



THE CARAVAN CITY OF AZUL

by Douglas Sun

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You can scarcely credit what your senses tell you. You see, spread out for hundreds of yards on either side of the main road, a huge, sprawling camp bustling with people. It appears to be a village, except that no maps tell of any settlement for miles around, and besides, villagers don't usually live in weather-beaten tents made of stitched hide. You hear a lute being strummed, a high, sweet voice singing, and an unusually clear ring of hammer against anvil — all of this cutting through the braying of animals being herded toward the long grass outside the camp. A rich scent of cooking food, unlike anything you have smelled before, wafts toward you on the breeze. Then, suddenly and without cause, a burst of bright color lights up the sky, accompanied by a piercing, gleeful cackle.

What is this place? Who are these people?

As you reach the outskirts of the camp, a burly guard with a sharp longsword dangling at his side steps in front of you. He holds up his hand and looks you up and down. Then he smiles, but there is a flinty look in his eye. "Welcome to Azul," he says. "We have two rules here: stay out of trouble, and don't close your purse strings too tightly. Follow them, and you'll have a fine time."



Requires the use of the
Dungeons & Dragons® Player's Handbook,
Third Edition, published by
Wizards of the Coast®



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HOW TO USE THIS PRODUCT

This adventure is designed to be easily dropped into your existing *Third-Edition D&D* campaign. It can be run in a just a single session and makes for an excellent evening's gaming. To prepare yourself to run the adventure, you should read it completely at least once to familiarize yourself with the material. You may wish to photocopy the map in the center of the book for ease of use as well. The text on the back of the book can be read to your players to introduce them to the adventure. After that, you're ready to begin. Good luck!

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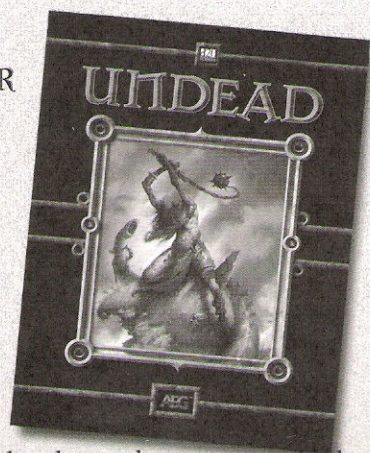


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Packed with details on becoming undead, the spirit world beyond, rules for imbuing spirits into magic items, more spells, and over 10 prestige classes, this book promises to provide GMs and PCs with months of campaign ideas. From the team that brought you *Dragons and Evil*, comes a new dimension in fantasy gaming.
(128 Pages, Softbound)



GAME MASTER BACKGROUND

Because of their motley appearance and nomadic lifestyle, the Azulites are sometimes derided as gypsies or vagabonds, but they insist on calling themselves a traveling village. Everyone in the caravan over the age of twenty originally lived in the village of Azul, once located on the contested borderlands between Lothir and Vidia.

Forty years ago, King Lor of Harek willed on his deathbed that his lands be divided between his two children, Prince Johnas and Princess Naresa. But, the two siblings hated each other and from the moment of their father's death, they fought over the lands that lay between their respective capitals. Even today, as both King Johnas of Lothir and Queen Naresa of Vidia begin to gray and wither with age, their feud continues unabated, and the two kingdoms skirmish and invade each others' territories.

The village of Azul lay astride the main invasion route favored by both sides. Over the next twenty years, the depredations of war battered them unceasingly. A conquering army might take their food, their possessions, their women, their men, and burn their houses just for the pleasure of it. A retreating army might do the same, to deny the resources to the enemy. And on top of it all, the town suffered crippling taxes — from both sides. In a given year, Lothir might tax Azul as its subject, then Vidian soldiers occupying the lands would levy new taxes upon subjects of Queen Naresa, before Lothir again conquered the land and lay new taxes yet again to pay for their glorious liberation.

Olimere, a successful farmer and the village's largest landowner, despaired of Azul's predicament. Weary of marauding soldiers, excessive taxes and the ever-growing danger of swearing allegiance to both sides, he proposed that the town literally remove itself from the map. The people would bundle all of their belongings into wagons and carts, and live on the road. If they kept no fixed abode, he reasoned, tax collectors and rampaging armies could not find them. After a moment of stunned silence, the residents of Azul agreed. Whether or not it was a good idea, it was certainly better than staying where they were.

For an entire generation, they traveled between the towns and cities of the lands contested by Lothir and Vidia, stopping here and there to trade and pick up supplies. They acquired a reputation for selling exotic and rare goods at high prices, sometimes bartering for staple foods and raw materials, depending on their needs. Their experiences made them ferociously independent and self-reliant, and deeply loyal to one another. They treat outsiders with courtesy (especially if they appear wealthy), but never drop their guard. They recognize no higher authority than Olimere, who presides over Azul as First Citizen and they spit on the names of Lothir and Vidia.

If any of the Azulites are asked about their history, only those over the age of thirty know it in full. Those younger have heard it from their elders, but their recollections are limited. Teenagers and children have no memory of settled life; for them, the time before Azul is a fairy tale.

AZUL

Population: About 300

Government: Tribal, all recognize First Citizen Olimere as their leader, but there is no other political structure.

Religion: None officially, although Azul's only resident cleric serves Fharlanghn.

Imports: Azul often needs to acquire grain, raw materials and other basic supplies from outside sources. Smuggling.

Exports: High quality finished goods (e.g., metalwork, prepared food) and services (e.g., entertainment).

Important NPCs: Thax the Armorer, Valedem the Illusionist, Maldemerion, Calan the Rogue

Azul essentially is a huge, self-supporting caravan composed of the one-time residents of a village (and their descendants) who fled the hardships imposed by constant warfare between two neighboring kingdoms. How the PCs come to visit such a place is ultimately up to the GM, but this book provides many evenings of adventure for those willing to engage with the colorful members of this most unusual group of people.

THE ADVENTURE

The PCs come upon the Azulites while they are encamped, letting their animals graze and water and in general, taking a break from the rigors of traveling. They plan on moving on in a day or two, unless some unforeseen emergency comes up.

When they make camp, the Azulites fan out on either side of the road, forming a circle. The commercial establishments pitch their tents closest to the center, with the laborers, teamsters and guards located out toward the periphery. The occupants of each tent generally leave their carts and wagons just outside and send their draft, pack and herd animals to the perimeter, where they may graze under the watchful eyes of the herders and caravan guards.

Outsiders who wish to shelter with the caravan for the night may sleep outside Olimere's tent (location #2) under the watchful eyes of two caravan guards. Olimere charges them 1 gp per person per night. This is a rather hefty price for the privilege, but while Olimere does not like to turn away paying customers, neither does he want to get into the hotel business. Anyone who can gain a personal invitation from one of the city's inhabitants may stay with them for free, of course.

1. CARAVAN GUARDS

Azul maintains a force of 24 guards. They are all tough, well-equipped fighters, receiving wages in proportion to their loyalty and devotion. Each guard wears splint mail and carries a longsword; their armor and weapons are of masterwork quality made by Ruhgar. Each guard also carries a pouch containing 20–50 gp.

Only 8 guards are on duty at any given time (for an 8-hour stretch), but the rest respond quickly if an alarm is given. When the caravan pitches camp, a pair of guards stations at each side where the main road enters the camp. Another pair stands guard at the entrance to Olimere's tent/store. The remaining two station themselves around the periphery of the camp, making short patrols through the camp.

The guards take their orders from Olimere. If anyone else — even senior members of the Azul community — orders them to do something, they hesitate. Olimere is not a sound tactician, however. The guards fight in a loosely organized fashion, trying to overcome opponents with their force of might, not their strategic prowess.

Human Guards: Ftr3 CR 3; SZ M (humanoid); HD 3d10+2; hp 24; Init +4 (+2 Dex, +4 Imp Init); Spd 30 ft.; AC 16 (+2 Dex, +4 Scale Mail); Atks Longsword +6 melee (1d8+4); SV Fort +5, Ref +3, Will +1; Str 16, Dex 14, Con 14, Int 10, Wis 10, Cha 10; AL CG. Skills: Climb +5, Jump +5, Listen +1, Ride +4, Search +1, Spot +1. Feats: Dodge, Improved Initiative, Toughness.

2. OLIMERE'S TENT/GENERAL STORE

Olimere's tent is the largest in Azul, and it is also the only one that merits its own guards. This reflects Olimere's status as the caravan's leading citizen, as well as the fact that he runs the local general store, selling everyday goods to both outsiders and Azulites alike (although he sells to Azulites at a 30% discount). PCs may purchase mundane items here at the prices listed in the *PHB* (p. 108). Olimere may also buy or barter for things that he can resell, but since he is as keen on making a profit as any businessman, he pays no more than one-third of the items' real value.

Olimere's family was the village's largest landowner, and therefore the closest thing to gentry that Azul had. He considers his responsibility to his people more important than running his store, and as such most Azulites respect him highly. In particular, the ever-shrinking numbers of Azulites who can remember the time before they took to the road feel a special sense of fellowship with him.

Olimere has no respect for the social order of lords and ladies of either Lothir or Vidia. He no longer cares a whit for either of them, and is interested only in what protects the welfare of Azul.

Olimere's immediate family also shelters here, and most of them are present at any given moment. Olimere's nephew, the rogue Calan, keeps his tent nearby.

An old trunk containing the caravan's community treasury sits at the back of his tent, hidden by sacks of dry goods. It has a masterwork lock (DC 40) and the chest is very sturdy. It contains 9,000 gp, 10,000 sp and 15,000 cp. Olimere pays the guards (as well as any necessary bribes) out of this fund. He carries the only key to the lock on a chain around his neck, and he is always careful to keep it under his tunic, hidden from view.

3. VALEDEM AND HIS TROUPE

After ten years as a traveling entertainer, Valedem the Illusionist has honed both his marketing and his showmanship to a fine point. Whenever Azul pulls into a town, he sends his crier out to announce his arrival. His associates, the brothers Tuck, Tris, and Thane then waylay anyone who wanders into the encampment with a brief display of juggling and acrobatics. Valedem emerges from his tent and declares in his sonorous voice 'an even greater show will be theirs, if they return just after sunset.'

For his main show, Valedem charges 5 sp per head and spends two hours dazzling the crowd with displays of light, color and sound, both in between and in conjunction with the antics of Tuck, Tris and Thane. He occasionally employs Senek the Bard to perform interludes, or highlights Senek's songs with visual effects of his own. These shows are invariably spectacles, and they have helped make a return visit by Azul one of the most anticipated occurrences in the ravaged borderlands between Lothir and Vidia.

Valedem's tent is modest in size, for he requires only living space for himself, the acrobatic brothers and a few stagehands. Instead of self-indulgence, he clears away a large area in front of his tent for his performances. Valedem does, however, sell any potion, arcane scroll or wand that a 9th level Illusionist could make. In addition, any magic-user that manages to befriend to Valedem earns the opportunity to buy a scroll inscribed with a spell of his own invention, called *Valedem's dazzling sky*.

Concealed among the personal items in Valedem's tent is a chest containing 2,000 gp and a diamond worth 500 gp.

4. RUHGAR THE ARMORER

Ruhgar is a brawny dwarf who has been Azul's blacksmith and armorer since the town was still a settled village. His tent serves as workplace, shop and living quarters all in one, and because of that, it is larger than that of any of the other residents except for Olimere. Although Ruhgar only works with two apprentices, he needs plenty of space for his portable forge, which is located at the back of the tent and features an ingenious collapsible chimney made of metal rings held together by mithril chains.

Indeed, Ruhgar is an exceptional craftsman, even by dwarven standards. He sells a wide variety of arms and armor, some of which he makes himself, some of which he accepted as trade-ins. Any item of his own manufacture is of masterwork quality, and sells for a correspondingly higher price than ordinary arms and armor. A few items in his stock are magical in nature, the most powerful being the *greataxe of dwarven might*.

If PCs negotiate with Ruhgar, he accepts trade-ins at one-third of an items value, but he does not pay cash for anything. He cares little for gems, having long ago left that trade to Albon the jeweler. The only exception to this rule is anything made out of mithril.

Under Ruhgar's cot is a locked iron chest (DC 35). It holds 5,000 gp in gems and a small ingot of mithril worth 500 gp.

5. ELANA THE FOODSELLER

If Olimere is Azul's leading citizen, then Elana is arguably its most famous. From the moment the caravan pulls into a town and makes camp, her tent floods with paying customers, and the cooking fires burn from dawn until dusk. There are those who argue that she is the best cook in the two kingdoms combined.

Her ordinary tavern-style meals are tasty enough, but for those who can afford it, nothing less than her specialties will do. Her special recipes are elven in origin, and their secret ingredient is ambic, a rare and richly aromatic herb of which only the elves have any real knowledge. Ambic also has therapeutic properties when cooked into food, and this, too, accounts for the popularity of Elana's cuisine; no one understands precisely why, but everyone feels better after eating her cooking.

Anyone who eats three full meals of ambic-flavored food in one day may restore 1 point of temporary ability damage and heal 1d8+1 hit points of damage. Eating one full meal of ambic-flavored food in a day heals 1d3 hit points of damage. Eating a snack of ambic-flavored food (say, a chunk of bread) heals 1 hit point of damage. But this therapeutic gourmet experience does not come cheaply. For her non-ambic food, Elana charges as per the chart for food, drink and lodging in the *PHB*. Ambic-flavored food costs ten times as much, however.

Elana enjoys cooking as an art form and takes pride in having built a business that keeps her and her six assistants in almost constant motion. There is something a little sad and wistful about her, however; the ravages of war have nearly driven elvenkind out of this corner of the world altogether, and she sees herself as one of the last custodians of a tradition that is fading away. If she encounters an elven or half-elven PC, she makes a gift of three days' worth of her ambic-flavored traveler's rations.

Hidden under a pile of empty sacks at the back of the tent is a locked chest containing 100 pp and 2,000 gp.

6. JARMAK THE YOUNGER, CLERIC

Jarmak the Younger is Azul's only cleric, a position he inherited from his late father. As such, he is one of the caravan's most important people. He serves the god of travelers. He is happy to use his powers to aid outsiders in exchange for a reasonable monetary "offering" to his deity, but his fellow Azulites always come first. He reserves his powers if he believes they need them before he rests.

He sells potions and divine scrolls that a 6th level neutral cleric could make.

7. SENEK THE BARD

Senek the Bard entertains crowds and draws customers to the caravan. Whenever the caravan pulls into town, Senek works the throng tirelessly, playing his lute, singing and telling stories in exchange for 'donations.' Sometimes he participates in Valedem's shows, in exchange for a small cut of the proceeds. It is a marginal living, but as far as he is concerned, it beats "honest" work.

When there are no crowds around, Senek spends much of his time in his tent practicing his musical skills and working on new material. He is always eager to meet other bards so he can broaden his repertoire and swap tales of the trade. Any bard PC who spends an entire day in Senek's company earns 250 XP from their exchange of knowledge.

Senek carries on his belt a pouch containing 50 gp and a gem worth 50 gp. Except for his lute and a blunted rapier (1d8-2 damage) that he carries for enacting sword fights, he has no other possessions of note.

8. ALBON THE JEWELER

Albon is a crafty gnome who makes his living by selling jewelry of his own manufacture. Nearly any gem or jewelry is available, but Albon is a skilled jeweler and charges 20-50% above the value of the components for his goods, depending on how effectively the buyer bargains. He also seeks to acquire gems, and offers 50% of their value for them, although haggling sometimes drives him to 60%.

Albon cannot detect magic, so he is unaware that one of the items in his stock is actually an *amulet of natural armor +1*. He bought it off of some equally clueless adventurers a while ago, and he will sell it for 500 gp based on his estimate of the value of its component gold and gems.

Albon shares the tent with two gnome "assistants." They occasionally do chores for him, and when customers enter the tent, they do their best to look busy, but their real purpose is to guard Albon and his merchandise. Albon himself has no combat skills. If someone tries to rob him, his assistants draw their weapons concealed under their tunics and hold off the attackers while Albon summon the guards.

Albon carries a bag containing 20 gems of various types and sizes on his person; there is also a locked strongbox containing 100 pp and 500 gp underneath a pile of empty boxes at the back of his tent.

9. ORONO THE CURIO DEALER

Orono, the halfling dealer in curiosities and antiquities, hangs her shingle outside her tent on a five foot-tall, gaudily painted statue of something that resembles the foreparts of a griffon grafted onto the bottom half of a kuo-toan. Orono claims that it represents a god worshipped by a long-lost civilization that once inhabited these lands, but no one really knows what it is. Whatever this totem might represent, it does draw customers to a shop that sells things that some might want, but no one really needs.

Orono's merchandise consists of statuettes, carvings, and all manner of odd decorative trinkets that serve no purpose and have little worth apart from their curiosity value. She sells many of these under the pretense that they are antiques. Some of her goods have inherent value because they are carved out of semi-precious stones like quartz or lapis lazuli, and a few have inlaid gems of minor value. Most of her wares, however, are just plain odd.

Whenever potential customers enter her tent, Orono drops whatever she is doing and attends them. She is used to having to persuade her customers to part with their

money, and out of habit she leads them through her goods like an enthusiastic tour guide leading visitors through a museum, telling a little something about each item. But Orono is not a cheat; she sincerely believes that everything she sells is special and unique — or that it might be, at any rate. Most everyone in Azul regards her as an eccentric and likeable old soul, mostly because they know better than to take her too seriously.

There is one supernatural item in her shop. It is the *statuette of succubus summoning*, and Orono has absolutely no idea of its power. She will sell it for 750 gp, the value of its component materials.

Orono keeps a small chest with 250 gp hidden beneath a pile of rags.

10. BARELLA THE SEER

Barella the Seer sets up shop in this small but highly visible tent with gaudy decorations out toward the periphery of the caravan. From her location, many believe that she lacks the respect of the other tradespeople of the village; in fact, she and Maldemerion constitute Azul's disreputable quarter. It is no surprise, therefore, that the two of them tend to stick together, and that rumors have the two romantically linked.

Barella makes her living by telling her customers' fortunes. She has a variety of means at her command, her favorites being reading palms, casting bones and dealing from a deck of cards, a deck of her own design that she claims to have wondrous magical properties. She claims to commune with Fharlanghn while running through her act. In fact, Barella relies more on costume, setting, and her natural theatrical shrewdness than on any divine skill. She possesses the abilities and spells of a 1st level Bard, but has no special talent for seeing into the future. All of her means of "telling fortunes" are pure bluff. She charges anywhere from 5-50 gp for her services, depending on the length and depth of the consultation.

Barella carries a dagger under her skirt.

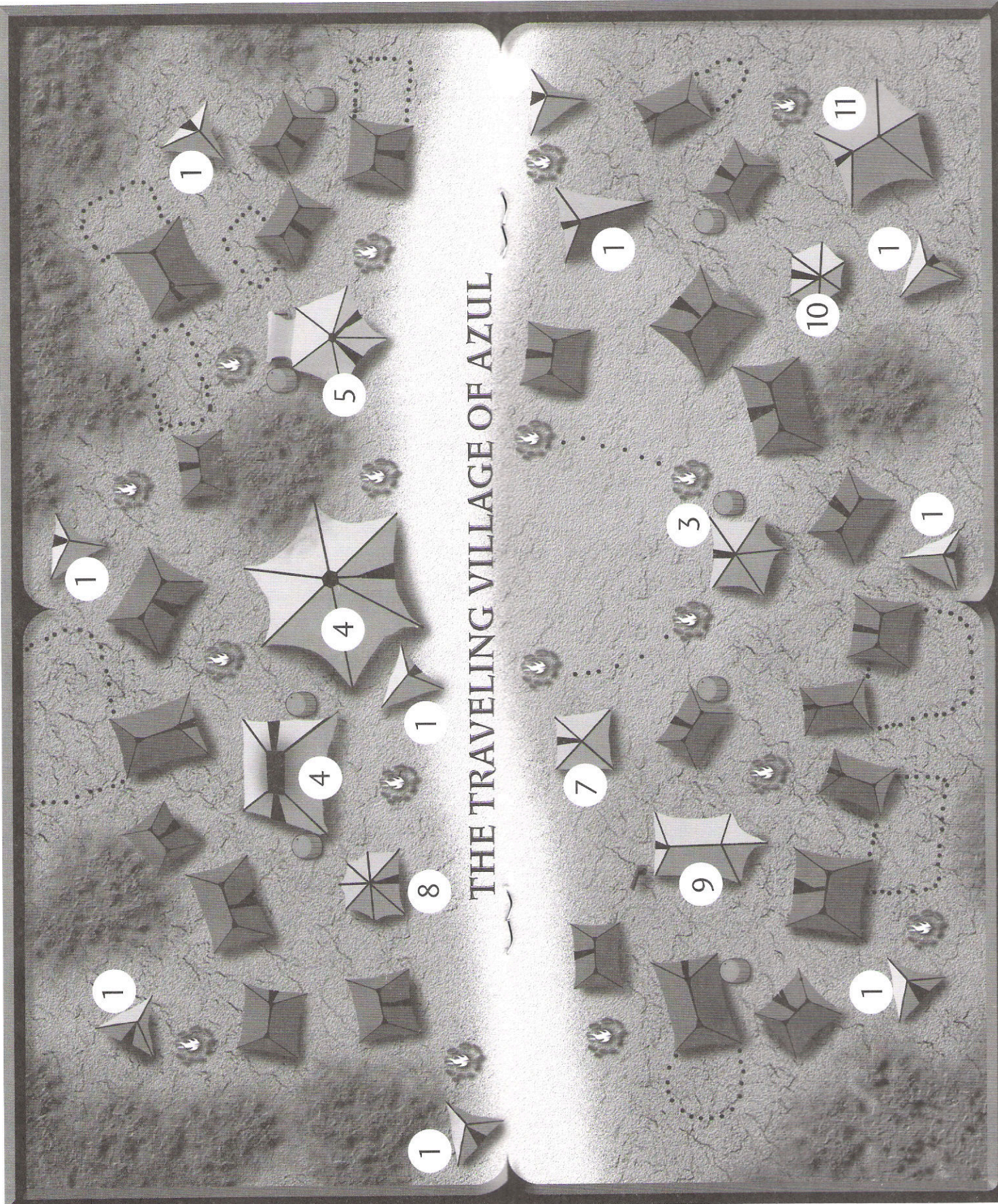
Hidden under a pile of cloths at the back of the tent is a locked chest containing 5,000 sp.

11. MALDEMERION'S HOUSE OF CHANCE

Most of Azul's leading citizens look down their noses at Maldemerion's gambling house, but they all admit that wherever they go, there is always quite a demand for his particular brand of entertainment. In fact, there is nothing terribly glamorous about Maldemerion's operation; all he offers inside his shabby tent is one game — dice — played on a worn table with inscribed numbers from 2-12.

There are no guards here. Olimere refuses to provide any, and Maldemerion is a tough enough customer to handle most anything that comes his way. He keeps a bastard sword handy just in case. He does not try to hide his strongbox containing 2,500 gp, 7,000 sp and 3,000 cp, but he keeps a sharp eye on it.

THE TRAVELING VILLAGE OF AZUL



ADVENTURE HOOKS

DON'T MESS WITH DRAGONS

The rogue Calan, Olimere's black sheep nephew, pilfered a cache of valuable gemstones from a dragon. The dragon, as clever as it is angry, has tracked him back to Azulite using its polymorph ability to disguise itself as a human traveler, and it does what it must to reclaim its property. If Calan knows that the dragon is onto him, he may approach the PCs and ask them to protect him (he does not dare admit to his uncle or any of the caravan guards what he's done). Alternately, the dragon may approach the PCs, asking for their help in finding Calan amidst the bustle of the caravan. The PCs may also suddenly witness the dragon catching Calan or harassing Albon the jeweler, who is, much to his misfortune, an obvious starting point for the dragon's search.

If Calan remains blissfully unaware that the dragon is after him, he might try to cut the purse of one of the PCs. If the PCs catch him, rough him up and leave him to bleed, Olimere acknowledges their right to do so, but treats them coolly thereafter. If they kill Calan, Olimere orders them to leave Azul and never return. If they catch Calan and bring him to Olimere, the First Citizen apologizes profusely and offers them 100 gp worth of merchandise from his stock.

TASTES GOOD ENOUGH TO DIE FOR

Elana the foodseller has nearly run out of ambic, the secret ingredient in her dishes. Unfortunately, the only nearby source of the rare herb lies in territory occupied by a particularly ill-tempered band of hill giants (or bugbears, if the PCs are not strong enough to take on giants). If the PCs show any interest in helping her, she hands them a large sack and offers them 500 gp to fill it full of ambic leaves for her.

ALL FOR LOVE

Inkermer, son of the illusionist Valedem, has eloped with the daughter of the mayor of the last town visited by the Azulites. They wish to find a cleric of the god of justice to marry them, in the hope that her family is more likely to reconcile itself to their union if it at least receives the blessing of their patron deity. They have not encountered a priest of justice since then, however, and they dare not leave the safety of the caravan to find one. Inkermer is desperate enough that he gives the PCs a *ring of protection +1* if they go to the nearest town and bring a priest back. As Inkermer suspects, however, his fiancée's father has sent out a band of armed henchmen to find his daughter. If the PCs encounter them, the henchmen bully them into cooperating, or bribe them by offering to split the reward money for the girl's return.

THE VILLAGE OF AZUL, I PRESUME?

Just because the Azulites do not want to be found by the taxmen does not mean that luck always cooperates with them. Customs agents from either Lothir or Vidia may stumble upon them as they crisscross the ever-shifting border between the two kingdoms. The Azulites refuse to pay any import or export duties, despite the obvious threat of force. The government agents then try to bargain with Olimere: if they can "borrow" the caravan guards to raid a nearby enemy outpost, they let the Azulites go without paying anything. Olimere sees a way out of this impasse, but does not wish to part with his guards, even as a "loan." He calls the PCs over and offers them 1,000 gp in cash and another 1,000 gp in goods from any on in the caravan, payable upon their return, if they go in place of his guards.

NEVER GIVE A SUCKER AN EVEN BREAK

Maldemerion, the gambling parlor operator, recently discovered that some customers had cheated him out of 800 gp by swapping his loaded dice for their loaded dice. By the time he realized what had happened, however, they were gone and Olimere refused to spare guards to chase after them. Maldemerion can provide exact descriptions of their appearance. He promises to split the ill-gotten money with the PCs if they track down the cheats and retrieve it for him. He does not tell the PCs that the real amount of his loss is 400 gp, and he loses absolutely nothing by splitting the money with them.

GRAVE ROBBING IS A TIME HONORED PROFESSION

Orono, the curiosities dealer has heard tales of an ancient tomb nestled in the hills to the south. No one quite knows who is supposed to be buried there, but all accounts agree that it contains many valuable artifacts. If the PCs seem interested by her tale, she gives them a crude map showing the supposed location of the tomb. She also promises to buy from them any suitable item that they bring back (at half its value, plus a 10% finder's fee). Of course, she pitches any estimates of an item's resale value as low as she credibly can — she may be old and eccentric, but she is savvy. And if the PCs try to take advantage of her by bringing back obvious junk, she becomes infuriated and has the caravan guards kick them out of the village.

COME OVER HERE AND SAY THAT!

Ruhgar the armorer is a violent drunk. In the evening, if he has had too much ale, he singles out the PC with the lowest Charisma and badgers him into a wrestling match, offering 50 gp if the PC can beat him. He does not take no for an answer, and he does not accept any substitute opponents. Both combatants must strip off their armor, and the first one to lose consciousness from subdual damage loses. If Ruhgar loses, his apprentices haul him off to his tent and make good on his wager. If he wins, he starts to pick on the PC with the next-lowest Charisma before the other Azulites intervene and haul him off.

ONE OF OUR BULLOCKS IS MISSING

For several days now, the Azulites have awakened to find one of their animals missing, and blood trail that tapers off until it can no longer be followed. Someone — or something — appears to be following the caravan.

A GHOST STORY

Senek the bard claims that an incorporeal being has visited his tent at night. So far, it has not harmed him, but he worries that it may — and besides, it's hard to sleep with the undead wandering around at the foot of your cot. However, Jarmak the cleric does not believe him and refuses to help (Jarmak really does think that the bard is just trying out new material on him). Senek offers the PCs 500 gp if they sit up with him and dispel whatever this thing is once and for all.

MOST FOUL REBELLION

Here is a hook especially suited for evil PCs: Olimere is furious at Maldemerion for using loaded dice in his games — the odds are set against the players in the first place, so why get greedy? If anyone discovered his dishonesty, it could brand the entire village. Maldemerion, for his part, is furious that Olimere refused to send the guards after the cheats who victimized him. Sick of being Azul's bad guy, Maldemerion tries to hire the PCs to assassinate Olimere so that he can proclaim himself First Citizen. He offers them 100 gp each from his personal hoard, and promises to split Azul's treasury (the money stored in Olimere's tent) with them if they succeed.

Maldemerion has not counted on two things, however. First, as soon as Olimere raises any alarm, all guards, including those not on duty, converge on his tent, effectively surrounding anyone in it. Also, few people in the village like Maldemerion at all, much less prefer him to Olimere. In the event of a *coup d'etat*, the vast majority of the village rallies to oppose Maldemerion, whether or not Olimere is still alive.

NPCS

VALEDEM THE ILLUSIONIST (HUMAN)

Valedem came to Azul as a war refugee, taking shelter with Olimere after the illusionist's own home was burned to the ground by Vidian soldiers, and never left. Even now, no one can quite understand why so skilled an illusionist chooses to stay among small farmers, herders and tradesmen, and Valedem himself is not quite sure. They are glad that he stayed, though, for this taciturn, enigmatic man puts on crowd-dazzling shows that are perhaps the caravan's greatest attractions.

Valedem is unwaveringly loyal to Olimere and counts him as his closest friend. In turn, the three herders' sons whose performing talents he nurtured, Tuck, Tris, and Thane, look up to him as a father figure.

Valedem usually has a quarterstaff handy. Also, he tends to prepare Illusionist spells that involve bright lights, vivid colors and sound effects.

Valedem: CR 9; Medium Humanoid Ill 9(Human); HD 9d4+1; hp 27; Init +7 (+3 Dex, +4 Improved Initiative); Spd 30 ft., AC 11 (+1 Dex); Atk +4 melee (1 d6, quarter-staff); SA summon familiar, scribe scroll, spells; AL N; SV Fort +4, Ref +6, Will +8; Str 11, Dex 13, Con 12, Int 19, Wis 15, Cha 17. Skills: Alchemy +12, Bluff +7, Concentration +9, Knowledge (arcana) +12, Listen +7, Perform +8, Scry +12, Speak Draconic +4, Spot +6. Feats: Craft Rod, Craft Wonderous Item, Craft Wand, Enlarge Spell, Heighten Spell, Lightning Reflexes.

RUHGAR THE ARMORER (DWARF)

Ruhgar has been Azul's village blacksmith for over 60 years, and he is a familiar and comforting presence in the caravan despite his taciturnity and aggressiveness when drunk. He counts Olimere as a close friend and, being even older than the First Citizen, provides him with sage advice. He is an exceptionally skilled armorsmith, and he can also handle any weapon in his shop with at least a modicum of skill. He usually keeps a masterwork handaxe strapped to his belt.

Ruhgar: CR 3; Medium Humanoid Ftr 3(Dwarf); HD 3d10+4; hp 27; Init +7 (+3 Dex, +4 Improved Initiative); Spd 20 ft., AC 15 (+3 Dex, +2 leather armor); Atk +8 melee (1d6+5, handaxe); SQ Dwarf racial bonuses; AL LN; SV Fort +7, Ref +4, Will +2; Str 18, Dex 16, Con 19, Int 16, Wis 12, Cha 12. Skills: Craft (weaponsmith) +12, craft (armorsmith) +12. Feats: Improved Initiative, Improved Unarmed Strike.

MALDEMERION (HUMAN)

A tough, ferret-faced man in his late 20s, Maldemerion lacks the feeling of generational solidarity with Olimere that Valedem and Ruhgar share. Only a child when the Azulites pulled up stakes, his memory of his village as a cozy community of honest farmers and tradespeople is dimmer than most. He cares much less about Azul's respectability; in his view, survival is its own justification and he can rationalize anything as an act of self-preservation. Maldemerion knows that Olimere disapproves of his gambling business, and resents it.

He is quick to point out that it is really not that easy making your living off of the greed of others, and he has a few scars from dissatisfied customers to prove it. Maldemerion has learned how to handle himself in a fight, however. In addition to the bastard sword that he keeps close by, he carries a shortsword with a poison tip concealed under his tunic.

Maldemerion: CR 3; Medium Humanoid Ftr 3 (Human); HD 3d10+2; hp 20; Init +5 (+1 Dex, +4 Improved Initiative); Spd 30 ft., AC 12 (+1 Dex, +1 padded armor); Atk +5 melee (1d10+2, bastard sword); AL NE; SV Fort +5, Ref +4, Will +2; Str 15, Dex 13, Con 15, Int 14, Wis 12, Cha 16. Skills: Intimidate +5, Jump +4, Listen +3, Spot +3, Search +4. Feats: Improved Initiative, Lightning Reflexes, Toughness.

CALAN THE ROGUE (HUMAN)

Calan is Olimere's nephew, and the black sheep of the clan. A young man in his early twenties, Calan still displays the fearlessness and penchant for mischief that marked him in his childhood. Unfortunately, it gets him into even more trouble now than it did then. Olimere despairs of him, but protects him as best he can.

Calan carries a masterwork shortsword that he pilfered from Ruhgar's shop.

Calan: CR 5; Medium Humanoid Rog 5 (Human); HD 5d6+1; hp 20; Init +8 (+4 Dex, +4 Improved Initiative); Spd 30 ft., AC 16 (+4 Dex, +2 leather armor); Atk +4 melee (1d6+1, shortsword); SA Sneak attack +3d6, uncanny dodge, evasion; AL CN; SV Fort +2, Ref +10, Will +2; Str 12, Dex 18, Con 13, Int 16, Wis 12, Cha 12. Skills: Balance +10, Bluff +7, Climb +7, Disable Device +9, Escape Artist +10, Gather Information +7, Jump +7, Listen +9, Move Silently +11, Open Lock +10, Pickpocket +11, Search +9, Spot +7, Tumble +10, Use Magical Device +7. Feats: Dodge, Improved Initiative, Lightning Reflexes.

NEW MAGIC ITEM

STATUETTE OF SUCCUBUS SUMMONING

A close inspection of this item suggests that this could be a nasty piece of work. It is a foot-tall figure of a slender, beautiful woman carved from ivory, but the ivory itself has an odd, reddish tinge. Two inlaid rubies serve as eyes, but their color is so intense that they seem to glow, even in broad daylight. And an incautious observer might dismiss two indentations beneath the mouth as accidental chips, but a careful one could just as easily see them as fangs.

In any event, if someone (or something) activates this artifact by rubbing the top of the statue's head, it opens a portal. A succubus immediately pops through the portal and attacks the closest creature of good alignment.

Market Price: 750 gp, based on the value of the ivory and the rubies.

Succubus (1): CR 9; SZ M (outsider, tanar'ri); HD 6d8+3; hp 33; Init +1 (Dex); Spd 30 ft., fly 50 ft. (average); AC 20 (+1 Dex, +9 natural); Atks 2 Claws +7 melee (1d3+1); SA Spell-like abilities, energy drain, summon tanar'ri; SQ Damage reduction 20/+2, SR 12, tanar'ri qualities, alternate form, tongues; SV Fort +6, Ref +6, Will +7; Str 13, Dex 13, Con 13, Int 16, Wis 14,

Cha 20; AL CE. Skills: Bluff +11, Concentration +7, Disguise +11, Escape Artist +7, Hide +7, Knowledge (any one) +9, Listen +16, Move Silently +7, Ride +7, Search +9, Spot +16. Feats: Dodge, Mobility.

GREATAXE OF DWARVEN MIGHT

Anyone who wields the *great axe of dwarven might* gains a +3 attack bonus against orcs and goblinoids, and a +2 attack bonus against all other opponents. The wielder also gains a +4 dodge bonus against giants, a +2 to saving throws against poison and spells and spell-like effects. The bonuses stack on top of any other bonuses the wielder might have, even if the wielder is already a dwarf.

Caster Level: 12th; *Prerequisites:* Craft Arms and Armor; *Market Value:* 20,000 gp.

NEW SPELL

VALEDEM'S DAZZLING SKY

Illusion

Level: Brd 4, Sor/Wiz 3

Components: S

Casting Time: 1 round

Range: Long: 100 ft. + 100 ft./level

Area: 300 ft. diameter + 20ft./level

Duration: 10 minutes/level, or until terminated by caster

Saving Throw: Will disbelief

Spell Resistance: No

Valedem created this spell to enhance his traveling show. It creates visual and/or aural illusions of the caster's choice in an area of the sky limited only by the range and area of effect. Valedem uses it to create magical fireworks, lighting up the sky with dancing lights and vivid colors for the entertainment of his audience. It can also fool and distract enemies by creating the illusion that something is falling from the sky, or that something is blotting out the sun.

The marked difference between this spell and other illusions is the range, area of effect, duration, and ability to continue the illusion without concentration. The spell itself is fairly simple, but its effects, once mastered are impressive.

It is unlikely that Valedem would share this spell with anyone short of 5,000 gp. He doesn't want anyone competing with him after all.

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THE LAST DEFENDER

Author: Douglas Sun

Art Director and Project Manager: jim pinto

Editor: Dave Lepore, Erik Yaple

Creative Director: Mark Jelfo

Graphic Design: Dave Agoston

Illustration and Cartography: Cris Dornaus

Playtesting and Advice: James Sparling and the a-team

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