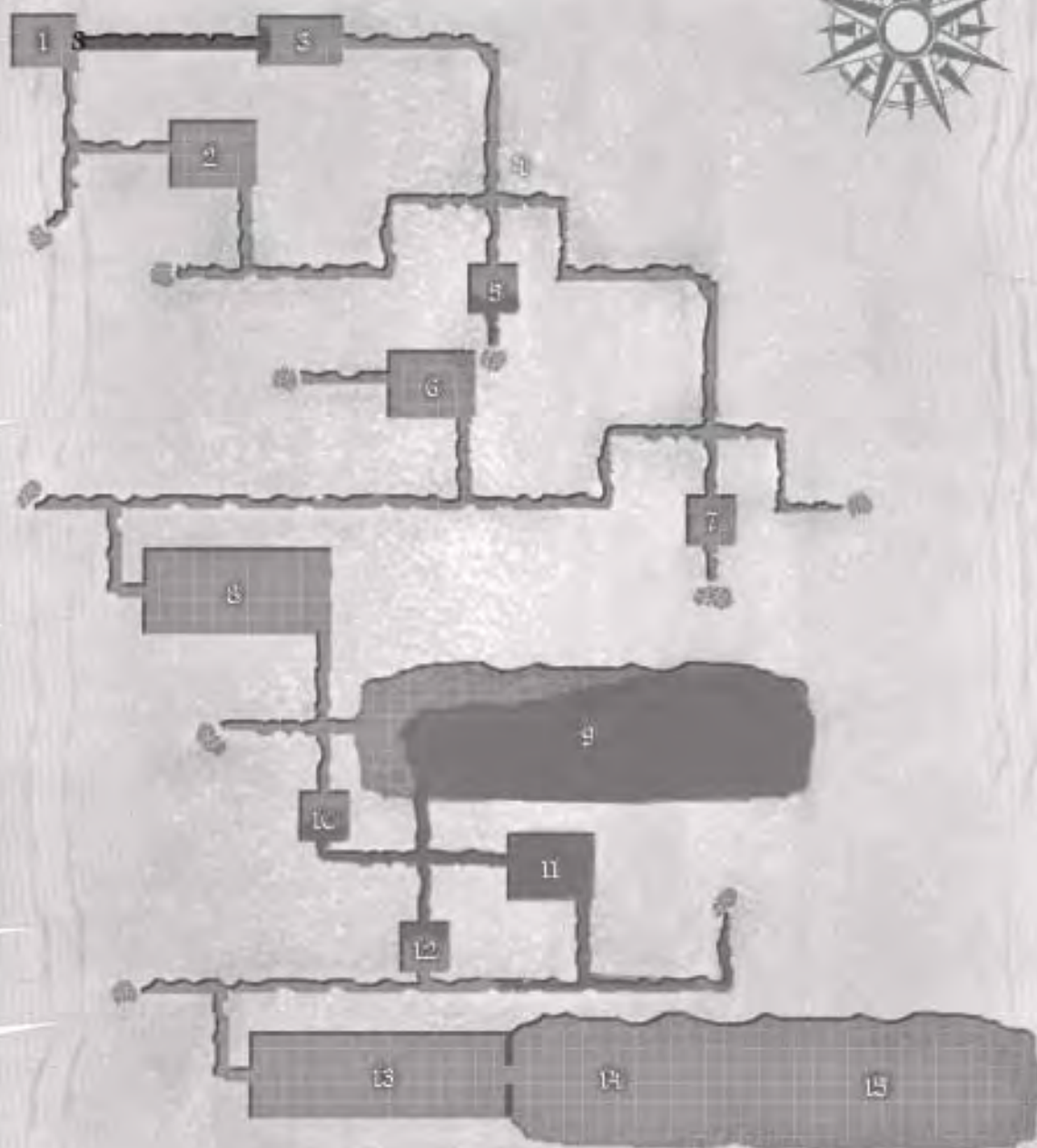
As you lower yourself into the hole in the earth, you are drenched by the water in the basin. You look around the room to see an open hatchway in the northeast corner. The water pooled on the floor follows its natural course and rolls down that hatch and away.

As the heroes lower themselves into the room, they may notice a creaking sound (Listen DC 15). They are not standing on solid ground but simply a dirt-covered wooden floor (Spot DC 20). Once over 500 pounds is standing in the center of this floor, it gives way, dropping the heroes into a water-filled pit.

The pit is 60 feet deep, but 20 feet of it is filled with fresh water. This means the fall causes only 2d3 points of subdual damage. However, the victims are now stuck in water well over their heads.

The walls of the pit are standard for a dungeon, but they are slick with water (Climb DC 30). The real danger here is for characters who are wearing a lot of armor or other heavy

The Depths of Despair



Adventure Map ■ 10'

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equipment. They could easily drown if they don't take quick action. Those who ditch their gear to improve their chances are sure to want to try to get it back too.

The entire floor doesn't fall away into the pit with the heroes. In fact, all of the timbers are still attached to the walls above. None of them fall into the water.

There's a door in the southern part of the pit, just 5 feet above the level of the water. This is the only obvious way out of the room. This leads to Area 2. There's also an underwater route out hidden in the darkness at the bottom of the pit. This leads to Area 3, The Sea Hag's Lair.

Water Pit Trap: CR 3; no attack roll necessary; Reflex save (DC 25) avoids; Search DC 20; Disable Device DC 20.

2. THE SAHUAGIN ATTACK

As you make your way along the passageway, it suddenly opens up into a large chamber filled with all sorts of barrels. Many of these are broken open and are covered with some kind of dried, reddish material.

The stuff in the barrels is halloc, the triton equivalent of wine. This room was King Caldron's halloc cellar once upon a time. Halloc is a fermented paste made mostly from underwater plants and even tubers. Many of the aquatic races make their own variety of halloc, but the triton styles are renowned for both their flavor and efficacy.

A cup of halloc is the equivalent of a glass of wine. The material in the broken casks has long since denatured, but the halloc in the still-sealed barrels remains good.

There are five sahuagin warriors hiding among the casks, and they are not in the mood to parley. As soon as all of the heroes are in the room—or as soon as one of the sahuagin is spotted—they attack.

See page 67 for full details on the sahuagin warriors. These soldiers are cold-blooded professionals. They are willing to wait as long as it takes for the heroes to get close enough to be ambushed. Their orders are to kill anyone who comes after them, leaving the sahuagin vampires the opportunity to try to destroy the tritons without being interrupted.

These sahuagin are determined to fight to the death. They know that if they fail to stop the heroes and are later discovered by the vampire sahuagin, their lives are forfeit in any case. The only hope they have to come out of this alive is to defeat the heroes—or anyone else who enters the room.

If the sahuagin are somehow captured, they are happy to tell the heroes everything they know to avoid death or torture. Of course, they try to escape and then kill the heroes at any opportunity that presents itself.

3. THE SEA HAG'S LAIR

This dark chamber is filled with debris. Broken boxes, crates, and chests lie open on the floor, their contents spilled into a messy pile in the center of the room.

There is a pool of water on the eastern side of the chamber that is fed from a hatchway in the wall.

This is the new lair of Vokrah the Sea Hag. She discovered this portion of the ruins while avoiding the deep aboleth (#9). She's taken a liking to the locale, her *ring of invisibility to undead* allows her to remain relatively safe while she roots out the lost relics of Caer Solus. Thus far she has managed to steer clear of the triton ghosts, the underwave banshee, and the ghost kraken, though she knows of their existence.

Vokrah is only in her lair 30% of the time, usually during the day. If she is in her lair, there is a 75% chance that she is sleeping. If awake, Vokrah is sitting in the center of the room, sorting through the assorted treasure she's discovered.

If encountered in her lair, Vokrah attempts to drive intruders back down the passageway and into the underwave banshee's chamber (#5). A clever PC notices that she's wearing rags over both ears with a Spot check (DC 18). With her ring and her ears covered, she thinks the banshee can't harm her—she's wrong, of course. If Vokrah is not in her lair, she is searching the ruins for more treasure or out hunting for a meal.

4. CAVE-IN!

The walls in this passageway narrow so that only one Medium-size person can file through it at a time. As you reach the midway point, you see that the ceiling is being held up by a single wooden post.

Assuming the heroes decide to press forward here, once the last one of them gets even with the pole, the ghost kraken attempts to possess her. If it fails to do so, it tries to take control of the next person in line, and so on. If it fails to control any of the heroes, it gives up for now. The heroes are not in any more danger for the moment.

However, if the ghost kraken manages to take control of someone, it uses the victim's body to give the wooden post a good shove, knocking it free of the ceiling and causing a massive cave-in. The ghost kraken then abandons the stolen body and flees.

The bury zone for this cave-in is 30 feet long, with a 10-foot slide zone on either side. See the rules for cave-ins (DMG, page 114) for full details on how to handle the initial damage and the aftermath.

If the heroes are not surprised by their friend's actions—which is unlikely—they can try to stop her. If they manage to grab her or do any damage to her, the ghost kraken releases her and flees. It has no desire to fight with the heroes at the moment, it waits until they reach the horn before bringing its full might to bear against them. For now, it just wants to harass them and block their escape.

5. A CRY IN THE DARK

A terrible scream shatters the stillness, echoing eerily all around you. Its haunted misery defies reason and fills each of your minds with a foul, unnatural dread.

Suddenly you are no longer alone. A small apparition rises from a pool of water at the southern end of the room. Its almond-shaped eyes glow with menacing intensity as it looks toward your group with unabashed hatred.

Each character must make a Will save (DC 20) or become panicked for 2d4 rounds. This creature is an Underwave Banshee (see the New Monsters section in Chapter 6 for full details).

Lost at sea, this elven maiden ran afoul of the whirlpool and drowned after murdering her servants in order to keep the remaining water supply for herself. This act bound her to unlife as a creature of unmistakable evil. Her taint has affected much of the area, twisting the terrain to reflect her sinister nature.

This chamber is unclean, the air is stale, and the water in the southern corner is fetid. The walls are covered with patches of dark rust-colored moss and the floor is sticky with a thin, foul-smelling sludge.

Before the sounding of the horn, this room belonged to one of King Caldron's daughters. Now it lies in ruin, save for the mirror built into the northern wall of the room. This silvery mirror is slightly tarnished, but its coral and shell frame seems to have survived the disaster intact. The banshee—a vain creature in life—settled in the room because of the mirror. She spends most of her time staring at her ghostly reflection and bemoaning the dark fate that has befallen her.

Beneath some of the rubble is a small ornately decorated box depicting a triton girl riding a seahorse. Inside is a delicate pearl necklace wrapped in a silk cloth. The box is finely crafted and worth 100 gold pieces. The necklace radiates magic if checked; it is a *necklace of seahorse friendship*.



6. CALDROND'S FOLLY

You see a worn monument up ahead. A 10'-tall stone statue—a tall, regal triton bearing a shell-encrusted scepter and holding a conch-shaped horn to his lips—dominates the center of this room. Lying around its base are the mangled bodies of three bloated, scale-covered creatures with bullet-shaped heads and bulbous eyes.

The air in this chamber seems unnaturally foul. It reeks of old rotted fish.

This chamber once served as a waiting room for those seeking council with the King, and where members of the council could gather and informally discuss business. The room was once filled with lavish trappings and comfortable kelp furniture, but all of those things have rotten away. The ceiling and walls are decorated with worn images of triton

heroics, memories of a glory long past. In the center of the chamber stands the statue. It depicts King Caldron, the last ruler of Caer Solus. It was erected just days before the sounding of the horn and stills stands in mocking tribute to Caldron's folly.

The mangled creatures are kua-toa slaves of the deep aboleth (#9). They encountered the water fiend while scouting the area and perished after a frantic, one-sided battle. Each of them is carrying a pincer staff and a pouch with several gem slivers (kua-toan currency).

This area is otherwise barren, and holds nothing of value.

2d4 rounds after the PCs arrive at this location, two triton ghosts (hp 28, 26) arrive. These doomed souls once worked in the King's household, assigned to clean and maintain the statue. Even after death, they continue to do so, oblivious to the reality of their situation. If the PCs are still in the room when the ghosts arrive, they attack, answering a primal, unrelenting urge to destroy the living.

7. THE VAMPIRE SAHUAGIN ATTACK

The passageway widens again. This room looks like it was once some kind of torture chamber. A rack is lined up against one wall, and an iron maiden stands in one corner, a sahuagin corpse crumpled on the ground before it. In another corner, a pair of sahuagin bodies lay in a heap of chains.

As the heroes get within 10 feet of the bodies, they may notice (Spot check DC 10) the corpses appear to be fairly fresh, not more than a day or two old. This is hardly what might be expected, considering there shouldn't have been anyone down here for years. The most likely explanation is that these are some of the sahuagin seen fighting earlier in the main square.

Of course, that's not the case at all. These are three of the unit of sahuagin vampires that discovered this dungeon beneath the Depths of Despair. They are shamming as real corpses, and they attack as soon as the heroes get close.

Thrilled by their finding and the possibility that the *Nautilacrum* might be located in the buried sublevels beneath the Depths, the vampire sahuagin decided to investigate on their own. Unfortunately, they ran afoul of the ghost tritons, who decided to exact their revenge on the loathed sahuagin, whether they were vampires or not.

The vampire sahuagin lost many of their number in these ongoing skirmishes. Only three are left today. They were the three who helped the living sahuagin battle their way into the catacombs.

The vampire sahuagin are hoping the Caer Solian Legionnaires end up battling the ghost tritons, whom are pretty much insane with their lust for vengeance against any who disturb their de facto tomb. They are simply biding their time here, waiting for that drama to play out. Then they plan to sweep in and destroy the weakened survivors, whoever they are.

The vampire sahuagin are ready to fight, but not to the death if possible. Since the two ways out of the area are blocked by either dirt or water, assuming a gaseous form at 0 hit points doesn't allow them any means of getting out of the dungeon and back to their graves. The vampire sahuagin have become quite attached to their unives, and are willing to be patient about getting the *Nautilacrum* if need be. It's been buried for centuries or more. A few more hours, days, or weeks isn't going to make a difference.

If the vampire sahuagin are reduced to 5 hit points or less, they turn gaseous and try to escape by losing the heroes, at least until they can heal up well enough to attack again. Given their fast healing special ability, this shouldn't take long at all. In this way, they can pester the heroes pretty much continuously—or at least until one side or the other makes a serious mistake.

If the vampires are obviously outmatched, they know better than to press their luck. They are willing to let the heroes pass without further trouble—at least for now. The vampires can always try again later.

If the vampires are truly reduced to 0 hit points and forced into their gaseous form, they aren't quite doomed yet. If the heroes manage to clear the route back through the collapsed passageway in time, the vampires still have a shot at making it back to their graves in time. They are sure to give it a try if they can.

8. FIENDISH TROUBLE

Beyond the portal lies an oddly lit chamber of immense size. Wide patches of blue-green phosphorescent algae seems to be growing everywhere, shedding a dim, unnatural light.

This gigantic ceremonial chamber has 50' high, vaulted ceilings and tall ornately carved pillars spaced evenly down the center of the room by twos. Many of the ornate tables, chairs, and other furnishings remain in the room. Some appear to be in functional condition.

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This vast room was once a great feast hall, where all the members of King Caldron's council and members of the clergy would come to dine.

Crouched behind the third set of pillars, roughly 30-feet into the chamber, is Ian Weatherly's water fiend (see New Monsters in chapter 6 for full details). A successful Spot check (DC 18) is required to notice the beast. The creature heard the PCs approaching and lies in wait, hoping to catch the group unawares. It attacks as soon as the last PC passes its hiding spot or sooner if it is discovered. The creature fights until down to 50% of its original hit points, then flees the battle to resume its mission.

Ian has been following the creature's progress with his crystal ball, and now turns his attention to the PCs, who may discover his presence with *detect scrying* or other magical means.

9. THE DEEP ABOLETH

The uneven passageway opens up into a massive natural cavern. The ceiling is lost in darkness. The remains of several wide pillars lie broken amongst other piles of rubble and debris. Three-quarters of the room is covered by dark, cloudy water and the smell of rotted fish hangs heavily in the air.

You see a passageway leading away to the south, but you must enter the murky water to reach it.

This cavern provides the main access to other sections of the ruins. Its waters are very deep, connecting to a wide trench nearly 100-feet below the surface. With a little work on your part, this site can be a perfect launching point for further exploration of the ruins and beyond, to the Underdeep.

Unfortunately for our heroes, this area has been claimed by a deep aboleth, a malicious psionic creature bent on enslaving any beings it encounters (see New Monsters in Chapter 6 for more details). It has already enslaved a

scouting party of Kuo-toan warriors, and is using them to explore the ruins in search of new slaves. If any PCs enter the water, the deep aboleth rises up from the trench and attacks in 2d4 rounds.

First, it attempts its *Enslave* ability on any PC in the water. Following up the attacks in subsequent rounds first with illusions and lastly with physical attacks.

If reduced to 1/3 its original hit points, the deep aboleth retreats into the depths of the trench to hide and devise a new strategy to use against the powerful heroes. It won't bother them again until its hit points are restored.

If the PCs return to this area at a later date however, the deep aboleth is prepared. It uses newly enslaved creatures to battle its new foes and does its best to destroy them.

10. SINK OR SWIM

The southern portion of this wall has collapsed into a large pool of murky water. A submerged passage leads away from the room to the south, but you'll have to get in the water to use it.

Both the southern end of the chamber and the submerged passage are covered by extensive growths of seaweed and phosphorescent algae. It glows eerily, casting haunting shadows around the room.

Suddenly, you see one of the lights flit through the water in a tight circle before coming to stop in exactly the place it started.

The light is actually a phosphorescent jelly (see New Monsters in Chapter 6 for more details). This emotional leech wants to feed on the heroes' panic, fear, and death. It attempts to lure the heroes into the deep aboleth's lair or back to the underwave banshee's room. As a rule, phosphorescent jellies do not engage in physical combat unless forced, and this particular jelly is no different. If the heroes attack, it retreats into the water and swims toward the trench, and the sea beyond to find easier prey.

Once the heroes have dealt with the phosphorescent jelly they must make a decision. The only way to continue onward from here is to enter the water and travel through to the priest's antechamber (#12). The passageway also connects to the deep aboleth's lair, and the trench beyond, but it is fortunately too narrow for the creature to swim through. If the PCs do not press onward, they must turn back and face Galt's wrath or find an alternate means to cross the water (a makeshift raft or fly spell do would nicely) to the room beyond.

11. GRIM FANGTOOTH ATTACKS

A thick, powerful form jets through the darkness at the edge of your vision. It bursts into view with a huge mouth of razor sharp fangs open wide!

The PCs must make a successful Spot check or be surprised. This is a grim fangtooth (see the New Monster section in Chapter 6 for full details), and it is able to launch itself forward at an incredible rate. It should appear as a shadowy shape at first, then, just as the heroes are about to take action, it rushes forward and attacks the lead character with savage ferocity.

The massive creature resembles a monstrous prehistoric fish, with thick, black scales and bulbous eyes. It is one of a pack currently roaming the submerged passages after finding its way in here through an oceanic shift (see below). 1d4 other grim fangtooths join their pack mate in attacking the PCs 1d4+1 rounds after combat begins. They are vicious creatures and always fight to the death.

A recent tectonic shift deep below the tunnels allowed the fish and many other predators entrance to the kraken's lair. Neither the tritons or sahuagin yet know about the shift, and by the time they discover it, it will likely have collapsed in upon itself, sealing the tunnels from the ocean yet again and forcing the warriors through Galt's realm to gain access.

12. THE PRIEST'S ANTECHAMBER

This square room has a tall, vaulted ceiling that rises up nearly 15-feet at its peak. The north wall has collapsed and a large pool of water covers nearly half the floor. The remaining walls of the chamber are painted in a mural, depicting triton priests performing their daily worship of the Sea God.

The broken benches and tables indicate that this room may have been a waiting room of some kind before it was destroyed.

Before the sounding of the horn, this room was where the priests of the city would prepare for daily service. Hidden in the rubble are 3 precious pearls (100gp each).

13. THE TRITONS ATTACK

The passageway widens once again. This room is large with a vaulted ceiling that peaks at least 30 feet above the floor. An altar stands against the far wall, and the space between you and it is filled with rows of pews, many of which have been overturned.

A carving in colorfully painted bas relief over the altar depicts the God of the Sea doing battle with a gigantic, squidlike creature with eight tentacles, two of which are twice as long as the others and are wrapped around the Sea God's waist. The Sea God is blowing on a powerful horn that resembles a gigantic conch shell.

Four Caer Solian Legionnaires are hiding among the pews, ready to do battle with anyone who steps into the room. Although they're expecting the vampire sahuagin or the ghost tritons, they're willing to believe the worst of anyone they encounter. As soon as any one of the heroes starts poking around in the pews, the tritons attack.

The ones here all are neutral good, but they are ready to believe the worst of anyone else they see in the catacombs beneath the Depths. They assume the heroes are either with the sahuagin or—even more likely—part of Galt's pirates, whom they know to be both evil and untrustworthy.

However, if the heroes can manage to persuade the tritons to stop attacking them and listen, the heroes might manage to pick up some valuable allies. Until that happens, though, the tritons fight bitterly and to the death.

Even if the heroes manage to capture the tritons, it's going to take some doing for the heroes to be able to persuade the tritons that they are actually good people too—assuming they really are. The conflict over this part of the ocean has been going on so long that the tritons are unlikely to believe any explanation without substantial proof to back it up.

When the tritons made it into the ruins underneath the Depths, they thought everything was going their way. They had apparently outrun the sahuagin and their vampiric kin, and there didn't seem to be anything standing between them and the artifact they so desperately sought.

Then they discovered the chamber where the ghost tritons were waiting (#14), and the legionnaires suddenly understood why their foes had allowed them to run on ahead. The legionnaires tried to reason with the ghost tritons, to tell them that the legionnaires were here to help them, but it was no use. The ethereal creatures were too filled with their lust for revenge on the living to even care that these were tritons they were killing, not the hated sahuagin.

The Caer Solian legionnaires lost many of their number in that battle. The survivors fell back here to regroup and to lie in wait for the attackers they knew would eventually come looking for them. The heroes may not be the sahuagin the tritons were expecting, but at the moment that is far too fine a distinction for these battered and weary warriors to easily make.

14. GHOST TRITONS ATTACK

There is an open door behind the altar and under the bas relief at the end of the room. As you look through it, you see that it opens up into a massive cavern over 100 yards long and at least 50 feet high. About 20 feet below you, the bottom of the cavern is filled with a shallow pool of water.

In the center of the pool, you can see a large conch shell. It looks identical to the one in the bas relief mural over the altar. The shell sits atop a massive amount of bones and the mostly dehydrated remains of a massive, squidlike creature that could only be the same sort of thing the Sea God was doing battle with. Thousands of bones are scattered about the floor as well.

The remains, of course, are those of the ghost kraken that haunts the Depths and the region around it. The bones belong to some of the hundreds of tritons that were killed on the fateful day that King Caldron decided to blow the Sea God's horn.

Some of those tritons are still here in this chamber to this day, existing only as ethereal shadows of themselves. These are the ghost tritons that you can read more about on page 60. There are two of them in this chamber at the time. There are certainly others spread all throughout the massive graveyard that Caer Solus became with the sounding of the *Nautilacrum*. These two ghosts—or at least their living selves—were simply unfortunate enough to be caught down here in what was once the kraken's home at the time of the disaster.

The kraken wasn't actually killed by the use of the *Nautilacrum*, but the shock of the water being driven out of the area sealed the chamber off from the open sea. The kraken eventually succumbed to the lack of water, and what had been its den became its tomb.

The ghost tritons have just routed their living kin. With a Spot check (DC 10), the



heroes can detect the bodies of six *Caer Solian Legionnaires* just barely submerged in the shallow pool. Their blood is still running out of them, coloring the water red.

If the heroes enter the chamber, the ghost tritons do nothing until the first hero touches the water of the shallow pond. When that happens, the ghosts all attack at once.

The ghost tritons do not wish to leave this chamber if possible. If they are chased out, they are able to leave, but they do not follow those who are able to escape. This doesn't mean the heroes can simply stand up in the doorway and pick the ghosts off one by one—they're dead, not stupid. As long as the ghosts are under attack or have reason to think they might be attacked, they respond in kind, no matter where the foe might be.

The bones of the ghosts lay unburied in the heap here in the chamber. Finding the exact sets is practically impossible. The only way to give the ghosts a proper burial—which destroys them forever—is to flood the chamber.

The water fiend is lurking here. It has thus far managed to keep its presence hidden from the ghosts. It is in the midst of devising a plan, for capturing the *Nautilacrum* without fighting the ghosts when the PCs arrive.

15. THE GHOST KRAKEN'S REVENGE

This encounter transpires in the same location as *The Ghost Tritons Attack*. However, it only takes place once the heroes manage to get their hands on that mysterious conch shell at the bottom of the kraken's den.

As you pick up the conch shell, you instantly sense that this is it, the amazing magical device that everyone is after. Your senses are instantly assaulted with the sounds, smells, and taste of the sea. You have

a sudden urge to bring the conch to your lips and let loose with a mighty blast.

Before you can act on that impulse, an image suddenly shimmers into shape before you. It takes a moment for your mind to comprehend just what it is you're seeing, as massive and terrifying as it is: a kraken's ghostly eye.

If the heroes manage to get their hands on the *Nautilacrum*, the ghost kraken is done messing around with them. Someone has finally managed to snatch up the bait the creature has been using to lure the living to their deaths, and it's not about to give it up this excellent lure without a fight.

The ghost kraken manifests itself right next to the character holding on to the *Nautilacrum*, and it follows anyone holding the artifact, no matter where she may lead it. The beast starts out by trying to terrify everyone with its horrific appearance special ability. Then it uses its corrupting gaze to attack the person holding the *Nautilacrum*. It focuses its attacks, with almost blind savagery on anyone with the artifact.

If this fails to work or if the characters come up with a solid defense against the kraken's attacks, it immediately uses its malevolence power to possess the most dangerous hero in the party. It then turns that hero against the others, attacking without regard for the hero's life and abandoning the body only once the victim has been slain. It continues in this manner until it or the heroes are vanquished. The beast arrogantly believes the heroes cannot overcome its might, a weakness clever PCs may exploit.

OVERCOMING THE GHOST KRAKEN

For the full details on the ghost kraken, see page 68.

Heroes who try to stand toe to toe with this creature are likely going to have a hard time of it. Especially after the battle against the ghost tritons in the previous encounter. Getting out of

this situation alive should take more brains than brawn—or at least a healthy dose of both.

While the heroes are sure to surprise you with all sorts of ideas of their own, there are two basic ways to overcome the threat of the furious ghost kraken. The heroes must either “bury” the kraken's remains in water, putting it to rest, or they must find a way to escape.

The easiest way to flood the chamber is to simply blow the *Nautilacrum*, putting an end to the enchanted whirlpool above. Of course, doing this also destroys the Depths of Despair and likely kills every person in it. Additionally, the heroes had better have an escape plan, or they're sure to shuffle off this mortal coil alongside the ghost kraken.

There may be other ways to bury the kraken without using the horn. If the heroes bring the ceiling of the kraken's den down, that would work as well. This would require doing 40 points of damage to the ceiling, which has a hardness of 8. A few well-placed fireballs or lightning bolts could do the trick.

The easiest way to escape the ghost kraken is to simply teleport away by whatever means the heroes have available. The ghost kraken cannot follow such characters, but it is certain to take its incredible rage out on anyone left behind.

THE AFTERMATH

Here are some ideas for what might happen after the conclusion of this adventure. The outcome of the adventure is not set, so there are a number of possible outcomes. These are simply a few suggestions for you to consider.

FAILURE

If the heroes emerge from the dungeon beneath the Depths with the *Nautilacrum* still down there and the ghost kraken still active, the events of the day are sure to repeat themselves until either the sahuagin, the tritons, or Ian Weatherly get their hands on the artifact. If this is what happens, the heroes are going to have plenty of chances to get involved again. Hopefully the next time around they are better prepared—or at least luckier than before.

Of course, they may find themselves out of Galt's favor, depending on his mood. This could cause all sorts of problems for a party that just battled the ghost kraken. They might find themselves as prisoners, working off a sentence, or better yet, expelled from the Depths without any of their possessions. Galt's the prickly sort and he frowns upon failure.

ON THE RUN WITH THE HORN

If the heroes escape with the *Nautilacrum* but leave the ghost kraken unburied, the creature is prepared to hunt them to the ends of the earth. It is not permanently attached to its locale, and it is willing to spend its every moment hunting for the heroes until it recovers its lost property. With little effort, the ghost kraken can become a recurring villain in your campaign, being a constant thorn in the heroes' sides until it gets what it wants.

Besides the kraken, the Caer Solian Legion is desperate to get its webbed hands on the Sea God's horn too (not to mention the sahuagin). The heroes can count on getting regular visits from the sea folk until they surrender the horn—or at least agree to sell it to one of the groups at a handsome price. It's up to them how to handle this.

Then, of course, there's Ian Weatherly, who desperately wants to get his hands on the *Nautilacrum*, but is not foolish enough to tackle a party of heroes to get it. He may instead try to persuade the heroes to team-up with him against the dangerous pirates, while portraying himself as a simple wizard who was taken advantage of by an evil man.

It's up to the PCs to decide how to handle the man. He could be an asset for the group if handled properly, or he could become a real pain in the neck if insulted or crossed.

GETTING PAST GALT

If the heroes manage to bury or temporarily kill the ghost kraken, they still have to get past Galt and his crew with the *Nautilacrum*. The pirate captain may not have been willing to risk his life in the dungeon beneath his town, but he's certainly willing to strip the heroes of

anything they may have found—including the *Nautilacrum*. If the heroes have spent themselves against the ghost kraken, they may find taking on the entire town to be more than they are up for.

Ian Weatherly may be willing to help the PCs, in exchange for the *Nautilacrum*. But putting their trust in the evil wizard may not be the smartest decision they've ever made.

The wizard is not the only allies the PCs can find. If the heroes managed to befriend the Caer Solian Legionnaires during the course of the adventure, their newfound friends may be able to help them escape Galt's clutches.

No matter the what method is used to escape, if the PCs manage it, they'll have earned a new nemesis. Galt does not like people stealing his property and he absolutely considers the *Nautilacrum* to be his. Galt and his crew hound the PCs tirelessly if they escape.

DESPAIR NO MORE

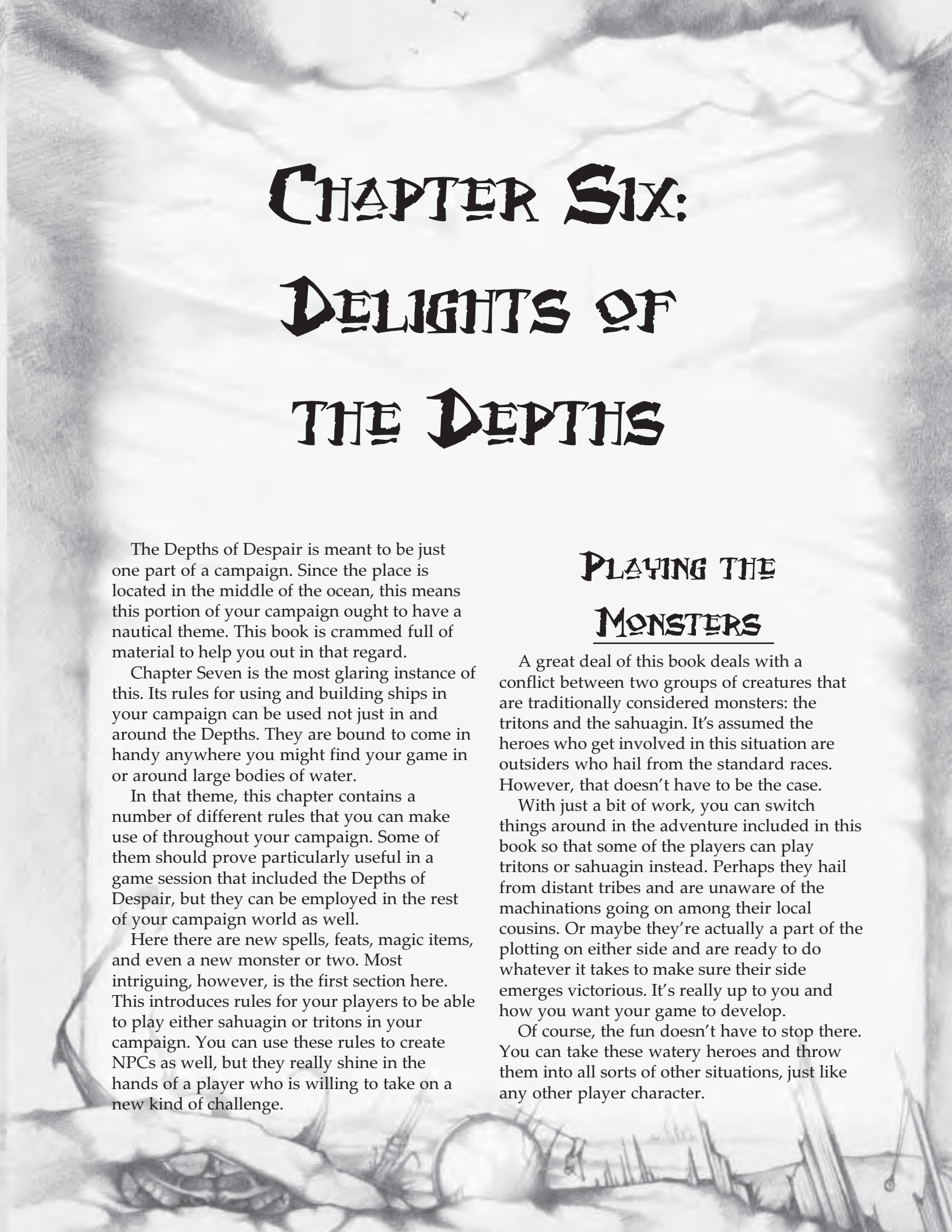
If the Depths are destroyed, the heroes may end up being haunted by Galt's ghost instead. This could be the basis of an aquatic quest to recover the pirate captain's body so that he can be given a proper burial in the land of his birth—someplace that's sure to be both hostile and far away. In the end, of course, just what happens is up to you.

THE END?

Much more remains to be discovered about the region surrounding the Depths, the ruins of Caer Solus, and the Depths itself (if the *Nautilacrum* has not been used), though this should suffice as a basic primer for several forays into the gloomy depths, or perhaps the beginning of an entire Underwave or Underdeep campaign.

In the end, of course, we leave it to you and your players to determine what the future holds for the Depths of Despair. It is our hope, that you have enjoyed using this product as much as we enjoyed developing it!





CHAPTER SIX:

DELIGHTS OF

THE DEPTHS

The Depths of Despair is meant to be just one part of a campaign. Since the place is located in the middle of the ocean, this means this portion of your campaign ought to have a nautical theme. This book is crammed full of material to help you out in that regard.

Chapter Seven is the most glaring instance of this. Its rules for using and building ships in your campaign can be used not just in and around the Depths. They are bound to come in handy anywhere you might find your game in or around large bodies of water.

In that theme, this chapter contains a number of different rules that you can make use of throughout your campaign. Some of them should prove particularly useful in a game session that included the Depths of Despair, but they can be employed in the rest of your campaign world as well.

Here there are new spells, feats, magic items, and even a new monster or two. Most intriguing, however, is the first section here. This introduces rules for your players to be able to play either sahuagin or tritons in your campaign. You can use these rules to create NPCs as well, but they really shine in the hands of a player who is willing to take on a new kind of challenge.

PLAYING THE

MONSTERS

A great deal of this book deals with a conflict between two groups of creatures that are traditionally considered monsters: the tritons and the sahuagin. It's assumed the heroes who get involved in this situation are outsiders who hail from the standard races. However, that doesn't have to be the case.

With just a bit of work, you can switch things around in the adventure included in this book so that some of the players can play tritons or sahuagin instead. Perhaps they hail from distant tribes and are unaware of the machinations going on among their local cousins. Or maybe they're actually a part of the plotting on either side and are ready to do whatever it takes to make sure their side emerges victorious. It's really up to you and how you want your game to develop.

Of course, the fun doesn't have to stop there. You can take these watery heroes and throw them into all sorts of other situations, just like any other player character.



THE SAHUAGIN

The fishfolk of the seas, the sahuagin are humanoid in shape. They normally have two legs and two arms, but sometimes they come with a bonus set of arms. Their fingers and toes are webbed and can spread wide, helping the creatures to swim at great speeds. Their heads are fishlike, elongated with many thin, sharp teeth. Their eyes are large, round, and entirely black.

Sahuagin are covered with scales in a variety of shades of green. They are darker on their tops and backs, and lighter on their front. When swimming along in the open ocean, this makes them hard to see from both above and below.

Sahuagin are born live, not from external roe. They are cared for by their mothers until they reach the age of maturity at 16. At that point, every sahuagin takes his place in their community's rigid social order.

Elderly sahuagin are treasured by their community. Few of the creatures actually make it to such venerable ages. Those who do are usually the strongest or craftiest of the lot.

The starting age and the aging effects are the same for sahuagin as they are for humans.

RELIGION

According to sahuagin legend, the Sea God—who appears to them as a devilish giant shark—fashioned them from the remains of the first fish he created after he captured it and ate it. Most sahuagin worship this god exclusively, seeing no reason to pay tribute to anyone else.

By and large, the sahuagin's clerics are female. It's not that males aren't permitted in the church of the Sea God, but they are usually thought to be able to better serve the community by caring for its physical—rather than spiritual—well-being.

OUTLOOK

While most sahuagin are lawful evil, there is some room for differences among the people. While a good sahuagin is rare, a number of them are neutral instead. These sort often make better player characters.

The sahuagin believe they are the chosen children of the Sea God, a claim also made by the tritons. It's for this reason that the sahuagin get along so poorly with their better-natured neighbors. The fishfolk see it as their duty to destroy any non-sahuagins that encroach on their territory, and the tritons are on the top of that list.

Most sahuagin spend their days either caring for children, hunting for game, farming kelp beds, or protecting their communities. The females are in charge of keeping the Sea God happy with their people via regular prayer and offerings. The males handle hunting, guard duty, and farming.

Sahuagin adventurers are often those brave souls who are charged with undertaking dangerous missions on behalf of their community. Other times, they are misfits who could never manage to assimilate themselves into their culture. Instead of clashing with their rigid society, they strike out into the world to make names for themselves and further the causes of their people—or simply themselves.

SOCIETY

Sahuagin society is strictly organized in a distinct hierarchy. As the sahuagin saying goes, "A place for everyone, and everyone in their place."

From childhood sahuagin are examined by their elders to determine their proclivities. Then they are trained for the careers that suit them best so that they may serve their communities to their best ability.

Similarly, sahuagin marriages are usually arranged, often from birth. This is normally done to shore up alliances or to breed for certain qualities. In particular, the four-armed sahuagin are almost exclusively matched with each other. Such creatures regularly rule their hometowns.

Sahuagin follow an extremely rigid set of laws. However, these laws and the rights they provide only apply to the sahuagin themselves. All other creatures are considered inferior and are treated as no better than animals. They are to be exploited when possible and destroyed if they prove to be any kind of threat.

The sahuagin just don't get along with people of any other races but their own. To their mind, airbreathers are all weaklings. After all, such gasping creatures can't breathe water, and they are generally lousy swimmers.

This is one reason why sahuagin hate dolphins and other sea mammals. They consider such creatures to be the penultimate example of encroachment upon their ocean homes by airbreathers.

To a sahuagin, the only thing worse than sea mammals, of course, are tritons. While tritons can breathe water as well as air, they spend much of their time in the coastal waters, forming a natural barrier between the sahuagin and the people and creatures on the land. Since the sahuagin feel compelled to grind everyone else under their webbed heels, the tritons are the first major obstacle standing in their way. Although the sahuagin have developed a grudging respect for the tritons over the years, they still believe that if they can crush the tritons the rest of the world will follow soon after.

In battle, sahuagin sometimes ride sharks or giant sea horses. They also occasionally hitch sea sleds to dire sharks and drive them into combat.

About 1 in 200 sahuagin has four arms. Such creatures can make four claw attacks or use extra weapons, in addition to the rake and bite attacks.

If a community of aquatic elves is located within 100 miles of a sahuagin community, about 1 in 100 sahuagin looks just like an aquatic elf. These creatures, called malenti, have a swim speed of 40 feet, can remain out of water for 1 hour per point of Constitution, and have freshwater and light sensitivity (–1 to attack rolls). They are otherwise identical with sahuagin.

RACIAL FEATS

The sahuagin can learn the following new feats. Each of these is intended to help them overcome a natural weakness.

Breathe Air
Freshwater Tolerance
Light Tolerance

ABILITIES AND RACIAL FEATURES

- +3 Strength, +3 Dexterity, +1 Constitution, +3 Intelligence, +2 Wisdom, -1 Charisma. The sahuagin are naturally strong and fast, and their active lifestyles keep them healthy. They have a strong tradition of education and also of keeping in touch with the world around them. However, their arrogance is often off-putting.
- Medium-size: As Medium-size creatures, sahuagin have no special bonuses or penalties due to their size.
- Sahuagin base speed is 30 feet on land. Their base swim speed is 60 feet. Malenti have a base swim speed of 40 feet.
- Sahuagin are proficient with the trident and heavy crossbow.
- Monster Levels: Sahuagin characters start out with 2 levels of sahuagin.
- Natural Weapons: When attacking with its claws or a weapon, a sahuagin can also rake with its taloned feet and even bite. The bite does 1d2 points of damage plus half the character's Strength bonus. The claws and the rake each do 1d4 points of damage plus half the character's Strength bonus. If the sahuagin is unarmed, he uses his rake as his primary attack. In that case, he can use his full Strength bonus for those attacks. Four-armed sahuagin can use extra weapons or make more claw attacks, as they like.
- Hit Dice: The sahuagin's basic Hit Die, which is used for its monster levels, is d8.
- Base Attack Bonus: The base attack bonus for the sahuagin's monster levels is +1.
- Save Bonuses: The save bonuses for the sahuagin's monster levels are +3 to Fortitude, +0 to Reflexes, and +0 to Will.
- Feats: The sahuagin's monster levels give the hero 1 feat. The default feat is Multiattack. He does not get the standard 1st-level feat when taking his first class level.
- Class Skills: Sahuagin class skills are Animal Empathy, Hide, Listen, Profession (hunt), Spot, and Wilderness Lore.
- Skill Points: The sahuagin has 10 skill points to spend for his monster levels. The first level added on top of the monster class levels does not give the sahuagin 4 times his normal class skill points.
- Natural Armor (Ex): +5 bonus to Armor Class.
- Blood Frenzy (Ex): Once per day, a sahuagin that takes damage in combat can fly into a frenzy the following round. It drops any weapons and claws, rakes, and bites madly until either it or its opponent is dead. It gains +2 Constitution and +2 Strength, and suffers a -2 AC penalty. The sahuagin cannot end its frenzy voluntarily.
- Speak with Sharks (Ex): Sahuagin can communicate telepathically with sharks up to 150 feet away. The communication is limited to fairly simple concepts such as "food," "danger," and "enemy." Sahuagin can use Animal Empathy to befriend and train sharks.
- Underwater Sense (Ex): A sahuagin can locate creatures underwater within a 30-foot radius. This ability negates the effects of invisibility and poor visibility. It is less effective against creatures without central nervous systems, such as undead, oozes, and constructs. A sahuagin can locate such creatures only within a 15-foot radius. Sahuagin are not fooled by figments when underwater.
- Light Blindness (Ex): Abrupt exposure to bright light (such as sunlight or a daylight spell) blinds sahuagin for 1 round. In addition to temporary blindness, they suffer a -1 morale penalty to all attack rolls, saves, and checks while operating in bright light. Malenti are not blinded, but they still suffer the morale penalty.
- Amphibious (Ex): Sahuagin can survive out

of water for 1 hour per 2 points of Constitution. Malenti can go for twice as long; 1 hour per point of Constitution.

- **Freshwater Sensitivity (Ex):** A sahuagin fully immersed in freshwater must succeed at a Fortitude save (DC 15) or leave the water immediately. If the sahuagin fails and cannot escape, it suffers a -4 morale penalty to all attack rolls, saves, and checks. Even on a success, it must repeat the save attempt every 10 minutes it remains immersed. Malenti do not have to make the saving throw, and their morale penalty is only -1.
- **Skills:** Sahuagin receive a +4 racial bonus to Hide, Listen, and Spot checks.
*Underwater, the bonus improves to +8. They receive a +8 bonus to Wilderness Lore and Profession (hunt) checks within fifty miles of their homes.
- **Level Equivalent:** +3. The sahuagin's monster levels, armor bonus, and other positive abilities are partially offset by its reliance on water and its other weaknesses. The level equivalent of a four-armed sahuagin is +4. A malenti's level equivalent is +3.
- **Automatic Languages:** Aquan and Common. Bonus Languages: Elf, Goblin, Gnome, Orc, and Undercommon.
- **Favored Class:** A male sahuagin's favored class is ranger. For females, the favored class is cleric. A favored class does not count when determining if there is an XP penalty for multiclassing. (Neither does the monster class.)

THE TRITONS

From the waist up, tritons appear entirely humanoid. Their features are elven: long and elegant with sharply pointed ears. In fact, when swimming near a shoreline, they are often mistaken for aquatic elves, despite the silvery sheen of their skin. Perhaps the reason is their hair, which is often the same watery color as that of an aquatic elf's: dark blue or blue-green, like the sea.

From the waist down, however, tritons are covered in bluish scales, highlit throughout

with silver details. They do have powerful legs, but these terminate in wide fins instead of feet.

Tritons are born live. At even a few moments old, they can swim on their own. It's many years still until they can fend entirely for themselves though. Tritons have a long adolescence, which ends with a ritual passage into adulthood at the age of 100.

Elderly tritons are revered by their communities. Tritons can live upward of 750 years, and such old-timers have seen many tides pass through their lands. It's this long-term perspective that grants them such wisdom.

The starting age and the aging effects are the same for tritons as they are for elves.

RELIGION

As a race, tritons originally hail from the Plane of Water. However, this is far back enough in their history to be shrouded in myth and legend. If there are still tritons on the Plane of Water, their commonly known cousins would likely hardly recognize them as being part of the same species.

The tritons of the Material Plane almost exclusively worship the God of the Sea. To them, this deity appears as a gigantic whale, five times the length of the largest normal sea mammal.

Whales are therefore among the most treasured creatures in the Tritons' regard. While they do hunt such noble creatures, they do so reverently, giving thanks all the while to their god for being so generous in granting them such incredible bounties.

There are many druids among the tritons as well. These spiritual leaders generally focus on the watery aspects of nature, and a good number of tritons pay tribute to their cause too.

OUTLOOK

Tritons see themselves as the protectors of the sea. They generally prefer to be left alone, but they find it impossible to ignore damage done to their environment or evil done within their midst. Most tritons are neutral good, and they act accordingly. For this reason, they often find themselves at odds with the sahuagin.

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Tritons are loathe to interfere with the affairs of others, but they find that the seas are more crowded these days than ever before. Other races—both aquatic and otherwise—seem to be encroaching on their territory all the time. Because of this, many triton communities are starting to take a more active interest in the world around them.

This fact has caused a surge in the numbers of triton adventurers. Before it was rare to ever see a triton outside of her territory. These days, many communities send their best and brightest out into the wider world to learn what they can of and from it and report back home.

SOCIETY

Tritons are hunters and gatherers, living entirely off the bounty of the sea. They live in undersea strongholds, joined together for mutual protection. During a common day, though, a triton can swim for many miles looking for food to bring back home.

Tritons are ruled by a tribal council that is open to all over the age of 600. This council dictates the acts of the community as a whole, but it generally stays out of the individual affairs of its members. When there's a conflict between tritons, they take it to the council. In conflicts with non-tritons, the triton is always assumed to be right.

Tritons rarely marry before they reach the age of 200. When they do mate, however, it is for life. Children are a rare and precious treasure among the tritons, and they take the raising of them with the utmost seriousness.

As youths, tritons idle away their days wandering around their tribe's territory. By the time a youth reaches adulthood, she is sure to know every inch of her people's land by heart.

Upon reaching 600 years of age, every triton becomes a member of her tribal council. The council then elects a chief to speak for them all in times of great need. However, triton politics tend to be slower than sea snails. They often involve long speeches delivered in the form of stories, each of which illustrates a point about the particular issue at hand.

Outside of their home, tritons are usually encountered in groups of two to five. They prefer each others' company, and they are extremely distrustful of outsiders. It's a rare triton that is able to put his fate in the hands of someone that she didn't grow up with.

Most tritons would rather evade a battle than fight one. When forced into a situation in which they must defend their families or homes, though, they fight like a cornered moray eel. Not nearly as wonderful at swimming as their sahuagin foe, tritons take great care when they wander from home. In such cases, they almost always go armed and mounted on a speedy sea creature trained for battle.

ABILITIES AND RACIAL FEATURES

- +1 Strength, +1 Constitution, +2 Intelligence, +2 Wisdom. Powerful and hearty hunters, the tritons take pride in their long history as a race—and the lessons they've learned from it.
- Medium-size: As Medium-size creatures, tritons have no modifiers due to their size.
- Triton base swim speed is 40 feet. They rarely if ever leave the water, and when they do their fins make them poor walkers. If pressed, they can hobble along on their knees at a base speed of 5 feet.
- Tritons are proficient with the trident and heavy crossbow.
- Monster Levels: Triton characters start out with 3 levels of triton.
- Hit Dice: The triton's basic Hit Die, which is used for its monster levels, is d8.
- Base Attack Bonus: The base attack bonus for the triton's monster levels is +3.
- Save Bonuses: The save bonuses for the triton's monster levels are +3 to Fortitude, +3 to Reflexes, and +3 to Will.
- Feats: The triton's monster levels give the hero 1 feat. The default feat is Mounted Combat. Tritons often ride dolphins or giant sea horses into battle. She does not get the regular 1st-level feat when taking her first regular class level.



- **Class Skills:** Triton class skills are Craft (any one), Hide, Listen, Ride, and Spot.
- **Skill Points:** The triton has 27 skill points to spend for his monster levels. The first level added on top of her monster class levels does not give her 4 times her normal class skill points.
- **Spell-Like Abilities:** A triton can use *summon nature's ally III* once per day as the spell cast by a 5th-level sorcerer, often choosing water elementals for their companions.
- **Natural Armor:** +6 bonus to Armor Class.
- **Level Equivalent:** +4.
- **Automatic Languages:** Aquan. Bonus Languages: Common, Elf, Goblin, Gnome, Orc, and Undercommon.
- **Favored Class:** Ranger. A favored class does not count when determining an XP penalty for multiclassing, nor does the monster class.

NEW PRESTIGE CLASS

The following prestige class was originally designed by Chris Pramas for Green Ronin Publishing's series of adventures and sourcebooks set in the city of Freeport. It has been modified only slightly to fit this book.

If you are looking for an island or seashore city in which to base another part of your campaign, Freeport is an excellent choice. Its long history as a base for pirates fits in well with the sort of characters who would be making good use of the Depths of Despair.

Freeport is currently detailed in four published adventures: *Death in Freeport*, *Terror in Freeport*, *Madness in Freeport*, and *Hell in Freeport*. You should also look for *Freeport: The City of Adventure*—written by Matt Forbeck,

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Chris Pramas, Hal Mangold, and others—from Green Ronin Publishing at your friendly local game store.

While the following text refers liberally to Freeport, the Freeport pirate could just as easily hail from anywhere else in your campaign world that might seem appropriate. The style of the character is more important than the name.

This prestige class can be used by both NPCs and player characters.

THE FREEPORT PIRATE

As is well known, pirates founded the great city of Freeport. Although Sea Lord Drac gave Freeport the veneer of legitimacy, the city retains its buccaneer spirit. While modern-day Freeport is a port of call for merchants the world over, it remains a haven for those living outside of 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 Captain's Council of Freeport plays politics and makes grand alliances, the pirates live life as they always have. A fast ship, a stout crew, and sharp steel is all a pirate needs.

That being said, piracy these days is a quite a bit different than 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. Today, Freeport pirates must range further afield and take longer voyages to find ripe targets.

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 Charismas make 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.

Hit Die: 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 take at least three voyages as a crewman on a pirate ship.

CLASS SKILLS

Skills: Balance (Dex), Climb (Str), Craft (shipbuilding, sailmaking) (Int), Intimidate (Cha), Intuit Direction (Wis), Knowledge (boating, cartography, Freeport legend or history, geography, navigation, sea lore) (Int), Profession (sailor) (Int), Spot (Wis), Swim (Str), Use Rope (Dex).

Skill Points at Each Level: 4 + Int modifier.

CLASS FEATURES

Freeport pirates have the following features.

Weapon and Armor Proficiency: The Freeport pirate is proficient with all simple and martial weapons, but no armor. Wearing armor on the high seas is suicidal, avoided by any pirate worth his salt. Common pirate weapons include the cutlass, the boarding pike,

the belaying pin, and the gaff. Freeport pirates often use the cutlass with the Weapon Finesse feat.

Sea Legs: A pirate spends years at sea, and learns to stay on his feet during fair weather and foul. A Freeport pirate gains a +2 competence bonus to all Balance checks. Furthermore, a successful check allows a full move instead of a half move. A failed check still means no movement at all.

Reckless Abandon: No one fights quite like a pirate. Scorning armor, the pirate defies death with sheer style and panache. Due to his fearlessness and swashbuckling demeanor, the pirate adds his positive Charisma bonus (if any) to his Dex bonus to modify his Armor Class. (Do not apply any negative Charisma bonuses.) This bonus is lost if the pirate wears armor. You can't look fearless while hiding behind a tower shield!

Rope Monkey: Experienced seamen can climb rigging and ropes with the speed and dexterity of monkeys. Starting at 2nd level, a Freeport pirate retains his Dexterity bonus to AC while climbing or fighting on rigging, ropes, or even masts. Furthermore, opponents gain no bonus to hit in these circumstances.

Animal Companion: The hero can gain an animal companion on reaching 2nd level. Treat this as the *animal friendship* spell cast by a 1st-level druid, though the ability is not magical in nature. Common animal companions include

THE 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

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parrots and monkeys, but others are also possible. This is an extraordinary ability.

Press-Gang Thwack: 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.

Superior Weapon Focus: 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: In the chaos of close-quarters shipboard fighting, pirates must be quick to survive. Foes must be dispatched with alacrity, 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: At 6th level, a Freeport pirate with a light weapon in his off hand can use it to parry incoming melee attacks. This adds $+2$ to the pirate’s AC for the round, and the off-handed weapon cannot be used to attack while executing a lightning parry.

Lungs of Legend: 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 the normal double his Constitution. See page 85 of the *DMG* for full rules on drowning.

Superior Weapon Specialization: At 8th level, the pirate gains a $+2$ to bonus to damage with either the cutlass or the boarding pike. This bonus stacks with any existing Weapon Specialization.

Fearsome Reputation: By 9th level, such is the Freeport 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), a Freeport pirate achieves the same effects as a *fear* spell cast by an 9th level sorcerer. Use the pirate’s Charisma to determine the DC of the

saving throw. This is an extraordinary ability that can be used twice a day.

Pirate’s Curse: 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 $1d4+1$ people). This is a supernatural ability that has the same effect as a *bestow curse* spell cast by a 20th level sorcerer. Again, use the pirate’s Charisma to determine the saving throw’s DC. Even if the killed Freeport pirate is restored to life, the curse continues on.

Typical targets include the pirate’s killers or those who steal his treasure. The curse may be given a trigger like: “May my curse strike down the first scurvy dog to wield my cutlass in battle.” DMs should feel free to make up curse effects other than those listed in the *PHB*. Curses should be both vengeful and appropriate to the crime. The dead pirate’s ghost haunting the family of his killer for three generations, for instance, has a lot more flavor than a simple die-roll penalty.

NEW FEATS

The following feats are available to characters of all kinds, assuming they meet the prerequisites. A player can select them at any time she has a free feat slot.

These three feats are most beneficial to players who have sahuagin characters. However, others may find them useful as well in certain situations.

BREATHE AIR

Despite the fact that you were born breathing water, you have learned to be able to breathe pure air for unlimited periods of time without being overcome. You don’t have to like it, but you can certainly handle it.

Prerequisites: Amphibious, Constitution 13+.

Benefit: You can remain out of water indefinitely without fear of suffocation. You can breathe just as easily above water as under it.

EQUIPMENT DETAILS

Item	Cost	Weight
Barding, sea horse	100 gp	15 lbs.
Bit and bridle, sea horse	4 gp	1/2 lb.
Saddle, sea horse		
Military	60 gp	15 lbs.
Pack	15 gp	8 lbs.
Riding	30 gp	12 lbs.
Sea sled	50 gp	200 lbs.
Tow bag	15 gp	4 lbs.

LIGHT TOLERANCE

After long exposure to the bright lights of the surface world, they no longer hurt your eyes. You're not ready to stare into the sun, but you can handle walking around on a brightly lit day as well as any surface-dweller.

Prerequisite: Light blindness, Constitution 13+.

Benefit: You no longer suffer from the ill effects of light blindness. You are not blinded for 1 round by bright lights, and you ignore your usual morale penalty for operating under bright light.

FRESHWATER TOLERANCE

You have spent enough time in the so-called "fresh" waters that you can live in them as easily as in the sea. No matter its basic makeup, it's all water to you.

Prerequisite: Freshwater sensitivity, Constitution 13+.

Benefit: You no longer suffer from the negative effects of freshwater sensitivity. You do not have to make any Fortitude saving throws to remain in it, and you do not suffer any morale penalties for spending time in it.

NEW EQUIPMENT

The most important kind of equipment most characters can have on the sea is a boat. For details on how to use those in your game, see Chapter Seven. There are all sorts of details on how to purchase, build, and operate ships in those pages.

Characters that spend a great deal of time under the water, though, might have more use for the materials listed in this section. Every piece is meant for their use.

ARMOR

The denizens of the sea tend to have pretty tough skin to begin with, but there's nothing that says they can't improve upon nature. The armor below can be worn by anyone, but it is only truly worthwhile beneath the waves where its weight is more easily managed. It also tends to keep better in the brine—long exposure to air and sunlight cause both sea armor and shields to become dry and brittle.

Sea Armor: This armor is made out of the shells of giant crustaceans. It's hard but light. Out of water, it dries out and becomes brittle. After 24 hours in the open air, its armor bonus is reduced by 2. It is restored to normal after being submerged in water for at least 1 hour.

Sea armor comes in only a few different forms: scale mail, breastplate, half-plate, and full plate.

Sea Shields: As with sea armor, these shields are made from the shells of giant versions of standard sea creatures, like crabs and lobsters. It has all the same properties as sea armor.

Sea shields come in the following forms: buckler, small, large, and tower.

SEA ARMOR

Sea Armor	Cost	Armor Bonus	Maximum Dex Bonus	Armor Check Penalty	Arcane Spell Failure	Swim Speed (60 ft.)	Swim Speed (40 ft.)	Weight
Scale mail	100 gp	+4	+3	-4	25%	40 ft.	30 ft.	15 lbs.
Breastplate	400 gp	+5	+3	-4	25%	40 ft.	30 ft.	15 lbs.
Half-plate	1,200 gp	+7	+0	-7	40%	40 ft.	30 ft.	25 lbs.
Full plate	3,000 gp	+8	+1	-6	35%	40 ft.	30 ft.	25 lbs.

SIMPLE WEAPONS-MELEE

Weapon (Size)	Cost	Damage	Critical	Range Increment	Weight	Type
Belaying pin (M)	5 sp	1d6	x2	10 ft.	1 lb.	Bludgeoning
Boarding pike* (L)	2 gp	1d8	x3	—	5 lb.	Piercing
Gaff/hook (T)	1 gp	1d4	x3	—	1 lb.	Piercing

* This is a reach weapon that can be set against a charge.

MARTIAL WEAPONS-MELEE

Weapon (Size)	Cost	Damage	Critical	Range Increment	Weight	Type
Cutlass (M)	15 gp	1d6	18–20/x2	—	5 lb.	Slashing

SEA HORSE EQUIPMENT

The following items are all meant to be used with a giant sea horse.

Sea Horse Barding: This particular kind of barding is hand-crafted specifically for use with giant sea horses. It's made from the shells of giant crustaceans, giving it a great deal of strength while not make it so heavy that it weighs the sea horse down. This barding weighs less than standard barding, but the bulk still slows the creature wearing it down.

Sea horse barding comes in all the same styles as standard sea armor. It has all the same properties as well.

Sea Horse Bit and Bridle: This is a special bit and bridle designed to work with giant sea horses. It does not work with standard mounts, just as the equipment for standard mounts does not work with sea horses. It is lighter than a standard bit and bridle, and the bit is curved to fit the sea horse's mouth just right.

Sea Horse Saddles: These are considered exotic saddles. They are usually made of shark hide. They come in military, pack, and riding styles.

Sea Sled: Also known as a water chariot, this device is harnessed to a team of two giant sea horses or dolphins. They are then used to pull the sea sled through the water.

The sea sled has no wheels or even runners. It is flat on the bottom, with a large fin running down the center of the underside to provide stability.

Tow Bag: This device consists of a rope (usually made of woven kelp) attached to a harness on one end and a large bag on the

other. It is harnesses to a dolphin or sea horse which can then drag the bag along behind it. The length of the rope can vary, but it's rarely longer than 20 feet. This is often used instead of a pack saddle to haul along bulkier items.

NEW WEAPONS

The following weapons are commonly found on ships of all kinds. They are the weapons of choice of sailors of all types.

Belaying Pin: A belaying pin is a short, wooden pin that is usually fitted into a hole in a ship's railing. Ropes are then fastened (belayed) around the pin. Belaying pins are about the size of a dagger and have a good heft to them. When used in combat, the attacker grabs the belaying pin around its lower part, the portion that actually fits into the hole in the railing. He then strikes targets with the heavier top end, using the pin as a club.

Belaying pins are favored impromptu weapons of sailors, since they are readily at hand in many places on a ship's deck. Some sailors carry a belaying pin with them regularly. They find that most people don't see the bits as actual weapons—until they're struck with one.

Boarding Pike: A boarding pike is a polearm, the business end of which ends with a hook and a spike. The hook is used to grab an opposing ship and pull it closer so that it can be boarded, either by you or your fellows. The spike is used to ward off foes trying to board your own ship, making the weapon useful for both offense and defense. This is a reach weapon and can be set against a charge.

Cutlass: This is a curved sword sharpened along the convex edge. It is similar to a scimitar, but a bit shorter and heavier. It's usually kept in an oiled scabbard to help prevent rusting.

Gaff/Hook: This is a sharp, vicious hook on a short handle, often set perpendicularly to the hook. It is normally used to pull fish into a boat once they've been netted or reeled in. A hook prosthesis is essentially the same thing.

NEW MAGIC ITEMS

The following new magic items are appropriate for a seagoing game.

EARRINGS

Many sailors are known to wear earrings of one kind or another. These work similarly to standard rings. In fact, enchanted earrings count as enchanted rings for purposes of determining the number of magic items one hero can use.

A character can only wear up to two earrings at a time, one in each ear. To do so, the character must have pierced his ears. If this is already taken care of, there are no problems. In a pinch, a character can pierce his own ears with any handy device, including the earring in question itself. Doing so causes 1 hp of damage for each piercing.

Traditionally, sailors wore earrings as a bounty on their bodies or their life. If they were to be swept into the sea, the person who saved their life or recovered their body earned one or both of the hapless sailor's earrings as a reward for his troubles.

Physical Description: For practical purposes, earrings weigh nothing. Most earrings are forged from precious or even mundane metals. Many are set with precious or semiprecious stones as well. A typical earring has an AC of 13, 2 hit points, a hardness of 10, and a break DC of 25 for the earring and 15 for the clasp or stud. If the clasp or stud is broken, the earring does not work until the fastener is repaired.

EARRINGS

Minor	Medium	Major	Potion	Market Price
01-03	—	—	<i>Animate rope</i>	1,800 gp
04-06	—	—	<i>Message</i>	1,800 gp
07-09	—	—	<i>Climbing</i>	2,000 gp
10-13	—	—	<i>Jumping</i>	2,000 gp
14-26	—	—	<i>Protection +1</i>	2,000 gp
27-30	—	—	<i>Warmth</i>	2,100 gp
31-40	—	—	<i>Feather falling</i>	2,200 gp
41-45	—	—	<i>Swimming</i>	2,300 gp
46-50	—	—	<i>Sustenance</i>	2,500 gp
51-55	01-05	—	<i>Counterspells</i>	4,000 gp
56-60	06-10	—	<i>Mind shielding</i>	8,000 gp
61-70	11-20	—	<i>Protection +2</i>	8,000 gp
71-75	21-25	—	<i>Force shield</i>	8,500 gp
76-80	26-30	01	<i>Ram</i>	8,600 gp
81-85	31-35	02	<i>Animal friendship</i>	9,500 gp
86-90	36-40	03	<i>Chameleon power</i>	12,000 gp
91-95	41-45	04	<i>Water walking</i>	15,000 gp
96-100	46-50	05-06	<i>Elemental resistance, minor</i>	16,000 gp
—	51-60	07-10	<i>Protection +3</i>	18,000 gp
—	61-70	11-15	<i>Invisibility</i>	20,000 gp
—	71-75	16-20	<i>Wizardry (I)</i>	20,000 gp
—	76-80	21-25	<i>Elemental resistance, major</i>	24,000 gp
—	81-82	26-30	<i>X-ray vision</i>	25,000 gp
—	83-84	31-35	<i>Evasion</i>	25,000 gp
—	85-86	36-40	<i>Blinking</i>	30,000 gp
—	87-88	41-45	<i>Tongues</i>	30,000 gp
—	89-90	46-50	<i>Water Breathing</i>	30,000 gp
—	91-92	51-55	<i>Protection +4</i>	32,000 gp
—	93-94	56-60	<i>Wizardry (II)</i>	40,000 gp
—	95	61-65	<i>Freedom of movement</i>	40,000 gp
—	96	66-69	<i>Friend shield</i>	50,000 gp
—	97	70-73	<i>Protection +5</i>	50,000 gp
—	98	74-77	<i>Shooting stars</i>	50,000 gp
—	99	78-81	<i>Telekinesis</i>	75,000 gp
—	100	82-85	<i>Wizardry (III)</i>	80,000 gp
—	—	86-88	<i>Spell storing</i>	90,000 gp
—	—	89-90	<i>Regeneration</i>	90,000 gp
—	—	91-92	<i>Three wishes</i>	97,950 gp
—	—	93	<i>Wizardry (IV)</i>	100,000 gp
—	—	94	<i>Djinni calling</i>	125,000 gp
—	—	95	<i>Water Control</i>	132,000 gp
—	—	96	<i>Spell turning</i>	150,000 gp
—	—	97	<i>Air elemental command</i>	200,000 gp
—	—	98	<i>Earth elemental command</i>	200,000 gp
—	—	99	<i>Fire elemental command</i>	200,000 gp
—	—	100	<i>Water elemental command</i>	200,000 gp



Activation: Normally, you use a command word to activate an earring. This is a standard action that does not provoke an attack of opportunity. Some earrings work continuously. Others are activated by touching or rubbing them. The latter are especially useful for more subtle spells as pirates constantly fiddle with their earrings and the action might not be taken for the activation of a magic item.

Creation: The methods of crafting magic earrings are generally identical to that of creating magic rings. To make a magic earring, a hero must have the Forge Ring feat.

Random Generation: Use the table on the following page for generating earrings randomly.

Special Qualities: Roll a d%. On a 1, the earring is intelligent—unless it has charges. On 2–10, the earring has an inscription that tells what it does. On any other result, there is nothing special about the earring other than its powers.

EARRING DESCRIPTIONS

Most magical earrings are not gaudy things. They often look like only simple, small hoops of some precious metal. They look equally at home on men as on women. There are some exceptions, of course, but they are rare.

Many earrings work identically to standard rings, the only difference being they must be worn in the ear, not on the hand. See the *DMG*, pages 192–195 for descriptions of many of the kinds of items that appear on the table on the following page. In addition to these, there are a number of other kinds of earrings which have their own effects. These are listed in the sidebar on page 105 for easy reference.

Animate Rope: The wearer of this earring can make use of the *animate rope* spell on command. Treat this as if the spell had been cast by a 1st-level wizard. As such the earring's effect has a range of 110 feet, can control a ropelike object up to 55 feet long, and lasts for 1 round.

Some captains have been known to use this handy item to help them sail ships entirely on their own. In fact, while a sailor uses this earring, he is effectively as useful as two sailors.

Caster Level: 1st; *Prerequisites:* Forge Ring, *animate rope*; *Market Price:* 1,800 gp.

Message: This earring allows the wearer to use the *message* spell on command. Treat this as if the spell had been cast by a 1st-level wizard. As such the earring's effect has a range of 110 feet, can target 1 person, and lasts for up to 10 minutes.

Caster Level: 1st; *Prerequisites:* Forge Ring, *message*; *Market Price:* 1,800 gp.

Tongues: This earring is always functioning while worn. It permits the wearer to understand whatever is being said by anyone around him, no matter what the language being used is.

This kind of item is invaluable to a captain sailing to many different strange lands. It's difficult to sell goods—or rob—someone if the locals can't understand a word you're saying.

Caster Level: 5th; *Prerequisites:* Forge Ring, *tongues*; *Market Price:* 30,000 gp.

Water Breathing: This is one of the most valued of all earrings. This is not because of how powerful it is but for the fact that it can keep a sailor from drowning in even the roughest seas.

This earring permits the wearer to breathe underwater as if he was permanently affected by the *water breathing* spell.

Caster Level: 5th; *Prerequisites:* Forge Ring, *water breathing*; *Market Price:* 30,000 gp.

Water Control: On command, the wearer can utilize the *control water* spell as if cast by an 11th-level wizard. Thus the item's effect has a range of 840 feet, affects a volume of up to 110 feet x 110 feet by 22 feet, and lasts for up to 110 minutes.

This kind of item can be invaluable in combat on the high seas and is highly sought after.

Caster Level: 11th; *Prerequisites:* Forge Ring, *control water*; *Market Price:* 132,000 gp.

WEAPONS

All of the new weapons listed in this chapter can certainly be enchanted just like any other. However, there is one particularly interesting sort of enchanted weapon that bears a bit more attention.

Captain's Hook: This item looks like a standard prosthetic hook, although runes are inscribed up and down its metallic end. To function, this hook must be placed on the end of an arm that has been severed at the wrist.

This weapon acts as a +3 *keen hook*. It also grants the wearer the ability to cast *control weather* once per day by use of a command word. She can also cast *control winds* three times per day by using a different command word. Both spells function as if cast by an 11th-level wizard. For *control winds*, this means a range of 440 feet, an area with a radius of 440 feet, and a duration of 110 minutes.

Caster Level: 11th; *Prerequisites:* Craft Magic Arms and Armor, *control weather*, *control winds*; *Market Price:* 249,800 gp.

WONDROUS ITEMS

There are a number of different kinds of new wondrous items that are appropriate to adventures surrounding the sea. They are described below.

Deceptive Parchment: This paper is enchanted so that it has two surfaces: one that anyone can see and one that is only shown when the proper command word is spoken. This works similarly to *illusory script*, except that anyone who uses the command word is considered to be the person designated to be able to read the true words on the parchment.

The *parchment* also features the *suggestion* ability of the *illusory script* spell. The *suggestion* can vary, but it's usually, "Put this parchment back where you found it and forget about it."

The *deceptive parchment* is normally used to hide the true nature of a treasure map. Pirates often purchase blank copies and then draft their own maps on them.

Caster Level: 5th; *Prerequisites:* Craft wondrous item, *illusory script*; *Market Price:* 27,000 gp.

CHAPTER SIX: DELIGHTS OF THE DEPTHS

Horn of Blowing: This bugle allows its user to affect the surrounding winds as if she were a 9th-level wizard casting *control winds*. The manner in which the horn is blown affects the winds directly. If the horn is blown hard, the wind strength picks up. If the horn is blown softly, the wind starts to die. The direction in which the trumpet is facing when blown becomes the new direction of the wind.

Caster Level: 9th; *Prerequisites:* Craft Wondrous Item, *control winds*; *Market Price:* 90,000 gp.

Map of Tracking: This item looks like a simple, incredibly accurate map of any locale, from a single building all the way up to a continent. The scale of the map is fixed at the time of its creation.

While you hold a personal item of someone else who is in a location shown on the map, that person's exact location appears on the map as an X. As the person moves, the X moves as well. The X does not betray the person's facing, and it only works in two

dimensions. Most maps are top-down views, for instance, and do not depict the X's altitude. A cutaway map would show altitude but not depth.

This effect has unlimited range, but it only works for one target at a time.

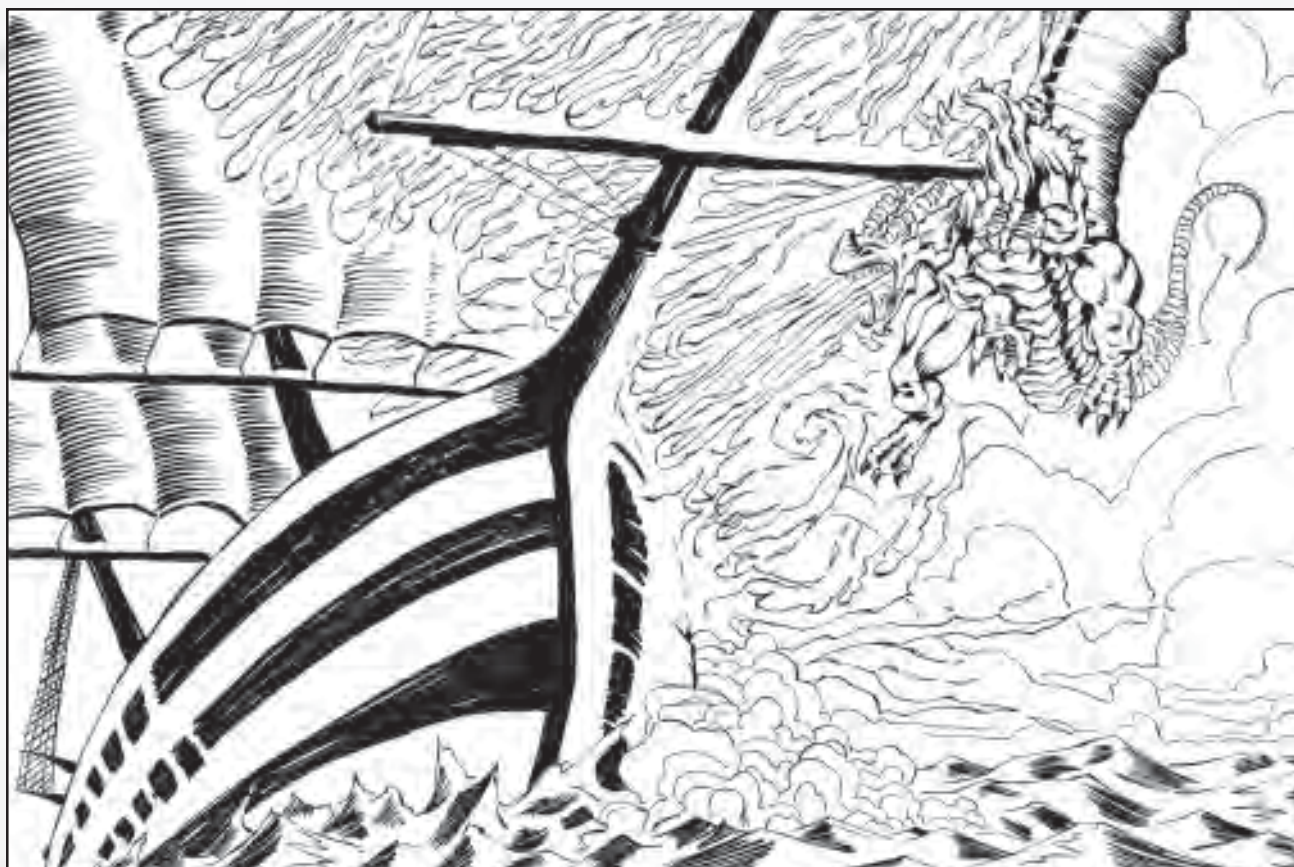
Caster Level: 7th; *Prerequisites:* Craft Wondrous Item, *locate creature*; *Market Price:* 56,000 gp.

Eye Patch of True Seeing: This eye patch works just fine whether placed over an eye that can see or not. Either way, the wearer can suddenly see right through the patch—and better than ever. When properly worn, the patch allows the user to see with *true sight* through the covered eye or socket.

Caster Level: 11th; *Prerequisites:* Craft Wondrous Item, *true seeing*; *Market Price:* 132,000 gp.

Hat of the Captain: This enchanted sailor's hat continuously grants the wearer a +10 bonus to Profession (sailor) checks.

Caster Level: 5th; *Prerequisites:* Craft



Wondrous Item, caster must have at least 5 ranks in the Profession (sailor) skill; *Market Price*: 2,000 gp.

Sails of Speed: These enchanted sails grant the ship they're on the ability to move an additional 50% faster than normal sails in the same position would. For purposes of calculating speed with respect to diminishing returns on speed, fastest sails are always considered first

Caster Level: 5th; *Prerequisites*: Craft Wondrous Item, *haste*; *Market Price*: small, 10,000 gp; medium, 25,000 gp; large, 40,000 gp.

Boots of the Sailor: These sailor's boots are tall and supple, made from the finest black leather. The wearer continually gains a +5 bonus to all Balance and Climbing checks.

Caster Level: 3rd; *Prerequisites*: Craft Wondrous Item, caster must have 3 ranks each in the Balance and Climbing skills; *Market Price*: 1,000 gp.

Weather Vane: This looks like a normal weather vane, except for the runes etched upon its metallic surface. With a command word, the user can make use of a *control weather* spell once per day.

Caster Level: 11th; *Prerequisites*: Craft Wondrous Item, *control weather*; *Market Price*: 118,800 gp.

Necklace of Seahorse Friendship : These necklaces are usually crafted with a string of white pearls. While worn, the wearer wins the loyalty of any seahorse, of any variety.

The wearer can teach the befriended seahorse as many tricks or tasks as they have points of Intelligence. The task cannot be complex, nothing more than coming when called or waiting for their friend's return.

At any one time, the necklace can only befriend 12 HD of seahorses total. You may dismiss seahorse friends to accept new ones with no ill effects.

Caster Level: 3rd; *Prerequisites*: Craft Wondrous Item, *Animal Friendship*; *Market Price*: 2,000 gp.

Underwave Breathing Apparatus: This odd invention uses alchemically treated bands of kelp to affix an enchanted flask to the

wearer's mouth. When taken into an airless environment (such as the Underwave or Undeep), it retains fresh air within it at all times, continually renewing its contents and allowing the wearer to breathe.

While worn, the apparatus also allows the wearer to act as if continually under the effect of a *freedom of movement* spell.

Caster Level: 7th; *Prerequisites*: Craft Wondrous Item, *control wind*, *freedom of movement*; *Market Price*: 25,000 gp.

Underwave Goggles: Constructed of thick lens of clear, bubbled glass and held together by alchemically treated bands of woven kelp, these are an essential aid to underwater exploration.

Essentially, the goggles provide the wearer with the combined effects of the three spells used in its creation, allowing him to see underwater without penalty.

Caster Level: 3rd; *Prerequisites*: Craft Wondrous Item, *Sea Eyes*, *Clearwater Darkvision*; *Market Price*: 15,000 gp.

Underwave Jelly: This thick, alchemical jelly is used to protect the skin from the effects of cold and pressure. A single dose is enough to cover a Medium-size humanoid.

Caster Level: 3rd; *Prerequisites*: Caster must have at least 5 ranks in the Alchemy skill, *Brew Potion*, *Protection from Elements*; *Market Price*: 1,000 gp.

Pirate's Anchor: This foot long miniature anchor replaces a ship's traditional anchor, and allows the anchor to fully deploy in a single round, regardless of water depth.

Caster Level: 3rd; *Prerequisites*: Craft Wondrous Item, caster must have at least 5 ranks in the Profession (sailor) skill; *Market Price*: 5,000 gp.

Navigator's Compass: This finely crafted gold compass allows the user to locate any absolute direction by concentrating and uttering the desired direction aloud. This item does not allow the user to locate specific places, however; it is limited to absolute directions.

Caster Level: 3rd; *Prerequisites*: Craft Wondrous Item, *Compass*; *Market Price*: 1,000 gp.



NEW CREATURES

The sea is populated with thousands of different kinds of creatures. For our purposes, we are content to discuss four major kinds here.

GIANT SEA HORSE

Large Animal (Aquatic)

Hit Dice: 4d8+12 (30 hp)

Initiative: +1 (+1 Dex)

Speed: Swim 80 ft.

AC: 13 (–1 Size, +1 Dex, +3 Natural Armor)

Attacks: Bite +6 (melee); tail +1 (melee)

Damage: Bite 1d4+4; tail 1d6+2

Face/Reach: 5 ft. x 10 ft./5 ft.

Special Qualities: Low-light vision

Saves: Fort +7, Ref +2, Will +2

Abilities: Str 18, Dex 13, Con 17, Int 2, Wis 13,
Cha 6

Skills: Listen +5, Spot +5, Swim +16

Feats: —

Climate/Terrain: Temperate, aquatic

Organization: Solitary or herd (20–40)

Challenge Rating: 1/2

Treasure: None

Alignment: Always neutral

Advancement: —

The giant sea horse is a massive version of the tiny fish that populate brackish shores in many parts of the world. It serves as a beast of burden to many aquatic races.

Giant sea horses look just like massive versions of their smaller cousins. They come in a variety of earthy shades, ranging from a sandy yellow to a rusty brown. They are covered with plates of natural armor that offer them some protection in combat, although they are sometimes fitted with aquatic barding in times of war.

Giant sea horses are herbivorous, usually feeding on the massive beds of kelp and other seaweeds in which they like to live. Wild giant sea horses often run in packs for protection against the larger predators in the ocean. Some

of these are captured and tamed by seagoing races, although most domesticated giant sea horses are raised from birth instead.

Like their smaller cousins, the male of the species actually transfers the fertilized eggs of its young into its own belly pouch and only releases them after they are ready, effectively giving birth to them. Giant sea horses can grow to be 10 feet in length and weigh up to 1,000 pounds.

COMBAT

Giant sea horses are naturally strong. They tend to prefer to evade combat, but they are aggressive once attacked. They prefer to bite when being ridden, but otherwise attack first with their tails. A giant sea horse can fight while carrying a rider, but the rider cannot fight at the same time without a Ride check (DC 10).

Carrying Capacity: For a giant sea horse, a light load is up to 300 pounds, a medium load is 301–600 pounds, and a heavy load is 601–900 pounds. Such a creature can tow up to 4,500 pounds with a proper harness.

MANTA RAY

Large Animal (Aquatic)

Hit Dice: 4d8+4 (22 hp)

Initiative: +2 (+2 Dex)

Speed: Swim 60 ft.

AC: 15 (–1 Size, +2 Dex, +4 natural)

Attacks: 1 Butt +6 (melee)

Damage: Butt 2d4+6

Face/Reach: 5 ft. x 10 ft./5 ft.

Special Qualities: Low-light vision

Saves: Fort +5, Ref +3, Will +1

Abilities: Str 18, Dex 14, Con 12, Int 1, Wis 10, Cha 5

Skills: Hide +6, Spot +4, Swim +16

Feats: —

Climate/Terrain: Temperate aquatic

Organization: Solitary

Challenge Rating: 0.5

Treasure: None

Alignment: Always neutral

Advancement Range: 5–8 HD (Large), 9–12 HD (Huge)

Closely related to sharks, manta rays—also known as devil rays or devil fish—are the largest of the rays. They are generally peaceful creatures, and many of the intelligent denizens of the deep have been known to hitch rides on them regularly.

The average manta ray is about 22 feet wide as an adult and weighs in at around 1,500 pounds. They can grow to nearly 30 feet wide and tilt the scales at 3,000 pounds. Despite their fearsome size, manta rays are relatively harmless. They do not have any teeth. They feed on tiny sea organisms, up to small fish, by filtering them through its mouth.

The creature gets the name “devil ray” from the characteristic stalks that extend from its front, which are taken to look like a devil’s horns. Manta rays are dark brown to black on top, fading toward their edges. Their undersides are pale. They often carry remoras near their mouths or gills.

Manta rays have a tail, like most other rays, but it is short. It does not contain any venom and is useless in combat.

Many aquatic peoples are known to use large manta rays as occasional beasts of burden. They are nearly impossible to saddle, since most such devices would harm the creature’s ability to swim effectively. However, they are usually not too shy, so it’s not impossible for a good swimmer to grab on to the top of the manta ray between its two eyes and be pulled along.

In any case, manta rays need to swim a great deal to feed. This makes it difficult if not impossible to domesticate them. Most cultures don’t even try.

COMBAT

Manta rays prefer to avoid combat when possible. Their preferred tactic is to swim away at top speed. They are fairly acrobatic in the water and have even been known to leap into the open air. They swim by flapping their pectoral fins, giving them the look of a creature flying gracefully through the water. When forced into battle, the manta ray usually butts its head into the offender until it can leave.

STINGRAY

Tiny Animal (Aquatic)

Hit Dice: 1/4d8 (2 hp)

Initiative: +2 (+2 Dex)

Speed: Swim 20 ft.

AC: 15 (+2 Size, +2 Dex, +1 natural)

Attacks: Sting +1 (melee)

Damage: Sting 1d4–3 and poison

Face/Reach: 2.5 ft. x 2.5 ft./0 ft.

Special Attacks: Poison

Special Qualities: Camouflage, low-light vision

Saves: Fort +2, Ref +2, Will +0

Abilities: Str 7, Dex 14, Con 10, Int 1, Wis 10, Cha 2

Skills: Hide +12, Spot +1, Swim +6

Feats: —

Climate/Terrain: Temperate aquatic

Organization: Solitary

Challenge Rating: 1/4

Treasure: None

Alignment: Always neutral

Advancement Range: 1/2 HD (Tiny), 1 HD (Small)

A relatively small ray, the stingray likes to bury itself just below the surface of the sand in a river or ocean. While it normally prefers to be left alone, humanoids sometimes step on it and taste the sting from its tail.

Stingrays usually measure about 1–2 feet in diameter. They are disklike in shape, with a foot-long tail. They swim by rippling their lateral edges, a movement they also use to bury themselves in the sand. There are freshwater varieties, but they are mostly found on the shores of temperate or tropical seas where they can find the small creatures on which they feed.

Stingrays range in color from brown to yellow on the top, just a bit paler toward their edges. Their bottom sides are nearly white. They each have a vicious stinger on the end of their tail, which is actually like a serrated knife.

Stingrays have teeth, but their mouths are too small to be used as an attack. Their favorite foods are small insects, fish, and crustaceans. They aren't terribly fast swimmers, so their usual tactic is to cover up their prey and then

work around until their mouth—located toward the front of their bottom side—is in position to make a meal out of the catch.

COMBAT

In most cases, stingrays only attack when someone is unfortunate enough to step on them. Some aquatic races raise schools of stingrays along the shores near their homes as a natural defense against intruders. Some aquatic spellcasters use stingrays more aggressively, using spells like *animal friendship* to get them to attack more directly. Their speed works against them here, but in large numbers this can be an effective tactic.

Camouflage (Ex): When lying partially buried in the sand, the stingray adds +10 to its Hide skill. Most of the time, a stingray scatters when it hears someone coming, so the best defense against accidentally stepping on such a creature is to shuffle or pound your feet as you walk through the water.

Poison (Ex): Sting, Fortitude save (DC 14); initial and secondary damage 1d6 temporary Constitution.

DEEP ABOLETH

Gargantuan Aberration (Aquatic)

Hit Dice: 16d8+112 (176 hp)

Initiative: +1 (Dex)

Speed: Swim 60 ft.

AC: 19 (-4 size, +13 natural)

Attacks: 6 tentacles +8 melee, bite +3 melee

Damage: Tentacle 1d8+12 and transformation, bite 1d8+6

Face/Reach: 10 ft. by 20-ft./10-ft.

Special Attacks: Transformation, psionics, enslave

Special Qualities: Ink cloud

Saves: Fort +13, Ref +3, Will +11

Abilities: Str 34, Dex 12, Con 24, Int 15, Wis 17, Cha 17

Skills: Concentration +16, Knowledge (any one) +7, Listen +16, Spot +16

Feats: Alertness, Combat Casting, Iron Will

Climate/Terrain: Any aquatic

Organization: Solitary, brood (2-4), or slaver brood (1d3+1 plus 7-12 skum)

Challenge Rating: 10

Treasure: Double standard

Alignment: Usually lawful evil

Advancement: 17-32 HD (Gargantuan); 32+ Colossal

The deep aboleth, like its subterranean cousin, is a revolting fishlike creature with a strong hatred for all nonaquatic beings. Unlike its cousin, the deep aboleth has fully adapted to life under the waves, and has even shed its amphibian nature. They now spend their entire lives roaming the dark places of the depths.

Deep aboleths are fierce predators, with sharp cunning surpassed only by a deep-seeded cruelty. Like their cousins, they horde many ancient and terrible secrets, for they inherit their parents' knowledge at birth and assimilate the memories of any sentient creature they consume.

Deep aboleths resemble massive, prehistoric fish, with tough plates of spiny, protective armor covering thick, rubbery, green-blue skin. They measure an impressive 40 feet from snout to tail, with six 10-foot long tentacles sprouting from behind the thick ridges of their armored heads. Just above their pink bellies lie large disk-shaped suctorial mouths armed with spiky teeth and surrounded by four pulsating organs that secrete foul-smelling gray ooze.

Though they have little to fear from the open depths of the sea, deep aboleths tend to lair in Underwave trenches or subterranean Underdeep caverns. They use their powers of illusion and formidable psionic abilities to lure creatures into their lairs, and ultimately, into slavery. They generally have 1d6 slaves of varying aquatic races in or around their lairs at all times.

Deep aboleths are asexual, breeding in solitude, and laying 1d2 eggs every five years. These eggs grow for another five years before hatching into full-grown replicas of the parent. Hatchlings, though physically mature, remain with their parent for a decade, developing their psionic strength and obeying the elder creature without question.

Deep aboleths speak a dialect of the standard Aboleth language, as well as Aquan.

COMBAT

A deep aboleth attacks by flailing with its long, slimy tentacles, or its sharp bite, though it prefers to fight from a distance using its illusion powers.

Transformation (Ex): A blow from a deep aboleth's tentacle can cause a terrible transformation. Affected creatures must succeed at a Fortitude save (DC 21) or begin to transform over the next 1d4+1 minutes, the skin gradually becoming a clear, slimy membrane. A transformed creature must remain submerged in water or suffer 1d12 points of damage every 10 minutes. A *remove disease* spell cast before the transformation is complete restores an afflicted creature to normal. Afterward, only a *heal* or *mass heal* spell can reverse the change.

Psionics (Sp): At will: hypnotic pattern, illusory wall, mirage arcana, persistent image, programmed image, project image, and veil. These effects are as the spells cast by a 16th-level sorcerer (save DCs, where applicable, are 16 + spell level).

Enslave (Su): Three times a day, a deep aboleth can attempt to enslave any one living creature within 30 feet. The target must succeed at a Will save (DC 20) or be affected as though by a *dominate person* spell cast by a 16th-level sorcerer. An enslaved creature obeys the deep aboleth's telepathic commands (but does not fight on its behalf) until freed by *remove curse* or *dispel magic*, and can attempt a new Will save every 24 hours to break free. The control is also broken if the deep aboleth dies or travels more than one mile from its slave.

Ink Cloud (Ex): In combat, a deep aboleth surrounds itself with a purple cloud of ink roughly 10 feet thick. It can do this once per minute as a free action. Any creature coming into contact with this substance must succeed at a Fortitude save (DC 22) or be *slowed* for 2d6 rounds. Renewed contact with the ink cloud and failing another Fortitude save continues the effect for another 1d6 additional rounds.

UNDERWAVE BANSHEE

This example uses a 9th level elven sorceress as the base creature.

Medium-Size Undead

(Aquatic, Incorporeal)

Hit Dice: 10d12 (51 hp)

Initiative: +6 (+2Dex, +4 Improved Initiative)

Speed: Fly 30 ft.; Swim 30 ft.

AC: 18 (+2 Dex, +6 Deflection)

Attacks: Incorporeal touch +5 melee

Damage: Incorporeal touch corruption 2d4
(2d4+3 vs. ethereal)

Face/Reach: 5-ft. by 5-ft./5-ft.

Special Attacks: Corrupting Touch, Dreadful Wail

Special Qualities: Undead, Incorporeal, +4 Turn Resistance

Saves: Fort +3, Ref +5, Will +9

Abilities: Str 10, Dex 14, Con —, Int 16, Wis 10, Cha 22

Skills: Alchemy +15, Craft +11, Hide +1, Knowledge (arcana) +14, Listen +1, Move silently +1, Scry +16, Search +4, Spellcraft +12, Spot +1

Feats: Improved Initiative, Iron Will, Brew potion, Craft wand

Spells: 0th — *Dancing Lights, Daze, Detect Magic, Ghost Sound, Light, Mage Hand, Prestidigitation, Read Magic, Resistance*. 1st — *Charm Person, Chill Touch, Feather Fall, Magic Missile, Sleep*. 2nd — *Blur, Knock, Minor Image, Mirror Image, Summon Monster II*. 3rd — *Fireball, Fly, Hold Person, Lightning Bolt*. 4th — *Charm Monster, Dimension Door, Shadow Conjuration*. 5th — *Cloudkill, Cone of Cold*.

Climate/Terrain: Any Underwave

Organization: Solitary

Challenge Rating: 8

Treasure: Standard

Alignment: Usually chaotic evil

The underwave banshee is the spirit of an evil female elf, drowned at sea—a rare thing indeed. An underwave banshee hates the living; finding their very presence an unbearable mockery of their own wasted lives. They attack any living creature they encounter.

Underwave banshees die at sea and thus tend to make their homes in desolate underwater caves or shipwrecks. They spend their days and nights haunting the gloomy waters, destroying any who trespass in their domain—a place littered with the bones of those who have heard the spirit's cry.

Underwave banshees are a blight wherever they lair. They destroy any living creatures they encounter without hesitation or mercy, and their only pleasure is the misery and pain of others. In addition to their devastating effect on the creatures around them, an underwave banshee's corrupting presence wreaks havoc with the surrounding ecosystem—coral becomes unnaturally twisted, kelp turns into a sickly, tangled mess, and even the sand takes on a rotted, decaying aspect. After a few years, this infection spreads, creating a desolate wasteland within a mile radius of the creature's lair.

Underwave banshees are exceptionally intelligent and can generally speak numerous languages, including Elven, Common, and Aquan.

COMBAT

Underwave banshees are formidable opponents indeed. Their ghastly voices are the stuff of nightmare, and they use them to devastating effect.

Underwave banshees also retain any abilities they had in life, and may use them in whatever manner they wish.

Frightful Moan (Su): The Underwave banshee can moan as a standard action. All living creatures within a 90-foot spread must succeed at a Will save (DC 21) or become panicked for 2d4 rounds. This is a sonic, necromantic, mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same Underwave banshee's moan for one day.

Dreadful Wail (Su): The Underwave banshee can wail as a standard action. All living creatures within a 90-foot spread must succeed at a Fortitude save (DC 21) or die. If the save is successful, the wail delivers 3d6+10

points of damage. As with the *Frightful Moan* ability, a creature that successfully saves against the wail cannot be affected by the same Underwave banshee's wail for one day.

Corrupting Touch (Su): An Underwave banshee that hits a living target with its incorporeal attack deals 2d4 points of damage. Against ethereal opponents, it adds its Strength modifier to the attack and damage rolls. Against material opponents, it adds its Dexterity modifier to attack rolls only.

GRIM FANGTOOTH

Medium-Size Beast (Aquatic)

Hit Dice: 4d8+4 (22 hp)

Initiative: +6 (+2Dex, +4 Improved Initiative)

Speed: Swim 60 ft.

AC: 15 (+2 Dex, +3 natural)

Attacks: Bite +4 melee

Damage: Bite 2d6+1

Face/Reach: 5-ft. by 5-ft./5-ft.

Special Attacks: Poison

Saves: Fort +4, Ref +5, Will +2

Abilities: Str 11, Dex 14, Con 12, Int 2, Wis 10, Cha 2

Skills: Listen +7, Spot +7

Feats: Improved Initiative, Weapon Finesse (Bite)

Climate/Terrain: Any Underwave

Organization: Solitary, or school 2-5

Challenge Rating: 7

Treasure: None

Alignment: Always neutral

Advancement: 8-10 HD (Large), 11-17 HD (Huge).

These carnivores are among the most vicious inhabitants of the Underwave. They aggressively seek out prey, cruising the depths with grim determination. There they lurk, still and unmoving, until they spot prey. Then they jet forward and snare their victims with massive, jagged teeth.

They have thick, powerful bodies. Hard, blacken plates of protective armor and scales cover their bodies except for their enormous bulbous eyes.

COMBAT

Grim fangtooth's use their *Jet* ability to close on prey very fast. Once in combat, they latch onto their victims with razor sharp teeth and incredibly strong jaws. These ferocious creatures give no quarter and fight to the death.

Jet (Ex): A grim fangtooth can jet forward with an incredible burst of speed (200ft), once a round as a double move action.

Attach (Ex): If a grim fangtooth hits with a bite attack, it uses its powerful jaws to latch onto the opponent's body and automatically deals bite damage each round it remains attached. An attached grim fangtooth has an AC of 13.

Poison (Ex): Bite, Fortitude save (DC 18) initial and secondary damage 1d6 temporary Constitution.

HINGESKULL

Huge-Size Beast (Aquatic)

Hit Dice: 9d10+45 (94 hp)

Initiative: +2 (+2 Dex)

Speed: Swim 40 ft.

AC: 22 (-2 Size, +2 Dex, +12 natural)

Attacks: Bite +12 melee

Damage: Bite 2d8+8

Face/Reach: 10-ft. by 20-ft./10-ft.

Special Attacks: Swallow

Special Qualities: Scent

Saves: Fort +13, Ref +8, Will +4

Abilities: Str 27, Dex 15, Con 20, Int 2, Wis 13, Cha 6

Skills: Listen +6, Spot +6

Feats: Great Fortitude

Climate/Terrain: Any Underwave

Organization: Solitary, or school 1-3

Challenge Rating: 8

Treasure: None

Alignment: Always neutral

Advancement: 11-16 HD (Huge)

This great fish is little more than a massive mouth and thick rubbery tail. It stretches 12' from mouth to tail, and can swallow creatures several times larger than itself. The hingeskull

gets its name from its odd head design. Its skull can swivel back a good deal, allowing its mouth to open very wide.

COMBAT

A hingeskull's biting attack, which causes 2d8+8 points of damage, is inflicted only once on each victim before it swallows them whole.

Swallow Whole (Ex): The hingeskull can attempt to swallow any creature it successfully bites by making a grapple check. Once inside, the victim takes 2d8+8 points of crushing damage and 1d8+6 points of acid damage per round from the hingeskull's digestive juices. A swallowed creature can cut its way out by dealing 40 points of damage to the hingeskull's innards (AC 20). Once a creature exits, the rubbery body adjusts for the damage and any new victim must cut his own way out.

WATER FIEND

Medium-Size Outsider (Evil, Lawful, Aquatic)

Hit Dice: 9d8+9 (51hp)

Initiative: +3 (Dex)

Speed: 30 ft.; Swim 60 ft.

AC: 19 (+3 Dex, +13 natural)

Attacks: 2 claws +12 melee, tail +6 melee, bite +3 melee

Damage: claws 2d6+3, tail 2d4+3, bite 1d8+3

Face/Reach: 5-ft. by 5-ft./5-ft.

Special Attacks: Spell-like abilities, improved grab, impale 3d4+3, summon baatezu

Special Qualities: Damage reduction 10/+1, SR 23, baatezu qualities, tongues, see in darkness, regeneration 2

Saves: Fort +7, Ref +6, Will +8

Abilities: Str 17, Dex 17, Con 13, Int 15 Wis 14, Cha 10

Skills: Concentration +13, Hide +12, Listen +15, Move Silently +12, Search +13, Sense Motive +13, Spellcraft +12, Spot +13

Feats: Endurance Swimmer, Improved Positional Advantage, Pressure Survival, Tail Slam (See The Seafarer's Handbook for more details on these new aquatic feats).

Climate/Terrain: Any land, underground, or aquatic

Organization: Solitary, team (2-4), or squad (6-10)

Challenge Rating: 10

Treasure: Standard

Alignment: Usually lawful evil

Advancement: 10 HD (Medium-size); 11-21 HD (Large)

These cunning devils, also called imrezia, are at home in any clime, but have been specially bred as shocktroops for devil conquest of watery domains.

Water fiends are tough and wiry. Their lithe frames are extremely dextrous and well-suited for swimming. Their hides are covered in hard, lightweight plates with sharp barbs and ridges on their arms and legs. They have snaking, prehensile tails that aids in swimming and combat.

COMBAT

The water fiend attacks viciously with its claws, always looking for an opportunity to impale an opponent with its barbed limbs. They are clever creatures and can use their spell-like abilities to devastating effect.

Spell-Like Abilities: At will—animate dead, charm person, desecrate, doom, hold person, major image, produce flame, pyrotechnics, and suggestion; 1/day—order's wrath, or unholy blight. These abilities are as the spells cast by a 9th-level sorcerer (save DC 10+spell level).

Improved Grab (Ex): To use this ability, the water fiend must hit with a claw attack. If it gets hold, it can impale the opponent with its barbed limbs.

Impale (Ex): A water fiend deals 3d4+3 points of damage to an opponent with a successful grab attack.

Summon Baatezu (Sp): Once per day, an imrezia can attempt to summon 2d10 lemures with a 50% chance of success, or another water fiend with a 75% chance of success.

Regeneration (Ex): Water fiends take normal damage from acid, and from holy and blessed weapons (if silver or enchanted).

Tongues (Su): A water fiend has a permanent tongues ability as the spell.

ZOMBIE SHARK

Huge-Size Beast (Aquatic, Undead)

Hit Dice: 8d12+3 (55 hp)

Initiative: -1 (-1 Dex)

Speed: Swim 40 ft.

AC: 11 (-2 Size, -1 Dex, +4 natural)

Attacks: Bite +7 melee

Damage: Bite 2d6+7

Face/Reach: 10-ft. by 10-ft./15-ft.

Special Qualities: Undead, partial actions only

Saves: Fort +8, Ref +7, Will +6

Abilities: Str 21, Dex 8, Con -, Int -, Wis 10, Cha 1

Feats: Toughness

Climate/Terrain: Any land, underground, or aquatic

Organization: Solitary, team (2-4), or squad (6-10)

Challenge Rating: 10

Treasure: None

Alignment: Usually lawful evil

Advancement: 10 HD (Medium-size); 11-21 HD (Large)

These once vicious predators are now just simple, animated corpses created to serve evil creatures of the Underwave. Sea Hags, kuo-toan shamans, and underdeep drow have all made use of these creatures in the past. Though slower than their living counterparts, these tenacious beasts can be quite dangerous.

COMBAT

Zombie sharks, like all others of their ilk, are mindless, slow opponents. They lunge forward with undead jaws, trying to rend anything in their path. Because they move so slow, experienced combatants have little trouble dealing with them.

Undead: Immune to mind-influencing effects, poison, sleep, paralysis, stunning, and disease. Not subject to critical hits, subdual damage, ability damage, energy drain, or death from massive damage.

Partial Actions Only (Ex): Zombie sharks have poor reflexes and can perform only partial actions. Thus they can move or attack, but can only do both if they charge.

PHOSPHORESCENT JELLIES

Small-Size Aberration (Aquatic)

Hit Dice: 9d8 (40 hp)

Initiative: +14 (+10 Dex, +4 Improved Initiative)

Speed: Swim 50 ft.

AC: 30 (+1 Size, +10 Dex, +9 Deflection)

Attacks: Shock +16 melee

Damage: Shock 2d8

Face/Reach: 5-ft. by 5-ft./5-ft.

Special Attacks: --

Special Qualities: Spell Immunity, natural invisibility

Saves: Fort +3, Ref +13, Will +9

Abilities: Str --, Dex 30, Con 10, Int 15, Wis 16, Cha 12

Skills: Bluff +11, Listen +17, Search +14, Spot +17

Feats: Alertness, Blind-Fight, Dodge, Improved Initiative

Climate/Terrain: Any Underwave

Organization: Solitary, or school 2-4

Challenge Rating: 6

Treasure: None

Alignment: Always chaotic evil

Advancement: 10-18 HD (Small)

Phosphorescent jellies are in the same chaotic evil family as will-o'-wisps. These emotional leeches feed on the strong emotions created by panic, fear, and death. They delight in luring creatures into thermal vents, heavy currents, and other deadly situations, then absorbing the resulting emotions before the creatures' demise.

Phosphorescent jellies appear as light green or blue globes; perfect lures for the ocean depths. They can control these ghostly colors, changing them in any manner they wish.

A phosphorescent jelly is a semisolid globe of translucent jelly about one foot across and weighing about two pounds. It has no vocal apparatus but can vibrate to create an eerie, haunting voice.

Phosphorescent jellies speak Aquan and Common.

COMBAT

Phosphorescent jellies tend to avoid combat. They prefer to confuse their prey, luring them into hazardous places. When forced into combat they use small electrical shocks, which act as normal melee attacks.

Spell Immunity (Ex): The only spells that affect underwave wisps are *magic circle against chaos or evil*, *magic missile*, *protection from chaos or evil*.

Natural Invisibility (Ex): A startled or frightened phosphorescent jelly internally releases a chemical that extinguishes its glow, effectively becoming invisible, as per the spell.

COMBAT UNDERWATER

This section presents the new rules and guidelines for resolving combat underwater created by our friends at Fantasy Flight Games. The text of this section is designated as **Open Game Content**.

Where there is life, there is conflict, and where there is intelligent life, there is war. This is as true under the water as it is above the ground, but while the fact of combat remains unchanged, the nature of combat is considerably different. This section discusses some of the most obvious differences and offers rules to simulate them, always keeping in mind the concept of the maximum gain in fun for the minimum gain in complexity. In keeping with that sentiment, many things are abstracted. Further, a lot of attention is paid to the idea that many undersea conflicts involve normally surface-dwelling PCs interacting with undersea natives. DMs running an undersea-intensive campaign can use these rules as a solid base to build on.

The main issues when fighting underwater, compared to the surface, include the following.

Movement and Environment: You do not run underwater; you swim. This section summarizes rules for swimming, and offers some additional options to make underwater adventures more than an endless series of swim checks. It also discusses the effects of cold and pressure.

Lighting and Vision: Most of the Underwave is dark, and even that which is brightly lit is often clouded by sudden murk. Further, water distorts light so vision is badly blurred. The section on vision details the game effects for these conditions.

Weapon and Armor Efficiency: Water is much more dense than air. Blunt weapons are very difficult to use, and even slashing weapons are somewhat limited. Thrusting and piercing weapons are preferred. Further, ranged weapons lose their power quickly, because it is more difficult for a missile to travel through water than through air. As for defense, it is nearly impossible to use a large shield efficiently, and bulky armor is a death sentence when every round requires a Swim check. These game effects are detailed in the combat section.

Living and Dying in Three Dimensions: Beings accustomed to fighting in only two dimensions are at a serious disadvantage against natives whose combat training includes looking above one's head and below his feet at all times. Everything from flanking to attacks of opportunity changes underwater. These game effects are detailed in the combat section. Enterprising DMs might adapt those rules to combat in magical anti-gravity zones or on strange planes of existence where gravity is non-existent but that is beyond the scope of this book.

MOVEMENT AND ENVIRONMENT

A successful Swim (or Strength) check allows a character to swim at 1/4 his normal speed as a move-equivalent action, or 1/2 speed as a full-round action. The Swim check is rolled each round at DC 10 for calm water, DC 15 for rough water, and DC 20 for stormy water. A failure means the character begins to drown.

Swimming underwater accrues a -1 penalty to Swim check for each round underwater due to the strain of holding one's breath. This penalty is eliminated if the character is the

beneficiary of any magic that grants the ability to breathe water. A swimming character also suffers a -1 penalty for every 5 pounds of gear instead of an armor check penalty. Fatigue damage is calculated every hour that a character swims; make a Swim check against DC 20 and take 1d6 points of subdual damage on a failed roll.

Fast-moving water or currents deal 1d3 subdual damage per round on a failed Swim or Strength check (DC 15). Impacts with things such as rocks cause 1d6 normal damage. On a failed check, the character makes another check to keep from going under.

If you are under the influence of water breathing, freedom of movement, or improved water breathing, you can swim at 1/2 speed without making Swim or Strength checks under normal circumstances. You must only make a Swim check each round during stressful situations such as combat. In these situations, you move at 1/4 normal speed as a move-equivalent action, or 1/2 speed as a full-round action.

Aquatic creatures (i.e., native underwater races) move at full swim speed without a roll and may even “run”, provided they move in a straight line. Aquatic creatures only need to make Swim checks when attempting unusual maneuvers.

HOLDING YOUR BREATH

You can hold your breath for a number of rounds equal to twice your Constitution score in non-strenuous circumstances. Then you start making Constitution checks every round; the DC begins at 10 and increases by 1 each round. If the check fails, you begin to drown. You fall unconscious (0 hp) in the first round; in the second round, you drop -1 hp and are dying. In the third round, you drown.

PRESSURE

Deep water also causes problems due to the increase in pressure. For every 33.9 feet of depth, pressure increases by one additional atmosphere (14.7 pounds per square inch).

This means that at a depth of 200 feet, the pressure on a submerged character increases by just less than 90 pounds. A character who swims too deep will be literally crushed by the weight of the water around him.

Water pressure damage can be accounted for by applying 1d6 points of damage per minute for every 100 feet below the surface a character is. A Fortitude save (DC 15, +1 for each previous check) negates the damage. Objects are not immune to this damage.

The normal water breathing spell does not protect against pressure; the spell improved water breathing does.

Improved Water Breathing

Transmutation

Level: Drd 4, Sor/Wiz 4

Components: V, S, M/DF

Casting Time: 1 action

Range: Touch

Target: Living creatures touched

Duration: 3 hours/level (see text)

Saving Throw: Will negates (harmless)

Spell Resistance: Yes (harmless)

The transmuted creature(s) can freely breathe water. Furthermore, the affected creatures suffer no ill effects due to water pressure. Divide the duration evenly among all the creatures the caster touches. The spell does not make creatures unable to breathe air.

This spell may be made permanent via the permanency spell, provided the caster of the permanency spell is at least 9th level and expends 500XP.

Aquatic natives are, for game purposes, immune to pressure effects. However, sudden changes in pressure may cause damage. If you travel upward or downward more than 200 feet without stopping for at least one minute for each 100 feet, you must make a Fortitude save (DC 15) or take 1d6 points of subdual damage. This applies to characters under the influence of improved water breathing, as well.

COLD

Cold water brings the danger of hypothermia with it. When swimming in cold water, characters take 1d6 points of subdual damage per minute of exposure. Endure elements (cold) or similar higher-level spells prevents this damage. If the DM wishes, this damage can be increased in particularly cold waters.

Water Temp	Damage
40-50°	2d6 subdual damage
below 40°	1d6 normal subdual damage + 2d6 subdual damage

PERCEPTIONS UNDER

WATER

Deep water poses problems due to differences in visibility and in the speed of sound. Sunlight cannot penetrate water at all past a depth of 650 feet, and even at a depth of a few feet the world becomes very dim as particles in the water diffuse the light. Non-burning lighting devices such as sunrods or spells that create light come in handy.

All ranges relating to vision are halved due to the diffusing effects of the water. For example, sunrods only penetrate to a 15-foot radius instead of their normal 30 feet; Spot checks suffer a -1 penalty per 5 feet of distance rather than the typical 10 feet; and characters must be within 5 feet of an object to make a Search check rather than the normal 10 feet.

The blurring effect of water hinders fine-detail vision. There is a -2 penalty on all checks involving detail work, such as Disable Device.

Saltwater is painful; if a character's eyes are exposed to the water (he is not wearing goggles, for example), a Fortitude save (DC 15) is required once per minute for the character to keep his eyes open and avoid squinting or otherwise limiting his vision.

These rules apply to optimal conditions in clear water. Most water is not so optimal. Again, aquatic creatures are better adapted to these conditions than surface dwellers. The DM must determine the conditions of the surrounding water and apply the effects from the following chart. The DM should always use the worst possible condition—in other words, if the characters are within 10 feet of the surface but there are thick clouds of silt, use the latter condition to determine vision effects.

Darkvision and low-light vision eliminate penalties due solely to distance from the surface, but neither does anything about the problems of silt and flotsam. Further, low-light vision becomes useless beyond 500 feet; there is simply no light that far down. If it is night or the sky is overcast, the depth is halved.

Sound travels four times faster in water than in air. This makes it hard to determine the origin or source of noises and sounds. Underwater explosions are especially dangerous due to the increased effects of concussion. At the DM's discretion, the sonic effect of explosions may be increased significantly. For example, a thunderstone might require a Fortitude save of DC 20 rather than its normal DC 15, and may cause physical damage of 1d4 or more. Also, characters gain +4 circumstance bonus on Listen checks to hear sounds, but suffer a -4 penalty to locate their source due to directional ambiguities. Be sure to consider this rule when resolving Move Silently checks.

UNDERWATER COMBAT

Resolving combat in three dimensions is difficult and adds much unwanted complexity. These rules are designed to allow combat underwater to "feel" different from surface combat, while keeping the changes minimal and simple. Thus realism may be fudged a bit in the name of playability.

WEAPONS

Weapons designed for combat on land become much less useful underwater, and armor that provides adequate mobility in a

two-dimensional world becomes much less useful in a three-dimensional one.

Bludgeoning weapons are virtually useless underwater. Attacks with them suffer a -6 circumstance penalty.

Slashing weapons are somewhat less effective underwater. Attacks with slashing weapons must overcome significant water resistance, and suffer a -3 circumstance penalty.

Piercing weapons are preferred for underwater use. They suffer no significant penalties, since they are designed for thrusting and therefore encounter minimal resistance.

All ranged and thrown weapons are considerably less effective underwater, since it takes more energy for a projectile to travel through water than through air, and small shifts in current can easily divert a missile from its target. To reproduce this effect, all range increments are halved underwater. Slings do not function underwater at all. Merfolk and sea elves make crossbows that work perfectly well underwater.

Crossbow, Aquatic: *Except for the weight and price, these bows function exactly as light and heavy crossbows, using identical statistics. However, they do not suffer any of the usual penalties on ranged attacks when used underwater.*

Wooden and metal weapons suffer ill effects (rot and rust) from prolonged exposure to water. After each day fully submerged, the item must make a Fortitude save (DC 10 +1 per day of immersion) or be rendered useless. Sailor's wax protects both weapons and armor from this effect.

ARMOR

The effects of armor on Swim checks (due to weight) are already documented in the core rules. In addition, prolonged exposure to the underwater environment is not favorable for most surface armors. Metal rusts and leather rots. This is normally not an issue when the character is taking a quick dive or wading across a river, but spending days underwater

(due to a spell or device that grants the power to breathe underwater) is a different story. As a simple rule, for each day underwater, armor must make a Fortitude save (DC10 +1 per day of immersion) or lose one point of armor bonus. This reflects rust, rot, the accretion of grit in the joints, and so on. Masterwork armor gains a +2 quality bonus to these saves on the first day, +1 on the second day, and no bonus thereafter. If the campaign world presupposes regular contact between the surface and subsurface worlds, then water-resistant oils and alchemical solutions, such as sailor's wax might be available.

Sailor's Wax: *Sailor's wax is an alchemical gel that costs 5 gp to manufacture and has a DC of 13 to create. A single jar of the ooze covers one suit of Medium-size armor or two suits of Small armor, or 10 Medium-size weapons, or 20 Small weapons, or 40 Tiny weapons. It takes about an hour to apply it to weapons. Once applied, it protects the item from normal (but not magical) rust for two days. It is intended primarily for use on underwater expeditions, as routine day-to-day exposure to incidental moisture can be dealt with by normal equipment maintenance.*

Shields are virtually impossible to use underwater. Attempting to use one larger than a buckler grants no bonus to Armor Class, and, indeed, causes armor class to drop by an amount equal to the armor bonus of the shield. A buckler grants no bonus but also does not interfere sufficiently to be an issue. A shield can be worn on the back, but hinders movement slightly (-2 circumstance penalty on all Swim checks, in addition to the weight of the shield).

There is one more vital issue to consider regarding armor: helmets and vision. Most suits of armor come with a helmet designed to protect as much of the head and face as possible. In most cases, this is not a concern, even underwater. However, in the case of breastplate and full plate armor, the traditional accompanying helmet restricts

CHAPTER SIX: DELIGHTS OF THE DEPTHS

vision underwater. Seeing the world through a thin slit is fine when one is facing opponents on the ground, but underwater, an attack can easily come from above or below. Even during standard one-on-one melee, opponents can shift their relative positions up or down dramatically during a combat round.

A character wearing these types of armor must deal with limited vision. In game terms, if the helmet is not removed, the character suffers a -2 circumstance penalty on attack rolls and may not make attacks of opportunity. If the helmet is removed, the armor bonus is reduced by 1. Armor can be specified as having a helmet with a wider field of vision; this has no additional cost. Buying a new helmet for an existing suit of armor cost 1/10 the cost of the armor itself. A masterwork helmet must accompany masterwork armor.

Metal weapons are not common in the Underwave; it is very difficult to forge them, and they tend to rust. There are exceptions, though. The dwarves of the Sunken Mountain (see page 86, Seafarer's Handbook) make weapons with the waterbane enhancement. Shipwrecks sometimes yield metal weapons treated with sailor's wax, which protects them for some time. Merfolk who have conquered islands often have metal tips for spears and tridents.

Because metal is much harder than most other materials used in the construction of weapons, it reduces the armor bonus of undersea armor by 1, but never to less than 0.

Waterbane: *A weapon or suit of armor enchanted with waterbane is a valued prize to anyone who spends time in Underwave, whether as a native or as a visitor. Such items effectively ignore water entirely. A waterbanded broadsword, longbow, or mace can be used as effectively on the ocean floor as it can be on land. Waterbanded armor is weightless, solely for purposes of Swim checks and determining buoyancy. Furthermore, a waterbanded weapon ignores the damage reduction of any creature with the Water type and deals an additional 1d6 points of damage to such creatures. Waterbane items can be*

easily identified underwater by the effervescent aura that surrounds them. Bringing such a weapon into the presence of a water elemental or any creatures closely linked to elemental water, such as tritons, is often considered grounds for attack without mercy. Waterbane is a +1 enhancement for purposes of determining weapon cost.

COMBAT MANEUVERING

Combat on land is akin to a game of chess; combat underwater is a three-dimensional ballet. Two combatants swirl and dive around each other; spinning wildly as they seek an opening in the opponent's defenses. With more combatants, the fray becomes even wilder—two groups at war resemble a whirling mass of weapons armor and blood.

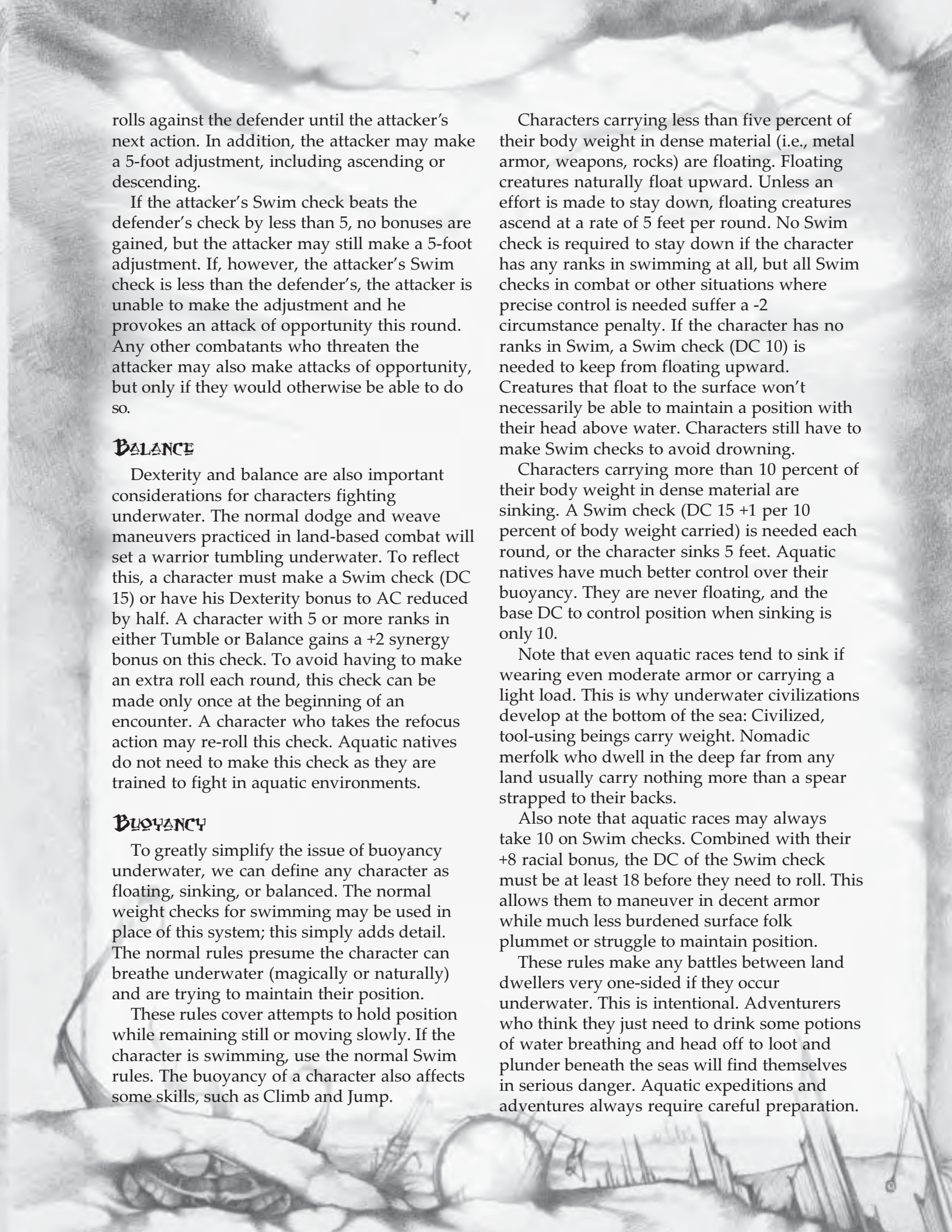
However, the tactical nature of d20 System combat makes this difficult to represent without hopelessly bogging down game play. The following simplified system is presented to help abstract the constant jostling for positions in three dimensions.

These maneuver rules are optional. They add some complexity to the game and make a high Swim score very important, possibly unbalancing other skills in some campaigns. The DM and the players should experiment a bit to see if these rules work well in their games. They provide a major advantage to aquatic natives fighting non-aquatic creatures, as the former have extraordinarily high Swim scores compared to the latter. This may or may not be desirable, depending on the needs of the campaign.

POSITIONAL ADVANTAGE

As a move-equivalent action, a character in melee may target an opponent he is in combat with and declare an attempt to gain a positional advantage. This is resolved by an opposed Swim check, with both characters' base bonuses added in.

For every 5 points by which the person attempting to gain the advantage beats the defender, he gains a -1 dodge bonus to Armor Class and a +1 circumstance bonus on attack



rolls against the defender until the attacker's next action. In addition, the attacker may make a 5-foot adjustment, including ascending or descending.

If the attacker's Swim check beats the defender's check by less than 5, no bonuses are gained, but the attacker may still make a 5-foot adjustment. If, however, the attacker's Swim check is less than the defender's, the attacker is unable to make the adjustment and he provokes an attack of opportunity this round. Any other combatants who threaten the attacker may also make attacks of opportunity, but only if they would otherwise be able to do so.

BALANCE

Dexterity and balance are also important considerations for characters fighting underwater. The normal dodge and weave maneuvers practiced in land-based combat will set a warrior tumbling underwater. To reflect this, a character must make a Swim check (DC 15) or have his Dexterity bonus to AC reduced by half. A character with 5 or more ranks in either Tumble or Balance gains a +2 synergy bonus on this check. To avoid having to make an extra roll each round, this check can be made only once at the beginning of an encounter. A character who takes the refocus action may re-roll this check. Aquatic natives do not need to make this check as they are trained to fight in aquatic environments.

BUOYANCY

To greatly simplify the issue of buoyancy underwater, we can define any character as floating, sinking, or balanced. The normal weight checks for swimming may be used in place of this system; this simply adds detail. The normal rules presume the character can breathe underwater (magically or naturally) and are trying to maintain their position.

These rules cover attempts to hold position while remaining still or moving slowly. If the character is swimming, use the normal Swim rules. The buoyancy of a character also affects some skills, such as Climb and Jump.

Characters carrying less than five percent of their body weight in dense material (i.e., metal armor, weapons, rocks) are floating. Floating creatures naturally float upward. Unless an effort is made to stay down, floating creatures ascend at a rate of 5 feet per round. No Swim check is required to stay down if the character has any ranks in swimming at all, but all Swim checks in combat or other situations where precise control is needed suffer a -2 circumstance penalty. If the character has no ranks in Swim, a Swim check (DC 10) is needed to keep from floating upward. Creatures that float to the surface won't necessarily be able to maintain a position with their head above water. Characters still have to make Swim checks to avoid drowning.

Characters carrying more than 10 percent of their body weight in dense material are sinking. A Swim check (DC 15 +1 per 10 percent of body weight carried) is needed each round, or the character sinks 5 feet. Aquatic natives have much better control over their buoyancy. They are never floating, and the base DC to control position when sinking is only 10.

Note that even aquatic races tend to sink if wearing even moderate armor or carrying a light load. This is why underwater civilizations develop at the bottom of the sea: Civilized, tool-using beings carry weight. Nomadic merfolk who dwell in the deep far from any land usually carry nothing more than a spear strapped to their backs.

Also note that aquatic races may always take 10 on Swim checks. Combined with their +8 racial bonus, the DC of the Swim check must be at least 18 before they need to roll. This allows them to maneuver in decent armor while much less burdened surface folk plummet or struggle to maintain position.

These rules make any battles between land dwellers very one-sided if they occur underwater. This is intentional. Adventurers who think they just need to drink some potions of water breathing and head off to loot and plunder beneath the seas will find themselves in serious danger. Aquatic expeditions and adventures always require careful preparation.

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