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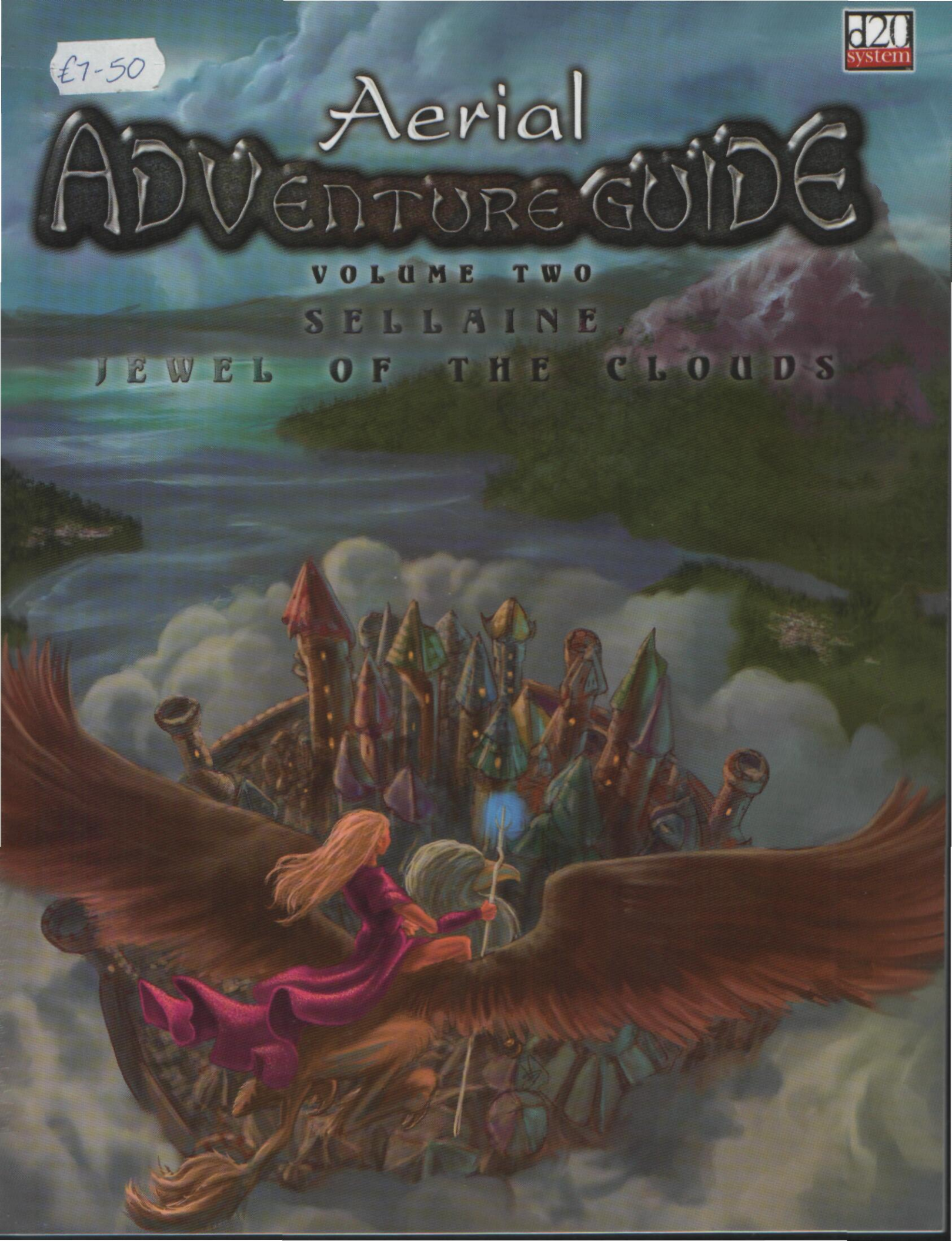


Aerial ADVENTURE GUIDE

VOLUME TWO

SELLAINE

JEWEL OF THE CLOUDS



Aerial ADVENTURE GUIDE

VOLUME TWO SELLAINE, JEWEL OF THE CLOUDS

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Introduction

Picture in your mind the typical fantasy RPG campaign world. Don't draw your picture based on a map, or an image, or the climactic scene of a grand adventure. Instead, assume the eyes and ears of an ordinary peasant. Look around now, and see what that peasant sees. Perhaps this is a world of thick, lush forests and clear, azure skies. Maybe our peasant is a desert nomad who journeys across seemingly endless dunes of sand under a relentless, punishing sun. Or our peasant could be trapped in a dark world of vampires, werewolves, and worse. When the sun dips beneath the horizon and the moon takes to the sky, he had best find shelter. Regardless of the world around him when our peasant looks up he sees the sky, be it a clear, bright blue sky or a foreboding stretch of dark clouds.

In most fantasy games, the action and adventure take place far from the sun's reach. Heroes delve into ancient ruins, lost dwarf citadels, and caverns tucked deep within the earth. The sun is a welcome sight that heralds an adventure's end and a return to the comfort of civilization.

Or is it?

In a world rich in magic, strange beasts, and gods that walk the earth, it is within the realm of possibility that when our theoretical peasant looks up into the sky he gazes upon a distant realm of wonder. Just as a short distance beneath his feet an epic war between dwarves and orcs may rage through the pitch black passages of the underearth, perhaps far above his head a small fleet of flying ships soars through the sky, rising into the air to challenge an approaching flight of marauding wyverns. If adventure can be found below, why not above?

Welcome to the cloud realm of Sellaine, a fantastic city that glides above the earth. Sellaine is a jewel of the sky, the heart of the sky elf frontier, and an important node on the sky lane trade routes. The material presented here allows you expand your adventures in a new dimension upward from the earth rather than down into it as is common in fantasy RPGs. This book fleshes out a few regions of the sky, populating floating cloud realms with a bustling metropolis held aloft through elemental magic, the long-abandoned flying tower of a powerful archmage, and other aerial realms. These locations can be inserted into any campaign. After all, there's no need to make room for them on your maps as they float above and out of sight of most earthbound locations.

This book is the second in a series of volumes from Goodman Games detailing adventures in the air. While book 1, *Rulers of the Sky*, gives rules for aerial combat, new monsters, new races, and other game material for a game set in the sky, it is by no means necessary to own that book in order to use this one. Where *Rulers of the Sky* focused on new rules, this volume details campaign material, locations, and settings that can be used in any game world. The two books complement each other but one is not needed to make full use of the other.

This book presents several realms that float above the surface of the world, held aloft by the atmospheric winds and appearing as nothing more than large clouds when viewed from below. These realms are places of excitement and adventure you can add to any campaign world.

Using This Book

This book posits the existence of lands and realms far above the surface of your campaign world. It assumes that your world bears a basic resemblance to the world as we know it. The sun rises in the sky, clouds soar overhead, and the sky as it appears in the real world mirrors its appearance in your game world. Your campaign's cosmology beyond the sky has no bearing on the realms presented here. The material in this book is equally usable if your campaign world is a sphere orbiting a star, a flat disc of earth floating on an infinite river, or a speck of dirt perched atop an infinite pile of monstrous turtles. If your game world has a sky and clouds, you can use everything presented here without any problems.

Cloud Realms and the Campaign Background

The material presented here is broken down into two general divisions. Chapter 2 details Sellaine, the titular city of this volume. Sellaine represents a large, organized civilization within the clouds. It is presented as but one city amongst many that comprise a large empire of sky



elves, a branch of the elf race that dwells amongst the clouds. Chapter 3 is a gazetteer of aerial realms, phenomenon, and sites. The locations described there can be used as isolated points in the sky the characters can discover and explore.

When adding these aerial realms to your campaign, the first issue you should consider is how they will fit into your world's history or background. In some cases, you can simply gloss over this and arbitrarily add the locations from this book to your game. This is the best course to take if your players do not pay much attention to the world's background or if you don't plan on using your game world for any extensive campaigns. One shots, short game arcs, and games that are just getting underway do not require the same attention to detail or background consistency as an established game world.

On the other hand, if you set a long-term campaign game in a published game world or one of your own invention it is best to consider the ramifications of integrating an aerial civilization into your game. If your players are familiar with the game world's background, whether that is because you use a popular published setting or they have played many adventures in a world of your own creation, the sudden appearance of cloud realms with neither an explanation as to their existence or a context in your game's history can be a jarring development. Before using the material presented in this book, it is best to take some time to consider how it will fit in with your campaign. The following section describes some basic questions you need to answer and provides some advice for expanding your campaign world upward and outward.

Integrating Cloud Realms

Cloud realms do not appear out of thin air. They should have a history that describes either a basic idea of how and why they integrate with surface-based civilizations or a consistent set of circumstances that help erect an impenetrable barrier between the surface and the sky. To put it simply, if civilizations exist on the topside of clouds, why have haven't they previously interacted with kingdoms on the surface? If they have, what is the history between the two realms and do they commonly interact with one another?

History

One of the first things you need to decide is the origin of cloud cities. Were they created in the ancient days of the world's formation or are they a recent phenomenon?

In the first case, cloud realms have long, rich histories and feature cultures as developed and complex as those found on the surface world. Their long history makes it likely that they either have fully developed social, political, and economic ties to the surface or a sustained, purposeful reason for avoiding contact with the surface. This is the best option if your campaign is relatively new or has yet to start.

If cloud realms are a new phenomenon, you have a bit more flexibility in carving out a place for them in your world. Perhaps the clouds drifted to your world from a distant realm, traversing what passes for outer space to drift into orbit around your world. A massive dimensional rift may have opened between the elemental plane of air and your campaign world, drawing several cloud cities and other realms through the breach. Maybe the civilizations of the clouds fled to your campaign world in the face of an invasion or other disaster in their home dimension. Whatever the reason, the cities and civilizations of the clouds are relatively new on the scene. They simply have not yet had time to establish any meaningful contact with the surface world. Perhaps over time they will develop ties to the kingdoms and empires below, but at the moment few people, if any, living on the surface are aware of their existence. This is the best option to go with if your world is established or your campaign has been going for quite some time.

Chances are that you want to add cloud realms to an established campaign. If your game is just getting underway or has not yet started, your task is much easier. You can simply add the concept of aerial civilizations to your game as you develop its background. On the other hand, if your campaign's background is relatively stable, you need to come up with a good reason for why cloud cities and other aerial realms haven't played a big role in its history.

Established Tips

If your game includes cloud realms as a long established part of its background, you need to consider the impact and repercussions of the aerial realm. The existence of aerial realms in and of themselves may not cause major changes to the stereotypical fantasy RPG setting, but the implications of such regions could have a big effect.

Transportation, primarily the prospect of aerial travel becoming much more common than normal, represents a big shift in a campaign's development. If flying ships, trained griffons, or items such as magic carpets are very common in a campaign world, trade, travel, and warfare all undergo significant changes. Few armies march into battle without some sort of air support, while journeys across mountain ranges, oceans, and forbidding wastelands all become much easier if a merchant caravan can simply fly to their destination. Travel and commerce become easier and more common. Far-flung empires and kingdoms come into contact with one another and in a political and economic sense the world shrinks by an order of magnitude.

Major cities and trade ports have sky harbors designed to serve air traffic. While most settlements normally spring up around rivers, trade routes, and other features that promise frequent traffic and trade, air travel allows a settlement to spring up nearly anywhere. Civilization may become more spread out as air travel increases in popularity. This development can touch off many wars between civilized cultures and barbaric ones



as kingdoms and empires expand at a much quicker rate than normal. Barbarian realms are introduced to formalized magic, new religions, and technology at a much quicker rate than in a campaign world where merchants and settlers rely solely on ground travel. This is a particularly important issue if you decide large flying vessels make sense in your campaign. Magical spells, wondrous items, and flying creatures lack the carrying capacity to have such major impacts on a world's cultural and political landscape.

A Hidden Realm

If such developments don't sit well with you, then perhaps air travel is only slightly more common in the air than on the surface. While civilizations may thrive on the upper surfaces of certain clouds, trade, travel, and contact between cloud realms is rare at best. Furthermore, contact between the clouds and the surface is even rarer. Perhaps cloud ships are impossible or extremely expensive to manufacture and enchant. After all, there might not be any building materials within the sky realms that are suitable for shipbuilding. The cloud realms are all solitary islands floating through the sky. Each realm may consider itself to be an entire unto itself. Other clouds are the subjects of legends and rumors, while the surface world may as well be an alien plane of existence. The inhabitants of the clouds may catch glimpses of the surface world, but they stop to consider that the alien realm below them could harbor life. How could people get down there? After all, those that fall off the cloud never return to tell the tale of their journey. To the people of the clouds, the surface could be a place of mystery and terror.

There and Back Again

In addition to considering cloud realms' place in your game, there is the more pressing, practical matter of figuring out how to get the characters off the ground and into the air. The cloud realms may be a fascinating place of adventure, but if the characters can't get there they are as about as exciting as the local pizza joint.

If the cloud realms are an integrated part of your campaign world, then a trip to the sky is as simple as finding the nearest sky port. If flying ships are commonly used for trade and travel, the characters can simply pay for passage to the sky.

While this seems like an easy solution, keep in mind the issues this raises as described above. Furthermore, such a mundane solution to the problem takes away the wonder and magic of an aerial realm. Most campaigns don't feature cities and kingdoms perched atop floating clouds. Thus, the players (as well as their characters) are liable to find these realms inherently fascinating. Discovering a new realm of adventure can inject some needed energy and interest into a campaign, particularly a long-standing one with developed story lines and adventure arcs. Sure, a flying ship is a wondrous site, but in the grand scheme of fantasy RPGs they don't exactly

rank up there with acid-spitting demons, weird dimensions, and otherworldly godlings.

If you want to make the aerial realms a strange, alien place use the suggestions given above for making them a hidden realm. While this gives you the problem of moving the characters back and forth between the clouds, you have the tools as DM to circumvent those issues.

Magical gates and teleportation are two simple, familiar methods for transporting the characters to the sky. While on one hand these do take away some of the grandeur of aerial travel, they do allow you to spring adventures in the sky on unsuspecting characters. Perhaps while exploring a dungeon the characters come across a magical gateway carved into a wall. Stepping through it, they find themselves in what looks like just another subterranean passage. In truth, they now stand within a stone temple erected atop a cloud. Once they return to the "surface" they must cope with the alien environment and perhaps seek passage home if the gate operated in only one direction.

The characters could know a sage or wizard who wants to explore the upper reaches of the atmosphere. This would-be explorer could even be a PC wizard who specializes in air magic. After months of work, he builds a crude, prototype flying machine and hires the characters to accompany him on his maiden voyage. This gives you a handy way to introduce the sky realms to your campaign without making air travel a common occurrence. Perhaps the air ship is a one-of-a-kind model or the secret of its construction is long lost. Think of the stories of Jason and the Argonauts for inspiration. Maybe the air ship is caught on a strong air current and flung far from home, forcing the PCs to journey across a wide number of cloud realms to find their way back home.

Another option is to bring the cloud realms down to the earth for the characters to find them. Perhaps a sky elf air ship crashes. The survivors speak of their homeland and can guide the characters there after repairing their ship. The crashed ship could become the center of political maneuvering as rival nobles see the economic and military power the ship holds. The characters could be forced to help the ship's crew survive not the physical threats of the surface world but the political machinations and rivalries that engulf them. The black-hearted baron of a nearby realm may seek to kidnap the crew and hold them for ransom. His demands: a working sky ship for his own use. A craftier, more politically adept overlord may attempt to sway the elves to his cause by painting the PCs and their allies as the source of endless evil and trouble on the surface world. The elves, wholly ignorant of the truth of the situation, may inadvertently side with the forces of evil unless the characters can convince them otherwise.

Finally, the characters may simply decide to travel to the clouds after discovering a magical item or artifact that allows them to fly. They can go there simply out of curiosity, in response to stories of treasure and magic they uncover in long forgotten tomes, or in pursuit of a major villain. Perhaps the fearsome dragon that despoils the region lairs in a small cloud that hovers over the land. To



defeat the beast, the characters must travel to its home turf.

If All Else Fails

Remember that there's nothing stopping you from using the locations presented here as islands the characters can discover while sailing across the ocean. A few of the sites in this book can be used in this manner with little modification. Alternatively, you can use these cloud realms as areas found in the elemental plane of air. While your version of that plane may have its own unique fea-

tures, it is generally viewed as a place of endless space and winds. Floating clouds carrying cities and other realms fit in easily with such a place. Planar travel is a good option for high-level characters or as a nice change of place from the typical RPG fantasy adventure. You can also tuck these realms into the astral plane or any other alien realm.

When all's said and done, this book is meant for you to use in any way you wish. It's just a starting point. Without your imagination and creative talents fantasy roleplaying games would cease to be. Bend, fold, and mutilate the contents of this book to your heart's content.

Sellaine, Jewel of the Clouds

A glittering jewel of the clouds, Sellaine is a political, economic, and military hub of the cloud realms. The city commands few resources of its own. In fact, the cloud realm is barely large enough to accommodate much more than the city. Most civilized realms include forests, low hills, large fields of grain, and orchards. Sellaine rests upon a cloud realm that resembles an upside down cone. Plains extend from the realm's upper reaches, giving it a convenient stretch of land for fields to support the city's inhabitants. Other than that, Sellaine commands no natural resources.

Generally, cities arise for one of two reasons, location or resources. Luckily for Sellaine, the city is one of the most critical points in the tenuous web of trade and diplomacy that exists amongst the cloud realms. As the seasonal winds blow, cloud realms drift across the sky. While the general wind patterns make possible rough predictions of a particular cloud's location, the vagaries of the weather and the exact location of a given realm make trade difficult. Sellaine is one of the very few exceptions to this general rule. Floating high in the atmosphere, it follows the same path year after year. Some sages believe Sellaine is blessed by the gods to adhere to its course. The sky elves, an offshoot of the elf race that dwell amongst the clouds, believe their god Laelus created Sellaine as a boon to his people. According to legend, this cloud realm is the center of sky elf civilization and the first realm the elves civilized when they came to the clouds. After that initial settlement, elf settlers dispersed across the sky to establish their empire and civilize the skies in Laelus's name.

Sellaine's predictable location makes it the ideal trading center for all the sky realms. As it moves through different regions of the sky, traders swarm from across the air lanes to meet at the city, sell their wares, and load up cargoes of worked goods and raw materials that are rare in their home realms. If travel between the air and ground is common in your game, surface merchants funnel the vast majority of their trade through Sellaine. While some traders may deal with other cloud realms,

most lack the resources and interest to track down settlements as they drift across the sky. Sellaine's status as the preeminent trading port of the sky ensures that a surface merchant can find a market for his goods and a wide range of products to carry back home.

The Basics

Population: 15,000 (12,000 elves, 1000 dwarves, 1000 halflings, 600 humans, 300 gnomes, 100 other)

Government: Republic

Military: Standing army of 800 elf warriors, including corp of 80 wizards, 100 clerics, and 20 bards. Navy includes a dozen flying warships.

History

Sellaine's history extends back thousands of years. It was one of the first realms settled by the sky elves and as their legends claim it was created by Laelus as a beacon and central point for all of sky elf civilization. Over the years, the city has seen its share of prosperity and disaster, yet its critical location and status as a religious site ensures that it remains in sky elf hands.

The most important and tragic event in the city's history is known as the Night of a Thousand Fires. Water is a valuable resource in any cloud realm. Many realms lack large bodies of standing water, instead relying on the frequent rain of the upper atmosphere to keep their crops healthy and supplies of water on hand. While most realms receive enough rainfall to sustain life, fire is a critical threat to any cloud city. As bad as it is on the surface, few settlements can afford to maintain large reservoirs necessary to combat an inferno. A small cabal of diabolists decided to turn this to their advantage. Meeting in secret, the plotted to ally with the powers of hell to set the city aflame. Protected by their magic, the



foul wizards planned to pick through the disaster and claim any appealing treasures they discovered. Their plan almost succeeded. Summoning forth a small horde of fire demons, the cabal succeeded in destroying most of the city's upper spires. The city's defenders were distracted as the flames threatened to spread throughout town, allowing the wizards and their diabolic allies to move through the temple district unmolested. As luck would have it, an acolyte of Laelus spotted the marauders and sounded the alarm. While the fire prevented the majority of soldiers from responding, a small corp of paladins, clerics, and sorcerers rushed to deal with the attackers. The wizards and the devils who worked with them were defeated, preventing the theft of many religious icons and artifacts. Furthermore, the devil's defeat forced back to the outer planes the minor devils summoned to set fires and spread havoc through the city. Still, the damage to the city was quite extensive and took several years to rebuild.

As a result of that episode in the city's history, wizards, sorcerers, and all other spellcasters are required to register with the town guard. In addition, magic items of all types must be reported to the authorities. Incoming ships are met by a small squad of soldiers led by a cleric of Laelus who uses *detect magic* to spot enchanted items. Items capable of producing fire spells, such as *burning hands* or *wall of fire*, are confiscated until the owner leaves the city. Spellcasters must register with the city and report to a guard post each day. Casting any sort of offensive spell, even one that cannot possibly cause collateral damage such as *magic missile*, is punishable by a week in jail and a 100 gp fine. Needless to say, wizards who wish to remain out of site had best seek a safer harbor. On the other hand, a wizard can rest assured that his enemies had best rein in their magic while in town.

Aside from that incident, the city has weathered its share of attacks, sieges, and pirate raids. Twice the elves have been forced from its walls, though each time they have returned with a crusading force and crushed those who would seize their ancestral home. The city has not been attacked in almost 400 years, as any would-be raider knows he would have to deal with the wrath and power of the entire sky elf race. The city's position as a critical cog in the aerial trade routes also ensure that most races and realms look upon it as too valuable to their economic prosperity to attack it. It is said that a would-be conqueror has a better chance of making a fortune and claiming power in Sellaine's bustling markets than at its stout walls.

Government

The governance and administration of Sellaine is a major concern of traders across the skies. Tariffs, regulations, dock fees, and other laws relating to trade in the city have major repercussions across the air lanes. Few traders would not feel the pinch should the city's lords opt to raise taxes or restrict the movement of certain goods. Thus, Sellaine's politics are a common topic of

conversation both within and without the city.

Sellaine is simply too important an economic, religious, and cultural center for a single sky elf or line of elves to rule over it. Instead, a council of nobles rules over the place. This council's seven members are elected by a popular vote amongst the Gathering of Esteemed Citizens, known as the Gathering for short. Voting rights within the Gathering are purchased from the city, with a yearly fee of 1000 gp required to gain them. The size of the electorate varies from year to year. A majority of it must be comprised of elves who can claim ancestry to one of twelve families that originally settled the cloud realm. The remaining portion must consist of 50% elves who pay the voting tax. The balance is non-elves who maintain a permanent dwelling in the city and also pay the tax. These laws are currently very hotly contested amongst the merchants and nobles. The nobles feel that the level of representation is sufficient for the non-elf traders' voices to be heard and noted, while the humans, dwarves, and gnomes who do business within the city argue that their miniscule representation makes it impossible for them to have any real say in policy. The non-elves are essentially forced to ally with elf noble houses in order to push legislation they support and candidates they back. However, the elves are normally closely divided on issues, making the support of the non-elf merchants a critical part of any election. Some elves consider this state of affairs wholly repugnant and insist that only elves have a right to rule Sellaine. This debate comprises the major split amongst elves in Sellaine, with the old guard, traditionalist nobles fighting to maintain control of the city while a new generation of merchant princes and pioneers allies with the non-elves to claim supremacy within the city. The current rumor is that the old guard families plan to allow only three of their number to buy voting rights, using intimidation and economic pressure to stop others who may support the other factions from paying for votes. Though farfetched, this scheme would guarantee the traditionalist faction an indomitable majority in the Gathering which in such a case could total no more than five members. The city's charter makes no stipulation for a minimum number of voters within the Gathering, only that they pay their fee and the proper proportions are reserved.

The council's seven members are charged with appointing bureaucrats, drafting laws, and dealing with the day-to-day administration of the city. All drafted laws are voted on by the Gathering, though only the council may prepare and present laws to that body. Furthermore, all prospective legislation must be first approved with a majority vote of the council. Thus, in many respects the council approves the laws. As the council is elected by the Gathering, their votes normally reflect those of the Gathering's membership.

Entrance into the Gathering can be a tricky business. Each year, a new Gathering is created from amongst those who can pay their fee. In addition, each year a single space on the council must be voted on, thus giving a council member a seven year term. The bureaucrats process the applications and fees of the nobles first to



determine the Gathering's total size for that year. The remaining spaces are given out half each to non-noble elves and non-elves. A seniority system ensures that those with the most years service in the Gathering are given seats first. These years need not be served consecutively, leading some factions to trot out retired, and often senile, oldsters to secure votes during critical years.

Political Players

The two main factions within Sellaine are the traditionalists, who favor a return to a more centralized government run exclusively by elf nobles, and the progressives, who believe that as a cosmopolitan city Sellaine should have an inclusive government.

The traditionalists are led by the Tananliel family, the oldest and most respected noble family in the city. A Tananliel first discovered the cloud realm that became Sellaine, and since then the family has played a key role in every major event in the city's history. The Tananliels own much of the prime real estate in the city and funded many of the expeditions that created some of the most prosperous elf settlements in the sky. They earn most of their income from rent and their shares of merchant companies. Most of the Tananliels are heavily involved in the hierarchy of Laelus's worship, and clerics and paladins of that god are common amongst their number. While morally upstanding, they have a tendency to see the worst in the non-noble classes and place more stock in a person's bloodlines than his actions. Their reputation as holier-than-thou, arrogant moralists wins them little support amongst the new breed of traders and explorers.

House Sylviel, an elf clan of traders and merchants, heads the progressive movement. They believe that Sellaine is at its heart a trading city. In their opinion, mercantile concerns must become the primary guiding force in the city's policies. To this end, they readily support any legislation that undermines the old guard's authority. While this makes the Sylviels popular amongst the humans, dwarves, and working class elves, their sup-

port comes with a healthy load of baggage. Many believe the Sylviels made their fortune in smuggling and other illegal practices. Though none suspect them of murder and other capital crimes, it is well known that in any port the Sylviels do business their representative spend as much time with members of the thieves' guild as they do in the market places. In many ways, the Sylviels' involvement with the progressives draws much of the traditionalists' opposition to that group's policies, yet without the Sylviels' money and influence the progressives would have little voice in politics.

Standing between the progressives and the traditionalists is Admiral Menathius Truewind, commander of Sellaine's fleets by appointment of the elven nations. As the seat of commerce and elf culture in the skies, the defense of Sellaine is deemed the responsibility of all allied elf realms. Primarily as a tool to ensure that the city is properly defended despite the machinations and political dueling of the Gathering, elf settlements send contingents of elite soldiers and squadrons of sky ships to man Sellaine's walls. In addition, a council of admirals selects the garrison's commander. Truewind gained this

post for his skill and daring in destroying a pirate fleet and the great red wyrm that had brought the marauders together. He is a gruff, straightforward, apolitical man who finds the eternal bickering that plagues the gathering bothersome at best. He would much prefer that the uppity Tananliels and the corrupt Sylviels would go to hell and leave him and his garrison alone. The admiral is normally required to attend state functions and important social events in full uniform, a situation he detests. Many of

the politicians grumble that Truewind spends more time organizing punitive expeditions against nearby monster lairs and pirate holds than worrying about the city's defenses. The admiral publicly responds that a good offense is a better defense, while secretly he simply loves the thrill of battle and would much prefer a more active appointment. Anyone who raises havoc for the Tananliels and Sylviels is a gentleman of the first order in his book.

The council of seven's members are amongst the most powerful people in the city. They are:

Luvien Tananliel: The eldest of the Tananliels, this



elvish crone is a staunch traditionalist who would much rather see every last being who cannot claim noble blood exiled from the city.

Pendra Tananiel: Once an adventuring paladin of Laelus, Luvien's granddaughter is a moderate amongst the traditionalists. She believes that the nobility has the right to rule, but is not opposed to granting the merchants and commoners a voice.

Ragast Sylviel: The youngest of the council members, Ragast is a playboy and hedonist who embodies everything the Tananiels fear. Ragast has little respect for the nobility and consistently pushes to undermine their rule. He frequents the brothels and gambling houses in the city's slums and cultivates a populist image. Rumor has it he dabbles in the narcotics trade.

Dellir Silvercloud: For years, Dellir served in the sky elf navy before returning to his native Sellaine. The scion of a traditionalist noble house, his military training and desire to judge each issue in terms of its utility to the city makes him the most moderate of the council's members. His vote is often the one that decides a deadlocked issue.

Taern Skywander: Taern made his fortune seeking out isolated cloud realms for trade and exploration. A staunch progressive, he believes the nobility is too static and complacent to remain in power. He frequently uses analogies and stories drawn from his days as a merchant captain to make his point.

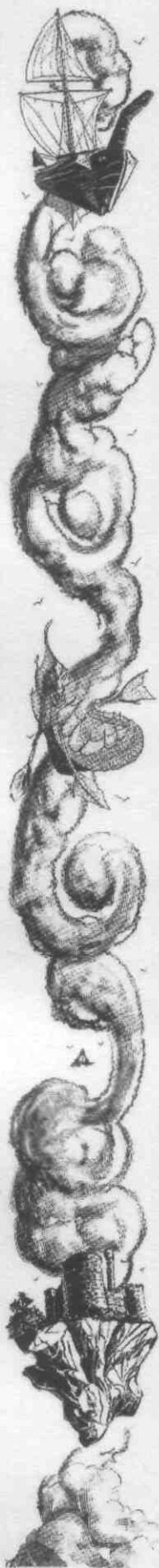
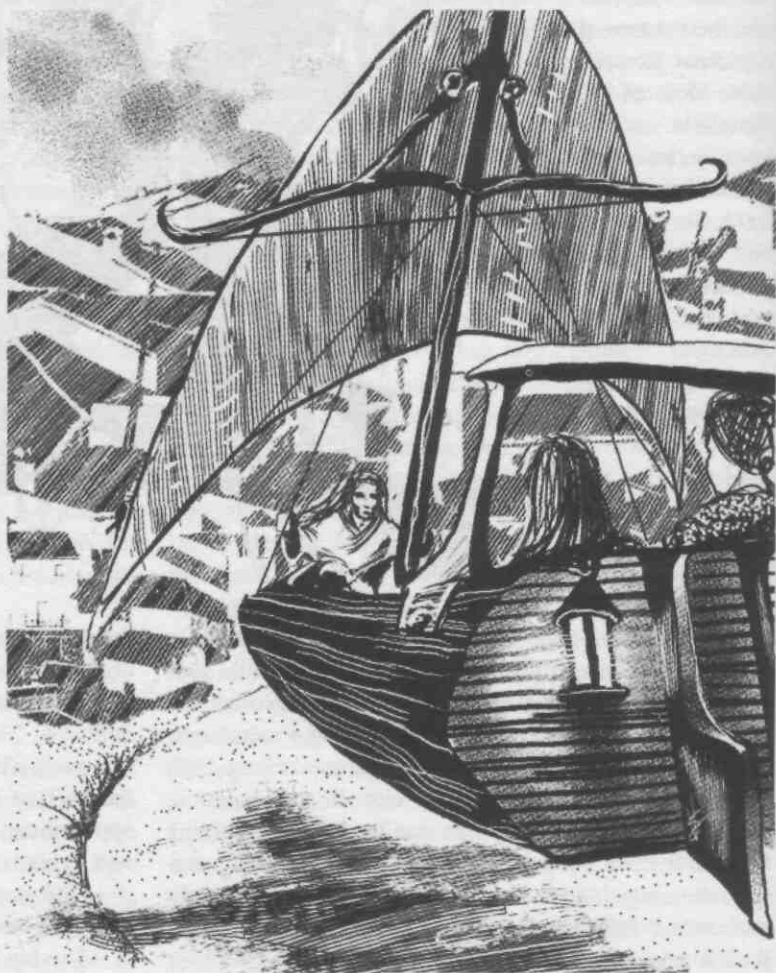
Lindriel Sunstream: The daughter of Lilo Sunstream, a famed elf adventurer, explorer, and merchant queen, Lindriel loves politics for their own sake. She backs the progressives because of the improvements they promise her family, but is driven more by the love of a good struggle against crafty opponents than her belief in their agenda. Ragast has made several attempts to seduce her, but she considers him a soft, spoiled, prat.

Mercir Stargem: The oldest elf on the council, Mercir's primary concern is the city's security and law enforcement. Much to Admiral Truewind's dismay, Mercir continually demands his presence at debates and meetings in order to receive the military's point of view. Mercir is old enough to recall the last attacks on the city and knows that unless Sellaine is a safe port of call, it will lose its status as the pre-eminent trading port in the skies. Mercir supports the traditionalists out of loyalty to his noble house and because he believes the stability offered by noble rule translates into Sellaine's best defense against attack.

Getting Around Town

Since Sellaine's buildings are set within a cone-shaped cloud structure, getting around town can be a challenge. Travelers need to worry about moving up and down terraces and also around any particular level. Each terrace is set up as a concentric ring within the cone. A single primary street runs down the middle of each ring, with side streets running off the sides. Two main thoroughfares, Gold Street and Silver Street, run from the main dock areas all the way down to the very bottom of the city. Where they run between each terrace, wide sloped platforms allow traffic to run directly up and down between levels. These two streets do not run straight. Rather, they snake down to the bottom primarily to keep the roads' slopes manageable. A direct path would prove a bit too steep for a comfortable trip up or down.

To expedite travel, flying ships similar to rowboats with small sails shuttle across the city's central space and between levels. In some areas, these scoot boats, as they are called, are as thick in the sky as a swarm of flies. Common practice requires a would-be passenger to hold a hand in the air and look upward to draw a scoot boat's attention. The standard fare is 1 sp per level up or down and an additional 5 sp for going across town.



Law Enforcement

The city is patrolled by groups of six elf warriors normally accompanied by a cleric of Laelus or a wizard who specializes in offensive magic. The warriors are first level, while the cleric or sorcerer is second. The city also maintains an elite battalion of 100 4th-level warriors.

Typical Sellaine Guardsman, elf War1: CR 1/2; Medium-size humanoid; HD 1d8; hp 4; Init +1 (Dex); Spd 20 ft. (30 ft. base); AC 18 (+1 Dex, +5 armor, +2 shield); Atk +1 melee (1d8, longspear) or +1 melee (1d6, short sword) or +2 ranged (1d8, longbow); SQ Elf traits; AL Lawful good; SV Fort +2, Ref +1, Will +0; Str 11, Dex 13, Con 10, Int 10, Wis 11, Cha 9.

Skills: Listen +2, Spot +2. *Feats:* Weapon Focus (longbow).

Possessions: Longspear, short sword, longbow, 10 arrows, large shield, chainmail, alarm whistle.

Cleric of Laelus, elf Clr2: CR 2; Medium-size humanoid; HD 2d8 hp 12; Init +1 (Dex); Spd 20 ft. (30 ft. base); AC 18 (+1 Dex, +5 armor, +2 shield); Atk +2 melee (1d8, masterwork heavy mace) or +2 ranged (1d8, light crossbow); SA Spells; SQ Turn undead, domain abilities (Air, Good); AL Lawful good; SV Fort +3, Ref +1, Will +5; Str 10, Dex 12, Con 11, Int 10, Wis 14, Cha 11.

Skills: Concentration +5, Knowledge (religion) +5. *Feats:* Combat Casting.

Spells (4/3+1): 0 – *detect magic (x2), detect poison, light*; 1st – *bles, command, magic weapon, protection from evil*.

Possessions: Masterwork heavy mace, light crossbow, 10 bolts, large wooden shield, chainmail, holy symbol, alarm whistle, *potion of cure light wounds (x2)*.

Sellaine Watch Wizard, elf Wiz2: CR 2; Medium-size humanoid; HD 2d4+3; hp 9; Init +1 (Dex); Spd 30 ft.; AC 11 (+1 Dex); Atk +1 melee (1d6, staff) or +3 ranged (1d8, masterwork light crossbow); SA Spells; SQ Owl familiar; AL Lawful good; SV Fort +0, Ref +1, Will +3; Str 10, Dex 13, Con 10, Int 14, Wis 11, Cha 9.

Skills: Alchemy +7, Concentration +5, Knowledge (arcana) +7, Spellcraft +7. *Feats:* Toughness.

Spells (4/3): 0 – *daze, detect magic, mage hand, ray of frost*; 1st – *mage armor, magic missile, animate rope*.

Possessions: Staff, masterwork light crossbow, 10 bolts, 50 ft. rope, alarm whistle, wand of detect magic (40 charges), *potion of cure light wounds*.

The guards react quickly to any outbreak of violence. As crime is bad for business, the dock areas and markets are heavily patrolled. The lower reaches of the city are much less closely watched.

The most important offense in the city is arson.

Anyone caught using fire magic or setting a building aflame faces a jail term of 10 years and a 5,000 gp fine. Any use of offensive spells nets the violator a 100 gp fine and a week in jail. This penalty is often waived in cases of self-defense, but outsiders or those suspected of criminal activity are not given the benefit of the doubt.

Other crimes are divided into petty violations that net 5 gp fines, minor crimes such as robbery that include 1-4 years in prison and a 500 gp crime, and major crimes that have terms of up to 10 years and 1000 gp fines. Murder is punishable by death, as are any other acts that threaten the safety and security of the city. Trials are administered by magistrates appointed to their post by the city's ruling council.

Sellaine: A Gazetteer

Sellaine is nestled within an inverted, cone-shaped cloud realm. Plains stretch out from the uppermost reaches of the realm, forming space for fields and orchards that supply the city with food. The city is built upon a series of terraces formed along the cone's interior. Stairways and gently sloped ramps connect one level to another. The upper levels, called the spires, are given over to docks, guard towers, and the mansions of Sellaine's richest families. The higher up along the city a building is located, the more sunlight and fresh air it receives. Thus, the topmost areas comprise the city's most expensive real estate. The middle terraces are known as trade town, so named because of the many foreign merchants that live there and the presence of markets and warehouses in that region of the city. Below trade town is the undercity, a place where the town guard rarely ventures. Dockworkers, servants, and other laborers live there and the thieves' guild operates gambling houses, brothels, and other dens of vice in that area.

The Spires

The fields surrounding the city's topmost levels and the first four terraces within the cloud realm comprise the spires. Named for the guard towers built here that soar into the sky and keep watch for attackers, the spires are walled off into two distinct portions. The dock areas are the destinations for incoming ships. Warehouses, merchant guilds, and other businesses tied directly to commerce are all found along three distinct strips that radiate inward to the city. The dock areas take up roughly half of the spires. The other half is given over to the temple district and the estates of the noble families that have lived in Sellaine for generations. Some families maintain small estates within the spires while others live in mansions built amongst the fields that surround the city's upper most levels. Most merchant families earn their income from renting land to tenant farmers or selling their crops to the city.



Dock Ward

Serving as a port of call for skyships and traveler from across the air ways, each dock ward consists of berths for incoming ships, warehouses to hold incoming and outgoing trade goods, and a few boarding houses and taverns for visitors. This area is heavily patrolled, owing to its proximity to the noble estates. Unlike most cities, Sellaine has a rather clean, peaceful, and secure sky dock district. Long term visitors are encouraged to move downward to trade town or the undercity. Sellaine law prohibits anyone from renting lodging here for more than two weeks at a time.

Dock ward is surrounded by stone walls. Gates built within them allow access to the noble and temple districts, but these are closed at night and visitors are not allowed in the noble district unless they bear a letter of recommendation from a noble family.

The Gull's Nest: This boarding house is typical for the dock ward. Kept freshly whitewashed and neatly appointed within, it generally serves merchants and travelers rather than sailors, who prefer to seek out the undercity for lodging and entertainment. Phaerla Strongwind (female elf Exp4) is an elderly woman who watches after her guests with a grandmother's dotting concern.

Morgan's Tankard House: One of the most popular meeting places for merchants and traders who come to Sellaine to do business, Morgan's offers discrete meeting rooms for private meetings and a lively common room with nightly musical performances. Morgan Silvershield (male dwarf Exp4) owns this place, helps tend bar, and runs himself ragged seeing to it that each and every one of his guests enjoys the food, drink, and ambience of this place. Morgan is the most respected dwarf in the city and as the informal leader of that tiny

faction. A dedicated progressive, he commonly hosts political meetings and social gatherings.

Gold Coast

The gold coast, the popular name for the noble district, hosts the city's nobility and the farmland that extends outward from the edge of Sellaine. The rolling fields outside of town are peaceful and quiet. The farmers who live here generally grew up on the land they tend and take a dim view of city dwellers. Many of the families here have long traditions of service to the noble houses. Most tend the fields in return for a portion of the profits derived from the sale of crops in the market. Many noble families live out amongst the fields, preferring the open air and abundant sunshine to Sellaine's cramped interior.

Tananliel Estates: The largest of the noble estates within the city, this sprawling mansion and the grounds around it are the site of the city's most important social and political events. The mansion serves as a home for most of the Tananliel who live within the city. The main building holds kitchens, servants' quarters, and living space for the current head of the family, Luviel Tananliel. She, her husband, and their unmarried children hold court there. Several expansions and wings added to the main structure hold separate quarters for the rest of the family. During warm weather, the Tananliels commonly hold feasts within grand tents set up on their grounds. The most distinguishing feature of this estate is the large hedgerow maze on the grounds.

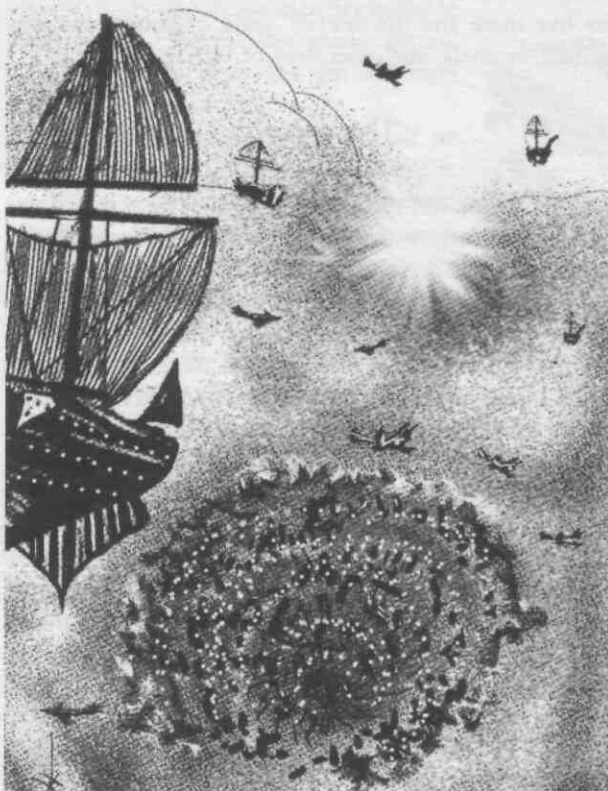
Temple District

Dominated by the grand cathedral to Laelus, this area of the city is one of the most important sites to sky elves across the world. As Sellaine is the gift of their god Laelus, the sky elves have worked hard to honor that gift with soaring cathedrals, beautiful parks, and masterwork sculpture, mosaics, and other artwork. No less than a dozen temples to Laelus can be found here, the newest one (the largest) being one of the most visible structures in town aside from the guard towers. The grand theocrat of Laelus's faith, Paeris Skywander (male elf Clr20) holds court here with the rest of Laelus's ecclesiastical hierarchy. A few smaller shrines are built here to accommodate non-elf visitors, but these small structures are kept near the temple district's gates and none are permanently staffed by clerics.

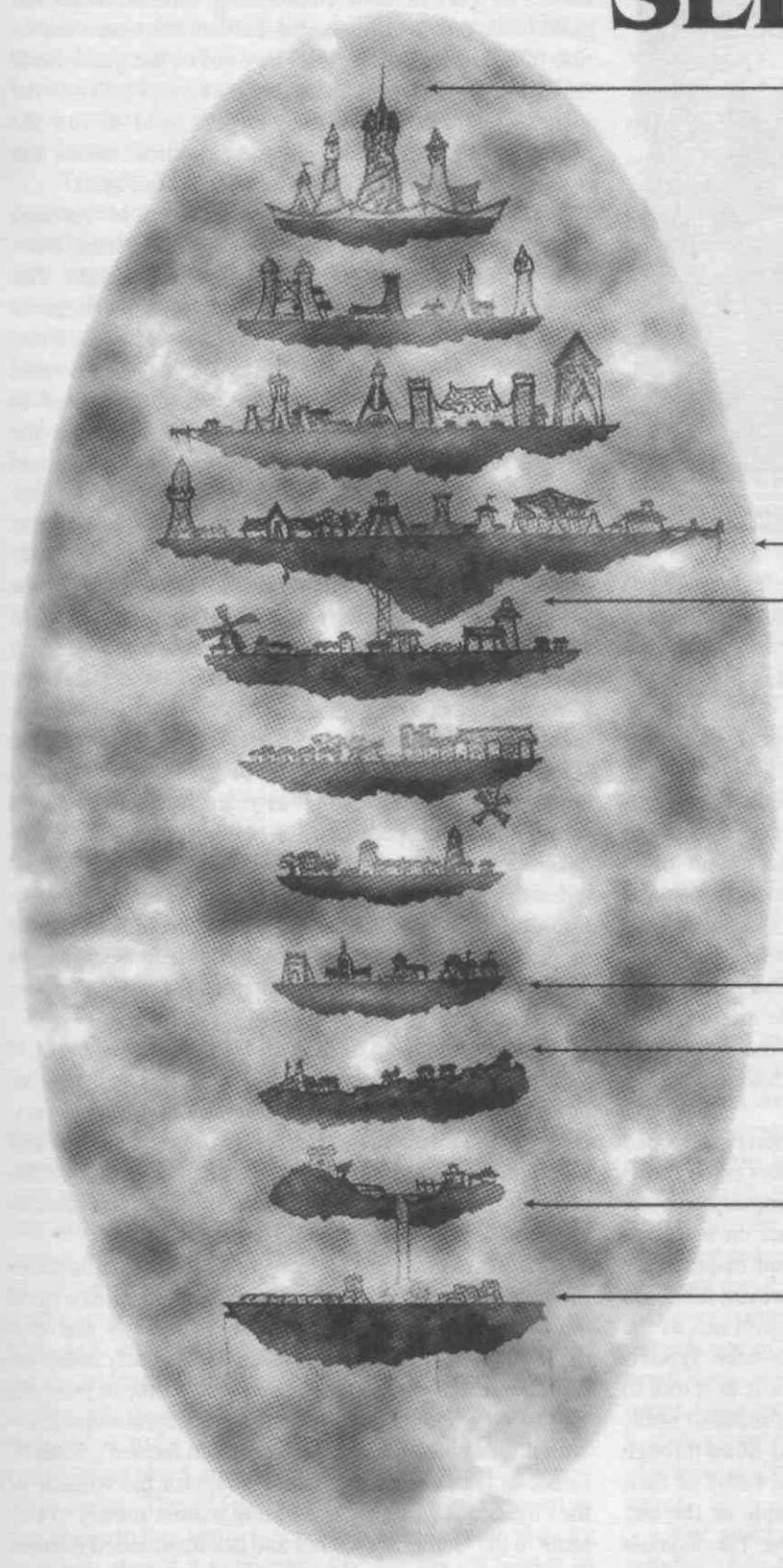
Temple District serves not only as a religious space but as a popular area for relaxation and entertainment. The beautiful gardens and parks built here are crowded on sunny days with merchants and commoners who wish to enjoy the weather. City guards heavily patrol this area, and the presence of many powerful paladins and clerics make this the safest section of the city.

Trade Town

Comprised of the four terraces below the spires, trade town is where the bulk of business within Sellaine



SELLAINE



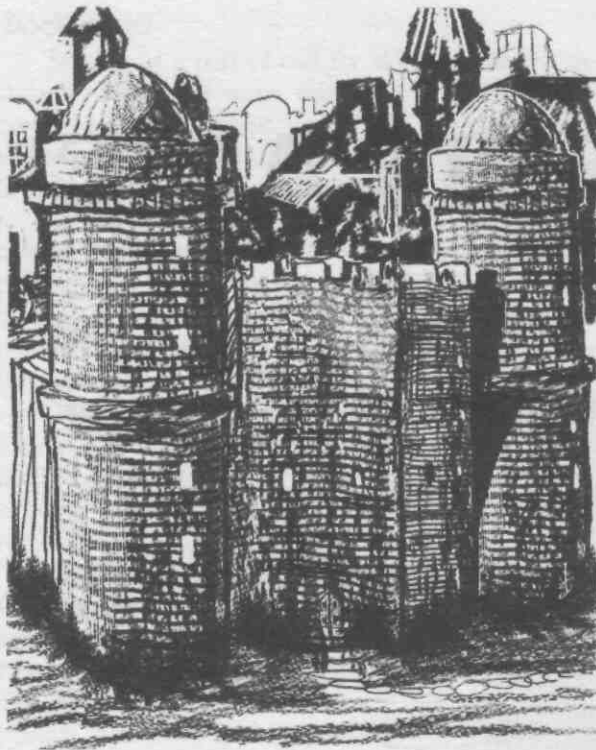
SPIRES
 The top four levels are where the aristocracy dwells. These are beautiful neighborhoods filled with towers, spires, temples, and other amazing districts. Many of the spires rise high above the cloud's surface.

TRADE TOWN
 The next four levels are the trade town, home of merchants, factories, guilds, pubs, normal residents, and so on.

UNDERCITY
 The bottom two levels are the dank, dark undercity.

SEWERS
 Spilling out of the undercity, through the cloud and then out from beneath it, are the sewers.





is conducted. Cramped, dark, and crowded compared to the upper terraces, trade town bustles with the dealings of merchants and trading companies from across the world. While safer than the undercity, this place is far less secure than the areas above it.

Mercenary's Guildhall: The central gathering place for mariners, soldiers, marines, and others looking for employment aboard skyships, this guildhall is a simple, fortified mansion located in the upper reaches of the trade town. The guild charges a 1 gp fee per month for its members. In return, it serves as a clearinghouse and review board for merchant captains and others who may wish to hire mercenaries. The guildhall takes payments up front for tasks and pays out its members' fees after their contracts are completed. If either the mercenary or employer has a complaint regarding the fee or services rendered, the guild appoints a panel of arbiters to decide the case.

The current guildmaster, a retired merchant named Rollo Finster (male human LN Exp4) takes pride in the guild's integrity and long record of exemplary service. He knows the guild's business is founded on trust and does his best to ensure that all claims and disputes are resolved in an open and fair manner. However, the guild is currently under enormous pressure to sell out to the Sylviel family. Few as yet know of this, but the Sylviels hope to seize control of the guild and use it as a tool to help push their policies. Many of the traditionalist noble houses use retainers, servants, and guards hired through the mercenaries' guild. More importantly, many of their tenant farmers who work the fields outside of the city negotiate their contracts through the guild. The Sylviels plan to use the guild and those it represents as a lever to force the city to accept their reforms. Thus far, the Sylviels have been both amicable and secretive in their proposals. As Rollo Finster has no intent to sell a busi-

ness that has been in his family for generations, the Sylviels may opt to call in their less than reputable allies.

The characters may find themselves dealing with the guild, especially if they work as freelance warriors or commonly hire on with sages, wizards, or merchant houses as part of their adventuring careers. Since the guild holds payment funds and delivers them on completion of a contract, the Sylviel buy-out of the guild could leave the characters unpaid for work, especially if the merchant family allows the thieves' guild to run the business. Once it has served their political needs, the Sylviels are likely to let their investment fall apart.

The Most Glorious Concordance of Arcane Masters: A single, five story tower crafted from blue-painted stone is home to the city's wizard's guild. The Sellaine wizard guild's name reflects its self-perceived status within the city. Clearly a second banana in a city that serves as the religious center of one of the most important faiths in the sky realms, the guild strives to improve its standing and carve a foothold within the city's political landscape. For centuries, the wizards and sorcerers took a backseat to other groups within the city. The guild was far too concerned with inward politics, research, and other works to bother with mundane politics. Compounding the situation was the attempt by a few wizards to destroy the city many years ago on the Night of a Thousand Fires. All were members in good standing within the guild, and in the aftermath of the attack the guild was blamed for failing to police its members. Since then, the guild has enjoyed little power or popularity. Recently, the emergence of the progressive faction has drawn the guild's attention. For years, the restrictions on magic items and spellcasting were accepted as the status quo. The prospect of reform in the government has fired a desire amongst the younger wizards to seek the abolition of the old laws. The guild has made some overtures to the progressive faction, but the potential stigma of association with the wizards has thus far prevented any formal alliance.

The current head of the guild, Endarus (male elf LN Wiz15) cares little for politics. He prefers to keep the guild separate from outside influences and has no concern for the city's laws. He sees them as tradition and nothing more. Unfortunately, his tendency to address the younger guild members in patronizing tones has alienated the new generation of guild wizards.

Lendella Firemane (female elf CG Wiz7) epitomizes the younger wizards in the guild. She is eager to extend the influence of arcane spellcasters in the city and sees the laws restraining spell use as an unnecessary holdover of Sellaine's history. She is a frequent visitor to progressive meetings, but her fiery temperament and impatience with politics has thus far scared off that faction's leaders. Lendella is determined to find a voice for the wizards of the city, and is currently attempting to raise money to buy seats in the Gathering for her and her likeminded friends. As she lacks money, rumors now circulate that she has agreed to supply the thieves' guild with magical items. As Lendella is known for being both easily angered and rather naive, she could quickly get herself and the entire

guild in serious trouble with the thieves and the law.

PC mages who wish to join the guild must pay a yearly fee of 100 gp. In return, they are allowed to rent a single room in the guildhouse for 1 sp per night and are given access to its library. Any character with access to the library gains a +2 circumstance bonus to Knowledge checks made there. To join the guild, a potential member must display the ability to cast arcane magic. New members are typically approached by the two political factions within the guild and probed about their leanings and intentions.

Tylok's: This place has never been the most prosperous tavern in trade town. A few merchants stop here, usually people who cannot find lodging in the more popular inns or are new to town and know little of the best places for a meal and bed. Tylok's owner, a tall, dark haired elf named Tellario Quickbreeze (male elf LE Rog2), would prefer to keep the place wholly empty, but such a state of affairs would draw unwanted suspicion. Tylok's is the first stop for merchants who wish to deal in illegal goods. The thieves' guild in Sellaine has long enjoyed a monopoly on smuggling, using bribes, raw economic power, and murder to control the flow of drugs, illegal magic items, and other contraband into the city. Tellario sizes up potential customers and puts them in touch the proper merchant. He never deals with newcomers who arrive at Tylok's without an escort from the guild. "He's welcomed at Tylok's" is a common slang phrase in the guild for a thief or merchant who has been accepted as a business partner by the guildmasters.

Tylok's serves as a conduit for trade. Hidden within its cellar are secret passages that run to several hidden galleries and vaults dug beneath the city's terraces. Some of these passages run to the bottom surface of the city, providing convenient ports of call for smugglers and other criminals. The full extent of these passages is described below, in the undercity section.

The Undercity

The bottom two terrace levels and the city's base are given over to the undercity. The buildings here are cramped together, with crude tenements rising three or four stories into the air. The thieves' guild is the unofficial ruler of this area, as the town guard comes to certain parts of the undercity only in response to crimes. While the undercity makes up less than a third of Sellaine's area, more than half its population lives here, making it extremely crowded. While visitors to Sellaine typically see only the spires and trade town, those who live here know that the undercity is a much better representation of what Sellaine is truly about. For all the talk of Sellaine as a jewel of the skies, such a label belongs only to the uppermost levels. The undercity is as rundown and violent as the slums in any surface city. However, Sellaine is a city of elves, even if it is populated by the sky elf branch of that race. The people of the undercity tend to have a very strong sense of community. On the good side, they rarely engage in random violence and most visitors have little

to fear from muggers or other threats. On the other hand, gang wars and struggles for turf are incredibly common in the undercity. While the thieves' guild controls smuggling and most crime that extends outside of the city, within the city's bounds a wide number of gangs and cartels struggle for power.

The Gangs

Each gang within the undercity controls anywhere from a few blocks to a quarter of a terrace. The gangs operate beneath the notice of the city's thieves' guild. They primarily engage in localized drug trafficking, purchasing narcotics from the guild and selling them in their territory, or shaking down minor businesses and residents for protection money. Some of the more ambitious ones run brothels, gambling dens, and other illegal businesses. The typical gang member is a 1st-level elf commoner, though in some neighborhoods humans, dwarves, or others form their own gangs.

The Thieves' Guild

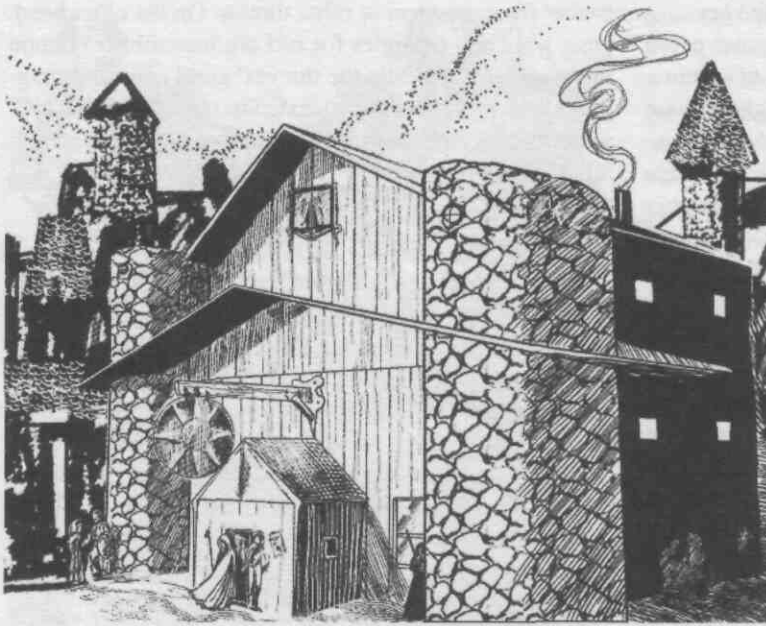
The backbone of Sellaine's criminal underground, the thieves' guild deals primarily in smuggling. None of the gangs have ever grown large enough to challenge the guild's power, primarily because the guild ruthlessly exterminates all potential competitors in the smuggling business. However, the guild does recruit members from gangs and keeps an eye out for talented street thugs who could prove useful. As Sellaine sits at the center of both legitimate and illegitimate trade, the guild piles up tremendous profits dealing in illicit goods.

The guild has multiple safe houses throughout the city. Its primary headquarters stands on the Sylviel family grounds up on the spires. The trading family's members are the hereditary rulers of the guild and much of their wealth flows from it. Artellus Sylviel (male elf N Rog17) is the current guildmaster. A master businessman and shrewd investor, he has doubled the guild's profits by investing money in bribes to the guard and using his family's growing political power to stamp out potential competitors and use the guard to harass and ruin rivals.

The primary secret of the guild's success lies in its control of the sewers. Channels dug beneath the terraced city levels channel waste down to the bottom of the cloud realm. Anyone who can stomach the stench of waste can use these passages to travel anywhere in town in secret. In many areas, the guild has dug out passages, tunnels, and even complexes that serve as warehouses and hideouts. A few of the passages open up beneath the city to small docks used by smugglers to drop off and take on cargo. Once the guild takes on a new shipment, it spreads it throughout town and sells it on to the gangs of the undercity or directly to richer clients in trade town or the spires.

The guild works hard to keep the sewers as safe as possible. Any monsters that somehow end up there are dealt with quickly and efficiently to keep the city government from poking too deeply into the tunnels and to discourage adventurers from delving into them. More





than a few curious explorers have met their end at the knives of a guild bravo.

Locations

The following sites represent common sorts of businesses the characters may visit in the undercity.

The Golden Disc: Easily spotted due to the large, wooden icon of the sun hanging above its front door, the Golden Disc appears to be little more than a tavern that caters to sailors flush with earnings picked up at the Mercenaries' Guildhall. The Disc stands at the upper level of the undercity near Gold Street. While the first floor is a typical dive bar, the basement hosts a small casino with dice games, roulette, and other games of chance. A local gang, the Nightwalkers, controls this place. All of the games within are rigged, and the gang is quick to use violence to handle any customers who complain. However, the gang is wary to avoid cheating sober customers, instead preferring to use cheap drinks and cheaper women to keep the sailors entertained while they fleece them of their hard earned gold.

The Rusty Nail: A popular drinking spot for rowdies looking for a good bar brawl, the Rusty Nail is renowned as a spot where a night without a fight is an oddity. Bouncers at the door check visitor's weapons, and magical ones have a tendency to disappear from the weapons cabinet. In truth, a halfling wizard named Jendek Singleberry (male halfling NE Rog2/Wiz3) uses *detect magic* to sense enchanted weapons. If the item's bearer does not seem particularly tough, Jendek grabs the weapon and arranges for a few of the Nail's regulars to rough up the owner. In the ensuing struggle, the bouncers kick the victim out of the tavern and deny all knowledge of his items or give him a mundane weapon. Thus, many of the brawls at this place ignite simply as a vehicle to separate a neophyte adventurer from his possessions. As the Rusty Nail's reputation as a rough and tumble place draws many adventurers, Jendek's scheme has

thus far proven quite profitable. Most of the weapons end up for sale via the thieves' guild, who rely on Jendek to supply them with items.

Undek's Potables: From the outside, Undek's Potables looks like just another shop specializing in liquor, tobacco, and other vices. While some may feel this place only fuels the city's vices, the truth is far more sinister. Undek's was once the nest for a minor smuggler who was killed by his rivals in the thieves' guild. His murderers never discovered his secret tunnels beneath the shop or the small docking area he had built beneath the city. Unfortunately for the city, the mad aranea prophet known only as the Mouth of Vawn. The creature worships an enigmatic demonic creature known as Vawn, the elemental manifestation of chaos and

destruction. Drawn to the city by a series of visions, the Mouth of Vawn used his considerable magical talents to journey to Sellaine. The voices of Vawn within his mind led him the forgotten smuggler's berth. After exploring, he used his magic to dominate Undek and recruit him into Vawn's cult. Since that day, the liquor store has served as a front for the cult's growing numbers.

The old elf Undek (male elf N Exp3) acts as the cult's front man. While age and drink have long since befuddled his wits, the power of the Mouth's magic compels him and helps sharpen his mind when needed. The Mouth has used his secret entrance to good effect. He used his magic and Undek's connections to make contact with a few smugglers forced out of business by the guild. With their help, the Mouth has set up a steady stream of contraband, weapons, and illicit drugs through his tunnels. He pays higher fees to the smugglers than the guild, helping buy their silence, and his cheaper prices to the local gangs helps keep them quiet. While the Mouth's profits are low, he has still made a considerable sum in a short time.

The Mouth's plans are threefold. He wants to touch off a massive gang war in the undercity by encouraging the gangs to rise up against the guild and seize control of the smuggling business. To this end, he has used his magic to scout out the tunnels and provide information to gangs on shipments of goods, the guild's organization, and other key information to make such strikes successful. The Mouth uses Undek and other dominated servants to spread this information. If the Mouth knew much about human society, it would realize that such a massive, open conflict would send the city into chaos and touch off large scale rioting. All he knows is that in the confusion he is to use an enchanted dagger he discovered to sneak into a human lair in the upper city and kill a particular man. The voices within the spider creature's head compels him to follow this plan to the letter. In truth, the Mouth of Vawn plots to kill Ragast Sylviel with Pendra

Tananriel's stolen dagger. With the riots as a backdrop, *this event could send the entire city into a civil war.* All the Mouth of Vawn knows is that soon after he kills the human with his appointed weapon, the violence and bloodshed in the city will call out to Vawn and draw him into the material world, completing the prophecies the voices dole out to him.

In the mean time, the Mouth of Vawn waits and watches. The voices tell him that when the stars in the sky reach the proper configuration, it will be time to set his plans in motion.

The Mouth of Vawn is a powerful aranea sorcerer who specializes in enchantment spells. His level and spells should be tailored to your characters' levels, but as a prophet of Vawn he gains the ability to cast *dominate person* as a 12th-level sorcerer three times per day and *communicate at will using telepathy* as a supernatural ability.

Using the City

When the adventurers arrive in Sellaine, it is important to remind them that they aren't simply in a city that happens to be floating high in the sky. Describe the buzz of scoot ships as they ferry passengers around town, the

view above, below, and across the city owing to its *unique arrangement.* The city's inhabitants are a diverse blend of elves native to the city, traders from across the world, and other travelers. Every mode of dress, intelligent species, and trade good found across the world has made an appearance within Sellaine at one point or another.

Sellaine makes a convenient central point for a campaign in the skies. From here, the characters can explore the realms detailed in chapter 3. The city itself offers a wide range of adventures. The continuing struggles between political factions, the machinations of the thieves' guild, the gang wars of the undercity, and the growing threat posed by the Mouth of Vawn can all lead to many adventures within Sellaine's walls. If the characters are newcomers to the city, especially if they are *high level,* the various powers within the city may court them as allies. Sellaine is a city that could be headed for tumultuous times, ones that may draw the characters into their center. Don't be afraid to involve the PCs in the plots and politics outlined above. The information given above describes a city on the brink of a political, economic, and social disaster, even if its inhabitants do not yet know that. Where it goes from here is up to you and your players.

Aerial Gazetteer

Beyond the provinces of the civilized cloud realms are a multitude of wild, unexplored territories. The realms detailed in this section serve as sites to explore and the settings for treasure hunts, battles, and other adventures.

Dreadfall

In the old days, the town of Aielfen was a bustling center of trade along the eastern caravan routes. Today, it is little more than a tumbled ruin. A few adventurers journey there to unearth the treasures thought to still be hidden amongst the ruins. Many meet their ends at the ogres, goblins, and trolls that now claim the crumbling spires as their home. No invading army leveled the city, nor did it meet its end when the caravan routes shifted and the first trade fleet crossed the oceans. The legends speak of a night of terror, when the moon turned blood red and loomed large in the sky and a fierce storm rolled in to blot out the stars. Thunder roared, lightning hammered the ground, but above all else the stories speak of the haunting cacophony of laughter that filtered down from the sky. When even the red moon's baleful gaze was blocked by the cloud, the rains began. Rain, at least, was the most appropriate word for what followed. Thick, black venom fell from the sky, burning those it touched and leaving the ground a thick field of mud. More than

one poor soul sunk downward to his end when the ground beneath him turned into a mix of dirt, water, and whatever magic the rain carried with it. As the foul rain pounded the region, the storm's winds howled in the night, leveling peasants' huts and causing even the stoutest citadel to groan under the strain. Thunder roared anew, heralding the arrival of the storm's true terror. Carried forth on the winds, wraiths, specters, and other malign spirits swept over the land spreading terror and death wherever they went. The holy soil of burial grounds and graveyards transformed into a foul sludge soaked with the cloud's venomous rain and churned forth the bones of the fallen. Freshly interred bodies and the centuries-old bones of the ancients alike rose up under the command of blasphemous magics to stalk the living.

When the sun finally climbed above the horizon, it shone upon a city empty of all living souls. The bustling trade markets stood empty, their stalls still locked and secure as they were left the evening before. Much of the city was leveled, yet beyond that the city bore few signs of violence. Except at its cemeteries and crypts. All of these showed signs of forced entry. At first, the royal magistrate sent to investigate assumed thieves or brigands had forced their way in. Further inspection revealed the crypts had been forced open from within, the burial grounds dug up from below, as if the dead had broken free of their tombs and marched forth into the realm of the living. Yet, not a single corpse could be found in the city.



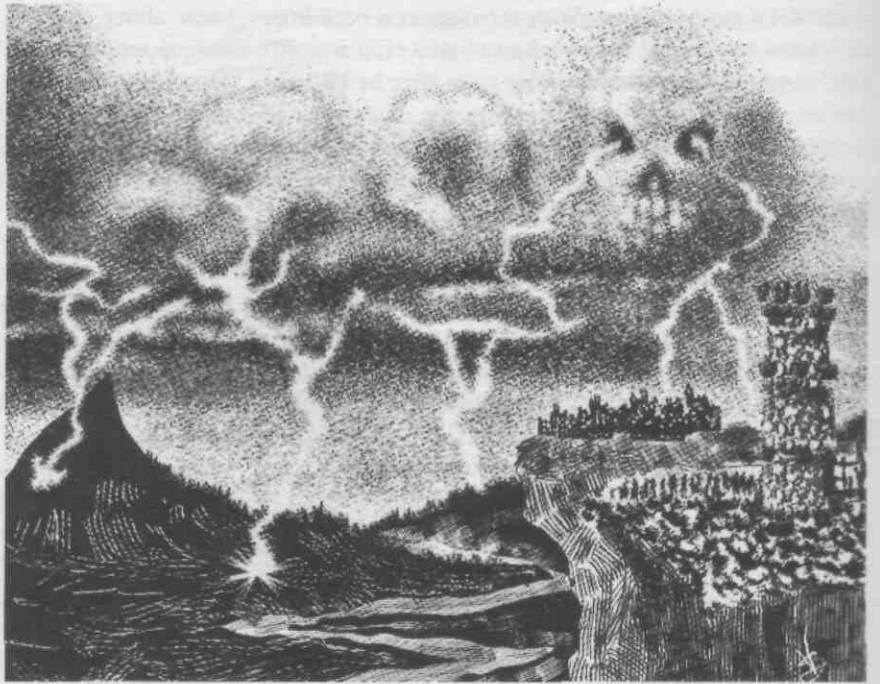
Aielfen was a victim of the Dreadfall, a toxic cloud realm composed of necromantic energy drawn from the negative energy plane. Several miles long and wide, the cloud realm is a home to a great host of undead creatures, demons, and worse. Normally, it appears as nothing more than an extraordinarily dark cloud floating high in the sky. Thunderstorms, tornadoes, and other fierce weather systems surround it, normally obscuring it from view both from above and below. Once every few centuries, the dreaded cloud drops close to the world's surface, unleashing a terrible storm of searing, acidic rain, and winds bearing noxious fumes and the wailing spirits of the dead. Those surface dwellers

unfortunate enough to be caught in such a tumult are invariably doomed to die. The spirits borne on the winds slaughter all they encounter, be they man or beast, good or evil. The cloud's foul rain seeps into the earth, infusing the buried dead with necromantic energies that animate them as skeletons and zombies. These undead join the spirits' bitter crusade, destroying all they meet. As the storm draws to a close, the undead gather the spirits and bodies of their victims and carry them aloft to their cloud realm. The storm always strikes at night and breaks up before sunrise. Sunlight is anathema to this cloud realm, and it must always race through the sky to remain ahead of its cleansing rays and return to the safety of the thick, black storm clouds that shield it from the sun's rays.

Dreadfall is a titanic artifact of evil. Forged by an archmage lich on the negative energy plane, it slowly traverses the world and harvests legions of the undead for an unknown purpose. Few have willingly journeyed to this terrible realm, and none have ever returned.

Background

Dreadfall is ruled by the arch-necromancer Aulick, an ancient being whose origins are lost in the mists of history. As part of his journey to lichhood, Aulick traveled to the negative energy plane. In order to survive the unwholesome realm, he constructed a magical fortress that gathered the plane's power and formed it into a stronghold that preserved him and his followers. Once his research on that plane was complete, Aulick modified his fortress to transport it into the prime material plane. The ritual to push his castle across the planar boundaries included one minor mistake that proved to be a great boon to the necromancer. The gate he opened remained intact after his castle move through it. Even more ominously, it continued to channel negative energy into the prime plane. Furthermore, the strange geometries and



arcane nature of Aulick's fortress granted it the ability to soar high above the clouds. Aulick found himself on his home world but flying within the upper reaches of its cloud realms. As he analyzed the gate, he discovered that he had inadvertently opened a permanent channel between the two planes. Given enough time and just the right amount of care, the energy of the negative plane would slowly drown the world and transform it into a necromantic realm.

Aulick has thus dedicated his existence to preserving the gate and seeing to the destruction of the world. In the service of his dark, necromantic gods, he strives to destroy all life and transform the surface realms into a single, great empire of the dead with him sitting upon its throne. His plans thus far have moved at an incredibly slow pace. While in comparison to a necromantic spell or ritual the gate generates a steady river of noxious energy, it will still be several thousand years before his plans come to fruition. Until then, he harvests his energy and makes the occasional foray to the surface to harvest recruits for his undead legions. While Aulick is essentially immortal as a lich, he is impatient to see his plans completed. To this end, he seeds the surface world with undead and, when he has the energy available to plunge his cloud realm close to the surface and unleash its power, he lays waste to entire cities and kingdoms.

The Storm

Once every four or five hundred years, Aulick takes command of his cloud realm and sends it and his undead servitors to the surface to spread death and terror. The cloud realm changes into a massive, fierce thunderstorm that lasts from midnight until sunrise. During this time, characters caught within the storm face many dangers.

The thunder and lightning are created by necromantic magic. Any character seeing or hearing them must



make a Will save (DC 20) or suffer a -2 morale penalty to attacks, checks, and saves for the rest of the night. Each character must make this save only once. This is a fear-based effect.

All undead within the region covered by the cloud gain turn resistance 4. This includes undead dispatched from the Dreadfall to attack the ground below. This bonus stacks with any turn resistance an undead creature may normally receive.

Undead creatures with less than 10 hit dice must make a Will save (DC 25) or fall under the command of Aulick. Those that fail eagerly work with Aulick's minions and travel with them to Dreadfall as the storm ends to serve their new master.

Each minute a living creature spends exposed to the rain, it must make a Fortitude save (DC 20) or suffer 1d4 points of acid damage. Constructs, elementals, and undead are immune to this affect.

All corpses within the storms area arise as skeletons or zombies under Aulick's command. They attack all living creatures they encounter. If a creature dies during the storm, it arises as a zombie 3d6 minutes after death. Constructs, elementals, and undead are immune to this affect.

During the storm, patrols of undead creatures fly down to the surface or are carried to the surface by the realm's enchanted winds. Specters, wraiths, wights, skeletons, and zombies wander the region, attacking any living creatures they meet and fighting to the death.

The storm lasts until an hour before sunrise, at which point Aulick's servants return to their cloud realm. The great winds the realm generates lift the undead creatures into the air and carry them to their home.

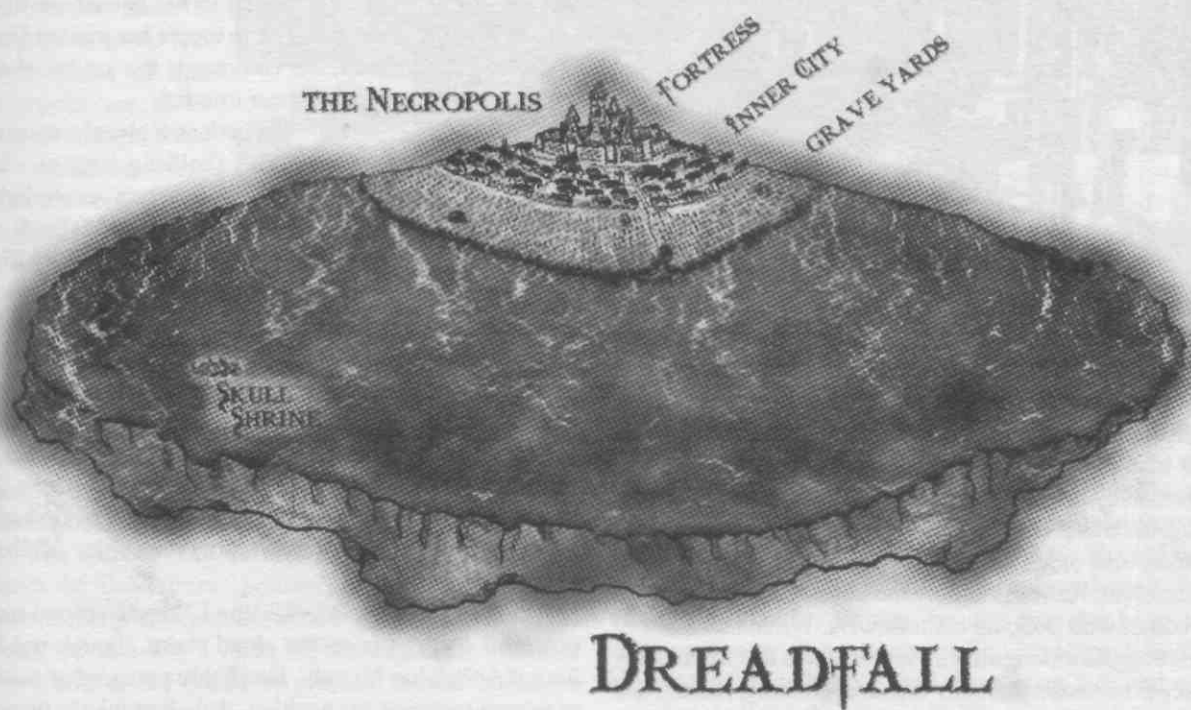
Most areas lack the fortifications and magical resources to repel these attacks. Travelers who pass

through a region attacked by the Dreadfall find it completely devoid of life. The trees stand withered and dead, the area is utterly silent, and though many signs of violence are present, such as shattered doorways, collapsed walls, and broken weapons, not a single corpse is in sight. The undead carry their victims back to their cloud realm.

The Dreadfall: A Gazetteer

The characters may choose to visit Dreadfall for a number of reasons. Perhaps they seek to destroy Aulick and end his campaign of violence and terror. Their mode of aerial transportation, such as a sky ship, may become caught in the storms that surround his festering sky realm and be forced to land there. Whatever the reason, few seek out Dreadfall for capricious reasons. They realm has earned its fearsome reputation for good reason. Sky mariners whisper of it as a sky realm of the damned where the most despicable and terrible souls journey after death. Others say that the Dreadfall is a cloud belched forth from the depths of hell, a floating realm where devils cavort and plan their forays into the world. Few suspect Aulick's existence and none know of his plan to eventually flood the world with the stuff of the negative plane.

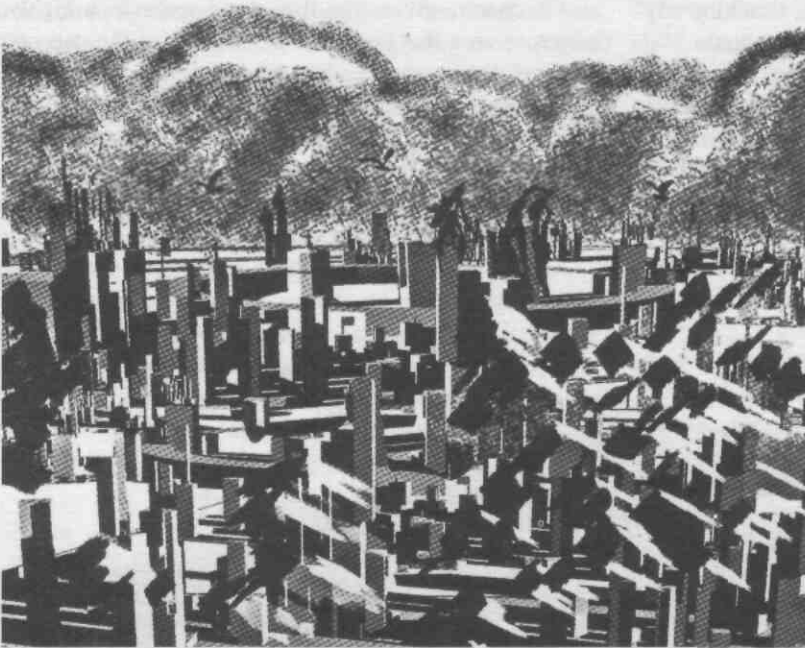
Of course, given that this cloud realm is a highly dangerous area that hosts endless legions of the undead, a powerful necromancer lich who plans to destroy the world, and untold riches looted from conquered lands, it is the perfect place for a heroic band of adventurers to venture to. The following short guide describes the general features of Dreadfall, stats for a few of its key inhabitants, and information for setting adventures there.



Geography and Locations

The Dreadfall is a dark, murky place. Its surface resembles a hilly, forested region twisted by dark magic. As this region remains within thick clouds, at best a gray twilight lights its surface. Thick forests of dead trees cover the realm, while the ground is made up of finely ground, gray ash. Water or blood dripped on to it immediately dries up. Any creature other than undead, constructs, or elementals suffers a -2 morale penalty to all attacks, skill checks, and saving throws while journeying within this realm. This is a fear-based effect that does not allow a saving throw.

The Necropolis: As this cloud realm first developed, the undead creatures of Dreadfall erected what was at first a crude collection of stone crypts and graves. Over the years, successive infusions of new undead creatures and the growing number of intelligent undead such as vampires, ghouls, and ghouls have transformed the necropolis into a literal city of the dead. Sprawling catacombs dug by skeleton and zombie servitors serve as mass storage chambers for the unintelligent living dead. The same creatures that hew these vaults from Dreadfall's black rock stand within their reaches and wait for the day that their master demands their service. Blasphemous cathedrals dedicated to dark gods rise into the sky, carefully crafted over centuries by undead crafts-



men with little else to do on Dreadfall's barren surface. Skeletons clad in chainmail and carrying longswords, light crossbows, and daggers patrol the streets. While one may think that an army of undead creatures brought together by a powerful lich would live in peace with each, the truth is far different. Vampire lords, minor liches, ghouls, and other intelligent undead squabble amongst themselves. Aulick is simply too absorbed in his research to bother with policing his followers. While he knows of the struggles amongst them, he considers this a necessary process to ensure that only the most cunning, daring, and

ambitious of his followers survive to the day that he finally declares all out war on the living.

The necropolis is arranged in a series of concentric circles. The inner most area of the city is a large stone fortress that serves as a home to Aulick's most powerful lieutenants, a collection of vampire warriors, lich sorcerers, wizards, and clerics, and ghostly assassins that comprise an elite core of his legions. These undead lords plot against each other unceasingly in hopes of currying favor with Aulick and winning prestige amongst his followers.

Foremost amongst these lieutenants is Pyrla Diresadow (female vampire LE Ftr15), Aulick's field general and war leader. In life Pyrla was a beautiful, mortal human courtesan Aulick won in a game of chance with a devil lord. The necromancer soon grew bored of the physical comfort she offered and, needing a vessel to house the soul of an ancient, world-conquering general he had called forth, he used a ritual to remove the courtesan's soul and replace it with his new general's persona. Further spells granted his newly minted warleader the blessing of vampirism. Unfortunately, the process was not a complete success. Pyrla retained her personality but gained the ghostly general's combat skills and military knowledge. She now commands Aulick's armies but secretly plots against him. Aulick has miscalculated the effect her physical charms can have on his other undead

servitors. Just as intelligent undead can feel anger, hatred, and rage, so too can they feel resentment, jealousy, and infatuation. Even the lich sometimes finds himself forgetting that he deals with a woman who bears the experiences of conquering half the known world and leading tens of thousands into battle, not simply some bedroom toy he tossed aside. Furthermore, Pyrla has secretly gathered some of her half-devil offspring to her banner. In time, she may rise to topple her master. Until then, she commands the armies of the dead with an iron fist.

Malbeth is a ghostly assassin and rogue (halfling ghost LE Asn7/Rog8) who serves as Aulick's chief spy and killer. Malbeth appears as a bald, charred halfling male. Killed in a fire set by a rival crime lord, Malbeth's desire for

revenge was strong enough to pull him back from the grave. After slaughtering his enemies, he took to wandering the world and eventually stumbled upon Dreadfall. After murdering Aulick's current chief spy simply to pass the time with an interesting diversion, the ghost was offered the chance to serve. Eager to find anything to help make eternity more bearable, Malbeth accepted the offer.

Grallian (human lich NE Wiz 13) is the second most powerful spellcaster on the cloud realm, though not for long if Aulick has his way. Justifiably paranoid of another wizard usurping his position, Aulick regularly dispos-



es of those magicians who draw to close to his own power. Over the years Aulick's paranoia has increased to the point that he sees in a relatively weak mage such as Grallian a major threat to his power. Needless to say, the scheming, fearful Grallian is willing to ally with almost anyone who can help stave off his destruction. A band of adventurers who infiltrated Dreadfall may be the perfect tool to destroy his master.

In addition to the citadel at the center of the city, the concentric rings around it house grim parodies of taverns, trading posts, and other edifices of the living. The undead who dwell here are driven by boredom to recreate the world they knew in life. Minor liches and vampires gather in taverns to feast on blood and flesh of captives, while skeletal servants sweep the streets and labor over forges to produce weapons, armor, and even metal trinkets at the behest of spectral smiths.

The streets are arranged in concentric rings that surround the central citadel. Inner roads house more powerful undead, while the outer ones are for minor creatures and servitors. Avenues radiate outward from the citadel towards the edge of town. The outer areas of the necropolis are given over to storage areas for mindless creatures and crypts and abodes for minor undead. The ghouls and ghouls dwell within tunnels dug beneath the city.

If the characters wandered into this city, they could disguise themselves as vampires or other undead creatures. The living dead have no innate ability to sense mortals. So long as the characters have convincing disguises, they can move about unmolested. Obviously the mindless undead pay the characters no mind. They are charged with completing manual labor and pay little mind to passers-by.

The Forest: The bulk of Dreadfall is covered by forests of dead trees. Solitary undead wander these regions, many of whom are exiled from necropolis at the whims of that city's lords or are fugitives who fear destruction at the hands of political rivals. Some are drawn to the heavy concentration of negative energy,

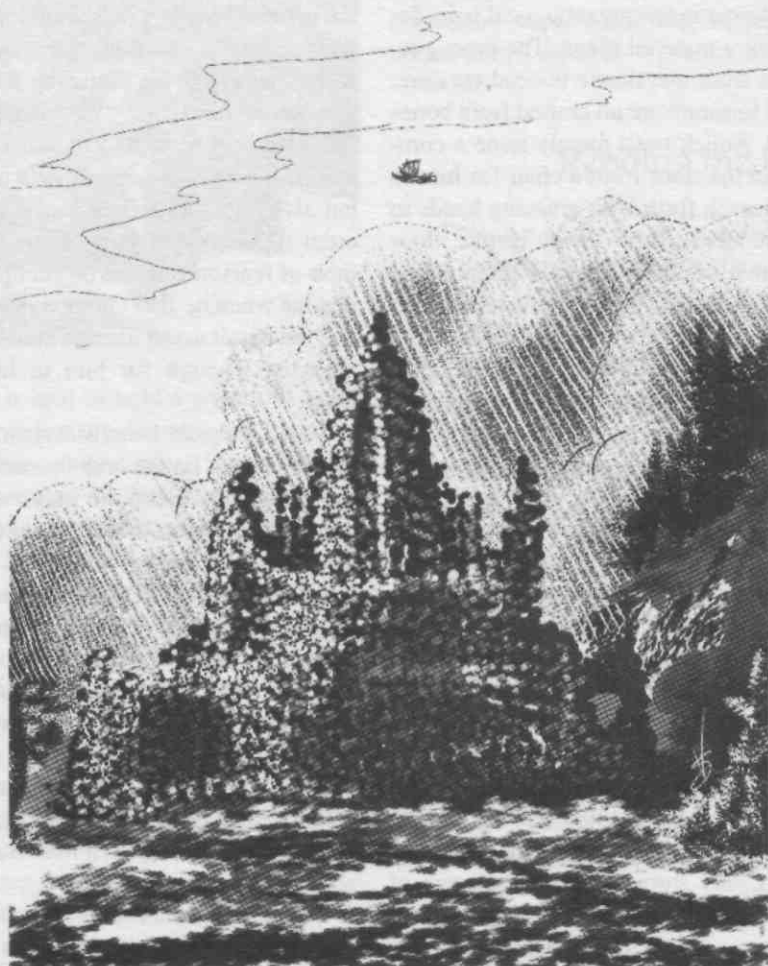
while others are belched forth from Aulick's gateway. Allips, bodaks, devourers, and other independent undead creatures wander these areas and prey on all they encounter, including undead travelling to and from the necropolis and Aulick's citadel. The lich lord considers these creatures a worthy test of his minions and delights in unleashing monstrous beings on to the cloud realm. Occasionally, a powerful undead creature gathers together a small horde to assault necropolis or the citadel.

Characters travelling through this area have a high likelihood of encountering dangerous undead creatures. Each hour spent in this region there is a 50% chance of an encounter with undead whose EL equals 3d6.

In addition to the wandering undead, there are a few areas of interest found within this hell-blasted wilderness.

The Skull Shrine is a structure that spontaneously arose from the ground as negative energy surged into the prime plane. Aulick watches the place with a keen eye, as he considers its growth to be a key indicator of the progress of his plans. The place started as little more than a shack but now rivals a royal palace in size. Its walls, floors, and ceil-

ings are comprised of human skulls. Its chambers and vaults are mostly empty, though sometimes a group of undead creatures wander into this place. The shrine's largest, central chamber is a great, vaulted cathedral featuring an altar crafted from crimson stones. This room is tended by a bent, ancient human known as the Bone Keeper (human CE Clr15). This priest's origin is unknown even to Aulick. He simply appeared one day within the shrine and since that day has tended to the place, cleaning the chambers of debris and driving out groups of undead who attempt to lair here. The old man speaks quietly and is personable enough with the living. If questioned of his purpose, he says only that he awaits the new master of creation to claim his palace. When he arrives, the Bone Keeper shall serve as his first and only prophet. Aulick believes that the Bone Keeper is a herald



of the end of the world. When the time is right, the lich is to journey to the keep where the Bone Keeper shall declare him the ruler of the cosmos. In truth, the Bone Keeper is a being created by a powerful god who seeks to use Aulick in his holy war against the gods of good. When Aulick's undead army grows large enough, the god plans to bid the Bone Keeper to deliver false prophecies to Aulick that lead him to launch a war against the surface world with his undead legions.

Aulick's Citadel: This 100-foot tall tower is surrounded by a tall, obsidian wall. A small cloud of ghosts flits about the tower. They are bound to this location by Aulick and are compelled to attack all who approach from above. Aulick's tower is one gigantic focal point for energy from the negative material plane. The inner portion of the tower is in truth one titanic undead creature. The floors, walls, and furniture are all crafted from bones and flesh of the dead. Aulick must merely issue a command and the bones in the floor form a chair for him to sit upon, or the walls reach forth with grasping hands to attack. Stair cases suddenly drop away, as the floor below forms a hole that sends an intruder plummeting 100 feet to his death. Aulick (male human lich LE Wiz20) spends his day in the tower's uppermost level, gazing into the infinite darkness of his gate to the negative material plane. This gate forms the tower's roof and jets a steady stream of negative energy into the sky, sustaining the cloud realm's form and giving this region its unique characteristics.

In battle, Aulick commands the tower to drop his opponents to their deaths or claw at them, making 1d4 attacks as per a Medium-size skeleton against each character per round. In addition, each round the tower generates 1d4 zombies or skeletons of Huge size up to a total of 100.

If the gateway is destroyed, the entire cloud realm begins to disintegrate. The undead creatures living here, save for Aulick, are blasted out of existence by the sudden shock waves of planar energies that seal the breach. Destroying the gate is no trivial task. Spells and items may be tossed into it only from below. The stream of energy pouring from its upper surface knocks aside all spells and other effects. While the exact method for destroying the gate is best left to the details of your campaign, methods include casting the corpse of an archdevil or demon lord through the gate, cleaving it with a holy blade doused in the life blood of a 20th-level paladin, or sundering it with the weapon of a god.

Aulick is supremely arrogant. His centuries of existence and continued successes have driven him to believe that no mortal is his equal. He delights in slowly defeating the few explorers who venture to his tower and patiently awaits them at its uppermost floor. Those who prove little sport are tossed through the gate as sacrifices, while worthy foes are transformed into undead servitors and dispatched to the necropolis.

Few guards watch this place, though if the undead within the forests become troublesome Aulick sometimes bids a troupe of vampires, ghouls, and zombies to stand watch at the tower's base. These creatures are

specifically instructed to let living creatures, who could present some entertainment for the lich, enter the tower unmolested.

Fulgash's Tower

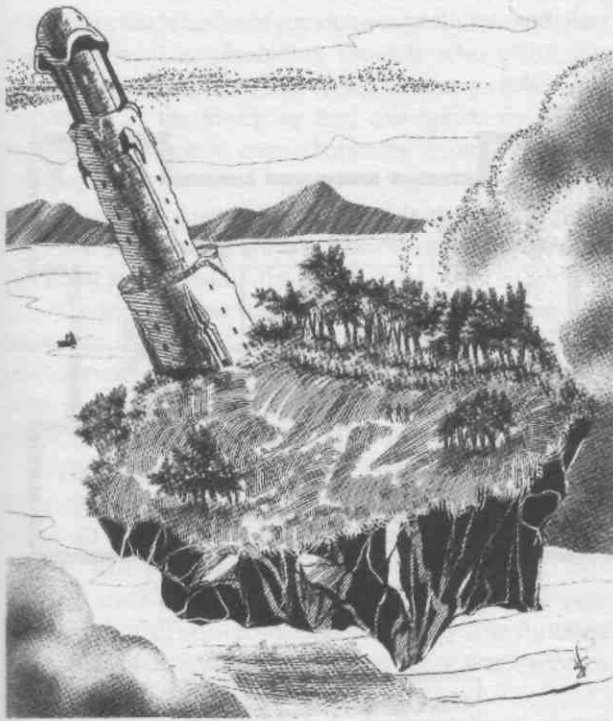
The archwizard Fulgash faced a simple problem. 10,000 screaming orc barbarians marched upon the civilized lands. As luck would have it, the particular hilltop on which Fulgash chose to erect his tower, the one with the lovely view of a nearby mountain pass and commanding presence over the valley below, was directly in the invading horde's path. Had Fulgash used his magic to scry upon the orc high command's war meetings, he would have seen his particular hill circled in blood with the orcish words for "We take this hill or die trying" scrawled next to it. As Fulgash's luck would have it, he had built his tower not only on a tactically appealing spot but also atop the ancient burial grounds for a monastic order of monk warriors. While Fulgash had found the mob of fearsome orcs who occupied his hill rather bothersome when he first claimed it, the view the hill offered and the basalt tower already standing there made the spot attractive enough for him to blast the orcs with his magic.

Had Fulgash been a diviner, he may have learned that his attack on the orcs caused their shaman to flee to the wastelands, where he wandered for two years before receiving a vision that led him to unify the tribes and declare a holy war on humanity. But that is neither here nor there. Besides, Fulgash almost welcomed the invasion. It gave him an excuse to activate an ancient artifact he had uncovered, *Aristophocles's Wondrous Compass*. What powers the compass possessed, none can truly say. The item's history was long forgotten even by the elf sages. What is known is that one night, as the orc hordes appeared over the horizon, Fulgash's tower and the hill it rested upon lurched into the sky. With a tremendous rending, the hill was torn in two and borne aloft into the air by unknown magics.

Two important events immediately followed. Firstly, the tower soared into the air at an angle, sending Fulgash plummeting out a window and to his death. Secondly, the flying tower bore a striking resemblance to orc legends concerning the appearance of an orc godling's reproductive organs and an imminent revolt by a powerful cabal of legendary female orc sorceresses. Thus, the orc horde immediately did an about face and returned home. Had Fulgash lived through the night, he doubtlessly would have been feted at the king's court rather than been the guest of honor at a conclave of buzzards, field rats, and other scavengers.

While the wizard is long dead, his tower still floats through the sky amongst the cloud realms. Owing to a severe miscalculation in Fulgash's studies of the compass, the tower is permanently cocked at a 45 degree angle relative to the ground. It is now a floating chunk of earth crowned with a black, basalt tower three stories tall. A popular destination for treasure hunters and other





adventurers, the tower is said to hold a wealth of gold, gems, and magical items for anyone who can brave its magical traps and peculiar arrangement. It is said that the tower's heavy tilt, rather than its traps and denizens, is responsible for the deaths of most explorers who meet their end there. The legends of heavily armed and armored men and women falling from the sky popular in the surface world region below the tower support that supposition.

The following map key describes the areas found on the map of Fulgash's tower. The tower does not come with fully described monstrous inhabitants and encounters. Instead, this section details ideas for monsters of different CRs to allow you to tailor to the tower to the characters' levels. In addition, the following general rules apply to adventuring in the tower.

Special Rules

With its sharp tilt, the tower presents a unique adventuring environment and a host of problems for would-be treasure seekers. The sloping floors must be climbed for a character to cross them. The Climb DC to move along the tilted floors is 0. However, a character moving in this manner suffers some of the penalties for climbing. He suffers no chance of sliding down the slope but moves at half-speed and loses his Dexterity bonus to AC. A character can move, fight, and defend himself as normal along the slope by making a Balance check (DC 15) each round he attempts to do so. On a failed check, the character tumbles down the slope. If his movement sends him towards a door or window, he must make a Climb check to catch himself (DC 10) or tumble through the portal. A character may also opt to make a Climb

check (DC 10) at any point in his fall to catch himself on the slope. After coming to a halt after tumbling down the slope, a character is considered prone. A character who is paralyzed, held, or otherwise rendered motionless automatically tumbles downward. If such a character could fall through a doorway or window, there is a flat 50% chance he tumbles through.

You may optionally assign size bonuses or penalties to creatures larger or smaller than Medium-size who could fall through a portal. Creatures bigger than Large cannot fit through doors or windows. Instead, if they fall through they become wedged in the portal and must make a Strength or Escape Artist check (DC 15 for either) to escape. While trapped they lose their Dexterity bonus to AC, have a -4 penalty to Dexterity, and are at -2 to hit.

Reading the Map

The map of the tower includes an arrow that points in the downward direction of the slope. When a character falls, he tumbles in a straight line in the arrow's direction. His movement stops when he makes a Climb check (DC 10) to catch himself or he comes to a wall.

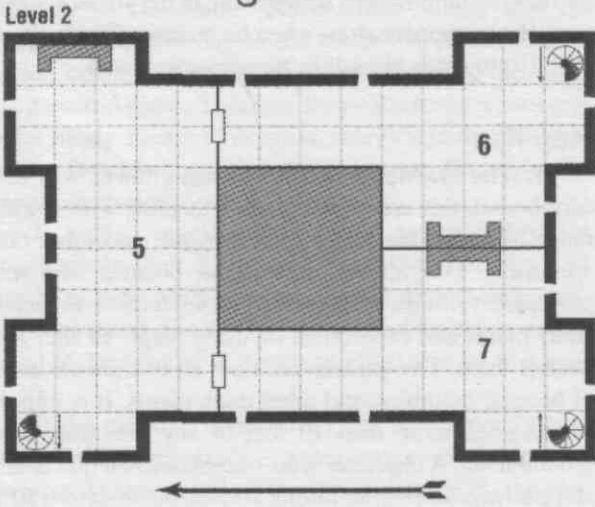
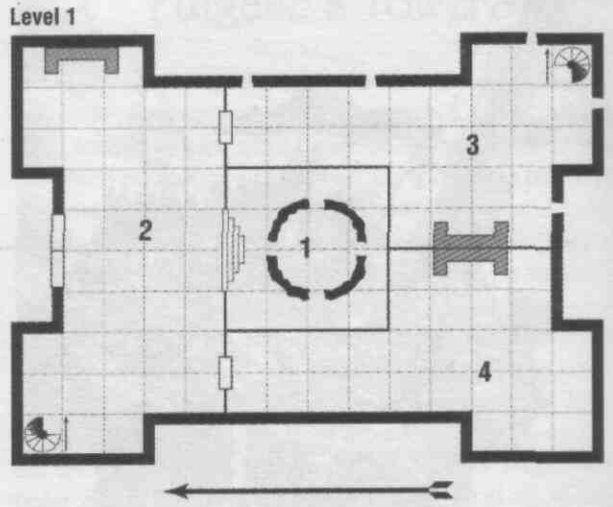
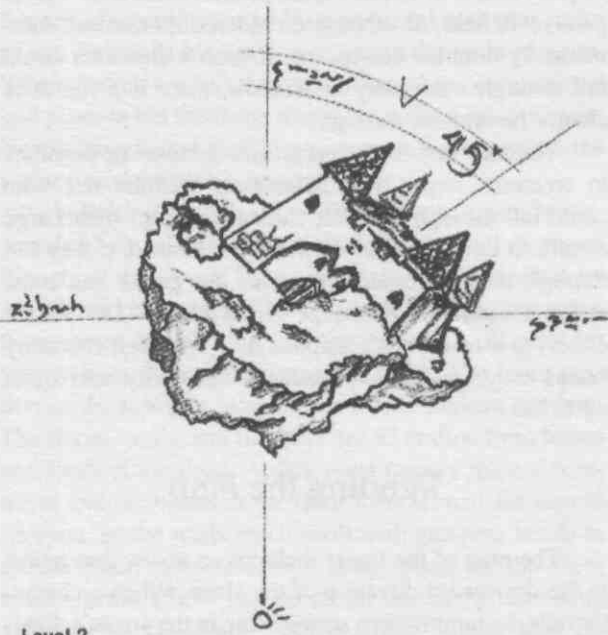
Map Key

1. The Gardens: When Fulgash's tower was still earthbound, this area was a garden teeming with a wide range of herbs, magically altered plants, and other rare specimens. Fulgash was an amateur botanist who was prompted to build a tower in the wilderness to better study plants and experiment on using magic to alter and control them. The gardens are now an overgrown maze of hedges, brambles, and other thick plants. It is impossible to see more than 10 feet in any direction from ground level. A character who stumbles down this area's slope always stops after falling 10 feet, but there is a 50% chance he crashes into a thorny bush that could tear into him. Make an attack at +5 to hit that deals 1d6 damage against the character. All creatures move at half-speed through this garden. Any creature that moves at a faster rate must make a Reflex save or become entangled in the thick vines and bushes in the garden. A creature trapped in such a manner loses his Dexterity bonus to AC, suffers a -2 penalty to all attacks, and may not move. The creature can free itself by making a Strength or Escape Artist check (DC 15 for either).

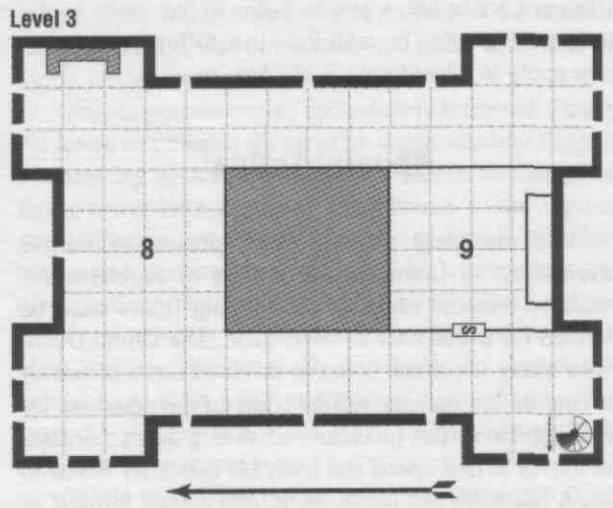
Common creatures found here can include any flying creature that seeks to prey on creatures trapped in the gardens. Within the gardens, assassin vines (CR 3), shambling mound (CR 6), or a tendriculos (CR 6). A will-o'-wisp also haunts the gardens, drawing explorers close to the garden's edge in hopes of luring them over the edge and to their deaths. Treasure here consists of coins and items found on the tangled remains of previous explorers, treasure buried here by Fulgash or expeditions that planned to return for the loot, and stray items caught in the thick plant growth.

First Floor: The rooms here were primarily used to





Arrows indicate upwards slope of Aulick's Citadel, which is tilted approximately 45 degrees.



entertain and host guests. Creatures found here could include a nest of harpies who lair here, undead creatures risen from the remains of previous expeditions, and plant creatures such as shambling mounds who claim this place as home. Spiders and flying creatures make good opponents in the tower, as they can ignore the sloped floor and attempt to push characters through windows and out doors.

The entire first floor is choked with dirt and plans from the surrounding garden. The downslope corners of the room are buried in dirt and plants.

Throughout the tower are several fireplaces and chimneys. Any character with a size of Small or lower can squeeze into a fireplace and climb up the chimney with a successful Escape Artist check (DC 15). A fireplace connects to the ones directly above and below it.

Throughout the tower, the doors and windows have long since been battered to pieces or carted off as loot. Thus, all the doors and windows are wide open.

2. Entry Chamber/Dining Room: Long ago, Fulgash used this room to welcome guests. Stone pegs set into the wall once held cloaks and bags. The furniture here long since tumbled out of the tower or was looted by explorers.

3. Kitchen: A large table and other debris are piled at the far end of this room, though the windows are still exposed for hapless characters to fall through. The one item still intact here is a large, ceramic basin fixed with an iron spigot. When Fulgash built this place, he designed the spigot to tap into the elemental planes and generate an endless stream of water. Unfortunately time and abuse by visitors have damaged the mechanism. If it is activated, it blasts forth a stream of scalding hot water. Resolve an attack against the character who activated the spigot at a +5 base attack bonus. On a hit, the character takes 1d8 damage and must make a Balance check (DC 20) or be knocked to the ground and slide along the floor.

4. Guest Room: This area once served as a bedroom for the tower's visitors. Two crumbling beds are wedged at the bottom of the room's slope, though an armoire bolted to the south wall still stands. The armoire is locked (DC 20 to open) and contains a small treasure cache stored here by a previous group of adventurers, 100 gp in a leather sack and a silver masterwork dagger.

Second Floor: This area once served as Fulgash's primary living space. Monsters found here can include creatures encountered on the first floor or perhaps a group of evil adventurers who seek to loot this place. Characters who plummet out a window here fall a total of 20 feet, as the island's tilt makes the fall a bit farther than if a character dropped straight down the tower's side. Once a character hits the ground, he then slides as per falling down in the garden.

5. Study: Once Fulgash's inner sanctum, this place is now a garbage strewn mess. For several months a band of evil humanoid mercenaries kept a pair of young trolls quartered here. Thus along the bottom of the slope along the east wall is a layer of dung several inches thick, gnawed bones, and other refuse. In addition, two spigots channel flame energy into this room. At first glance they

resemble continual flame spells, but in truth they project heat just like open flames. Any character who slides down to the wall in this room must make a Reflex save (DC 15) or suffer 1d4 points of fire damage as he slams into the open flame.

6. Bedroom: At one point, this was Fulgash's personal bedroom. As a driven, relentless researcher, he spent little time in here. Its most prominent feature is the doorway set into the eastern wall. This portal once opened on to a small porch Fulgash built on to the side of his tower. However, the porch long since collapsed, leaving the doorway a convenient opening for a monster to push a character through.

7. Library: The most striking feature of this room is a large pile of hacked, stained, and otherwise severely battered books piled at the bottom of this room. Wooden bookshelves are set along the walls here, their contents now consigned to the pile below. There are two things of interest hidden within this area. The pile of tomes contains one spellbook buried within it (Search DC 20) containing *animate rope*, *rope trick*, and *shocking grasp*. A hidden compartment on the southern bookcase (Search DC 30) hides a ruby worth 300 gp and a scroll of *flame arrow*.

Any character who slides down the floor in this room bounces off the books, causing a flood of them to slide out the window and possibly taking the character with them. Any character who slides towards the far wall must make a saving throw to avoid tumbling out a window whether he slides towards it or not.

Third Floor: This area is dominated by a large laboratory and a long-sealed vault that contains some of Fulgash's treasures. While the artifact he used to send this tower aloft is long gone, the wizard's last treasure cache awaits adventurers talented and brave enough to claim it from its guardian.

8. Lab: While this area was once stocked with magical items, expertly-crafted alchemical tools and glassware, and other tools found in a well stocked wizard's lab, it is now utterly bare. Over the years, explorers and adventurers have thoroughly ransacked this place. Most of the glassware once found here has ended up in shards at the bottom of the room's slope. Any character who slides down the floor must make a Reflex save (DC 15) or take 2d4 points of damage by falling into a pile of jagged, broken glass.

9. The Vault: The secret door marked on the map is rather easy to spot. The section of wall it occupies has been cleaned of dust, marked in chalk, chipped with hammers, and otherwise damaged by previous visitors. A secret catch on the opposite wall opens the door. Finding the catch requires a DC 25 Search check.

Within this room is the last of Fulgash's once considerable treasure hoard. A pair of wooden chests slid down to the bottom wall. One contains 7000 gp in gems and the second holds a *cloak of arachnida*. A vrock is bound to this room by a bargain it struck with Fulgash many years ago. Once he has defeated the 100th thief who enters this chamber, he may grab the treasure and claim it as his own. Currently, the demon has already



claimed 95 victims. Thus, it attacks with a vicious abandon. It prefers to teleport into the room and melee a wizard or other unarmored target in order to meet its quota. If the party is accompanied by servants or bearers, it attacks them first. Once the demon has killed five opponents, it and the treasure teleport to the outer planes.

Vrock (1): CR 13; Large Outsider (Chaotic, Evil); HD 8d8 + 24; hp 60; Init +2 (Dex); Spd 30 ft., fly 50 ft. (average); AC 25 (-1 size, +2 Dex, +14 natural); Atk +11 melee (1d8+4, 2 claws), +9 melee (1d6+2, bite), and +9 melee (1d4+2, 2 rakes); Reach 10 ft.; SA Spell-like abilities, spores screech, dance of ruin, summon tanar'ri; SQ Damage reduction 20/+2, SR 22, tanar'ri qualities; AL Chaotic evil; SV Fort +9, Ref +8, Will +8; Str 19, Dex 15, Con 17, Int 14, Wis 14, Cha 12.

Skills: Concentration +14, Hide +9, Knowledge (the planes) +12, Listen +13, Move Silently +13, Search +13, Sense Motive +13, Spellcraft +12, Spot +12. **Feats:** Cleave, Multiattack, Power Attack.

The Wildlands

The air lanes are home to many isolated cloud realms that exist in a wild, untamed state. Some were once home to settlements long since destroyed in pirate raids or natural disasters. Other realms are inhabited by fearsome, powerful predators that drive away all would-be colonists and discourage any attempts to explore the realm's surface. Dragons, rocs, and large flocks of powerful aerial creatures rule the skies in some regions. In particular, intelligent creatures such as dragons sometimes carve out their own domains similar to a civilized region. These creatures fancy themselves dukes or counts of their territory and exact tolls, taxes, and other fees from travelers. While most would call this extortion, few would say so to a dragon's face. Thus, large tracts of the sky remain free of civilization's influence. Efforts to colonize and expand into these areas are commonly financed by merchant companies and noble families, yet the expense and danger of such an undertaking makes such efforts rare at best.

The Wildlands is one cloud realm that has resisted several attempts to claim it. A lush, verdant realm of thick forests, plentiful water, and even a small range of hills that offers prospects of gold, iron, and other ores, several trading companies and noble houses have sent expeditions to this cloud realm in a bid to claim its abundant resources. Thus far, none have succeeded. Still, the realm's plentiful bounty has proven a siren's call to those who could profit from its exploitation. Thus, about once every ten years a small expedition departs for the Wildlands. Invariably, within the space of a year a few survivors trickle back or all contact with the colony is lost.

Those who journey to the Wildlands always report the same chain of events and bizarre occurrences that lead to the settlement's downfall. The trees within the realm's forests do not sway in any breeze, though they

swish back and forth wherever a man walks. The animals of the forest attack using coordinated tactics. A group of dire bears attacks from one direction, drawing away the defenders while a swarm of rats descends on the food stores and leaves them hopelessly contaminated. Expeditions to the hills find their tunnels collapse despite the precautions they take. Engineers study a freshly dug mine, add extra support beams, and yet the passage still collapses. Veins of ore seem to shift within the cloud realm's earth. A promising find one day is an empty hole in the ground the next. Expeditions report sighting ruins and other structures from the air, but the forest canopy seems to close over the buildings as soon as an aerial ship closes with it. Searchers who take to the ground find the trees seemingly moving to block their way.

Researchers, sages, and experienced adventurers theorize that a powerful druid lairs within the Wildlands and seeks to dissuade outsiders from despoiling his realm. They point the tactics used by the realm's animals and the indisputable mountain of evidence concerning the mobility of its forests as proof of this explanation. The truth, however, is subtler than that. In the ancient days, a powerful titan lord wished to construct his own miniature world. While he lacked the power of a god, he was a mighty magician in his own right. Thus, while his creation could never come close to rivaling the gods' in terms of its size and the range of creatures who lived upon it, he could produce something similar to the gods' creation on a smaller scale.

Or at least, he thought he could.

Time and again, his experiments ran out of control. He could produce a few species of animals, but invariably one or two would go rampant and destroy the others and disrupt his fragile ecosystem. The plants he crafted withered and died or were inedible to the particular strains of animals he created. After a steady stream of failures, the titan was on the brink of abandoning his task. Obviously, he was forced to admit, the gods' power was undisputed. At best he could craft three or four species at once, never any more that could exist in a balanced system.

That was when the inspiration that led to the Wildlands dawned on him. Rather than create each individual type of creature, he would create one creature that could form a system of life unto itself. The trees, the animals, the terrain itself would comprise one titanic creature that could monitor its health and alter itself to keep its ecosystem in balance. The forest would simply be one of the creature's organs, as would the deer that ran through the woods and the wildcat that hunted them. Thus, the Wildlands were born. This floating cloud realm is in truth a single living organism. The animals, plants, and even the terrain found upon its surface all operate much like blood cells or organs would within a single creature. They serve to sustain the realm by creating a living ecosystem. Each creature fills a specific role within the chain of life and if that chain is threatened the realm simply spawns a new animal or plant and absorbs the old, troublesome ones to keep the system running smoothly.



In the event of an incursion by outsiders, the realm reacts as a living body would to an infectious agent. It studies the intruders, determines the threat they pose to its continued existence, and prepares a response. In some cases, it leaves the outsiders alone. If they do little damage to the realm and merely explore it, the realm treats them as a benign agent. If they begin digging holes, chopping down trees, and hunting animals, it readies its defenses.

The Wildlands at War

When threatened by outsiders, the Wildlands prepares a range of responses. The forests are under its complete control. It can form impassable barriers of trees and undergrowth, force creatures along paths to ambushes, and absorb or purposefully spoil any plant life that could prove edible or useful. Trees that produced usable firewood are now composed of mushy, pulpy wood that burns poorly. Paths shift and bend to confuse travelers and lead them in endless circles. The canopy overhead thickens and blots out the sky.

Meanwhile, the realm goes to work organizing its animal life to respond to the threat. The realm can produce any sort of dire animal, normal animal, or vermin it needs to repel attackers. However, creating such creatures takes time and energy. Once per day, the realm can launch an attack against intruders. As a rule of thumb, the animals who comprise the attacking force should have an EL one or two above the party's average level. The animals attack with a supreme level of coordination. They strike from multiple sides at once or use diversions to draw guards away from their true targets. As the entire realm is one self-aware creature all animals produced by it gain a +8 competence bonus to Listen and Spot checks. Small animals use the aid another combat action to help their larger brethren, while the animals work together and willingly lay down their lives to take down the enemy one by one.

When an animal or plant is killed, its corpse melts into the cloud realm's surface within 2d6 minutes. All the living things found in the Wildlands taste terrible and are wholly inedible. When a creature is slain, its internal organs and muscles immediately begin to transform back into the protoplasmic goo that spawned them.

Air ships or other craft and creatures that fly above the Wildlands may come under attack from the trees below. The forest generates vines that reach out to grapple and drag ships down to the surface. Resolve this as a grapple attack made by a creature with a +10 base attack bonus and a 22 Strength. After dragging a victim down to the forest floor, the realm sends its animals in to finish off its prey.

Invading creatures killed in battle are absorbed into the ground and devoured by the realm 2d4 rounds after falling. It takes 4 rounds for a creature to be dragged below the surface and slowly drained of blood and other fluids. A character trying to save a comrade from this fate must make a Strength check (DC 20) to pull him free.

The central, hilly area is even more dangerous than the forest. Tunnels and old mines honeycomb this region. While the tunnels appear safe, the realm has the same ability to alter, distort, and collapse such tunnels as it can modify the animals and plants of its forests. The Wildlands shifts tunnels and blocks off exit routes in order to starve and eventually absorb explorers. It may attempt to crush characters within its tunnels by slamming the walls shut around them. A character must make a Reflex save (DC 15) to avoid being caught being two walls. Those who fail take 2d6 crushing damage.

Triggering an Attack

Normally, the Wildlands subsists on birds, large flying creatures, and other animals that land on its surface. The trees and other plants it creates draw sustenance from the rain and sun, helping to provide nutrients and energy to the entire system. The Wildlands is also an incredibly efficient creature. It can survive almost exclusively on the nutrients synthesized by its plants. Thus, it normally attacks visitors only if provoked. Anyone who digs into its surface, chops through its trees, attacks or hunts its wildlife, or seeks to build large, permanent structures draws its ire. Otherwise, the realm is content to leave visitors in peace. Regrettably, those who come here invariably break those strictures as they seek to establish a colony or carry off the realm's resources.

The Wildlands: A Gazetteer

Characters can journey to the Wildlands for a number of reasons. They could be sent here to determine the fate of the latest lost expedition, they might come in search of treasure or an artifact rumored to be lost here, or simple curiosity could prompt them to explore the region in hopes of discovering its secrets. The stone ruins sighted within its forests continue to intrigue sages, as explorers have yet to uncover their location or explore their depths and live to tell the tale.

The Forest

This dense, thickly forested area is the home to a wide range of plants and animals. Any character with Knowledge (nature) can determine (DC 15) that the mix of plants and animals is somewhat wrong for the climactic conditions in the area. The occasional palm tree stands amongst pines while tropical animals run with ones from temperate areas. Since all the animals and plants are generated by the realm, their outward appearance bears no connection to their inner workings. The thing simply creates life that looks appealing and was described to it by its creator.

Scattered within the forest are stone plinths that show signs of arcane runes long since worn down to unrecognizable scribbles; simple, dome-shaped stone structures made of loose rocks and mud; and a two story stone building carved from a single block of obsidian.





These monuments all serve as foci for the realm's life energy. They form a magical pattern that holds the Wildland's ecosystem in balance and allows it to display its unique characteristics. The realm works hard to *change forest paths, alter the landscape, and otherwise make it extremely difficult to uncover these sites.* The plinths are each always guarded by three dire bears. The bears are immune to all mind-influencing spells and fight to the death to protect their charge. There are a total of 100 plinths in the Wildlands. If more than half are toppled, the entire cloud realm slowly disintegrates, disappearing completely in one year. The sentience within the Wildlands works to fix any toppled plinths, dispatching animals to restore them. The small rock structures are breeding vats for new animals and plants. They house a deep pool of red, viscous proto-organic matter that gives birth to the creatures the realm requires to defend itself and maintain its ecosystem.

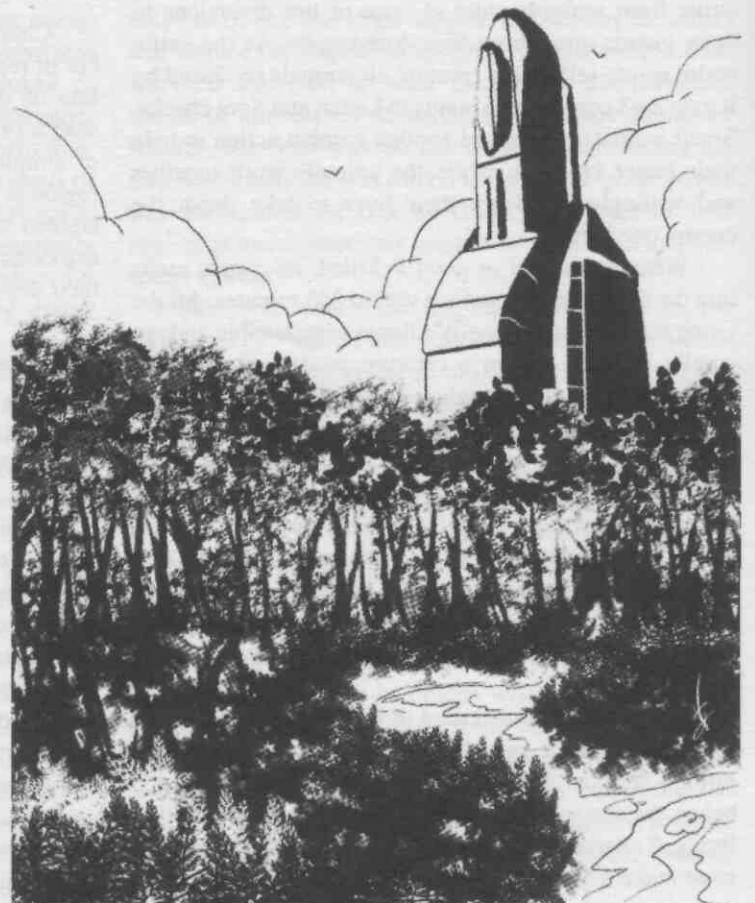
The large, obsidian temple is perhaps the most important single structure in the Wildlands. Though it has little bearing on the realm's continued existence, it reveals the mystery of its past. The structure has two levels above ground that house an ancient library, the living quarters of the titan who once dwelled here, and an arcane laboratory. The titan, a powerful magician and sage named Thendenis, has long since abandoned this project but his legacy remains here. The entire structure is designed for a 25-foot tall being, including the doorways, ceilings, and furnishings and other features. A squad of stone golems currently patrols the grounds, seeking to peacefully lead intruders away and only resorting to violence if attacked. A total of a dozen golems wander the upper two levels. While Thendenis carried away most of his valuable treasures, a few baubles remain. This place has gone undisturbed for eons, and the next group of explorers to discover it shall be the first.

The first level consists of meeting rooms, a laboratory, and a library. While the books stored there have long since decayed, a collection of stone tablets details the basic background of this place. More importantly, it describes the presence of three dungeon levels beneath the obsidian fortress. There, at the bottommost level, stands the control room for the entire realm. Any character who spends a month studying these tablets and makes an Intelligence check (DC 20) can learn how to *control and command the entire cloud realm.* A character who fails this check may study the tablets for an additional week and make another check, repeating this process until he gives up or makes the check.

The first dungeon level is hidden behind a secret door in the laboratory. While finding the door is rather easy for an experienced character (Search DC 20) the searcher must be ten feet off the ground in order to have any chance of noting the hidden lever that opens

the door. The level consists of chambers dedicated to the research and creation of new life forms. This is where Thendenis investigated the possibility of creating new creatures from their component parts and eventually developed much of the theory he needed to complete the Wildlands. This area is guarded by more stone golems and many traps. A few bizarre, failed experimental creatures are kept in stasis and may be unleashed by unwitting characters. Any aberrations, such as gibbering mousers, mimics, or beholders may be encountered in this manner.

The second dungeon level was given over to the research of plant life. The entire level is overgrown with a thick layer of a bizarre, mutated combination of fungus and plant life. The floors, walls, and ceilings are covered in a murky gray layer of this lifeform. As the characters work across it, it pulses with life and calls to its children to deal with the intruders. In many ways, this creature is the forerunner of the sentience that controls the Wildlands. The colony commands plant and fungus creatures including shambling mounds, tendriculoses, violet fungi, and even a small tribe of degenerate, half-fungus treants. These creatures worship the colony like a god and obey its mental commands. They believe that the world outside of their dungeon level is infested with horrid rock monsters (actually the golems who police the level above) and consider themselves the last living creatures in the cosmos. If the characters approach these creatures with peaceful intent, they can convince them to hold off their attack and listen to their tale. If the PCs



admit to defeating any golems, they are met with friendship. The colony wishes only to be left alone and perhaps to dispatch one of its followers with the PCs to explore the world above.

The final dungeon level is accessible through a pool of water that stands within the treant creatures' lair. The final level is completely flooded with water save for the control room located on the far end from the entrance. Once, Thendenis research ocean life in part of this level. To foil explorers and thieves, he flooded the entire level and bid the sentience that controls the Wildlands to spawn dire sharks to watch over this place.

When the characters finally arrive at the control room, they find it a simple throne with a steel crown resting upon it. Anyone who sits on the throne, dons the crown, and has read and understood the stone tablets from the obsidian structure gains the following powers:

- The sentient spirit of the Wildlands obeys his commands. It does not attack or harm anyone marked as a friend by the controller.
- The controller may now command the plants and animals that are spawned by the Wildlands. He may generate 50 hit dice of animals each day and may keep a total of 500 hit dice worth on the islands. These creatures may leave the Wildlands but shrivel and die within 2d4 days unless they return home. They obey the controller's orders to the best of their ability. These orders are issued mentally via the throne and crown.
- The controller gains omniscience within the Wildlands. So long as he sits upon the throne and wears the steel crown, he sees all and hears all that takes place within his realm.
- The controller may order the entire cloud realm to move. It may travel up to 20 miles per hour and ignores all weather conditions.
- The sentient intelligence recognizes the last person to wear the crown and sit upon the throne as the ruler of the Wildlands. It obeys his verbal orders and carries out tasks he appoints after he leaves the throne. However, should someone else take command that person becomes the new master. The Wildlands' sentience can hear and obey its master so long as he remains on the cloud realm. Should he leave and return, it continues to obey him so long as no one else has claimed his position.

The throne is sized for a titan, as is the crown. When a creature touches the crown, it immediately changes shape to fit the creature bearing it. The crown may never leave the control room, despite whatever magical or physical efforts are undertaken to carry it away. The two are intrinsically bound and may not be separated. The crown immediately vanishes and reappears on the throne if someone attempts to make off with it.

Obviously, the throne and crown are powerful artifacts. In the characters' hands, the Wildlands can quickly become their base of operations and personal fortress. Of course, when news of this development spreads many of their rivals, enemies, and other opponents may try to take the realm for their own use.

The hills

The realm's central region is marked by a series of high, steep hills that bear only scattered patches of forest. Any dwarf, gnome, or character with the Profession (miner) skill can determine with a Profession (miner) skill check or an Intelligence check (DC 15) that the dirt and soil found on the hills seems somewhat odd. The grain, texture, and color do not quite match what one would expect for exposed, hilly terrain. As with the animals and plants found here, the hills are simply a construct grown by the realm to serve its needs. In this case, the hills are an attractive roosting spot for birds and other creatures that the realm absorbs and devours.

The mines within the hills invariably find little ore of use. While some steel and gold veins exist within them, the Wildlands shifts them away if they are exposed and works to protect them from prospectors. Any metals found here are simply a byproduct of the magic used to form this cloud realm. No more than 5000 gp worth of ore is available here if the characters were to extract it, such as by seizing control of the realm and mining its hills.

Ruined Colonies

These sites were once small settlements established as beachheads for later, larger scale attempts to colonize the realm. Obviously, none succeeded. These areas are extremely overgrown with grass, underbrush, and in some cases small trees. The remains of any cabins, walls, or other traces of structures are faint at best. Anyone with the Wilderness Lore skill who knows how long ago the ruins were built can determine with a successful check (DC 20) that the ruins are far too overgrown with forest plants in the time since they were first built. Trees grow from the midst of ruined buildings and wooden walls are far too rotted considering the time period that has passed.

The foremost ruined colony, and the one most often mentioned in stories of the Wildlands, is great fortress known as the old stone fort. According to legend, a powerful elf wizard named Palantheo was drawn to the stories of the Wildlands and sought to answer its riddles for himself. Using his magic, he erected a fortress of stone near the edge of the cloud realm's boundaries. Many believed that this fort represented the best chance of establishing a successful, long-term foothold on the sky realm. For the first year, the fortress survived intact. Palantheo ordered his men to never venture more than a hundred feet from the fort's walls. Using his divination magics, he sought to discover the realm's secrets and use them to claim it as his personal domain. For day after day and night after night the elf worked in his study, bent over his tomes of magic and casting his spells to uncover the domain's secrets.

Unfortunately for Palantheo, he never realized the realm's true nature. While he witnessed the spawning of animals that should not be found in an aerial realm and the plants' odd behavior, he attributed this to influence of a druid or a powerful faerie creature that could evade his divinations. He never once suspected that he was view-



ing the true master of the domain all along merely by looking out his tower's window. For a year, Palantheo continued his fruitless search. He scoured his collection of folios and codices, corresponded at length with other mages of his order, and finally decided to abandon his quest.

The mercenaries who accompanied him had long since despaired of ever uncovering gold in the realm's hills or claiming the place as their own. With each passing day they grew more and more frustrated that their master was content to sit within his tower and spend his days in what they saw as wasteful study. Thus, when it came time for Palantheo to take his leave and pay off the last of his servants' contracts he offered them a bargain: either receive their full pay and passage back to the nearest civilized cloud realm or receive an equal share of ownership of the stone fort. Many of the mercenaries accepted shares of the fort and remained behind. Soon after Palantheo and his retainers left the Wildlands, the mercenaries who remained behind ventured out into the

forests, drew the land's ire, and were killed.

To this day, popular legend holds that Palantheo's fort is a cursed place. The rumors have it that the elf fled after unleashing dark magics that tainted the very rock of the fort. The poor mercenaries he left behind were abandoned there to die at the hands of some fearsome undead monstrosity. Palantheo and many of his loyal followers have since journeyed to parts unknown, allowing this rumor to run rampant. In truth, the stone fort is one of the few secure locations in the Wildlands. The fortress's stone walls and central tower are built atop a large rock slab created by Palantheo's magic. Thus, the realm's plants cannot grow there. The high walls and iron gate are more than adequate to repel most animals the Wildlands can create. Most importantly, those who stay within the fort remain out of the Wildland's baleful eye. As plants cannot grow there, the thing cannot normally watch over those within the fort. Lately, though, the cloud realm has extended vines and plants across the stone slab in an effort to explore the place.

The Skyways

While the bulk of this book is concerned with the sites, artifacts, and people the characters can encounter atop cloud masses, there are a number of strange creatures, threats, and objects held aloft in the lanes between the clouds. The following encounters and objects are designed to drop into an aerial journey as the characters make their way from one cloud realm to another. In addition, this section includes a random encounter table for determining the creatures the characters may encounter during their journey.

The Derelicts

From a distance, a derelict looks like a small swarm of objects and creatures or perhaps a small cloud of debris surrounding a single, floating rock. As the characters draw closer, the derelict comes into view in all its alien glory. Some sages theorize that this object is a craft from another world, while others believe it is one of the last remnants of an ancient civilization that dominated the sky before the coming of the gods and the rise of man. Regardless of its origin, the derelict and its cousins (for there are said to be at least a dozen objects similar to it scattered through the sky) bear several basic characteristics.

The derelict is encased within a transparent sphere of energy. When sunlight or other illumination strikes it at just the right angle, the bubble is barely visible as a shimmering field. Within the field, objects float seemingly without weight. Creatures within this field can move by concentrating on a point in the distance and concentrating. Creatures can move at a speed equal to their Intelligence score in feet with a standard movement

action. Running is impossible in this environment. You cannot "think really hard" in order to move faster.

Creatures crossing through the energy bubble must strain against the field in order to move through it. Piercing the barrier is a standard action. A character cannot be pushed through the bubble with the bull rush action, nor can a character inadvertently move through it. For example, you could not focus on a point outside of the bubble and move through it without bumping into the bubble's wall.

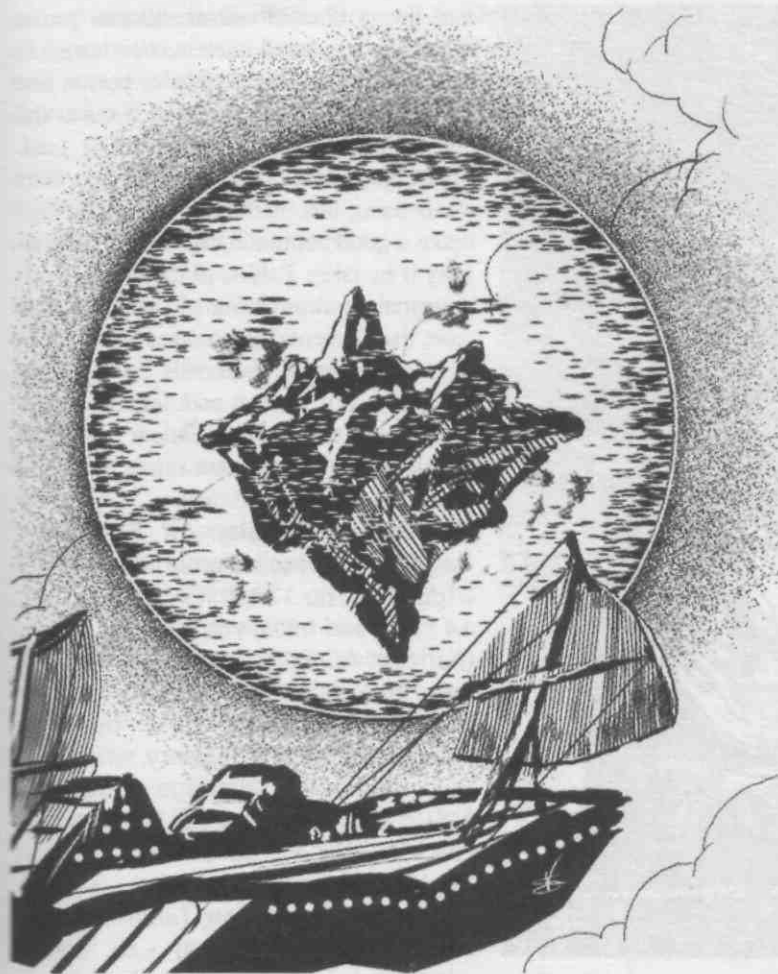
The air within the bubble is always fresh and warm as a spring day. Wind, rain, and clouds never seem to penetrate its surface. Thus, the bubble is a handy rest stop during a storm or wind squall. It seems as if it would be a good spot for a settlement, trading post, or other sanctuary. However, the nature of the derelict and its strange inhabitants make that an unlikely prospect.

Each derelict appears as a cube-shaped vessel 60 feet on each side forged from an unknown blue metal. All of them show signs of severe damage, such as holes punched in their sides, cracks down each face of the cube, and a small cloud of shattered metal and debris floating around it. In some cases, the cube is ripped in two, revealing its inner structure.

The cubes are set with a single door in the center of each of their six faces. Within its structure are six decks, each 10 feet tall and consisting of a series of square rooms. Most of the derelicts are arranged with four 20 ft.-by-20 ft. rooms in each corner and two 20-ft. wide corridors forming a cross between the rooms. Holes in the floor and ceiling at the corridors or rooms at each level allow visitors to move between the cube's floors.

A character using *detect magic* detects massive amounts of alteration magic throughout the cube and the





area encompassed by its bubble of energy. Sages theorize that the derelicts were once used as gateways to other realms or as part of some sort of transportation system. When a character moves into cube, he inadvertently activates several of its powers. First, a character moving through the cube must make an Intuit Direction check (DC 25) each minute or lose track of his current orientation. Without a rope or other guide, you should alter the direction that character believes is up, down, right, or left relative to his point of entry. Compounding matters, from the interior of the cube the doorways leading out appear as blue, opaque barriers that blend into the walls. A character seeking an exit must make a Search check (DC 20) to detect an exit. The bottom level of the cube has a gate in the floor of that opens into the ceiling of the top level, making it appear as if a character climbing through the cube's floor is actually moving into a level below his current one. Some explorers waste hours exploring the same levels of the cube over and over again.

The cubes contain strange items and features built into their floor and walls. Some appear to be cauldrons or pots covered with metallic lids. When opened, they sometimes contain treasure. Other times, strange monsters such as gibbering mouthers, chokers, and shadows lurk within these things. Large containers hold much larger monsters, and on at least one occasion a group of explorers uncovered a chuul. The monsters are invariably dazed for a round or two when they first emerge from these containers and may take no actions. Often, the

creatures free themselves and wander the cube looking for a meal. The treasures the containers hold are invariably lumps of valuable material, such as oddly shaped pieces of jade, platinum, or gold. Other times, these urns contain clear water, dirt, mundane plants, and other utterly normal items.

Some of these chambers serve as teleportation chambers that lead to the surface. Many of these are one-way mechanisms that leave the traveler stranded. Most of the creatures spawned within a derelict eventually leave the structure through one of these teleportation devices.

In truth, the derelicts are relics from the ancient past when the gods first formed the world. These items served as gateways and conduits for the divine energy that formed the world and gave birth to many of the creatures that live within it. Long since forgotten by the gods, these things now slowly crumble into ruin. They still spit forth water, plants, precious metals, and other items. The creatures they create are strange, twisted mutants and undead. The magical energies that power the derelicts have begun to fail, leaving them capable of producing only twisted versions of

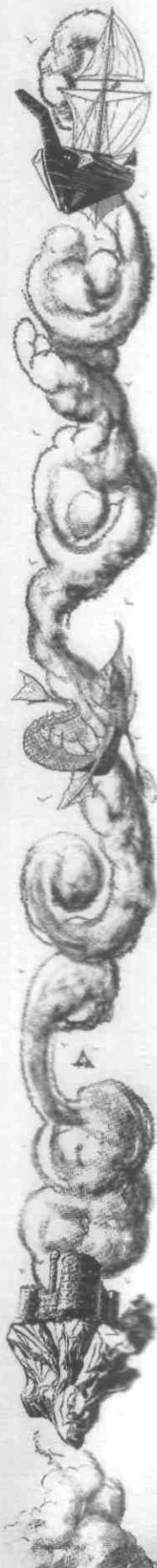
life. In game terms, they create aberrations and undead creatures.

In addition to the strange monsters found within the cubes, pirates and bandits sometimes lurk within them. Those willing to cope with the occasionally rampaging monster can make a derelict a comfortable home. Adventurers are drawn to these things like flies, seeking the treasures they hold both in their strange cauldrons and carried on the remains of less fortunate explorers.

The Sage of Air

In certain regions of the air lanes, sky captains and other travelers have learned the hard way to avoid a small funnel cloud that flits about in seemingly random directions. They have no fear of the cloud's winds, nor do they consider it a true threat to their safety. Rather, they merely wish to avoid a long, boring, drawn-out conversation with Whnlyn, a greater air elemental sage who journeys the prime plane in search of knowledge. Whnlyn uses a magical gate within his airy tower on his home plane to temporarily cast himself into the prime plane. Once there, he hunts down the plane's inhabitants and grills them relentlessly on their habits, beliefs, physical attributes, and so forth.

Whnlyn's mission would not be so bothersome had he a more personable, agreeable personality. Unfortunately, he is impatient, demanding, and petulant.





He has been known to halt travelers for several hours and demand they answer his questions in detail, even if they have pressing business elsewhere. Rumors abound of a merchant ship pursued by pirates and dragged to a halt by the air elemental sage so he could question the captain as to why he was trying so hard to evade his pursuers. Left dissatisfied by the frantic merchant's answer, he dragged the ship over to the pirate flotilla and tried to question both groups at once.

Needless to say, once Whnlyn went on his way and left the merchant ship surrounded by corsairs, the poor trader was sacked and left utterly penniless.

Whnlyn is often left dumbfounded and confused by his subject's reactions. Most likely, his treatise will deal with the apparent madness and stupidity of humanoid creatures. He honestly has no idea that his inquiries are bothersome and is shockingly ignorant of humanoid culture. He speaks at hurried, rapid pace that causes his words to run together in continuous sentences, which only helps cause more frustration for his victims. At his heart, Whnlyn is merely a curious investigator. If attacked he flees in terror. Luckily for him, thus far he has yet to meet a traveler bearing a magical weapon capable of harming him.

Whnlyn makes a good tool to delay or bother the characters when they must deal with a time sensitive issue. The air elemental simply wants answers to his questions. Since he knows so little of the world, he eats up nonsensical responses and has no idea if the charac-

ters lie to him. However, he can prove helpful to clever characters. For instance, if told that a particular ship or person has the answers he seeks, Whnlyn leaps at the chance to track down a promising lead. Smart characters can set him against their rivals using this method. Whnlyn can also make a good continuing nuisance, particularly if he takes a shine to the PCs or considers them fascinating subjects. In this case, the elemental also makes a good font of information. In his travels, he has visited many sky realms and learned many secrets long thought lost. Patient characters should receive important clues or useful information from him.

Whnlyn, Greater Air Elemental Sage: CR 9; Huge Elemental (Air); HD 21d8 + 84; hp 178; Init +14 (+10 Dex, +4 Improved Initiative); Spd Fly 100 ft. (perfect); AC 26 (-2 size, +10 Dex, +8 natural); Atk +23/+18/+13 melee (2d8+7, slam); Face 10 ft. by 5 ft.; Reach 15 ft.; SA Air mastery, whirlwind; SQ Elemental, damage reduction 10/+2; AL Chaotic neutral; SV Fort +11, Ref +22, Will +7; Str 20, Dex 31, Con 18, Int 14, Wis 12, Cha 11.

Skills: Knowledge (arcana) +16, Knowledge (the planes) +18, Listen +16, Spot +16. **Feats:** Dodge, Flyby Attack, Improved Initiative, Mobility, Weapon Finesse (slam).

Random Encounter Tables

The following tables serve to generate random encounters in the sky or, if you dislike the idea of completely randomizing such things, a list of inspirational ideas. The first table lists monsters while the second ones gives some basic ideas for the encounter's tactical situation.

After determining the monster encountered, choose the number of creatures that appear by judging the party's level and picking an appropriate EL. Some GMs prefer to always keep encounters within the characters means. Others prefer to grant their game worlds more realism by letting the dice fall where they may. In that case, create an encounter using the chosen monster with an EL that has a 50/50 chance to be 1d4-1 less than the party's average level or 1d4-1 greater than the party's average level.

After determining the type and number of monsters, use the encounter table below to decide the encounter's basic set up or create one of your own invention. The table lists encounter ideas that are not always applicable to a monster type. Either re-roll or choose a new result if the one you randomly determine does not make sense for the

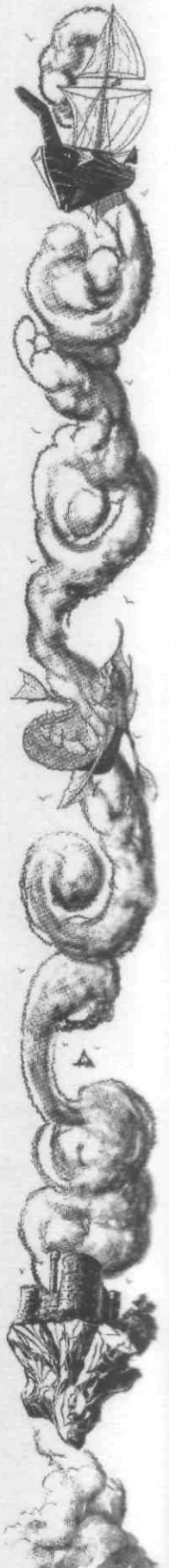
current situation or the creature chosen. In addition, some of the encounters work better for solitary creatures rather than groups. Modify the number of creatures encountered if you feel it gives the encounter more coherence.

d100	Monster	CR
01-05	Stirge	1/2
06-10	Small air elemental	1
11-15	Hippogriff	2
16-20	Medium-size air elemental	3
21-25	Air mephit	3
26-30	Juvenile arrowhawk	3
31-35	Giant eagle	3
36-40	Giant owl	3
41-45	Giant wasp	3
46-50	Pegasus	3
51-55	Gargoyle	4
56-58	Genie (janni)	4
59-62	Griffon	4
63-66	Harpy	4
67-70	Large air elemental	5
71-74	Adult arrowhawk	5
75-78	Manticore	5
80-82	Belker	6
83-85	Wyvern	6
86-88	Huge air elemental	7
89-91	Chimera	7
92	Elder arrowhawk	8
93	Gynosphinx	8
94	Greater air elemental	9
95	Androsphinx	9
96	Roc	9
97	Yrthak	9
98	Couatl	10
99	Elder air elemental	11
100	Cloud giant	11

d100

Situation

- 01-10 The monster is hungry, angry, or mistakes the characters for an archenemy. It swoops from the clouds to attack from ambush.
- 11-20 The monster is curious about the characters. It flies close to their location and watches them, but after 2d4 rounds flies off unless provoked.
- 21-30 The monster lurks within the wreckage of a sky ship it either attacked and destroyed or discovered and now uses as a lair.
- 31-40 The monster guards its territory. If unintelligent, it roars at the characters (or hisses, or whatever as appropriate) and tries to drive them off. If intelligent, it may demand a toll.
- 41-50 The monster protects a small flock of its young. If the characters move away from it, the creature allows them to pass unmolested.
- 51-60 The characters stumble on to a duel. Pick a second monster from the encounter table whose CR equals the EL of the monster encountered. The characters can join in the fight or be dragged into it. Once one monster (or group of monsters) is defeated, the remaining creatures either befriend the characters if their alignments are compatible or flee.
- 61-70 If appropriate, the monster sneaks aboard the characters' vessel and attacks that night. Otherwise, it hovers nearby and tries to remain hidden. Allow the characters to make Spot checks opposed by the monster's Hide check. Otherwise, it waits until night then attacks.
- 71-80 The monster seeks another target. If intelligent, it stops the characters and questions them about a rival of its same race. If the characters can convince the creature to move on or give it false information, it leaves them. Otherwise, it becomes angry and attacks.
- 81-90 The creature is sorely wounded and obviously on the verge of death. If the characters stop and heal the thing, it travels with them and helps them for 1d3 days. Intelligent creatures may form long-lasting bonds of friendship with the PCs. Evil creatures grudgingly serve but try to steal some treasure before leaving. Animals aid the PCs before growing bored and wandering away.
- 91-100 The monster spots a randomly chosen character and mistakes him for an old enemy, lusts after an item he carries, or simply decides he would make a tasty meal. The monster attacks that character relentlessly and in preference to all other targets.



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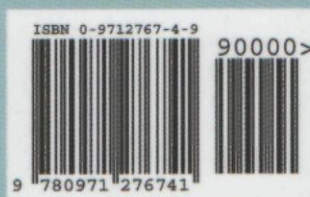
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